

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders of Making Science Group, S.A.

Report on the Consolidated Annual Accounts

Opinion

We have audited the consolidated annual accounts of Making Science Group, S.A. (the Parent Company) and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2024, the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows, and the notes to the consolidated financial statements, all of which relate to the year then ended.

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the equity and financial position of the Group as at December 31, 2024, as well as its consolidated results and cash flows for the year then ended, in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS-EU), and other provisions of the financial reporting framework applicable in Spain.

Basis for Opinion

We conducted our audit in accordance with the applicable auditing standards in force in Spain governing the auditing of accounts. Our responsibilities under those standards are further described in the section "Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts" of our report.

We are independent of the Group in accordance with the ethical requirements, including those relating to independence, that are applicable to our audit of the consolidated annual accounts in Spain as required by the auditing regulations. Accordingly, we have not provided services other than the audit of accounts, nor have there been any situations or circumstances that, in accordance with the aforementioned regulations, could have affected our required independence in a way that would compromise it.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Revenue Recognition

As mentioned in Note 1 to the consolidated financial statements, the Group generates its revenue primarily from advertising and public relations services. In accordance with the applicable financial reporting framework, and as disclosed in Note 4.m to the consolidated financial statements, revenue is recognized at a point in time or over time when (or as) the Group satisfies performance obligations by transferring promised goods or services to its customers.

Given the material significance of correctly timing revenue recognition, and considering the specific characteristics of the Group's activities, we have identified this matter as a key audit matter.

Our main audit procedures in relation to this matter included gaining an understanding of the Group's relevant accounting processes and internal controls regarding revenue recognition, as well as performing substantive procedures. These included obtaining external confirmations for a sample of outstanding customer balances and, where appropriate, carrying out alternative procedures by examining subsequent cash receipts or supporting documentation for services rendered.

Additionally, for a sample of revenues recognized during the year, based on the inspection of invoices and other supporting documents, we verified their appropriate accounting treatment. We also tested a sample of invoices issued near the end of the year and the beginning of the subsequent year to ensure the revenue was recognized in the correct period.

Finally, we evaluated whether the disclosures in the consolidated annual accounts were adequate in accordance with the applicable financial reporting framework.

Goodwill Valuation

As disclosed in Note 7 to the accompanying consolidated financial statements, the Group has recognized goodwill in the balance sheet amounting to EUR 55,489 thousand, corresponding to the positive differences arising between the carrying amount of the investment and the value attributed to that investment based on the fair value of the assets acquired and liabilities assumed in the acquired companies.

The recoverable amount as of December 31, 2024, has been determined based on the future cash flows expected to be generated from the investment, derived from business plans of the cash-generating units, which were prepared by the Parent Company's Management based on estimated cash flows, expected returns, and other variables under conditions of uncertainty. For this reason, this has also been considered a key audit matter.

As part of our audit and in response to the aforementioned risk, we reviewed the annual accounts of the Group's main entities for the year ended December 31, 2024, and evaluated how the estimates included in the business plans were prepared. For this purpose, we compared the future projections considered therein with the actual performance of the investee companies. We analyzed the projected cash flows and engaged our firm's valuation specialists to review aspects related to the valuation methodology applied,

perform a mathematical review of the model, and assess the reasonableness of the most significant assumptions.

Additionally, we evaluated whether the disclosures in the consolidated annual accounts comply with the requirements of the applicable financial reporting framework.

Application of the Going Concern Principle

As explained in Note 2.b to the accompanying consolidated financial statements, the Group has a negative working capital position, as current assets are lower than current liabilities, amounting to EUR 30,598,291 as of December 31, 2024 (a negative working capital of EUR 35,494,124 as of December 31, 2023). Furthermore, the Group's consolidated EBITDA (calculated excluding the "other results" line item in the income statement) as of December 31, 2024 and 2023 amounts to EUR 12,205,270 and EUR 5,898,812, respectively. The Board of Directors has decided to prepare the consolidated annual accounts under the going concern principle, based on the mitigating factors described in that note.

Given the significance of this matter and the significant judgments and estimates made by the Parent Company's and Group's Management in the business plan, we have considered it a key audit matter in our audit.

As part of our audit procedures to address this matter, we performed, among others, the following procedures:

- We held meetings with the Parent Company's Management to understand the basis for applying the going concern principle in the preparation of the accompanying annual accounts.
- We analyzed the reliability of the data used in the business plan, comparing it with supporting documentation and the achievement of the 2024 business plan. We also assessed the reasonableness of the assumptions and the methodology used in the estimates.
- We obtained supporting documentation for the other actions carried out or to be carried out by the Group, described as mitigating factors.
- We evaluated whether the disclosures in the accompanying notes are appropriate in accordance with the applicable financial reporting framework.

Emphasis of Matter

We draw attention to Note 20 of the accompanying consolidated financial statements, which describes the agreements entered into by the Parent Company with the SOPEF II fund (Spain Oman Private Equity Fund) to finance the growth of the Group company Making Science Marketing & AdTech. That note outlines specific corporate agreements reached between both parties, as well as the Company's assessment regarding the accounting treatment of such agreements. Our opinion is not modified in respect of this matter.

Other Matters

We draw attention to Note 2.g of the accompanying consolidated financial statements, which states that the consolidated annual accounts have been restated to correct certain items in the originally issued

consolidated financial statements and to incorporate events and facts described in Note 31 concerning subsequent events, as these have been considered by the Directors to be of sufficient relevance to warrant restatement of the consolidated annual accounts.

Other Information: Consolidated Management Report

The other information comprises solely the consolidated management report for the 2024 financial year, the preparation of which is the responsibility of the Parent Company's directors, and it does not form an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not cover the consolidated management report. Our responsibility with respect to the consolidated management report, as required by the auditing regulations, consists of:

a) Verifying only whether the non-financial information statement has been provided in the manner required by applicable regulations, and if not, reporting that fact.

b) Evaluating and reporting on the consistency of the rest of the information included in the consolidated management report with the consolidated annual accounts, based on the knowledge obtained during the audit of those accounts, and evaluating and reporting on whether the content and presentation of this part of the consolidated management report comply with applicable regulations. If, based on the work performed, we conclude that there are material misstatements, we are required to report them.

Based on the work performed as described above, we have verified that the information referred to in point a) above is provided in the manner required by the applicable regulations, and that the rest of the information included in the consolidated management report is consistent with the consolidated annual accounts for the year 2024, and that its content and presentation comply with the applicable regulations.

Responsibilities of the Directors and the Audit Committee in Relation to the Consolidated Annual Accounts

The directors of the Parent Company are responsible for preparing the accompanying consolidated annual accounts in such a way that they present a true and fair view of the Group's equity, financial position, and consolidated results, in accordance with IFRS-EU and other provisions of the financial reporting framework applicable in Spain, as well as for the internal control they deem necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual accounts, the Parent Company's directors are 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 directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee of the Parent Company is responsible for overseeing the process of preparation and presentation of the consolidated annual accounts.

Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts

Our objectives are to obtain reasonable assurance about whether the consolidated annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 the applicable auditing regulations in force in Spain 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 consolidated annual accounts.

As part of an audit conducted in accordance with the auditing regulations in force in Spain, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual accounts, 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 directors of the Parent Company.
- Conclude on the appropriateness of the Parent Company 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 audit report to the related disclosures in the consolidated annual accounts 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 audit report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We evaluate the overall presentation, structure, and content of the consolidated annual accounts, including the disclosures, and whether the consolidated annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We plan and perform the Group audit to obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business units within the Group to provide a basis for our opinion on the consolidated annual accounts. We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Parent Company's Audit Committee 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 the Parent Company's Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with the Audit Committee of the Parent Company, we determine those that were of most significance in the audit of the consolidated annual accounts of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

Additional Report to the Parent Company's Audit Committee

The opinion expressed in this report is consistent with the opinion stated in our additional report to the Parent Company's Audit Committee dated April 30, 2024.

Engagement Period

We were appointed as auditors by the Extraordinary General Shareholders' Meeting held on June 17, 2024, for a period of one year, for the financial year ended December 31, 2024.

Previously, the then Sole Shareholder of the Parent Company, in their Decision Record dated October 1, 2019, appointed us as the Group's auditors for a period of three years, starting with the financial year ended December 31, 2019, and we have been performing the audit of the annual accounts continuously since the financial year ended December 31, 2019.

Grant Thornton, S.L.P. Sociedad Unipersonal

ROAC no S0231

Alfredo González del Olmo

ROAC no 18863

30 de abril de 2025

GRANT THORNTON, S.L.P.

Making Science Group, S.A. and Subsidiaries

Consolidated Annual Accounts

December 31, 2024

Prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union

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Consolidated Statement of Financial Position as of December 31, 2024
(Expressed in euros)

			Restated (*)
Assets	Nota	31/12/2024	31/12/2023
Non-current assets			
Intangible assets	7	66,094,238	64,107,090
Right-of-use assets	9	7,776,435	9,785,586
Property, plant and equipment	8	2,196,917	2,465,196
Investments accounted for using the equity method	5	1,095,495	1,095,495
Other financial assets	11	710,031	323,329
Deferred tax assets	20	2,159,785	2,626,374
Total non-current assets		80,032,901	80,403,070
Current assets			
Inventories	12	2,773,616	3,025,513
Trade and other receivables	10	65,902,017	46,121,863
Current tax assets	20	95,590	21,453
Other financial assets	11	2,284,414	453,363
Current accruals		1,704,478	912,115
Cash and cash equivalents	13	19,814,523	19,541,324
Total current assets		92,574,638	70,075,631
Total assets		172,607,539	150,478,701
Equity and liabilities			
Equity			
Share capital	14	89,821	84,189
Share premium	14	30,214,384	25,911,895
(Treasury shares)	14	(1,132)	(1,844)
Other contributions from shareholders		240,500	240,500
Reserves	14	(4,832,475)	(8,129,175)
Profit / (Loss) for the year		(1,719,619)	(4,090,899)
Other comprehensive income	14	1,760,956	1,404,592
Equity attributable to owners of the parent	14	25,752,435	15,419,258
Non-controlling interests	14	4,911,821	171,105
Total equity		30,664,256	15,590,363
Non-current liabilities			
Other liabilities	19	1,098,522	1,213,484
Financial liabilities	16	15,959,286	25,985,701
Deferred tax liabilities	20	1,712,546	2,119,398
Total non-current liabilities		18,770,354	29,318,583
Current liabilities			
Financial liabilities	16	46,686,854	43,846,740
Other liabilities	19	43,980	189,862
Trade and other payables	15	75,969,307	60,963,568
Current tax liabilities	20	472,788	569,585
Total current liabilities		123,172,929	105,569,755
		172,607,539	150,478,701

(*) Restated figures (see Note 2.f.)

Notes 1 to 31 and Annexes I and II described in the accompanying consolidated financial statements form an integral part of the consolidated annual accounts for the 2024 financial year.

Translation of the Consolidated Financial Statements This document is a translation of the original Consolidated Financial Statements issued in Spanish. In the event of any discrepancy or misinterpretation between the English translation and the Spanish original, the latter shall prevail for all legal and interpretative purposes.

Consolidated Income Statement for the Year Ended December 31, 2024
(Expressed in euros)

	<u>Nota</u>	<u>2024</u>	<u>Restated (*) 2023</u>
Revenue	23	273,548,813	235,765,733
Cost of sales	24	(202,487,175)	(171,631,190)
Other operating income	25	920,957	774,311
Employee benefits expense	26	(44,984,536)	(43,080,518)
Other operating expenses	27	(15,153,753)	(14,566,251)
Depreciation and amortization	7, 8 y 9	(6,516,990)	(5,562,188)
Impairment losses on trade receivables	10	360,964	(1,363,273)
Other gains and losses		<u>(571,208)</u>	<u>387,970</u>
Operating profit		<u>5,117,072</u>	<u>724,594</u>
Finance income	28	410,160	340,826
Finance costs	28	(5,087,120)	(4,897,675)
Foreign exchange differences		<u>(873,280)</u>	<u>426,042</u>
Net finance result		<u>(5,550,240)</u>	<u>(4,130,807)</u>
Share of profit / (loss) of equity-accounted investees			(1,697)
Profit / (Loss) before income tax from continuing operations		<u>(433,168)</u>	<u>(3,407,910)</u>
Income tax expense	20	<u>(1,005,553)</u>	<u>(707,262)</u>
Profit / (Loss) for the year		<u>(1,438,721)</u>	<u>(4,115,172)</u>
Profit / (Loss) for the year attributable to:			
Equity holders of the parent		<u>(1,719,619)</u>	<u>(4,090,899)</u>
Non-controlling interests	14	<u>280,898</u>	<u>(24,273)</u>
Earnings / (Loss) per share – basic and diluted (in euros)	22	(0.20)	(0.49)
Earnings / (Loss) per share – diluted (in euros)	22	(0.20)	(0.49)

(*) Restated figures (see Note 2.f.)

Notes 1 to 31 and Annexes I and II, as described in the accompanying consolidated report, form an integral part of the consolidated annual accounts for the financial year 2024.

**Consolidated Statement of Other Comprehensive Income for the Year Ended December
31, 2024**
(Expressed in euros)

	<u>Note</u>	<u>2024</u>	<u>Restated (*) 2023</u>
Profit / (Loss) for the year		(1,438,721)	(4,115,172)
Other comprehensive income:			
Foreign currency translation differences of foreign operations		279,465	(498,757)
Other comprehensive income for the year, net of tax		279,465	(498,757)
Total comprehensive income for the year		<u>(1,159,256)</u>	<u>(4,613,929)</u>
Total comprehensive income attributable to:			
Equity holders of the parent		(1,363,255)	(4,566,426)
Non-controlling interests		203,999	(47,503)
		<u>(1,159,256)</u>	<u>(4,613,929)</u>

(*) Restated figures (see Note 2.f.)

Notes 1 to 31 and Annexes I and II, as described in the accompanying consolidated report, form an integral part of the consolidated annual accounts for the financial year 2024.

Consolidated Statement of Changes in Equity for the Year Ended December 31, 2024
(Expressed in euros)

Patrimonio atribuido a tenedores de instrumentos de patrimonio neto de la dominante									
Nota	Ganancias acumuladas					Otro resultado global	Socios externos	Total	
	Capital	Prima de emisión	Acciones propias	Otras aportaciones de socios	Resultados acumulados				
Balance at 31 December 2022	82,860	23,188,036	(1,507)	240,500	(3,182,747)	(905,261)	1,880,119	902,915	22,204,915
Restatement (Note 2.f)	-	-	-	-	-	(10,675)	-	-	(10,675)
Balance at 1 January 2023 (Restated)	82,860	23,188,036	(1,507)	240,500	(3,182,747)	(915,936)	1,880,119	902,915	22,194,240
Profit / (Loss) for the year	-	-	-	-	-	(3,801,180)	-	(23,886)	(3,825,066)
Other comprehensive income for the year	-	-	-	-	-	-	(475,527)	(23,230)	(498,757)
Acquisitions of non-controlling interests	14	-	-	-	(3,191,287)	-	-	(684,307)	(3,875,594)
Share-based payments	18	-	-	-	482,887	-	-	-	482,887
Transactions in own shares	14	-	(337)	-	(245,808)	-	-	-	(246,145)
Capital increase	14	1,329	2,723,859	-	-	-	-	-	2,725,188
Distribution of profits	14	-	-	-	(915,936)	915,936	-	-	-
Other movements	-	-	-	-	(1,076,284)	-	-	-	(1,076,284)
Balance at 31 December 2023 (Restated)	84,189	25,911,895	(1,844)	240,500	(8,129,175)	(3,801,180)	1,404,592	171,492	15,880,469
Restatement (Note 2.f)	-	-	-	-	-	(289,719)	-	(387)	(290,106)
Balance at 1 January 2024	84,189	25,911,895	(1,844)	240,500	(8,129,175)	(4,090,899)	1,404,592	171,105	15,590,363
Profit / (Loss) for the year	-	-	-	-	-	(1,719,619)	-	280,898	(1,438,721)
Other comprehensive income for the year	-	-	-	-	-	-	356,364	(76,899)	279,465
Acquisitions of non-controlling interests	14	401	306,028	-	(2,263,545)	-	-	(270,842)	(2,227,958)
Transactions with non-controlling interests	14	-	-	-	9,713,742	-	-	5,286,258	15,000,000
Share-based payments	18	-	-	-	584,365	-	-	-	584,365
Transactions in own shares	14	-	712	-	238,292	-	-	-	239,004
Capital increase	14	5,231	3,996,461	-	(280,015)	-	-	-	3,721,677
Distribution of profits	14	-	-	-	(4,090,899)	4,090,899	-	-	-
Dividends paid	14	-	-	-	-	-	-	(827,390)	(827,390)
Adjustments for income tax and prior periods	-	-	-	-	(808,816)	-	-	-	(808,816)
Other transactions with non-controlling interests	-	-	-	-	-	-	-	301,935	301,935
Other movements	-	-	-	-	203,576	-	-	46,756	250,332
Balance at 31 December 2024	89,821	30,214,384	(1,132)	240,500	(4,832,475)	(1,719,619)	1,760,956	4,911,821	30,664,256

(*) Restated figures (see Note 2.f.) Notes 1 to 31 and Annexes I and II, as described in the accompanying consolidated report, form an integral part of the consolidated annual accounts for the year ended December 31, 2024.

Translation of the Consolidated Financial Statements This document is a translation of the original Consolidated Financial Statements issued in Spanish. In the event of any discrepancy or misinterpretation between the English translation and the Spanish original, the latter shall prevail for all legal and interpretative purposes.

Consolidated Statement of Cash Flows for the Year Ended December 31, 2024
(Expressed in euros)

	Nota	2024	Reexpresado (*) 2023
Cash flows from operating activities			
Profit / (Loss) for the year		(1,438,721)	(4,115,172)
Adjustments for:		13,296,184	12,248,114
Depreciation and amortization	7, 8 y 9	6,516,990	5,562,188
Impairment losses on trade receivables	10	(360,964)	1,363,273
Share-based payment expense	26	584,365	482,887
Finance income	28	(410,160)	(340,826)
Finance costs	28	5,087,120	4,897,675
(Foreign exchange gains) / losses		873,280	(426,042)
Share of profit of equity-accounted investees	5	-	1,697
Income tax expense	20	1,005,553	707,262
Changes in working capital, excluding the effect of acquisitions and exchange differences		(6,332,708)	(2,903,235)
Inventories	12	251,897	(136,103)
Trade and other receivables	10	(19,419,177)	(2,535,295)
Other assets		(792,363)	61,544
Trade and other payables	15	14,019,991	(624,727)
Other current liabilities		(393,056)	331,346
Other cash flows from operating activities		(5,198,842)	(5,649,479)
Interest paid	28	(4,492,252)	(4,700,309)
Interest received	28	410,160	340,826
Income tax paid		(1,116,750)	(1,289,996)
Net cash used in operating activities		325,913	(419,772)
Cash flows from investing activities			
Payments for investments in:		(8,077,742)	(6,169,046)
Financial assets		(2,217,766)	(253,061)
Equity-accounted investees		-	(5,863)
Intangible assets	7	(5,584,318)	(4,835,926)
Property, plant and equipment	8	(275,658)	(1,074,196)
Net cash used in investing activities		(8,077,742)	(6,169,046)
Cash flows from financing activities			
Proceeds and payments from equity instruments		16,732,723	(4,121,739)
Proceeds from issuance of own shares and equity instruments	14	3,721,677	-
Transactions in own equity instruments	14	239,004	(246,145)
Other transactions with non-controlling interests	14	15,000,000	-
Acquisition of non-controlling interests	14	(2,227,958)	(3,875,594)
Proceeds and payments from debt instruments		(11,820,000)	-
Bonds and other negotiable securities	16	(11,820,000)	-
Proceeds from financial liabilities with credit institutions		3,112,305	(1,386,307)
Borrowings from credit institutions	16	11,102,424	3,889,726
Borrowings from group companies and associates	16	(3,616,735)	3,160,909
Other financial liabilities	16	(1,834,983)	(6,609,369)
Lease liability payments	9	(2,538,401)	(1,827,573)
Net cash generated from / (used in) financing activities		8,025,028	(5,508,046)
Effect of exchange rate fluctuations		-	289,988
Net increase / (decrease) in cash and cash equivalents		273,199	(11,806,876)
Cash and cash equivalents at 1 January		19,541,324	31,348,200
Cash and cash equivalents at 31 December		19,814,523	19,541,324

(*) Restated figures (Note 2.f.)

Notes 1 to 31 and Annexes I and II, as described in the accompanying consolidated report, form an integral part of the consolidated annual accounts for the year ended December 31, 2024.

Translation of the Consolidated Financial Statements This document is a translation of the original Consolidated Financial Statements issued in Spanish. In the event of any discrepancy or misinterpretation between the English translation and the Spanish original, the latter shall prevail for all legal and interpretative purposes.

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1 General Information

MAKING SCIENCE GROUP, S.A. (hereinafter "the Company" or "the Parent Company"), with Tax ID A82861428, is domiciled at Calle López de Hoyos, 135, in the municipality and province of Madrid. These consolidated financial statements include the Company and its subsidiaries (hereinafter "the Group"). The Group's primary activity is consulting in technology and marketing, with a specialization in e-commerce and digital transformation.

The Company was incorporated on January 8, 2001, and is registered with the Madrid Mercantile Registry in volume 16082, folio 189, sheet 272332.

The Company is registered under business code 7311, with its business purpose being advertising and public relations services.

The Company operates solely from the aforementioned location. Its fiscal year begins on January 1 and ends on December 31.

The Company is governed by its bylaws and the Spanish Companies Act.

On September 27, 2019, the Sole Shareholder approved a reverse merger process between Making Science Group, S.A. and Propuesta Digital, S.L.U., whereby Propuesta Digital, S.L.U. was absorbed by Making Science Group, S.A.

The merger was based on the balance sheets of the merging companies as of July 31, 2019. As a result, Propuesta Digital, S.L.U. was dissolved and its assets and liabilities were transferred in full to Making Science Group, S.A.

On October 28, 2019, following the acquisition of new shares in Making Science International Limited (formerly Mcentric LTD), the Company ceased to be a sole shareholder company as a result of a share swap with the shareholders of that company.

On November 8, 2019, the Company was converted into a public limited company, and its name changed to Making Science Group, S.A.

On February 21, 2020, the Company began trading on BME Growth (the market segment for small and medium-sized companies of BME MTF Equity, a multilateral trading facility managed by BME and supervised by the CNMV) in the Expanding Companies segment.

The Board of Directors of Bolsas y Mercados Españoles Sistemas de Negociación, S.A., under the powers granted by the BME Growth Regulations (formerly the Alternative Stock Market) and Circular 2/2018 of July 24, as amended by Circular 1/2019 of October 29, resolved to admit to trading on the Expanding Companies segment of this market, effective February 21, 2020, 7,062,300 shares with a nominal value of €0.01 each, fully paid and represented by book entries, with ISIN code ES0105463006. The Company appointed Renta 4 Corporate, S.A. as Registered Advisor and Renta 4 Banco, S.A. as Liquidity Provider.

On October 20, 2020, the Company also began trading on the European market Euronext, specifically Euronext Growth Paris.

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The consolidated financial statements for the year ended December 31, 2023, were the first annual accounts prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS-EU).

The individual financial statements of the Parent Company for 2023 were prepared under Spanish GAAP, approved by the Board of Directors on February 22, 2024, and ratified by the Ordinary General Shareholders' Meeting held on June 28, 2024. These individual financial statements were restated on April 29, 2024.

The consolidated financial statements for the Group for the year ended December 31 were restated on April 30, 2024 (see note 2.g).

The Parent Company, as detailed in note 14, is controlled by The Science of Digital S.L., which is the ultimate parent of the Group.

Basis of Presentation of the Consolidated Financial Statements

The consolidated financial statements have been prepared from the accounting records of Making Science Group, S.A. and the consolidated entities.

The 2024 consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and other applicable financial reporting regulations, to present a true and fair view of the Group's consolidated equity and financial position as of December 31, 2024, as well as its consolidated profit for the year, consolidated cash flows, and consolidated changes in equity for the year then ended.

The Group adopted IFRS-EU as of January 1, 2022, applying IFRS 1 "First-time Adoption of International Financial Reporting Standards."

The consolidated financial statements were prepared by the Group's Directors at their meeting held on March 28, 2025. The financial statements were restated on April 30, 2025, in accordance with the applicable financial reporting framework, as detailed below:

- International Financial Reporting Standards adopted by the European Union via EU regulations, in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and Council of July 19, 2002, and subsequent amendments (IFRS-EU).
- IFRS Interpretations Committee (IFRIC).
- The Spanish Commercial Code and other applicable corporate law.

The Directors expect these consolidated financial statements to be approved without modification by the General Shareholders' Meeting on June 30, 2025.

These consolidated financial statements have been prepared on the basis of the **historical cost principle**.

Going Concern Principle

The Group reports negative working capital, with current liabilities exceeding current assets by €30,598,291 as of December 31, 2024 (€35,494,124 as of December 31, 2023, restated). Nevertheless,

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the Group reports positive consolidated EBITDA (excluding "Other income" in the income statement) of €12,205,270 in 2024 and €5,898,812 in 2023 (restated).

The Board of Directors has prepared the consolidated financial statements under the **going concern assumption**, based on the following mitigating factors:

- **Business Plan:** The Group expects to achieve recurring EBITDA of between €23 and €27 million by 2027, and between €17 and €18 million in 2025. At the time of restating these consolidated financial statements, the Group is meeting its business plan targets, with positive results in all markets.
- In Q4 2024, the U.S. subsidiary reached break-even, meaning operational cash flows are self-sustaining. The 2024 EBITDA in the U.S. was negative €1.1 million, financed through short-term liabilities from the parent company. In 2025, the U.S. operation is expected to generate positive EBITDA and will no longer require financing.
- As of December 2024, current liabilities included a syndicated loan of €7,875,000, which was repaid in early Q2 and replaced by a three-year bilateral loan of €5 million. The Company is negotiating other long-term bilateral loans to improve its maturity profile in 2025 (see Note 31).
- Making Science Marketing & AdTech reached an agreement to receive an initial investment of €15 million from SOPEF II (see Note 21) and an additional €2.5 million from its parent, Making Science Group. This investment may reach up to €20 million from each party by 2026 (see Note 14), totaling €40 million to accelerate international growth in strategic markets.

The Group defines **EBITDA** as operating profit adjusted for amortization and depreciation, as well as "Other income" in the income statement.

These actions support a well-balanced financial structure in terms of maturity, enabling the Group to meet all financial obligations for 2025 as detailed in Note 17.b.

Functional and Presentation Currency

Unless otherwise stated, all amounts in the consolidated financial statements are expressed in euros, the Group's functional and presentation currency.

Each Group company uses the currency of the country where it operates as its functional currency. Transactions in currencies other than the functional currency are considered foreign currency transactions. The functional currency for each country is provided in Annex I of these consolidated financial statements.

Critical Accounting Estimates, Assumptions, and Judgments

The preparation of consolidated financial statements in accordance with IFRS-EU requires the use of significant accounting estimates and judgments in applying the Group's accounting policies. Key areas involving a high degree of judgment or complexity, or where assumptions and estimates are significant to the financial statements, include:

- Useful life of tangible and intangible assets (Notes 3c and 3b).
- Capitalization criteria for intangible assets and property, plant, and equipment (Notes 3c and 3b).
- Lease term and discount rate assumptions under IFRS 16 (Note 3e).

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- Assessment of potential impairment losses on certain assets (Notes 3d and 3f).
- Fair value of certain financial instruments (Notes 3f and 3r).
- Forecasts of future taxable profits supporting deferred tax asset recoverability (Note 3h).
- Calculation of provisions, including the likelihood and amount of uncertain or contingent liabilities (Note 3l).
- Equity-based payments (Note 3p).

These estimates are based on the best information available at the time of preparing the consolidated financial statements. No events have occurred that would require changes to these estimates. Any future developments unknown at the time of preparation could lead to adjustments, which would be recognized prospectively.

Comparative Information

The Group presents, for comparative purposes, the consolidated statement of financial position, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows, and related notes, including comparative figures for the previous fiscal year for all statements presented (see section f below).

Restatement of Comparative Financial Statements

The consolidated statement of financial position as of December 31, 2023, as well as the consolidated income statement, comprehensive income statement, and cash flow statement for the year ended December 31, 2023, have been restated mainly to reflect corrections related to the application of IFRS 16 in certain Group subsidiaries. These corrections were not considered in the original analysis of first-time adoption of IFRS at the time of issuing the initial financial statements as of December 31, 2023. The restatement was made to present a true and fair view of the Group's financial position, equity, and results.

The impact of the restatement resulting from lease contract adjustments amounted to **€260,884** on the profit for the year ended **December 31, 2023** (a negative impact of **€10,675** as of **January 1, 2023**). This stems from a **reduction in lease expenses of €874,090** (**€129,580** as of January 1, 2023) and an **increase in depreciation and financial expenses** related to right-of-use assets totaling **€961,285** (**€143,303** as of January 1, 2023).

Additionally, the balance sheet reflects an **increase in right-of-use assets** from lease contracts as of December 31, 2023, amounting to **€5,153,063** (**€1,331,078** as of January 1, 2023), and a corresponding **increase in financial liabilities** of **€5,253,981** (**€1,344,802** as of January 1, 2023).

The impact of corrections related to the **impairment of trade receivables** resulted in an **increase in impairment expense of €727,545**, which was matched by an equivalent reduction in short-term receivables.

The above corrections generated a **net deductible temporary difference** of **€572,682** as of **December 31, 2023** (**€3,049** as of **January 1, 2023**).

It is worth noting that the impacts resulting from the balance adjustments better reflect the **true and fair view of the Group's working capital**, which was significantly affected by the corrections made.

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The consolidated income statement for the year ended December 31, 2023 was also restated due to errors identified in the parameters used in the provision matrices for calculating the expected credit loss under IFRS 9.

The impact of this restatement on the balances as of January 1 and December 31, 2023 is as follows:

Consolidated Statement of Financial Position as of January 1, 2023

	Nota	Impact of error correction		
		As previously reported	Adjustments	Restated
Assets				
Non-current assets				
Other non-current asset line items		66,051,175	-	66,051,175
Right-of-use assets	9	3,433,144	1,331,078	4,764,222
Deferred tax assets	20	1,030,085	304,926	1,335,011
Total non-current assets		70,514,404	1,636,004	72,150,408
Current assets				
Other current asset line items		80,593,993	-	80,593,993
Total current assets		80,593,993	-	80,593,993
Total assets		151,108,397	1,636,004	152,744,401
Equity and liabilities				
Equity				
Other equity line items		25,390,008	-	25,390,008
Reserves	14	(3,182,747)	-	(3,182,747)
Profit / (Loss) for the year	14	(905,261)	(10,675)	(915,936)
Equity attributable to owners of the parent		21,302,000	(10,675)	21,291,325
Non-controlling interests	14	902,915	-	902,915
Total equity		22,204,915	(10,675)	22,194,240
Non-current liabilities				
Other non-current liabilities	19	107,738	-	107,738
Financial liabilities	16	40,742,598	1,094,582	41,837,180
Deferred tax liabilities	20	887,703	301,877	1,189,580
Total non-current liabilities		41,738,039	1,396,459	43,134,498
Current liabilities				
Other current liability line items		62,385,363	-	62,385,363
Financial liabilities	16	24,780,080	250,220	25,030,300
Total current liabilities		87,165,443	250,220	87,415,663
Total equity and liabilities		151,108,397	1,636,004	152,744,401

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Statement of Financial Position as of December 31, 2023

	Nota	Impact of error correction		
		As previously reported	Adjustments	Restated
Assets				
Non-current assets				
Other non-current asset line items		67,991,110	-	67,991,110
Right-of-use assets	9	4,632,523	5,153,063	9,785,586
Deferred tax assets	20	1,509,150	1,117,224	2,626,374
Total non-current assets		74,132,783	6,270,287	80,403,070
Current assets				
Other current asset line items		23,953,768	-	23,953,768
Trade and other receivables	10	46,849,408	(727,545)	46,121,863
Total current assets		70,803,176	(727,545)	70,075,631
Total assets		144,935,959	5,542,742	150,478,701
Equity				
Other equity line items		27,639,332	-	27,639,332
Reserves	14	(8,118,500)	(10,675)	(8,129,175)
Profit / (Loss) for the year	14	(3,801,180)	(289,719)	(4,090,899)
Equity attributable to owners of the parent		15,719,652	(300,394)	15,419,258
Non-controlling interests	14	171,492	(387)	171,105
Total equity		15,891,144	(300,781)	15,590,363
Non-current liabilities				
Other non-current liabilities	19	1,213,484		1,213,484
Financial liabilities	16	21,811,953	4,173,748	25,985,701
Deferred tax liabilities	20	1,529,856	589,542	2,119,398
Total non-current liabilities		24,555,293	4,763,290	29,318,583
Current liabilities				
Other current liability line items		61,723,015		61,723,015
Financial liabilities	16	42,766,507	1,080,233	43,846,740
Total current liabilities		104,489,522	1,080,233	105,569,755
Total equity and liabilities		144,935,959	5,542,742	150,478,701

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Consolidated Income Statement for the Year Ended December 31, 2023

	Impact of error correction		
	As previously reported	Adjustments	Restated
Revenue	235,765,733	-	235,765,733
Cost of sales	(171,631,190)	-	(171,631,190)
Other operating income	774,311	-	774,311
Employee benefits expense	(43,080,518)	-	(43,080,518)
Other operating expenses	(15,440,341)	874,090	(14,566,251)
Depreciation and amortization	(4,791,117)	(771,071)	(5,562,188)
Impairment losses on trade receivables	(635,728)	(727,545)	(1,363,273)
Other gains and losses	387,970	-	387,970
Operating profit	1,349,120	(624,526)	724,594
Finance income	340,826	-	340,826
Finance costs	(4,707,461)	(190,214)	(4,897,675)
Foreign exchange differences	426,042	-	426,042
Net finance result	(3,940,593)	(190,214)	(4,130,807)
Share of profit / (loss) of equity-accounted investees	(1,697)	-	(1,697)
Profit / (Loss) before income tax from continuing operations	(2,593,170)	(814,740)	(3,407,910)
Income tax expense	(1,231,896)	524,634	(707,262)
Profit / (Loss) for the year	(3,825,066)	(290,106)	(4,115,172)
Profit / (Loss) for the year attributable to:			
Equity holders of the parent	(3,801,180)	(289,719)	(4,090,899)
Non-controlling interests	(23,886)	(387)	(24,273)

Consolidated Statement of Cash Flows for the Year Ended December 31, 2023

	Impact of error correction		
	As previously reported	Adjustments	Restated
Net cash used in operating activities	(1,546,923)	1,127,151	(419,772)
Net cash used in investing activities	(5,915,985)	(253,061)	(6,169,046)
Net cash generated from / (used in) financing activities	(4,633,956)	(874,090)	(5,508,046)
Effect of exchange rate changes	289,988	-	289,988
Net increase / (decrease) in cash and cash equivalents	(11,806,876)	-	(11,806,876)
Cash and cash equivalents at 1 January	31,348,200	-	31,348,200
Cash and cash equivalents at 31 December	19,541,324	-	19,541,324

a) Restatement of the Consolidated Financial Statements as of December 31, 2024

On **March 28, 2025**, the Directors of the Parent Company approved the consolidated financial statements for the fiscal year from **January 1 to December 31, 2024**. Subsequently, on **April 30, 2025**, the consolidated financial statements were restated, as the Directors identified the following matters that have since been corrected:

The Group **recalculated the equity of its subsidiary Making Science Marketing & AdTech, S.L.**, which impacted the amount attributable to the **non-controlling interest held by SOPEF**. The effect of

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this new calculation resulted in a **decrease of €2,242,253** in the non-controlling interest line item, which also affected the Group's reserves.

Additionally, as mentioned in **Note 31**, the **syndicated loan amounting to €7,875,000**, which was recorded under **current liabilities** in the balance sheet as of December 31, 2024, was **fully repaid on April 22, 2025**. To settle the syndicated loan, the Group executed a **new bilateral loan agreement for €5 million** with a maturity of **three years**. As a result of this transaction, the **Group significantly improved its liquidity structure, extended its debt maturities**, and achieved a **positive impact on working capital**. Furthermore, the **Group's U.S. operation remained at break-even during Q1 2025**, which also contributed positively to the working capital position.

The impacts of the restatement on the financial statements are shown below:

Consolidated Statement of Financial Position as of December 31, 2024:

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Assets	Note	Restatement 31/12/2024	Preparation 31/12/2024	Differences
Non-current assets				
Intangible assets	7	66,094,238	66,094,238	-
Right-of-use assets	9	7,776,435	7,777,537	(1,102)
Property, plant and equipment	8	2,196,917	2,196,917	-
Investments accounted for using the equity method	5	1,095,495	1,095,495	-
Other financial assets	11	710,031	710,031	-
Deferred tax assets	20	2,159,785	2,160,059	(274)
Total non-current assets		80,032,901	80,034,277	(1,376)
Current assets				
Inventories	12	2,773,616	2,773,616	-
Trade and other receivables	10	65,902,017	66,079,856	(177,839)
Current tax assets	20	95,590	95,590	-
Other financial assets	11	2,284,414	2,284,414	-
Current accruals		1,704,478	1,704,478	-
Cash and cash equivalents	13	19,814,523	19,779,561	34,962
Total current assets		92,574,638	92,717,515	(142,877)
Total assets		172,607,539	172,751,792	(144,253)
Equity		Restatement 31/12/2024	Preparation 31/12/2024	Differences
Share capital		89,821	89,821	-
Share premium		30,214,384	30,214,384	-
(Treasury shares)		(1,132)	(1,132)	-
Other contributions from shareholders		240,500	240,500	-
Reserves		(4,832,475)	(7,196,988)	2,364,513
Profit / (Loss) for the year		(1,719,619)	(1,502,442)	(217,177)
Other comprehensive income		1,760,956	1,760,956	-
Equity attributable to owners of the parent		25,752,435	23,605,099	2,147,336
Non-controlling interests		4,911,821	7,154,074	(2,242,253)
Total equity		30,664,256	30,759,173	(94,917)
Non-current liabilities				
Other liabilities	19	1,098,522	1,098,522	-
Financial liabilities	16	15,959,286	15,960,305	(1,019)
Deferred tax liabilities	20	1,712,546	1,712,844	(298)
Total non-current liabilities		18,770,354	18,771,671	(1,317)
Current liabilities				
Financial liabilities	19			
Other liabilities	16	46,686,854	46,686,854	-
Trade and other payables	19	43,980	43,978	2
Current tax liabilities	15	75,969,307	75,985,709	(16,402)
	20	472,788	504,407	(31,619)
Total current liabilities		123,172,929	123,220,948	(48,019)
Total equity and liabilities		172,607,539	172,751,792	(144,253)

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Consolidated Income Statement for the Year Ended December 31, 2024

	<u>Note</u>	<u>Restatement 31/12/2024</u>	<u>Preparation 31/12/2024</u>	<u>Differences</u>
Revenue	23	273,548,813	273,738,813	(190,000)
Cost of sales	24	(202,487,175)	(202,487,175)	-
Other operating income	25	920,957	920,957	-
Employee benefits expense	26	(44,984,536)	(44,984,536)	-
Other operating expenses	27	(15,153,753)	(15,155,591)	1,838
Depreciation and amortization	7, 8 y 9	(6,516,990)	(6,515,213)	(1,777)
Impairment losses on trade receivables	10	360,964	297,439	63,525
Other gains and losses		(571,208)	(571,209)	1
Operating profit		5,117,072	5,243,485	(126,413)
Finance income	28	410,160	410,160	-
Finance costs	28	(5,087,120)	(5,086,285)	(835)
Foreign exchange differences		(873,280)	(873,280)	-
Net finance result		(5,550,240)	(5,549,405)	(835)
Share of profit / (loss) of equity-accounted investees		-	-	-
Profit / (Loss) before income tax from continuing operations		(433,168)	(305,920)	(127,248)
Income tax expense	20	(1,005,553)	(1,037,196)	31,643
Profit / (Loss) for the year		(1,438,721)	(1,343,116)	(95,605)
Profit / (Loss) for the year attributable to:				
Equity holders of the parent		(1,719,619)	(1,502,442)	(217,177)
Non-controlling interests		280,898	159,326	121,572
Earnings / (Loss) per share – basic and diluted (expressed in euros)		(0.20)	(0.17)	(0.03)
Earnings / (Loss) per share – diluted (expressed in euros)		(0.20)	(0.17)	(0.03)

Consolidated Statement of Cash Flows for the Year Ended December 31, 2024

	<u>Restatement 31/12/2024</u>	<u>Preparation 31/12/2024</u>	<u>Differences</u>
Net cash used in operating activities	325,913	(1,928,653)	2,254,566
Net cash used in investing activities	(8,077,742)	(5,859,976)	(2,217,766)
Net cash generated from / (used in) financing activities	8,025,028	8,026,866	(1,838)
Net increase / (decrease) in cash and cash equivalents	273,199	238,237	34,962
Cash and cash equivalents at 1 January	19,541,324	19,541,324	-
Cash and cash equivalents at 31 December	19,814,523	19,779,561	34,962

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a) Standards, Improvements, and Interpretations Issued by the IASB but Not Yet Mandatorily Applicable

As of the date of preparation of these consolidated financial statements, the following IFRS standards and amendments had been issued by the IASB but were not yet mandatorily applicable:

Standards and Amendments to Standards		IASB Effective Date	EU Effective Date
NIC 21	Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on August 15, 2023)	January 1, 2025	January 1, 2025
NIIF 19	Subsidiaries without Public Accountability: Disclosures – Basis for Conclusions (issued on May 9, 2024)	January 1, 2027	January 1, 2027
NIIF 18	Presentation and Disclosures in Financial Statements (published on April 9, 2024)	January 1, 2027	January 1, 2027
NIIF 9 y NIIF 7	Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (issued on May 30, 2024) Contracts Referencing Electricity Depending on Their Nature – Amendments to IFRS 9 and IFRS 7 (issued on December 18, 2024)	January 1, 2026	January 1, 2026
NIIF 10, NIIF 9, NIIF 1, NIC 7, NIIF 7	Annual Improvements to IFRS Accounting Standards – Volume 11 (issued on July 18, 2024)	January 1, 2026	January 1, 2026

The Board of Directors anticipates that all relevant pronouncements will be adopted for the first period beginning on or after their effective date. New standards, amendments, and interpretations not adopted in the current fiscal year have not been disclosed, as they are not expected to have a significant impact on the Group's consolidated financial statements.

a) Standards, Improvements, and Interpretations Effective as of January 1, 2024

Standards and Amendments to Standards		EU Effective Date
NIC 7 y NIIF 7	Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures – Supplier Finance Arrangements (issued on May 25, 2023)	January 1, 2024

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NIIF 16	Amendments to IFRS 16 Leases – Lease Liability in a Sale and Leaseback (issued on September 22, 2022)	January 1, 2024
NIC 1	Amendments to IAS 1 Presentation of Financial Statements – Classification of Assets as Current or Non-Current and Classification of Liabilities as Current or Non-Current – Deferral of Effective Date and Non-Current Liabilities with Covenants (issued on January 23, 2020; July 15, 2020; and October 31, 2022, respectively)	January 1, 2024

These amendments became effective on January 1, 2024, and did not have any significant impact on the Group's consolidated financial statements as of December 31, 2024.

3. Significant Accounting Policies

The main recognition and measurement principles applied in the preparation of the consolidated financial statements are as follows:

a) Base of Consolidation

(i) Subsidiaries

Subsidiaries, including structured entities, are those over which the Company, either directly or indirectly through other subsidiaries, exercises control. The Company controls a subsidiary when, by virtue of its involvement, it is exposed or has rights to variable returns and has the ability to influence those returns through its power over the investee. The Company has power when it holds substantive rights that give it the current ability to direct the relevant activities. The Company is exposed to, or has rights to, variable returns from its involvement with the subsidiary when the returns from such involvement may vary depending on the subsidiary's economic performance.

The acquisition of control over a subsidiary by the Parent Company (or another Group company) is treated as a business combination and is accounted for using the acquisition method, unless it qualifies as an asset acquisition.

Investments in subsidiaries over which the Group has control are consolidated using the **full consolidation method** from the date the Group obtains control of the financial and operating activities until the date such control ceases.

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a. Full Consolidation Method

1. **Temporal Uniformity:** The consolidated financial statements are prepared as of the same date and for the same period as the financial statements of the Company required to consolidate. Subsidiaries whose fiscal year-end differs from that of the Parent are included using interim financial statements aligned to the same date and period as the consolidated statements. When a company enters or exits the Group, its results, changes in equity, and cash flows included in consolidation relate only to the portion of the year during which it formed part of the Group.
2. **Valuation Uniformity:** Assets, liabilities, income, expenses, and other items in the subsidiaries' financial statements are measured using uniform methods. Any non-uniform measurements are adjusted for consolidation purposes.
3. **Aggregation:** The individual line items from the previously harmonized financial statements are aggregated by nature.
4. **Elimination of Investment in Equity:** The carrying value of the Parent's investment in each subsidiary is offset against its proportionate share of the subsidiary's equity, typically based on acquisition accounting values. In subsequent consolidations, the Parent's share of any increase or decrease in the subsidiary's net assets after acquisition is recognized in consolidated equity or other comprehensive income, depending on the nature. The portion attributable to non-controlling interests is recognized under "Non-controlling interests."
5. **Non-controlling Interests Participation:** Non-controlling interests are measured based on their effective interest in the subsidiary's equity after applying the above adjustments. Consolidation goodwill is not allocated to non-controlling interests. Any excess of losses attributable to non-controlling interests over their share in equity is still allocated to them, even if it results in a debit balance.
6. **Intercompany Eliminations:** All intercompany balances, income, expenses, and cash flows between Group companies are fully eliminated. Internal transaction profits are eliminated and deferred until realized with third parties.

b. Change in Ownership Interests Without Loss of Control

Transactions involving non-controlling interests that do not result in a loss of control are accounted for as equity transactions, i.e., transactions with the owners in their capacity as owners. The difference between the fair value of the consideration paid and the proportionate share acquired of the carrying amount of the subsidiary's net assets is recorded in equity. Gains or losses on disposals of non-controlling interests are also recognized in equity.

c. Loss of Control

In the event of loss of control over a subsidiary, whether or not there is a change in the relative or absolute levels of ownership, the Parent Company must:

- Derecognize the carrying amount of the subsidiary's net assets;
- Derecognize the carrying amount of non-controlling interests;
- Recognize the fair value of the consideration received;

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- Recognize, if applicable, the retained investment in the former subsidiary at fair value, which becomes the initial carrying amount of the investment, whether as a financial asset, associate, or joint venture;
- Consider all consolidation adjustments and eliminations as realized for the former subsidiary;
- Reclassify to profit or loss or to reserves the amounts previously recognized in other comprehensive income relating to the former subsidiary;
- Recognize any resulting difference as a gain or loss in profit or loss attributable to the Parent Company.

(ii) Associates

Associates are entities over which the Company, either directly or indirectly through subsidiaries, exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee without having control or joint control. In assessing whether significant influence exists, potential voting rights that are exercisable or convertible at the reporting date are considered, including those held by the Group or by another entity.

Generally, significant influence is presumed when the Group holds between 20% and 50% of the voting power of the investee.

The Group holds an 11% stake in Local Planet. However, based on agreements with shareholders, the Group actively participates in policy-setting processes including business planning, dividend distribution, and budget approval.

Although the Group holds a 51% interest in Silverbullet and Superadvanced, the bylaws of these entities restrict the Group from independently or jointly making significant decisions regarding financial and operating policies, such as budget approval or dividend distribution.

Associates are accounted for using the equity method.

(iii) Joint Ventures

Joint ventures are arrangements in which control is shared by contract, requiring unanimous consent for key financial and operating decisions. The assessment of joint control considers veto rights, voting rights, and the design of the investee, among others.

The Group accounts for investments in joint ventures using the equity method.

(iv) Business Combinations

The acquisition date is the date on which the Group obtains control of the acquired business.

The consideration transferred in a business combination is measured as the aggregate of the fair values of the assets transferred, liabilities incurred or assumed, equity instruments issued, and any contingent consideration depending on future events or conditions in exchange for control of the acquiree.

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The excess of the consideration transferred, plus the amount recognized for non-controlling interests, over the net identifiable assets acquired and liabilities assumed, is recognized as goodwill. Any shortfall, after reassessing the consideration transferred, non-controlling interests, and the fair value of net assets acquired, is recognized as a gain in a separate line in the consolidated income statement.

(v) Transactions Between Entities Within the Consolidation Perimeter

Transactions and balances with Group companies and unrealized profits or losses have been eliminated in consolidation. However, unrealized losses have been considered indicators of impairment of the assets transferred.

The accounting policies of subsidiaries have been aligned with those of the Group for similar transactions and events in similar circumstances.

b) Intangible Assets

As a general rule, intangible assets are recognized when they meet the identifiability criterion and are initially measured at acquisition or production cost, less accumulated amortization and impairment losses, if any. The following specific criteria are applied:

Research and Development Costs

Development costs are capitalized when:

- The Group has technical studies demonstrating the feasibility of the production process;
- The Group has committed to complete the asset for sale (or internal use);
- The asset is expected to generate sufficient economic benefits;
- The Group has the technical and financial resources to complete the development (or use it internally);
- Budgetary control and cost tracking systems are in place.

Capitalized development costs are amortized on a straight-line basis over their useful life, up to a maximum of five years.

Patents, Licenses, Trademarks, and Similar Rights

This section primarily includes the registration of trademarks used by the Group.

The estimated useful life of these assets is 10 years. Amortization is carried out on a straight-line basis.

Goodwill

Goodwill is determined based on the criteria set out in the business combinations section (see Note 3.a (iii)).

Goodwill is not amortized but is tested for impairment annually, or earlier if there are indicators of a potential loss in asset value. For this purpose, goodwill arising from business combinations is allocated to each of the Group's cash-generating units (CGUs) or groups of CGUs expected to benefit from the

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synergies of the combination. The impairment criteria referred to in section d) (impairment of non-financial assets) are applied.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Internally generated goodwill is not recognized as an asset.

Software

This item includes payments made for ownership or the right to use software programs.

Software that meets recognition criteria is capitalized at acquisition or development cost. Amortization is applied on a straight-line basis over four years from the date the software becomes operational.

Maintenance costs for software are charged to the consolidated income statement in the year they are incurred.

Property, Plant, and Equipment

Initial Recognition

Property, plant, and equipment are initially measured at acquisition or production cost, increased, where applicable, by adjustments made under various legal provisions, and reduced by accumulated depreciation and any impairment losses.

Indirect taxes levied on tangible assets are included in the acquisition or production cost only when they are not directly recoverable from the tax authorities.

Depreciation and Useful Life

The Group depreciates its property, plant, and equipment on a straight-line basis over their estimated useful lives. The following useful lives are applied:

Category	Useful life (in years)
Buildings	4
Furniture	10
Information technology equipment	4
Other property, plant and equipment	8

Residual Value, Useful Life, and Depreciation Method Review

The Group reviews the residual value, useful life, and depreciation method of property, plant, and equipment at the end of each reporting period. Changes to initially established criteria are adjusted prospectively.

Subsequent Costs

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After initial recognition, only those costs that are likely to generate future economic benefits and whose amount can be measured reliably are capitalized. Daily maintenance costs are expensed as incurred.

Costs related to expansions, upgrades, or improvements that increase productivity, capacity, efficiency, or extend asset useful life are capitalized as part of the asset's cost. Preservation and maintenance expenses are charged to the consolidated income statement in the period in which they are incurred.

Impairment of Non-Financial Assets

The Group assesses whether there are any indications that non-financial assets subject to amortization or depreciation may be impaired, to determine whether their carrying amount exceeds their recoverable amount.

Independently of any impairment indicators, the Group tests goodwill, intangible assets with indefinite useful lives, and intangible assets not yet available for use for impairment at least annually.

An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use. Value in use is determined based on expected future cash flows arising from the use of the asset, expected variability in the amount or timing of those flows, the time value of money, the price for bearing asset-related uncertainty, and other factors market participants would consider in estimating those future cash flows.

Any excess of the asset's carrying amount over its recoverable amount is recognized as an impairment loss in the consolidated income statement.

The Group evaluates at each reporting date whether any previously recognized impairment losses may have decreased or no longer exist. Impairment losses related to goodwill are not reversible. Impairment losses for other assets are reversed only if there has been a change in the estimates used to determine the recoverable amount.

Any reversal of an impairment loss is recognized in the consolidated income statement. However, the reversal cannot increase the asset's carrying amount above the depreciated historical cost it would have had if no impairment loss had been recognized.

Leases

The Group assesses at the commencement of a contract whether it contains a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The period of use includes both consecutive and

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non-consecutive periods. The Group reassesses lease terms only when the contract is modified.

Lessee Accounting

For contracts with multiple lease and non-lease components, the Group allocates the contract consideration to each lease component based on its stand-alone selling price and the aggregate price of non-lease components.

Payments by the Group that do not transfer goods or services from the lessor are not treated as separate lease components but are included in the total consideration.

The Group has elected not to apply the following lease accounting policies to short-term leases and leases of low-value assets (less than €4,500). For these contracts, lease expenses are recognized on a straight-line basis over the lease term.

At lease commencement, the Group recognizes a right-of-use asset and a lease liability. The right-of-use asset includes the lease liability, any lease payments made at or before the commencement date (less any lease incentives received), initial direct costs, and any estimate of restoration or dismantling costs.

The lease liability is initially measured at the present value of lease payments not yet paid, discounted using the Group's incremental borrowing rate unless the interest rate implicit in the lease can be reliably determined. It is classified under current and non-current financial liabilities.

Lease payments include fixed payments (less any incentives), variable payments based on an index or rate (initially using the index/rate at the start date), amounts expected under residual value guarantees, the price of a purchase option if reasonably certain to be exercised, and penalties for early termination if the lease term reflects this option.

After initial recognition, right-of-use assets are carried at cost less accumulated depreciation and impairment, and adjusted for lease liability remeasurements.

If the lease transfers ownership of the asset to the Group or includes a purchase option, depreciation follows the useful life of the asset. Otherwise, the asset is depreciated over the shorter of its useful life or the lease term.

The impairment rules in Note 3.d apply to right-of-use assets.

Lease liabilities are subsequently increased by interest and decreased by lease payments, and remeasured for contract modifications, fixed payment changes, or estimate updates.

Remeasurements are recognized as an adjustment to the right-of-use asset or, if the asset is fully depreciated, directly in profit or loss.

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If the lease term or expected exercise of a purchase option changes, the Group remeasures the liability using an updated discount rate.

Financial Instruments

Recognition and Classification of Financial Instruments

Financial instruments are classified at the time of initial recognition as a financial asset, a financial liability, or an equity instrument, in accordance with the economic substance of the contractual arrangement and the applicable definitions.

Financial instruments are recognized when the Group becomes a party to the contract or legal arrangement in accordance with its terms.

The Group classifies a financial asset at amortized cost if it is held within a business model whose objective is to hold financial assets to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

The Group designates a financial asset at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

All other financial assets are classified at fair value through profit or loss.

The Group designates a financial liability at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency or if a group of financial liabilities or financial assets and liabilities is managed and its performance is evaluated on a fair value basis in accordance with a documented risk management or investment strategy, and information about the group is provided internally to the Group's key management personnel on that basis.

All other financial liabilities are classified at amortized cost.

Financial Assets and Liabilities at Fair Value Through Profit or Loss

Financial assets and liabilities at fair value through profit or loss are initially recognized at fair value. Transaction costs directly attributable to the acquisition or issuance are recognized in profit or loss as incurred.

The fair value of a financial instrument at initial recognition is usually the transaction price, unless the price includes elements unrelated to the instrument, in which case the Group determines fair value separately. If the Group determines that the fair value differs from the transaction price, it recognizes the difference in profit or loss to the extent that it is based on quoted prices in active markets for identical assets or liabilities or derived from valuation techniques using observable inputs only. In other cases, the difference is recognized in profit or loss only to the extent it results from changes in factors that market participants would consider in pricing the asset or liability.

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Subsequent to initial recognition, these instruments are measured at fair value with changes recognized in profit or loss. Changes in fair value include interest and dividend components. Fair value is not reduced by transaction costs potentially incurred on sale or disposal.

However, for financial liabilities designated at fair value through profit or loss, the Group recognizes changes attributable to its own credit risk in other comprehensive income. Amounts deferred in other comprehensive income are not reclassified to profit or loss in subsequent periods.

The Group determines changes in fair value attributable to credit risk by initially calculating the internal rate of return using the fair value and contractual cash flows, then deducting the reference interest rate to isolate the specific credit risk component. At each reporting date, contractual cash flows are discounted using the reference rate plus the specific credit risk spread. The difference between the resulting fair value and the prior value represents the change related to credit risk.

Financial Assets and Liabilities at Amortized Cost

Financial assets and liabilities at amortized cost are initially measured at fair value plus or minus transaction costs incurred and subsequently measured using the effective interest rate method.

Reclassifications of Financial Instruments

The Group reclassifies financial assets only when it changes the business model for managing them. Financial liabilities are not reclassified.

If the Group reclassifies a financial asset from amortized cost to fair value through profit or loss, it recognizes the difference between the fair value and the carrying amount in profit or loss. From that point forward, interest is not recorded separately.

If the Group reclassifies a financial asset from fair value through profit or loss to amortized cost, the fair value at the reclassification date becomes the new gross carrying amount for applying the effective interest rate method and recognizing credit losses.

Impairment of Assets

The Group recognizes an impairment loss in profit or loss for expected credit losses on financial assets measured at amortized cost.

The Group calculates the valuation adjustment of its financial assets by applying the general approach for calculating expected loss. Under the general approach, the valuation adjustment is equal to the expected credit losses over the next twelve months, unless the credit risk of the financial instrument has increased significantly since initial recognition, in which case the expected credit losses over the asset's lifetime are considered. The Group assumes that the credit risk of an instrument has not increased significantly since initial recognition if the financial instrument is deemed to have low credit risk at the reporting date.

Additionally, the Group applies the simplified approach for trade receivables without a significant financing component. Under the simplified approach, expected credit losses are considered over the lifetime of the asset. The Group has adopted the practical expedient of calculating the expected credit loss of trade receivables collectively using a provision matrix based on the entity's historical credit loss experience, adjusted for available forward-looking information.

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However, for significant clients and/or those with behavior differing from the rest of the accounts receivable portfolio, the Group has estimated the expected loss on an individual basis.

For these clients, the Group considers that, as the accounts receivable are short-term, these balances do not undergo significant increases in credit risk from initial recognition, and therefore expected credit losses are determined over the next twelve months.

Derecognition, Modifications, and Write-offs of Financial Assets

The Group applies derecognition criteria for financial assets to a portion of a financial asset, a portion of a group of similar financial assets, or an entire financial asset or group of similar financial assets.

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Group has substantially transferred the risks and rewards of ownership.

In transactions where a financial asset is fully derecognized, the financial assets obtained or financial liabilities incurred, including those corresponding to servicing obligations, are recognized at fair value.

In transactions where a financial asset is partially derecognized, the carrying amount of the full financial asset is allocated to the part sold and the part retained, including servicing rights, in proportion to their relative fair values.

Full derecognition of a financial asset results in the recognition of a gain or loss equal to the difference between its carrying amount and the sum of the consideration received, net of transaction costs, including any assets obtained or liabilities assumed.

For transactions where the Group neither transfers nor retains substantially all the risks and rewards of ownership, derecognition is based on the extent of control retained. Accordingly:

- If the Group does not retain control, the financial asset is derecognized, and any rights or obligations created or retained are recognized separately as assets or liabilities.
- If control is retained, the financial asset continues to be recognized to the extent of the Group's continuing involvement, and an associated liability is recognized. Continuing involvement is measured by the exposure to changes in value of the asset. The asset and associated liability are measured based on the rights and obligations retained. The associated liability is recognized so that the carrying amount of the asset and the liability equals the amortized cost of the rights and obligations retained (if the asset is measured at amortized cost) or the fair value of the rights and obligations retained (if the asset is measured at fair value). The Group continues to recognize income from the asset and expenses from the associated liability to the extent of its continuing involvement. Changes in the fair value of the asset and the associated liability are recognized consistently in profit or loss or equity, based on the general recognition criteria outlined earlier, and are not offset.

Transactions where the Group retains substantially all risks and rewards of ownership of a transferred financial asset are recorded by recognizing a liability for the consideration received. Transaction costs are recognized in profit or loss using the effective interest method.

The Group uses the weighted average cost method to value and derecognize equity instruments that form part of homogeneous portfolios with identical rights, unless the sold instruments and their

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specific costs can be clearly identified. For debt instruments, the cost is determined individually or collectively, consistent with the unit of account used for impairment assessment.

If the Group modifies the contractual cash flows of a financial asset without derecognizing it, the carrying amount is recalculated as the present value of the modified cash flows discounted at the original or credit-adjusted effective interest rate, and the difference is recognized in profit or loss. Any fees charged by the Group adjust the carrying amount of the financial asset and are amortized over its remaining life.

Interest and Dividends

The Group recognizes interest income using the effective interest method, which is the rate that exactly discounts estimated future cash flows over the expected life of the financial instrument to its carrying amount, based on contractual terms and excluding expected credit losses, except for financial assets acquired or originated with credit losses.

Interest is recognized on the gross carrying amount of financial assets, except for purchased or originated credit-impaired financial assets and credit-impaired financial assets. For the former, interest is recognized using the credit-adjusted effective interest rate; for the latter, interest is recognized on the amortized cost.

Changes in estimated cash flows are discounted using the original or credit-adjusted effective interest rate and recognized in profit or loss.

Dividend income from equity instruments is recognized in profit or loss when the Group's right to receive payment is established, it is probable that economic benefits will be received, and the amount can be reliably measured.

The Group recognizes late payment interest on commercial transactions as financial income or expense according to the agreed legal and contractual terms. If such interest is ultimately waived or forgiven, the Group accounts for the transaction based on its substance. The Group recognizes the legal right to reimbursement of collection costs when it is probable that they will be collected. The related expense is recognized in accordance with the Group's provisioning policy.

Derecognition and Modifications of Financial Liabilities

The Group derecognizes a financial liability or part of it when the obligation specified in the liability is discharged, cancelled, or expires, either through legal proceedings or by the creditor.

The exchange of debt instruments between the Group and the counterparty or substantial modifications of initially recognized liabilities are accounted for as extinguishment of the original financial liability and recognition of a new financial liability, provided the instruments have substantially different terms.

The Group considers terms substantially different if the present value of the cash flows under the new terms, including any fees paid net of fees received and discounted at the original effective interest rate, differs by at least 10% from the present value of the remaining cash flows of the original financial liability. For this purpose, only fees paid or received with the lender, including those paid or received by the Group or the lender on behalf of the counterparty, are considered.

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If the exchange is accounted for as an extinguishment, any costs or fees are recognized in profit or loss as part of the gain or loss on extinguishment. Otherwise, the modified cash flows are discounted at the original effective interest rate, and any difference from the previous carrying amount is recognized in profit or loss. Costs or fees adjust the carrying amount of the financial liability and are amortized over its remaining life using the amortized cost method.

The Group recognizes the difference between the carrying amount of the financial liability (or part thereof) extinguished or transferred to a third party and the consideration paid, including any transferred asset other than cash or liability assumed, in profit or loss.

Foreign Currency Transactions

Transactions, Balances, and Cash Flows in Foreign Currency

Transactions in foreign currency are recorded in the Group's functional currency (euros) at the exchange rates prevailing at the transaction dates. During the year, exchange differences between the recognized rate and the rate on the settlement date are recorded as financial income or expense in the consolidated income statement.

At the reporting date, outstanding receivables or payables in foreign currency are remeasured at the closing exchange rate.

Translation of Foreign Operations

The translation into euros of foreign operations whose functional currency is not that of a hyperinflationary economy is carried out using the following criteria:

- Assets and liabilities, including goodwill and adjustments to net assets from business combinations, including comparative balances, are translated at the closing exchange rate at each balance sheet date;
- Income and expenses, including comparative figures, are translated at the exchange rates prevailing at the dates of the transactions; and
- Exchange differences resulting from the application of the above criteria are recognized in "currency translation differences" in other comprehensive income.

The same criteria apply to the translation of financial statements of entities accounted for using the equity method, recognizing translation differences attributable to the Group's interest in other comprehensive income.

In the consolidated cash flow statement, cash flows (including comparative balances) of foreign subsidiaries and joint operations are translated into euros at the exchange rates prevailing at the dates the transactions occurred.

Exchange differences recognized in other comprehensive income are reclassified to profit or loss as an adjustment upon disposal.

INCOME TAX

Income tax expense or income is calculated as the sum of current tax expense or income and deferred tax expense or income.

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Current tax is the amount payable or recoverable for income tax related to the consolidated taxable profit or loss for the year. Current income tax assets or liabilities are measured at the amounts expected to be paid to or recovered from the tax authorities, using tax laws and rates that are enacted or substantively enacted at the reporting date. Tax credits and other tax benefits affecting the tax charge, excluding withholdings and prepayments, as well as tax loss carryforwards effectively applied during the year, result in a lower current tax expense.

Deferred tax expense or income relates to the recognition and reversal of deferred tax assets from deductible temporary differences, the right to carry forward tax losses, and unused tax credits and other tax benefits, and to the recognition and reversal of deferred tax liabilities from taxable temporary differences.

Deferred tax assets and liabilities are measured based on the tax rates expected to apply at the time of reversal.

Deferred tax liabilities are recognized for all taxable temporary differences in the context of business combinations, except for those arising from the initial recognition of goodwill.

In accordance with the prudence principle, deferred tax assets are only recognized to the extent that it is probable that future taxable profit will be available to use the deductions.

Both current and deferred tax expense or income are recorded in the income statement. However, current and deferred tax assets and liabilities related to a transaction or event recognized directly in equity are recognized in equity.

At each year-end, deferred tax balances are reviewed to ensure they remain valid, and any necessary adjustments are made. Additionally, recognized and previously unrecognized deferred tax assets are reassessed. Recognized assets are written down if their recovery is no longer probable, or previously unrecognized assets are recognized if it becomes probable that they will be recovered through future taxable profits.

The Group has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets, considering the amendment to the initial recognition exemption under IAS 12.

EMPLOYEE BENEFITS

Termination Benefits

Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer or when the costs of a restructuring involving termination benefits are recognized.

For termination benefits resulting from an employee's decision to accept an offer, the Group is deemed to be unable to withdraw the offer at the earlier of the employee's acceptance or when a restriction on withdrawal becomes effective.

In the case of involuntary termination, the Group is considered unable to withdraw the offer once it has communicated the plan to affected employees or union representatives, with sufficient detail including

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the number of employees, their roles, location, expected termination date, and the benefits they will receive.

If the Group expects to settle the termination benefits more than twelve months after the reporting period, the liability is discounted using market yields on high-quality corporate bonds.

Short-Term Employee Benefits

Short-term employee benefits are benefits (other than termination benefits) expected to be settled fully within twelve months after the end of the period in which employees render the related services.

Short-term benefits are reclassified as long-term if their characteristics or expected settlement timing changes significantly.

The Group recognizes the expected cost of short-term paid leave as the employees render services that entitle them to such benefits. If leave is non-accumulative, the expense is recognized as the leave occurs.

The Group recognizes the cost of profit-sharing and bonus plans when there is a present legal or constructive obligation from past events and a reliable estimate of the obligation can be made.

INVENTORIES

Inventories are measured at the lower of acquisition/production cost and net realizable value, using the FIFO method.

Acquisition cost includes the invoiced amount after discounts, any embedded interest, and directly attributable additional costs, including non-recoverable indirect taxes.

Supplier discounts are recognized when it is probable that the conditions for them will be met, reducing the cost of related inventories or, if exceeding that cost, reducing the cost of sales.

Inventories are written down when their cost exceeds their net realizable value. Net realizable value is the estimated selling price less costs to sell.

Reductions in value are reversed against income if the reasons for the write-down no longer exist or if there is clear evidence of an increase in net realizable value. The reversal is limited to the lower of original cost and revised net realizable value.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated financial position include cash in hand and bank accounts, as well as short-term highly liquid investments convertible into known amounts of cash with insignificant risk of value changes. Investments with maturities of less than three months from acquisition date qualify. These are recorded at nominal value, which does not differ materially from fair value. The Group has no restricted cash.

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PROVISIONS AND CONTINGENCIES

Group management distinguishes between:

- **Provisions:** Liabilities covering present obligations arising from past events that are probable to require an outflow of resources but are uncertain in amount and/or timing.
- **Contingent Liabilities:** Possible obligations from past events, depending on uncertain future events outside the Group's control.

Provisions are recognized when it is more likely than not that a present obligation exists, and are measured at the best estimate of the amount required to settle or transfer the obligation. Contingent liabilities are not recognized but disclosed in the notes.

Provisions are discounted if the financial effect is significant and the settlement is due after one year. The increase from discounting is recognized as a finance cost.

Reimbursements from third parties are recognized as separate assets only when it is virtually certain they will be received.

REVENUE

Revenue mainly arises from advertising and public relations services.

The Group follows a five-step model to recognize revenue:

1. Identify the contract with the customer
2. Identify performance obligations
3. Determine the transaction price
4. Allocate the transaction price to performance obligations
5. Recognize revenue as obligations are fulfilled

Revenue is recognized at a point in time or over time as the Group satisfies performance obligations by transferring promised goods or services to customers.

i) Media

This includes revenues from selling advertising space both online (digital) and offline (billboards, flyers, magazines, etc.).

Revenue is based on performance goals and is accrued based on the probability and expected future collection at year-end.

Revenue is recognized at a point in time, typically when the customer consumes the advertising space.

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ii) Technology and Services

This includes digital marketing services tailored to each client. Though services involve multiple activities, they are highly interrelated and considered a single performance obligation.

Transaction prices are based on estimated work hours, expected costs, and a profit margin.

Revenue is accrued based on performance goals and expected collection at year-end.

Revenue is recognized over time using an output method per IFRS 15, based on delivered services and benefits received by the client.

Recognition occurs as milestones are achieved or services delivered.

No additional guarantees or significant financing components exist.

EXPENSES

Expenses are recognized on an accrual basis, i.e., when the actual flow of goods or services occurs, regardless of when payment is made.

Expenses are measured at the fair value of the consideration received, net of discounts and taxes.

CONSOLIDATED CASH FLOW STATEMENT

The Group presents the consolidated cash flow statement using the indirect method. Interest and dividends received are classified as operating activities.

EQUITY-BASED PAYMENTS

Goods or services received are recorded as assets or expenses depending on their nature when received. Equity-settled transactions increase equity; cash-settled ones create a liability.

If the provider can choose the form of settlement, a compound financial instrument is recognized.

For equity-settled employee transactions, the service and equity increase are valued at the fair value of the instruments at the grant date.

For non-employee transactions, they are measured at the fair value of goods or services on the date received. If not reliably measurable, they are valued at the fair value of the equity instruments.

Cash-settled transactions are measured at fair value on the date recognition conditions are met and remeasured at year-end with changes reflected in the income statement.

SEGMENT REPORTING

If sales or services differ significantly between categories or markets, revenue is reported by segment in line with the company's ordinary activities.

Fair Value Measurement

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Fair value is the price that would be received to sell an asset or paid to transfer or settle a liability in an orderly transaction between market participants at the measurement date. Fair value is determined without deducting transaction costs that may be incurred in a sale or other means of disposal. A value resulting from a forced, urgent, or involuntary liquidation transaction does not qualify as fair value.

Fair value is estimated as of a specific date and, since market conditions may vary over time, the value may not be suitable for a different date. Additionally, when estimating fair value, the Group considers the condition of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In general, fair value is calculated by reference to a reliable market value. For items with an active market, fair value is obtained, where applicable, using valuation models and techniques. These include references to recent transactions under mutually independent and informed conditions, where available, as well as references to the fair value of substantially similar assets, discounted future cash flow methods, and commonly used option pricing models.

In all cases, the valuation techniques used are consistent with market-accepted pricing methodologies and, where possible, those that have demonstrated the most realistic price estimates are applied. They also incorporate observable market data and other factors market participants would consider when setting prices, while limiting the use of subjective judgments and unobservable or unverifiable data as much as possible.

The Group periodically evaluates the effectiveness of its valuation techniques, using observable prices from recent transactions in the same asset or prices derived from available and applicable observable market data or indices.

A hierarchy is thus established based on the variables used in fair value determination, categorized into three levels:

- **Level 1:** Estimates using unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
- **Level 2:** Estimates using quoted prices for similar instruments in active markets or other valuation techniques where all significant inputs are observable, either directly or indirectly.
- **Level 3:** Estimates in which one or more significant inputs are not based on observable market data.

A fair value estimate is classified within the same level of the hierarchy as the lowest-level significant input used in the valuation. A significant input is one that has a material impact on the valuation outcome. The relevance of a specific input is assessed based on the specific characteristics of the asset or liability being measured.

Earnings per Share

Basic

Basic earnings per share are calculated by dividing the profit/(loss) for the year attributable to holders

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of equity instruments of the Group by the weighted average number of ordinary shares outstanding during the period, excluding treasury shares.

Diluted

Diluted earnings per share are calculated by adjusting the profit/(loss) for the year attributable to holders of equity instruments of the parent and the weighted average number of ordinary shares outstanding for all potential dilutive effects of ordinary shares.

Group Composition

In 2023, the Group carried out a reorganization of shareholdings among Group companies based on business criteria. This restructuring did not result in changes to the consolidation perimeter.

In 2024, there have been no changes to the consolidation perimeter.

Entities considered subsidiaries as of December 31, 2024 and 2023 are detailed in **Annex I**.

Non-Controlling Interests

Details of non-controlling interests as of December 31, 2024 and 2023, as well as transactions between the Group and these interests, are provided in **Note 14.f**.

Investments Accounted for Using the Equity Method

The composition of investments accounted for using the equity method is presented below:

Details of investments in associates and joint ventures as of December 31, 2024 and 2023 valued using the equity method are presented in **Annex II**.

<u>Associates or Joint Ventures</u>	<u>31/12/2024</u>	<u>31/12/2023</u>
Associates		
Local Planet International	960,032	960,032
Superadvanced SRL	5,100	5,100
Joint ventures		
Pilot Ignite	124,500	124,500
Silverbullet	5,863	5,863
Total	1,095,495	1,095,495

The following presents the financial information of these companies as of December 31, 2024 and 2023, which is not reflected in the Group's consolidated statement of financial position or consolidated income statement, as they are accounted for using the equity method.

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	31/12/2024				
	Silverbullet	Local Planet International	Pilot Ignite	Superadvanced SRL	Total
Non-current assets	-	124,061	-	1,180	125,241
Current assets	11,497	2,769,662	500,000	5,001	3,286,160
Total assets	11,497	2,893,723	500,000	6,181	3,411,401
Equity	11,497	690,189	500,000	614	1,202,300
Non-current liabilities	-	-	-	-	-
Current liabilities	-	2,203,534	-	5,567	2,209,101
Total equity and liabilities	11,497	2,893,723	500,000	6,181	3,411,401
Revenue	-	6,759,815	-	-	6,759,815
Operating profit	-	3,232,572	-	-	3,232,572
Finance result	-	-	-	-	-
Profit for the year	-	(24,600)	-	-	(24,600)

	31/12/2023				
	Silverbullet	Local Planet International	Pilot Ignite	Superadvanced SRL	Total
Non-current assets	-	124,061	-	1,180	125,241
Current assets	11,497	2,769,662	500,000	5,001	3,286,160
Total assets	11,497	2,893,723	500,000	6,181	3,411,401
Equity	11,497	690,189	500,000	614	1,202,300
Non-current liabilities	-	-	-	-	-
Current liabilities	-	2,203,534	-	5,567	2,209,101
Total equity and liabilities	11,497	2,893,723	500,000	6,181	3,411,401
Revenue	-	6,759,815	-	-	6,759,815
Operating profit	-	3,232,572	-	-	3,232,572
Finance result	-	-	-	-	-
Profit for the year	-	(24,600)	-	-	(24,600)

Segment Information

Segmentation is a fundamental tool used to monitor and manage the Group's various activities. Segmentation is prepared at the lowest levels and is systematically aggregated through the structure established by the Group's management to form higher levels and, ultimately, the current business segments.

The Group has aligned the information presented in this section with the data used internally in the Group's management reports. The Group's operating segments reflect its organizational and management structure. Group Management reviews internal reports using these segments to allocate resources and assess performance.

The business segments are:

- **Spain**
- **International**
- **E-commerce and Product**

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For the Spain and International segments, the business lines include *Media and Digital Marketing*, *Cloud solutions*, *Software & Cybersecurity*, and proprietary *Adtech technology*.

The E-commerce and Product segment focuses on Marketplace and E-commerce activities.

Transfer pricing between operating segments is conducted under arm's length conditions, similar to transactions with third parties.

The breakdown of non-current assets by the geographical segments in which the Group operates is as follows:

Non-current assets	31/12/2024	31/12/2023
Spain	65,219,961	64,265,127
European Union	4,549,850	4,464,485
Rest of the world	6,297,779	7,628,260

The aforementioned non-current assets by geographical segments include intangible assets, property, plant and equipment, and right-of-use assets.

The most significant additions as of December 31, 2024 and 2023 were recorded in the Spain business segment and mainly relate to items classified under Development within intangible assets, carried out to meet the needs of information systems, IT infrastructure, and R&D for ongoing projects (see Note 7).

During 2023, significant additions were also recorded in the Spain and International business segments due to the recognition of right-of-use assets under IFRS 16.

The Group's segmented financial information, broken down by operating segments for the consolidated income statement for the years 2024 and 2023, is presented below:

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Estado de resultados consolidado 2024:

	2024					
	Spain	International	E-commerce and Product	Total segment	Adjustments and eliminations	Total consolidated
Revenue	194,055,144	129,149,328	12,021,020	335,225,492	(61,676,679)	273,548,813
Cost of sales	(145,220,599)	(99,675,971)	(7,912,718)	(252,809,288)	50,322,113	(202,487,175)
Other operating income	408,494	511,905	558	920,957	-	920,957
Employee benefits expense	(20,492,208)	(23,821,679)	(670,649)	(44,984,536)	-	(44,984,536)
Other operating expenses	(19,435,325)	(4,121,189)	(2,953,538)	(26,510,052)	11,356,299	(15,153,753)
Depreciation and amortization	(4,110,942)	(1,729,733)	(677,564)	(6,518,239)	1,249	(6,516,990)
Impairment loss on financial assets	286,006	44,673	30,285	360,964	-	360,964
Other gains and losses	18,761,606	(93,888)	-	18,667,718	(19,238,926)	(571,208)
Operating profit	24,252,176	263,446	(162,606)	24,353,016	(19,235,944)	5,117,072
Finance income	27,530,896	273,138	1,028,522	28,832,556	(28,422,396)	410,160
Finance costs	(15,772,598)	(1,738,305)	(644,557)	(18,155,460)	13,068,340	(5,087,120)
Foreign exchange differences	(670,739)	(197,117)	(5,424)	(873,280)	-	(873,280)
Net finance result	11,087,559	(1,662,284)	378,541	9,803,816	(15,354,056)	(5,550,240)
Profit before income tax from continuing operations	35,339,735	(1,398,838)	215,935	34,156,832	(34,590,000)	(433,168)
Income tax (expense) / income	(463,307)	(536,102)	(6,144)	(1,005,553)	-	(1,005,553)
Profit for the year	34,876,428	(1,934,940)	209,791	33,151,279	(34,590,000)	(1,438,721)

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Estado de resultados consolidado 2023:

	2023					
	Spain	International	E-commerce and Product	Total segment	Adjustments and eliminations	Total consolidated
Revenue	227,216,825	94,501,334	11,397,674	333,115,833	(97,350,100)	235,765,733
Cost of sales	(184,842,914)	(66,128,095)	(7,393,375)	(258,364,384)	86,733,194	(171,631,190)
Other operating income	2,761,345	263,062	19,094	3,043,501	(2,269,190)	774,311
Employee benefits expense	(21,091,166)	(21,075,549)	(976,610)	(43,143,325)	62,807	(43,080,518)
Other operating expenses	(18,537,287)	(6,662,045)	(3,064,301)	(28,263,633)	13,697,382	(14,566,251)
Depreciation and amortization	(2,949,724)	(912,357)	(929,036)	(4,791,117)	(771,071)	(5,562,188)
Impairment loss on financial assets	(559,441)	(76,287)	-	(635,728)	(727,545)	(1,363,273)
Other gains and losses	393,415	(1,558)	-	391,857	(3,887)	387,970
Operating profit	2,391,053	(91,495)	(946,554)	1,353,004	(628,410)	724,594
Finance income	16,763,364	29,413	-	16,792,777	(16,451,951)	340,826
Finance costs	(10,500,349)	(723,775)	(576,036)	(11,800,160)	6,902,485	(4,897,675)
Foreign exchange differences	292,915	134,423	(1,296)	426,042	-	426,042
Net finance result	6,555,930	(559,939)	(577,332)	5,418,659	(9,549,466)	(4,130,807)
Share of profit of equity-accounted investees	(1,697)	-	-	(1,697)	-	(1,697)
Profit before income tax from continuing operations	8,945,286	(651,434)	(1,523,886)	6,769,966	(10,177,876)	(3,407,910)
Income tax expense / (income)	(687,691)	(544,205)	-	(1,231,896)	524,634	(707,262)
Profit for the year	8,257,595	(1,195,639)	(1,523,886)	5,538,070	(9,653,242)	(4,115,172)

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Likewise, the reconciliation between segment assets and liabilities and the total assets and liabilities in the consolidated statements of financial position as of December 31, 2024 and 2023 is as follows:

31/12/2024	Spain	International	E-commerce and Product	Total segment	Adjustments and eliminations	Total consolidated
Assets						
Non-current assets						
Intangible assets	31,140,192	3,027,926	797,310	34,965,428	31,128,810	66,094,238
Right-of-use assets	2,411,459	4,746,163	618,813	7,776,435	-	7,776,435
Property, plant and equipment	539,499	1,586,661	70,757	2,196,917	-	2,196,917
Investments accounted for using the equity method	95,726,606	710,854	-	96,437,460	(95,341,965)	1,095,495
Other financial assets	281,985	447,600	-	729,585	(19,554)	710,031
Deferred tax assets	877,286	1,100,210	182,289	2,159,785	-	2,159,785
Total non-current assets	130,977,027	11,619,414	1,669,169	144,265,610	(64,232,709)	80,032,901
Current assets						
Inventories	-	-	2,773,616	2,773,616	-	2,773,616
Trade and other receivables	386,522,408	41,171,967	7,620,361	435,314,736	(369,412,719)	65,902,017
Current tax assets	66,321	29,269	-	95,590	-	95,590
Other financial assets	1,908,812	375,602	-	2,284,414	-	2,284,414
Short-term prepayments	1,339,318	398,798	-	1,738,116	(33,638)	1,704,478
Cash and cash equivalents	13,845,247	5,845,591	123,685	19,814,523	-	19,814,523
Total current assets	403,682,106	47,821,227	10,517,662	462,020,995	(369,446,357)	92,574,638
Total assets	534,659,133	59,440,641	12,186,831	606,286,605	(433,679,066)	172,607,539
Equity and liabilities						
Equity						
Equity attributable to owners of the parent	98,114,027	(847,575)	(5,656,993)	91,609,459	(65,857,024)	25,752,435
Non-controlling interests	2,235,535	87,098	-	2,322,633	2,589,188	4,911,821
Total equity	100,349,562	(760,477)	(5,656,993)	93,932,092	(63,267,836)	30,664,256
Non-current liabilities						
Other liabilities	-	1,098,522	-	1,098,522	-	1,098,522
Financial liabilities	12,509,641	3,882,998	530,271	16,922,910	(963,624)	15,959,286
Deferred tax liabilities	651,004	888,893	172,649	1,712,546	-	1,712,546
Total non-current liabilities	13,160,645	5,870,413	702,920	19,733,978	(963,624)	18,770,354
Current liabilities						
Other liabilities	(104)	127,300	(83,217)	43,979	1	43,980
Financial liabilities	297,824,964	12,862,197	10,280,061	320,967,222	(274,280,368)	46,686,854
Trade and other payables	122,919,878	41,272,608	6,944,060	171,136,546	(95,167,239)	75,969,307
Current tax liabilities	404,188	68,600	-	472,788	-	472,788
Total current liabilities	421,148,926	54,330,705	17,140,904	492,620,535	(369,447,606)	123,172,929
Total equity and liabilities	534,659,133	59,440,641	12,186,831	606,286,605	(433,679,066)	172,607,539

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31/12/2023	Spain	International	E-commerce and Product	Total segment	Adjustments and eliminations	Total consolidated
Assets						
Non-current assets						
Intangible assets	9,896,392	2,827,023	1,015,937	13,739,352	50,367,738	64,107,090
Right-of-use assets	2,805,749	6,239,765	740,072	9,785,586	-	9,785,586
Property, plant and equipment	640,401	1,724,858	99,937	2,465,196	-	2,465,196
Investments accounted for using the equity method	92,532,980	632,772	1,400,000	94,565,752	(93,470,257)	1,095,495
Other financial assets	291,882	51,002	-	342,884	(19,555)	323,329
Deferred tax assets	1,019,425	1,384,683	222,266	2,626,374	-	2,626,374
Total non-current assets	107,186,829	12,860,103	3,478,212	123,525,144	(43,122,074)	80,403,070
Current assets						
Inventories	138,835	223,135	3,245,390	3,607,360	(581,847)	3,025,513
Trade and other receivables	128,432,880	21,838,949	2,692,799	152,964,628	(106,821,312)	46,143,316
Current tax assets	-	-	-	-	-	-
Current financial investments	344,761,875	3,213,023	1,527,859	349,502,757	(349,049,394)	453,363
Other current assets	872,698	549,714	-	1,422,412	(510,297)	912,115
Cash and cash equivalents	13,316,959	5,365,711	858,654	19,541,324	-	19,541,324
Total current assets	487,523,247	31,190,532	8,324,702	527,038,481	(456,962,850)	70,075,631
Total assets	594,710,076	44,050,635	11,802,914	650,563,625	(500,084,924)	150,478,701
Equity and liabilities						
Equity						
Equity attributable to owners of the parent	61,411,405	2,276,558	(6,061,374)	57,626,589	(42,207,331)	15,419,258
Non-controlling interests	54,128	68,097	-	122,225	48,880	171,105
Total equity	61,465,533	2,344,655	(6,061,374)	57,748,814	(42,158,451)	15,590,363
Non-current liabilities						
Other liabilities	261,675	951,809	-	1,213,484	-	1,213,484
Financial liabilities	20,983,812	5,640,890	643,153	27,267,855	(1,282,154)	25,985,701
Deferred tax liabilities	840,146	1,072,772	206,480	2,119,398	-	2,119,398
Total non-current liabilities	22,085,633	7,665,471	849,633	30,600,737	(1,282,154)	29,318,583
Current liabilities						
Other liabilities	(106)	164,697	25,271	189,862	-	189,862
Financial liabilities	41,356,790	2,332,112	135,536	43,824,438	22,302	43,846,740
Trade and other payables	469,321,523	31,543,700	16,853,848	517,719,071	(456,755,503)	60,963,568
Current tax liabilities	480,703	-	-	480,703	88,882	569,585
Total current liabilities	511,158,910	34,040,509	17,014,655	562,214,074	(456,644,319)	105,569,755
Total equity and liabilities	594,710,076	44,050,635	11,802,914	650,563,625	(500,084,924)	150,478,701

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The adjustment and elimination items mainly reflect intercompany sales, acquisitions, and loan transactions between Group entities.

In addition, the adjustments and reconciliations include entries related to investments in associates from other operating segments, in order to reflect the investment under the equity method.

Intangible Assets

The composition and movements in the accounts included under intangible assets during the years 2024 and 2023 were as follows:

Cost	Goodwill	Development	Patents, licences, trademarks and similar	Software	Other intangible asset	Total
Balances at 1 January 2023	55,666,166	8,053,061	48,991	4,918,717	1,196,519	69,883,454
Acquisitions	-	3,091,863	-	1,744,063	-	4,835,926
Transfers	-	-	-	524,480	(524,480)	-
Effect of foreign exchange differences	(341,996)	-	-	-	-	(341,996)
Balances at 31 December 2023	55,324,170	11,144,924	48,991	7,187,260	672,039	74,377,384
Acquisitions	-	4,299,491	650	1,284,177	-	5,584,318
Effect of foreign exchange differences	165,198	(28,752)	(168)	-	(894)	135,384
Disposals	-	(1,054,037)	-	-	-	(1,054,037)
Balances at 31 December 2024	55,489,368	14,361,626	49,473	8,471,437	671,145	79,043,049

Accumulated amortization	Goodwill	Development	Patents, licences, trademarks and similar	Software	Other intangible asset	Total
Balances at 1 January 2023	-	(5,013,250)	(20,077)	(1,558,477)	(582,757)	(7,174,561)
Amortization	-	(1,887,830)	(5,456)	(1,121,554)	(80,893)	(3,095,733)
Balances at 31 December 2023	-	(6,901,080)	(25,533)	(2,680,031)	(663,650)	(10,270,294)
Amortization	-	(1,943,093)	(4,954)	(1,784,507)	-	(3,732,554)
Disposals	-	1,054,037	-	-	-	1,054,037
Balances at 31 December 2024	-	(7,790,136)	(30,487)	(4,464,538)	(663,650)	(12,948,811)

Net carrying amount						
Balances at 1 January 2023	55,666,166	3,039,811	28,914	3,360,240	613,762	62,708,893
Balances at 31 December 2023	55,324,170	4,243,844	23,458	4,507,229	8,389	64,107,090
Balances at 31 December 2024	55,489,368	6,571,490	18,986	4,006,899	7,495	66,094,238

Amortization charges are recorded under the “amortization and depreciation” heading in the consolidated income statement.

As of December 31, 2024, the categories of intangibles under development and software applications include the following significant assets:

Asset description / Class of asset	Year of addition	Amortisation end year	Cost	Accumulated amortization	Balances at 31 December 2024
Gauss	2019	2028	4,748,797	(2,008,067)	2,740,730
Yangtse	2021	2028	2,113,233	(1,221,684)	891,549
Shoptize	2021	2028	1,071,209	(797,606)	273,603
Guadiana	2021	2028	666,140	(487,538)	178,602

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Asset description / Class of asset	Year of addition	Amortisation end year	Cost	Accumulated amortization	Balances at 31 December 2024
Gauss	2019	2027	3,258,619	(926,000)	2,332,619
Yangtse	2021	2027	1,801,528	(721,873)	1,079,655
Shoptize	2021	2027	959,733	(510,347)	449,386
Guadiana	2021	2027	638,904	(324,953)	313,951

The Group has been investing in these developments and software applications from the year of incorporation through to December 31, 2024 and 2023. The useful life is estimated at 4 years from the date on which the enhancements included in the asset cost are implemented.

Fully Amortized Assets

The gross carrying amount of fully amortized assets still in use by the Group is as follows:

Fully amortized intangible assets	31/12/2024	31/12/2023
Development	1,151,853	3,294,808
Other intangible assets	663,650	699,172
Software	44,885	29,303
Patents, licences, trademarks and similar rights	11,153	11,153
	1,871,541	4,034,436

Development

As of the end of fiscal years 2024 and 2023, the Group has primarily incurred additions to intangible assets to meet the needs of information systems, IT, and R&D through the following projects:

- **Nilo:** An e-commerce platform focused on conversion and sales. Software that enables the creation of an online store.
- **Gauss:** AI-based software used to optimize investment in marketing campaigns.
- **Shoptize:** An online deal facilitator developed by Making Science, providing users with clear information about a wide range of products. This tool allows users to see price fluctuations for a product they wish to purchase over the past three months, displaying graphically the exact periods when discounts increased or decreased.
- **Yangtsé:** An internal non-commercial application designed to improve information systems, data management, and to facilitate knowledge sharing among Making Science Group S.A. teams.
- **Mississippi:** An internal application that helps automate low-value tasks, enhance prospecting, and prepare for integration with other systems.
- **Tiber:** An internal application aimed at increasing efficiency, reducing time spent on operational tasks, and improving information and data management systems.

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- **Guadiana:** Development of technology for the automated generation and management of campaigns, aiming to increase operational efficiency and optimize campaign results.
- **SAP:** ERP system implemented to improve the Group's internal processes.
- **AdMachina:** Software designed to automatically create digital marketing campaigns based on a structured database.

The Group amortizes development projects based on the start date of their commercialization and the completion of their "commissioning," or when they begin to generate efficiencies within the Group. The Group's Board of Directors considers these programs to have sound prospects for success and capitalizes the expenses incurred in their continued development.

Goodwill

The breakdown of the companies comprising goodwill is as follows:

Subsidiaries	31/12/2024	31/12/2023
I2TIC, Ingeniería para la Innovación S.L.U.	929,532	929,532
Crepes and Texas, S.L.U.	991,547	991,547
Making Science Group, S.A.	2,028,761	2,028,761
Making Science Digital Marketing, S.L.U.	877,502	877,502
Omniaweb Italia SRL	6,066,441	6,066,441
Nara Media Ltd	5,829,896	5,829,896
Celsius SAS	8,366,538	8,366,538
Making Science US	740,715	740,715
Ventis SRL	6,780,996	6,780,996
13MQ SRL	1,243,183	1,243,183
Agua 3 Growth Engines, S.L.	1,017,618	1,017,618
Sweeft Digital LLC	7,648,396	7,785,881
United Communication Partners, INC	12,968,243	12,665,560
Total	55,489,368	55,324,170

Impairment

At the end of the fiscal years ended December 31, 2024 and 2023, the Group performed impairment tests. This review did not reveal any indication of impairment, and therefore no accounting adjustments were made.

The methodology used by the Group to estimate the recoverable amount of assets is, in general, the value in use, calculated based on the present value of expected future after-tax cash flows generated from the use of such assets. Impairment losses on goodwill are not reversed in subsequent periods.

Cash flow projections are based on the best available estimates of revenues, expenses, and investments for the various subsidiaries, relying on industry forecasts, past experience, and future expectations regarding business development and market trends.

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Macroeconomic variables used in budget preparation include inflation, exchange rates, and others relevant to the countries in which the Group operates. These variables are established based on internal reports that reflect the Group's own forecasts, supported by relevant external information.

Discount Rates

Future cash flows are discounted to present value using a specific rate for each subsidiary, determined based on the currency of the cash flows and the associated risks. The Group applies a pre-tax weighted average cost of capital (WACC) for each country and business segment.

This rate is intended to reflect current market assessments regarding the time value of money and the specific risks of the business. Accordingly, the discount rate incorporates the risk-free rate, country risk, currency of the cash flows, as well as market, credit, and business risks. To ensure consistency in the calculations, the future cash flow estimates do not include risks already reflected in the discount rate, and vice versa.

Cash Flow Estimation

To estimate cash flows, the Group forecasts the evolution of key variables based on the assumptions reflected in the annual budget and strategic plan.

As noted above, changes in the key assumptions used in the calculation of asset recoverable amounts can significantly affect the Group's results. Management performs sensitivity analyses on variations of the main assumptions, including changes in the discount rate of +/- 5%. These analyses did not indicate any impairment.

Property, Plant and Equipment

The composition and movements in the items included under property, plant and equipment during fiscal years 2024 and 2023 were as follows:

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Cost	Land and buildings	Technical installations and other property, plant and equipment	Total
Balances at 1 January 2023	378,832	2,837,019	3,215,851
Additions	230,505	843,691	1,074,196
Balances at 31 December 2023	609,337	3,680,710	4,290,047
Additions	112,353	163,305	275,658
Balances at 31 December 2024	721,690	3,844,015	4,565,705

Accumulated depreciation	Terrenos y construcciones	Instalaciones técnicas y otro inmovilizado material	Total
Balances at 1 January 2023	(230,372)	(992,903)	(1,223,275)
Depreciation	(114,863)	(486,713)	(601,576)
Balances at 31 December 2023	(345,235)	(1,479,616)	(1,824,851)
Depreciation	(167,560)	(376,377)	(543,937)
Balances at 31 December 2024	(512,795)	(1,855,993)	(2,368,788)

Net carrying amount			
Balances at 31 December 2023	264,102	2,201,094	2,465,196
Balances at 31 December 2024	208,895	1,988,022	2,196,917

Acquisitions of Property, Plant and Equipment

Acquisitions of property, plant and equipment during the fiscal years 2024 and 2023 mainly relate to improvements made to the offices in Mallorca, France, Madrid, Barcelona, and La Coruña.

Fully Depreciated Assets

The gross carrying amount of fully depreciated assets still in use by the Group is as follows:

Category	31/12/2024	31/12/2023
Information processing equipment	234,847	179,049
Other property, plant and equipment	466,070	656,463
Total	700,917	835,512

Purchase Commitments

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At the end of the fiscal years ended December 31, 2024 and 2023, the Group had no outstanding purchase commitments.

Insurance

The Group's policy is to arrange insurance policies to cover potential risks to which its various items of property, plant and equipment may be exposed. As of December 31, 2024 and 2023, there was no shortfall in coverage related to these risks.

Guarantees

At the end of the fiscal years 2024 and 2023, the Group did not have any items of property, plant and equipment pledged as collateral under financing agreements.

Right-of-Use Assets and Lease Liabilities

Right-of-Use Assets

The details and movements by class of right-of-use assets during the fiscal years 2024 and 2023 are as follows:

Cost	Office and other equipment	Vehicles	Total
Balances at 1 January 2023	5,657,876	130,619	5,788,495
Additions	6,886,243	-	6,886,243
Balances at 31 December 2023	12,544,119	130,619	12,674,738
Additions	511,271	-	511,271
Disposals	(452,283)	-	(452,283)
Balances at 31 December 2024	12,603,107	130,619	12,733,726

Accumulated amortization	Office and other equipment	Vehicles	Total
Balances at 1 January 2023	(991,621)	(32,652)	(1,024,273)
Additions	(1,830,226)	(34,653)	(1,864,879)
Balances at 31 December 2023	(2,821,847)	(67,305)	(2,889,152)
Additions	(2,205,845)	(34,654)	(2,240,499)
Disposals	172,360	-	172,360
Balances at 31 December 2024	(4,855,332)	(101,959)	(4,957,291)

Net carrying amount			
Balances at 31 December 2023	9,722,272	63,314	9,785,586
Balances at 31 December 2024	7,747,775	28,660	7,776,435

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Los valores del ejercicio 2023 han sido objeto de reexpresión (ver nota 2f).

The Group has lease contracts primarily for offices and vehicles used in its operations. The office lease agreements have terms ranging from 1 to 8 years, while vehicle leases generally range from 1 to 4 years. The Group's obligations under its lease contracts are secured by the lessor's ownership of the leased assets. The Group is not permitted to assign or sublease the leased assets.

Additionally, there have been no changes in the lease terms of office contracts, as it is estimated that the renewal options will not be exercised in the Group's favor.

Furthermore, the contracts do not include variable payments—only fixed payments.

During the 2024 fiscal year, the Group recognized additions from lease contracts under IFRS 16 amounting to **€511,271**, which did not involve the use of cash or cash equivalents (**€6,886,243** in 2023).

The most significant additions in 2024 are related to the expansion of the Group's offices in **Sweden**.

The most significant additions in 2023 resulted from new lease contracts for the **headquarters of Making Science Group, S.A.** located in **Spain**.

The amounts recognized in the consolidated income statement related to short-term and low-value lease expenses are as follows:

Category	31/12/2024	31/12/2023
Low-value assets	253,820	347,200
Short-term leases	72,320	116,035
Total	326,140	463,235

Lease Liabilities

The breakdown of lease liabilities is as follows:

	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Lease (Note 16)	6,283,833	2,039,240	8,204,682	1,962,788
Total	6,283,833	2,039,240	8,204,682	1,962,788

The movement in the liability is as follows:

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	31/12/2024	31/12/2023
Opening balance	10,167,470	4,918,586
Additions	511,271	6,886,243
Finance costs	472,952	449,656
Derecognitions	(290,219)	-
Payments	(2,538,401)	(2,087,015)
Closing balance	8,323,073	10,167,470

The average incremental discount rate used was 5.50% as of December 31, 2024 and 2023.

The net effect of derecognitions during the 2024 fiscal year, related to right-of-use assets and their corresponding lease liabilities, was recognized in the consolidated income statement under the heading "Other operating expenses."

Trade Receivables and Other Accounts Receivable

The breakdown of trade receivables and other accounts receivable is as follows:

Category	31/12/2024	31/12/2023
Trade receivables from sales and services (Note 23)	62,267,758	43,352,056
Accumulated impairment	(2,130,590)	(2,491,554)
Trade receivables, net	60,137,168	40,860,502
Other receivables	2,427,484	1,653,813
Advances to suppliers	302,671	581,846
Other debtors	2,730,155	2,235,659
Other receivables from public administrations (Note 20)	3,034,694	3,025,702
Balances with public administrations	3,034,694	3,025,702
Total	65,902,017	46,121,863

The movement in the accumulated impairment is as follows:

Year	Accumulated impairment at the beginning of the year	Impairment recognised during the year	Reversal recognised during the year	Accumulated impairment at the end of the year
2024	(2,491,554)	(268,257)	629,221	(2,130,590)
2023	(1,128,281)	(1,382,923)	19,650	(2,491,554)

The total impairment loss corresponds to trade receivables, and there are no contract assets with impairment as of December 31, 2024 and 2023.

The Group calculates expected credit losses on trade receivables using the simplified provision matrix method, a practical expedient allowed by the standard. To do this, different customers are identified and grouped into categories to establish the analysis scope and observation periods.

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Subsequently, a detailed analysis is performed on the transition dynamics of the accounts receivable portfolios by segmenting them into stages, which represent the credit status of receivables at different points in time. Based on this segmentation, provision rates for receivable portfolios have been calculated according to delinquency criteria.

The provision rates have been determined based on the countries of the Group's subsidiaries and the following aging periods of accounts receivable:

- 30–60 days
- 60–90 days
- 90–120 days
- 120–150 days
- 150–180 days
- 180–210 days

For receivables overdue by more than **360 days**, recovery is considered remote, and therefore a **100% provision** has been recognized.

To incorporate the uncertainty associated with estimating expected credit losses, macroeconomic data reflecting the economic cycle and providing forward-looking information has been integrated by adding a threshold based on the increase in the country's risk premium.

For **major clients**, the Group has individually assessed expected credit losses based on the **probability of default, exposure at default, and loss severity**.

No significant changes were made to estimation techniques or assumptions during the year.

Financial Assets by Class and Category

Classification of Financial Assets by Category

Financial assets are measured at **amortized cost**, and their classification is as follows:

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Financial assets	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Other financial assets	710,031	2,284,414	323,329	453,363
Trade receivables from sales and services (see Note 10)	-	60,137,168	-	40,860,502
Other receivables (see Note 10)	-	2,427,484	-	1,653,813
Cash and cash equivalents (see Note 13)	-	19,814,523	-	19,541,324
Total	710,031	84,663,589	323,329	62,509,002

The “Other non-current financial assets” heading mainly consists of amounts deposited as security for the rental of the Group’s offices.

The variation in “Other current financial assets” in 2024 is primarily due to the establishment of security deposits for certain operations.

The “Trade receivables from sales and services” line item has increased significantly due to the growth in business volume, consistent with the increase in revenue, and the establishment of new contractual relationships with clients at the end of fiscal year 2024 in the U.S. market.

The fair value of financial assets matches their carrying amount, as this is considered a reasonable approximation of fair value.

The classification of financial assets by maturity is presented in Note 17.b.

Inventories

The breakdown of inventories is as follows:

Category	31/12/2024	31/12/2023
Inventories	2,773,616	3,025,513
Total	2,773,616	3,025,513

The inventory mainly consists of goods such as clothing, furniture, and gastronomy-related items sold through the E-commerce and retail activities of the Group’s companies.

As of December 31, 2024, the cost of inventories recognized in the consolidated income statement amounts to **€132,853** (**€168,187** in 2023).

As of December 31, 2024 and 2023, the Group has reviewed its commercial inventories and concluded that there are **no indications of impairment**.

Cash and Cash Equivalents

The breakdown of the “Cash and cash equivalents” line item is as follows:

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Category	31/12/2024	31/12/2023
Cash and banks	19,814,523	19,541,324
Total	19,814,523	19,541,324

There are no restrictions on the availability of cash as of December 31, 2024 and 2023.

Equity

Subscribed Capital and Share Premium

Following its listing on BME Growth (formerly the Alternative Stock Market), as explained in Note 1, the Group has been admitted to trading on the Madrid Stock Exchange. As of December 31, 2024, the Group has **8,982,100 fully paid ordinary shares** with a nominal value of **€0.01 each** (8,418,903 ordinary shares with a nominal value of €0.01 each as of December 31, 2023). It is important to note that all issued shares are of the same class and confer identical political and economic rights.

Additionally, as of December 31, 2024, the Group's **8,982,100 ordinary shares** are also admitted to trading on **Euronext**, with an official listing price of **€7.60 per share**.

On **June 15, 2023**, the Group carried out a **capital increase**, issuing **132,936 shares** with a nominal value of €0.01 and a share premium of **€20.49** per share. The total amount was **€2,725,188**, of which **€1,329** corresponded to share capital and **€2,723,859** to share premium.

On **June 21, 2024**, the Group carried out another **capital increase**, issuing **523,097 shares** with a nominal value of €0.01 and a share premium of **€7.64** per share. The total amount was **€4,001,692**, of which **€5,231** corresponded to share capital and **€3,996,461** to share premium.

On **July 26, 2024**, as part of the consideration granted to acquire the remaining **19% of non-controlling interests** in the subsidiary Agua 3 Growth Engines, S.L., the Group issued **40,100 shares** with a nominal value of €0.01 and a share premium of **€7.63** per share. The total amount was **€306,429**, consisting of **€401** in share capital and **€306,028** in share premium (see Note 14.f.). The registration date in the commercial registry was **September 19, 2024**.

Capital issuance costs for the year 2024 amounted to **€280,015**.

As of **December 31, 2024**, the share capital of the parent company was **€89,821** (€84,189 as of December 31, 2023).

As of December 31, 2024 and 2023, **The Science of Digital, S.L.** holds a **shareholding equal to or greater than 10%** in the parent company (holding **49.28%** and **52.19%**, respectively).

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Capital Management

For capital management purposes, the Group considers capital to include **issued share capital, share premium, and all other capital reserves** attributable to the shareholders of the parent company.

The Group's objectives in managing capital are to **safeguard its ability to continue as a going concern**, so it can continue to provide returns to shareholders and benefits to other stakeholders, while maintaining an **optimal capital structure to minimize the cost of capital**.

To maintain or adjust the capital structure, the Group may **adjust the amount of dividends paid, return capital to shareholders, issue new shares, or sell assets to reduce debt**.

The Group's policy is to maintain a **capital management ratio of less than 4 as of December 31, 2024 (less than 7.5 as of December 31, 2023)**.

	31/12/2024	31/12/2023
Total liabilities	141,943,283	134,888,338
Less: Cash and cash equivalents	19,814,523	19,541,324
Total	122,128,760	115,347,014
Total equity	30,664,256	15,590,363
Ratio	3.98	7.40

During the fiscal years 2024 and 2023, there were no changes in the Group's capital management objectives, policies, or processes.

Treasury Shares

As of December 31, 2024, the Group holds **113,200 treasury shares** with a nominal value of **€0.01** each (**184,374 shares as of December 31, 2023**).

The difference in treasury shares is mainly due to the **delivery of shares to employees during the year (see Note 18.b)**.

Reserves

c.1) Group Reserves

As of December 31, 2024 and 2023, the Group's reserves amount to **negative €4,832,475** and **negative €8,129,175**, respectively.

c.1.3) Legal Reserve

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In accordance with the Spanish Corporate Enterprises Act (Texto Refundido de la Ley de Sociedades de Capital), 10% of the profit for the year must be allocated to the **legal reserve** until it reaches **at least 20% of the share capital**.

The legal reserve may be used to increase share capital in the portion of its balance that exceeds 10% of the already increased share capital. Except for this purpose, and as long as it does not exceed 20% of the share capital, this reserve may only be used to offset losses when there are no other available reserves sufficient for this purpose.

As of **December 31, 2024 and 2023**, the legal reserve **has not yet been fully constituted**.

The amount of the legal reserve as of **December 31, 2024 and 2023** is **€15,503**, respectively.

c.1.4) Consolidation Reserves

As of December 31, 2024 and 2023, of the total Group reserves described in Note 14.c.1 above, the **reserves in consolidated companies** amount to **negative €4,847,978** and **negative €8,144,678**, respectively.

Profit Distribution

On **April 30, 2025**, the Board of Directors of the parent company approved the **reformulated profit distribution** for the year ended December 31, 2024.

Profits of **€22,031,556** were allocated as follows:

- **€2,298,341** to offset accumulated losses from prior years
- **The remaining amount to reserves**

On **March 31, 2024**, the Board of Directors of the parent company approved the distribution of the **loss for the year ended December 31, 2023**, in the amount of **€2,789,362**, allocating it to accumulated losses from prior years.

These financial statements were later restated, and on **June 17, 2024**, the General Shareholders' Meeting approved the final distribution of the **loss of €2,227,384** to accumulated losses from previous years.

Translation Differences

The amount of **other comprehensive income accumulated** as of December 31, 2024 and 2023 is **€1,760,956** and **€1,404,592**, respectively, corresponding entirely to **foreign currency translation differences** from operations abroad.

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Non-Controlling Interests

The Group includes the following **non-controlling interests**, detailed below:

31/12/2024	Agua 3 Growth Engines, S.L.	Making Science Marketing & AdtechSLU
Percentage of ownership held by non-controlling interests	30.00%	19.84%
Statement of financial position information		
Non-current assets	933,677	60,957,241
Non-current liabilities	6,077	8,744,063
Total non-current net assets	927,600	52,213,179
Current assets	3,462,009	113,088,490
Current liabilities	4,269,216	141,943,103
Total current net assets	(807,207)	(28,854,612)
Net assets	120,394	23,358,566
Net assets not controlled by Making Science Marketing & Adtech S.L.U.	-	301,936
Equity attributable to non-controlling interests	36,118	4,573,767
Income statement information		
Revenue	2,111,816	240,526,081
Profit for the year	51,558	3,605,321
Profit attributable to non-controlling interests	101,459	191,797

31/12/2023	Agua 3 Growth Engines, S.L.	United Communication Partners, INC
Percentage of non-controlling interest	49.00%	23.86%
Statement of financial position information		
Non-current assets	477,553	3,739,111
Non-current liabilities	17,360	1,753,475
Total non-current net assets	460,193	1,985,636
Current assets	1,001,974	9,525,499
Current liabilities	1,332,706	11,058,258
Total current net assets	(330,732)	(1,532,759)
Net assets	129,461	452,877
Equity attributable to non-controlling interests	63,436	108,056
Income statement information		
Revenue	1,028,240	55,338,241
Profit for the year	(112,412)	130,745
Profit attributable to non-controlling interests	(55,082)	30,809

The movement in non-controlling interests is as follows:

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Category	Agua 3 Growth Engines, S.L.	United Communication Partners, INC	Making Science Marketing & AdtechSLU	Total
Balances as of 31 December 2022	118,518	228,713	-	347,231
Acquisition of non-controlling interests	-	(128,623)	-	(128,623)
Profit for the year	(55,082)	30,809	-	(24,273)
Other comprehensive income for the year	-	(23,230)	-	(23,230)
Balances as of 31 December 2023	63,436	107,669	-	171,105
Acquisition of non-controlling interests	(105,939)	(164,903)	-	(270,842)
Increase in non-controlling interests	-	301,935	5,286,258	5,588,193
Profit for the year	101,459	(12,358)	191,797	280,898
Dividend declaration	-	-	(827,390)	(827,390)
Other movements	(22,838)	69,593	(76,899)	(30,144)
Balances as of 31 December 2024	36,118	301,936	4,573,766	4,911,820

(*) The balances related to Making Science Marketing and AdTech, S.L. include the balances of its dependent entities.

During **July and December 2024**, the subsidiary **Making Science Marketing & AdTech, S.L.** carried out **capital increases totaling €17.5 million**, which included contributions from a new investor.

These contributions are part of an **investment agreement** with the **SOPEF II fund** (Spain Oman Private Equity Fund), managed by **MCH**, aimed at supporting the international growth of Making Science Marketing & AdTech. As of **December 31, 2024**, SOPEF had contributed **€15 million**, while the Group invested the remaining **€2.5 million**.

It is important to note that the agreement with **SOPEF II** establishes that, in **2028** (with reference to the 2027 consolidated annual accounts), the majority shareholder holds a **call option** to acquire the minority shareholder's stake based on a set of performance metrics.

If this option is not exercised within the stipulated period, the minority shareholder will have the right to initiate a **drag-along process** to force the sale of the entire company (see Note 21).

As of **December 31, 2024**, through the above-mentioned capital increases, **SOPEF II holds a 19.84% interest** in the capital of **Making Science Marketing & AdTech**, and a **€9,713,742 increase in Group reserves** has been recognized as a result of this transaction with non-controlling interests.

Other Transactions with Non-Controlling Interests

On **June 13, 2024**, the Group acquired an **additional 19% interest** from the non-controlling shareholders of its subsidiary **Agua 3 Growth Engines, S.L.** for a total of **€1,199,999**, consisting of **€893,570 in cash** and **€306,429 through a share capital and share premium issuance** (see Note 14.a).

As of **December 31, 2024**, non-controlling interests represent **30% of the net assets** of the company (**49% as of December 31, 2023**). The Group holds a **call option** to acquire the remaining 30%, exercisable during the **first half of 2025**.

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On **August 23, 2024**, the Group acquired **100% of the non-controlling interests in UCP (23.86%)** for **\$1.12 million in cash**, equivalent to **€1,027,959**.

The impact on reserves from these **acquisitions of non-controlling interests in 2024** amounted to **€(2,263,545)**.

On **January 31, 2023**, the Group acquired an **additional 27%** interest in **Making Science France, SAS** (formerly Celsius SAS), reaching **100% ownership**.

On **August 24, 2023**, the Group acquired an **additional 6.34%** of **UCP Partners Communications Inc**, bringing its total ownership to **76.14%**.

The impact on reserves from these **acquisitions of non-controlling interests in 2023** amounted to **€(3,191,287)**.

Trade Payables and Other Accounts Payable

The breakdown of **trade payables and other accounts payable** is as follows:

	31/12/2024	31/12/2023
Category	Current	Current
Trade payables	34,516,265	34,025,428
Other payables	24,182,188	10,209,426
Total trade payables	58,698,453	44,234,854
Employee remuneration (see Note 18)	1,826,481	2,049,333
Payables to public administrations (see Note 20)	8,122,087	7,942,064
Contract liabilities (see Note 23)	7,322,286	6,737,317
Total	75,969,307	60,963,568

Deferred Payments to Suppliers and Other Creditors

In accordance with the provisions of the second additional provision of Law 31/2014, of December 3, which amends the Spanish Companies Act, and pursuant to the Resolution of February 29, 2016, issued by the Institute of Accounting and Accounts Auditing (ICAC), the following table includes details on the average payment period to suppliers, the ratio of paid transactions, the ratio of outstanding transactions, the total payments made, and the total outstanding payments:

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	2024	2023
	Days	Days
Average payment period to suppliers and other creditors	53	54
Ratio of settled transactions	56	56
Ratio of outstanding transactions	42	36

	Amount	Amount
Total payments made	211,802,286	182,139,692
Total payments outstanding	47,690,989	15,908,809
Total	259,493,275	198,048,501

The total volume of payments made within the legal deadline during fiscal year 2024 amounts to €105,472,186 (€92,442,368 in 2023), representing 50% (51% in 2023) of total payments to suppliers.

The number of invoices paid by the Group within the legal deadline amounts to 25,471 invoices in fiscal year 2024 (17,669 in 2023), representing 71% (62% in 2023) of the total supplier invoices.

The **average payment period** reflected in these consolidated annual accounts has been calculated using a **weighted average** based on the amounts of each payment made during the 2024 and 2023 fiscal years.

The **maximum legal payment period** applicable to the Group, with its registered office in Spain, is **60 days**, as established by Law 13/2005, which amends Law 3/2014 of December 29 and Law 11/2013 of July 26, aimed at combating late payment in commercial transactions.

The Group's main suppliers are located outside of Spain, and efforts are made to fulfill obligations within the legally established period.

Financial Liabilities by Class and Category

Classification of Financial Liabilities by Category

Financial liabilities are measured at **amortized cost**, and their classification is as follows:

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Category	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Borrowings from financial institutions	2,228,979	38,778,813	4,729,548	25,175,820
Bond issues	-	-	-	11,820,000
Lease liabilities (see Note 9)	6,283,833	2,039,240	8,204,682	1,962,788
Payables to group companies and associates (see Note 29)	3,713,226	3,529,160	7,676,635	3,182,486
Other financial liabilities	3,733,248	2,339,641	5,374,836	1,705,646
Total financial liabilities	15,959,286	46,686,854	25,985,701	43,846,740
Trade payables	-	34,516,265	-	34,025,428
Other payables	-	24,182,188	-	10,209,426
Total trade and other payables (see Note 15)	-	58,698,453	-	44,234,854
Total	15,959,286	105,385,307	25,985,701	88,081,594

The **fair value of financial liabilities** matches their **carrying amount**, as it is considered a reasonable approximation of fair value.

The classification of the main financial liabilities by maturity is presented in **Note 17.b**.

As of **December 31, 2024 and 2023**, the Group has made **interest payments** of **€4,492,252** and **€4,700,309**, respectively.

a.1) Financial Obligations

As of **December 31, 2024 and 2023**, the financial obligations are composed of the following:

Category	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Borrowings from financial institutions	2,228,979	38,778,813	4,729,548	25,175,820
Bond issues	-	-	-	11,820,000
Lease liabilities (see Note 9)	6,283,833	2,039,240	8,204,682	1,962,788
Payables to group companies and associates (see Note 29)	3,713,226	3,529,160	7,676,635	3,182,486
Other financial liabilities	3,733,248	2,339,641	5,374,836	1,705,646
Total financial liabilities	15,959,286	46,686,854	25,985,701	43,846,740

The Company's **financial obligations have decreased** due to the natural fulfillment of amortization schedules. Notably, as of the end of **2023**, a **bond of €11.8 million** was included, which was subsequently **redeemed and replaced** by a **syndicated loan**. As of the **end of 2024**, this syndicated loan is classified as a **current liability** in the accounts.

This syndicated loan was **fully prepaid in April 2025 (€8 million)**, and a new **bilateral loan of €5 million** was obtained, with a term of **three years**.

Borrowings from Financial Institutions

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The breakdown of borrowings from financial institutions is as follows:

Category	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Fixed-rate loans	201,534	1,240,890	922,482	1,269,452
Variable-rate loans	2,027,445	14,271,042	3,807,066	2,493,729
Customer advance facility	-	2,602,261	-	1,708,643
Confirming	-	16,742,898	-	15,612,466
Credit lines and other loans	-	3,921,722	-	4,091,530
Total	2,228,979	38,778,813	4,729,548	25,175,820

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The characteristics of the Group's main loans are detailed below:

31/12/2024								
Bank	Currency	Nominal	Date		Nominal value	Carrying amount		Total
			Issue date	Maturity date		Non-current	Current	
COFIDES	Euros	6-month EURIBOR + 2.70%	20/05/2021	20/05/2026	4,200,000	525,000	1,050,000	1,575,000
BBVA, S.A.	Euros	3.10%	23/06/2023	28/02/2026	2,000,000	201,534	1,173,423	1,374,957
Banco Santander, S.A.	Euros	12-month EURIBOR + 5.00%	23/11/2020	23/11/2026	1,500,000	300,000	300,000	600,000
Caixabank, S.A.	Euros	12-month EURIBOR + 2.35%	09/10/2020	09/10/2025	2,000,000	-	537,302	537,302
Banco Santander, S.A.	Euros	12-month EURIBOR + 5.00%	06/06/2019	06/01/2026	2,500,000	-	500,000	500,000
Banco Santander, S.A.	Euros	2.00%	19/06/2020	19/06/2025	500,000	-	64,707	64,707
Caixabank, S.A.	Euros	6-month EURIBOR + 2.30%	28/05/2020	27/05/2025	300,000	-	60,469	60,469
Banco Sabadell, S.A.	Euros	6-month EURIBOR + 2.30%	19/06/2020	18/06/2025	250,000	-	32,633	32,633
Banco Santander, S.A.	Euros	2.52%	07/04/2020	07/04/2025	24,000	-	2,760	2,760
Banco Santander, S.A.	Euros	12-month EURIBOR + 2.50%	30/07/2019	30/07/2026	50,000	5,986	8,441	14,427
Deutsche Bank, S.A.	Euros	arrangement fee	28/05/2024	28/05/2027	1,950,000	960,526	634,807	1,595,333
Caixabank, S.A.	Euros	6-month EURIBOR + 2.30%	28/05/2020	27/05/2025	250,000	-	28,140	28,140
Bankinter SA	Euros	arrangement fee	22/11/2024	22/11/2026	500,000	235,933	244,250	480,183
EBN Banco de Negocios, S.A.	Euros	6-month EURIBOR + 3.00%	22/04/2024	22/04/2028	9,000,000	-	7,875,000	7,875,000
EBN Banco de Negocios, S.A.	Euros	3-month EURIBOR + 2.50%	23/12/2024	24/03/2025	3,000,000	-	3,000,000	3,000,000
Total					28,024,000	2,228,979	15,511,932	17,740,911

31/12/2023								
Bank	Currency	Nominal	Date		Nominal value	Carrying amount		Total
			Issue date	Maturity date		Non-current	Current	
COFIDES	Euros	6-month EURIBOR + 2.70%	20/05/2021	20/05/2026	4,200,000	1,575,000	1,050,000	2,625,000
BBVA, S.A.	Euros	3.10%	23/06/2023	23/12/2025	2,000,000	832,178	788,896	1,621,074
Banco Santander, S.A.	Euros	12-month EURIBOR + 5.00%	23/11/2020	23/11/2026	1,500,000	750,000	150,000	900,000
Caixabank, S.A.	Euros	12-month EURIBOR + 2.35%	09/10/2020	09/10/2025	2,000,000	593,432	383,048	976,480
Banco Santander, S.A.	Euros	12-month EURIBOR + 5.00%	06/06/2019	06/01/2026	2,500,000	500,000	500,000	1,000,000
BBVA, S.A.	Euros	3-month EURIBOR + 1.95%	22/12/2023	22/12/2025	1,000,000	351,246	331,664	682,910
Banco Santander, S.A.	Euros	2.00%	19/06/2020	19/06/2025	500,000	64,707	127,491	192,198
Caixabank, S.A.	Euros	6-month EURIBOR + 2.30%	28/05/2020	27/05/2025	250,000	28,154	64,604	92,758
B. Sabadell	Euros	2.70%	19/06/2020	18/06/2025	250,000	17,563	86,069	103,632
Banco Santander, S.A.	Euros	2.52%	07/04/2020	07/04/2025	24,000	8,034	2,856	10,890
Banco Santander, S.A.	Euros	12-month EURIBOR + 2.50%	30/07/2019	30/07/2024	50,000	9,234	14,413	23,647
Abanca, S.A.	Euros	2.50%	30/09/2021	30/09/2024	1,000,000	-	264,140	264,140
Total					15,274,000	4,729,548	3,763,181	8,492,729

On April 22, 2024, the Group formalized a **syndicated loan** in the amount of **€9 million**, with a **variable interest rate of 6-month EURIBOR + 3%**, a **four-year amortization period**, and **quarterly repayments**. The **financial expense accrued in fiscal year 2024** amounted to **€286,715**.

Additionally, **there are no assets pledged as collateral** under the loan agreement.

Regarding this loan, the Group is subject to compliance with certain **financial covenants** related to **EBITDA**, **Net Financial Debt**, and **Net Financial Result**, to be assessed at year-end for each fiscal year during the life of the loan.

For this syndicated loan in 2024, the Group reported a **Net Financial Debt to recurring EBITDA ratio slightly above 2**, and an **Equity to adjusted Net Debt ratio below 4**. Due to non-compliance with these covenants, the Group decided to **prepay the loan on April 22, 2025**, instead of the original maturity date of **April 22, 2028**.

This early repayment will be funded through **long-term financing from financial institutions**, via loans with **no additional conditions**. Therefore, as of **December 31, 2024**, the loan is **entirely classified under current liabilities** in the consolidated statement of financial position (see **Note 31**).

On May 28, 2024, the Group formalized a loan with **Deutsche Bank, S.A.** for an amount of **€1,950,000**, with a **three-year term**, **monthly repayments**, and a **variable interest rate of 12-month**

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EURIBOR + 1.75%.

This loan is part of the Group's strategy to manage **maturity structuring between short and long term.**

Confirming

The Group has arranged several **confirming lines** with financial institutions. The main terms and conditions are:

- **EUR3M + 1.90%, minus a 0.20% financing fee**
- **EUR12M + 2.10%, minus a 0.20% financing fee**

As of **December 31, 2024**, the Group's confirming obligations with financial institutions include a **range of maturity dates** between **January 9, 2025** and **April 21, 2025**.

As of year-end 2024, the **carrying amount of liabilities settled by financial institutions on behalf of the Group to suppliers** amounts to **€16,742,898**.

Credit Lines and Other Loans

Balances from **credit lines and other loans** relate to obligations maturing **no later than May 2027**, with the main applicable interest rates as follows:

- **Fixed rates between 2.5% and 3.6% plus a 0.25% fee**
- **Variable rates ranging from 1.90% to 2.75% plus a 0.25% fee**

As of **December 31, 2024 and 2023**, **financial expenses accrued from borrowings with financial institutions** amounted to **€4,492,252** and **€4,040,897**, respectively (see Note 28).

Bonds and Other Negotiable Securities

The heading "**Bonds and other negotiable securities**" includes the **issuance dated October 8, 2021**, of the Group's **first bond program** in the amount of **€12 million**, listed on the **Alternative Fixed-Income Market (MARF)**.

This issuance accrued **quarterly interest at an annual rate of 5.5%**.

During **April, May, and October 2024**, the Group conducted a **bond buyback program**, making early repayments of:

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- €3,700,000 in April
 - €4,900,000 in May
 - and €3,220,000 at maturity in October
-

Other Financial Liabilities

The “**Other financial liabilities**” heading primarily includes **amounts payable to former owners** related to the **acquisition of companies** currently held by the Group.

Financial Risk Management

The Group's **financial risk management** is centralized in the **Finance Department**, which has implemented the necessary mechanisms to control exposure to **interest rate and exchange rate fluctuations**, as well as **credit and liquidity risks**.

Below are the main **financial risks** that impact the Group:

Credit Risk

Credit risk arises from the potential **losses caused by counterparties failing to meet their contractual obligations**, i.e., the risk of not recovering financial assets for their recognized amount and within the agreed period.

The Group **periodically assesses** its exposure to credit risk by reviewing all **outstanding receivables** from customers, debtors, and other non-trade-related items.

Information on **impairment losses due to credit risk** is presented in **Note 10**.

In general, **cash and cash equivalents are held in high-credit-quality financial institutions**.

Furthermore, **there is no significant concentration of credit risk** with third parties.

The **maximum exposure to credit risk** is as follows:

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Category	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Other financial assets (see Note 11)	710,031	2,284,414	323,329	453,363
Trade receivables from sales and services (see Note 10)	-	60,137,168	-	40,860,502
Other receivables (see Note 10)	-	2,427,484	-	1,653,813
Cash and cash equivalents (see Note 13)	-	19,814,523	-	19,541,324
Total	710,031	84,663,589	323,329	62,509,002

Liquidity Risk

In order to ensure liquidity and meet all payment obligations arising from its operations, the Group relies on the **cash and cash equivalents** reflected in its **consolidated statement of financial position**, as well as the **credit and financing lines** detailed in **Note 17**.

The breakdown of **working capital** is as follows:

Category	31/12/2024	31/12/2023
Current assets	92,574,638	70,075,631
Current liabilities	123,172,929	105,569,755
Total	(30,598,291)	(35,494,124)

The Group operates in the media, technology, and professional services sectors, within which it has **high-quality clients** who typically pay within **30 to 60 days**, and it has **banking facilities** in place to accelerate collections.

The **supplier payment period** is usually longer, ranging between **60 and 90 days**. The **Group's main supplier** (both in media and technology) is **Google**, which is paid in **60 days**, and in the **U.S.**, within **45 days**. The second most important supplier is **Meta**, with the same payment terms.

97% of services are performed by **in-house personnel**, who are generally paid **monthly in arrears within 30 days**, except in the **U.S.**, where payment is made **biweekly**.

Regarding clients who contract media and technology services, it is common in the industry for customers to **prepay a significant portion** of media and technology purchases.

This is especially typical in **media segments such as television in Spain**, where prepayments often occur at **year-end**. Similarly, in markets like the **Nordic countries and the UK**, clients tend to prepay a large share of media and technology services.

As of **December 31, 2024**, **working capital** stands at **€(30,598,291)**, which includes the **syndicated loan of €7,875,000** (initially €9,000,000) under current liabilities.

If the **early repayment of the syndicated loan in April 2025** is excluded (as it will be refinanced through new bank loans), **adjusted working capital would be €(22,723,291)**, which includes:

- **Earn-out payments of €3,529,160**, funded by the acquired companies (Italy, France, UK, Georgia, and Sweden), mainly due in **H2 2025**.

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- **Payment to ICREEA** for the acquisition of the **Ventis e-commerce** platform, totaling **€1,500,000**, scheduled for **December 2025** and secured by a **bank guarantee** of the same amount.
- A **dividend of €827,836** declared and approved in 2024, payable to **SOPEF II**, which is **not expected to be paid in the short term**.
- **Revolving working capital lines** (advances, confirming, and other credit facilities) totaling **€23,266,881**, which support the Group's continued growth.
- **Amortization of the current portion of long-term loans** amounting to **€4,943,822**, with **€3,262,808** due in **H1 2025** and **€1,681,014** in **H2 2025**.
- **Repayment of a short-term loan of €3,000,000**, maturing on **March 21, 2025**, which **has already been cancelled** by the date of these financial statements.
- **Lease liability payments of €2,039,240**, due during **2025**.

In the following table, the **quarterly maturities for 2025** are broken down.

More than half do not require cash commitments, as they are **revolving liabilities** tied to the business activity, without fixed repayment schedules, and are covered through the Group's ongoing commercial operations—similar to other operating expenses such as salaries.

Only **€21 million** represent **committed cash payments**, of which, as of the date of these restated accounts, **€15.7 million have already been paid**, partially financed through a new **€5 million bilateral loan** with a **three-year term**.

Category	Balance as of 31/12/2024	1Q25	2Q25	3Q25	4Q25	Total
Borrowings from financial institutions	4,943,822	1,671,125	1,591,679	846,479	834,535	4,943,818
Bilateral loan	3,000,000	3,000,000	-	-	-	3,000,000
Syndicated loan	7,875,000	-	7,875,000	-	-	7,875,000
Lease liabilities	2,039,240	509,810	509,810	509,810	509,810	2,039,240
Payables to group companies and associates	3,529,160	248,957	248,957	2,782,290	248,957	3,529,161
Subtotal	21,387,222	5,429,892	10,225,446	4,138,579	1,593,302	21,387,219
New bilateral loan		-	(5,000,000)	-	833,333	(4,166,867)
New current payment flow		5,429,892	5,225,446	4,138,579	2,426,635	17,220,352

Category	Balance as of 31.12.2024	
Confirming	16,742,898	No decrease is expected due to business growth
Other current revolving liabilities	6,217,093	No decrease is expected due to business growth
Other financial liabilities (ICREEA)	1,500,000	It is 100% secured by a cash-backed bank guarantee
Other financial liabilities (SOPEF dividend)	827,836	Payment of this dividend is not yet scheduled
Others	11,805	Others with no payment commitment
Subtotal	25,299,632	
Current financial liabilities	46,686,854	

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Additionally, Making Science Group has obtained new funds totaling more than €19 million, derived from the capital increase in Making Science Group and the contributions from SOPEF II to Making Science Marketing & AdTech.

Maturity Classification of Financial Assets

The **maturity classification of the Group's financial assets**, as presented in the consolidated annual accounts, showing the amounts due in each of the subsequent years until their final maturity, is detailed in the following table:

Maturity of financial assets	31/12/2024					
	2025	2026	2027	2028	More than 4 years	Total
Trade receivables from sales and services (see Note 10)	60,137,168	-	-	-	-	60,137,168
Other receivables (see Note 10)	2,427,484	-	-	-	-	2,427,484
Other financial assets (see Note 11)	2,284,414	-	40,500	-	669,531	2,994,445
Cash and cash equivalents (see Note 13)	19,814,523	-	-	-	-	19,814,523
Total	84,663,589	-	40,500	-	669,531	85,373,620

Maturity of financial assets	31/12/2023					
	2024	2025	2026	2027	More than 4 years	Total
Trade receivables from sales and services (see Note 10)	40,860,502	-	-	-	-	40,860,502
Other receivables (see Note 10)	1,653,813	-	-	-	-	1,653,813
Other financial assets (see Note 11)	453,363	-	-	40,500	282,829	776,692
Cash and cash equivalents (see Note 13)	19,541,324	-	-	-	-	19,541,324
Total	62,509,002	-	-	40,500	282,829	62,832,331

Maturity Classification of Financial Liabilities

The **maturity classification of the Group's financial liabilities**, as presented in the consolidated statement of financial position, showing the amounts due in each of the subsequent years until their final maturity, is detailed in the following table:

Maturity of financial liabilities	31/12/2024						
	2025	2026	2027	2028	2029	More than 5 years	Total
Borrowings from financial institutions (see Note 16)	38,778,813	2,228,979	-	-	-	-	41,007,792
Other financial liabilities (see Note 16)	2,339,641	1,500,000	1,500,000	-	-	733,248	6,072,889
Lease liabilities (see Note 16)	2,039,240	2,096,163	2,026,844	1,270,626	685,268	204,932	8,323,073
Payables to group companies and associates (see Note 16)	3,529,160	1,794,671	1,472,335	446,220	-	-	7,242,386
Trade and other payables (see Note 15)	58,698,453	-	-	-	-	-	58,698,453
Total	105,385,307	7,619,813	4,999,179	1,716,846	685,268	938,180	121,344,593

Maturity of financial liabilities	31/12/2023						
	2024	2025	2026	2027	2028	More than 5 years	Total
Borrowings from financial institutions (see Note 16)	25,175,820	3,753,643	975,905	-	-	-	29,905,368
Bond issues (see Note 16)	11,820,000	-	-	-	-	-	11,820,000
Other financial liabilities (see Note 16)	1,705,646	1,500,000	3,000,000	-	-	874,836	7,080,482
Lease liabilities (see Note 16)	1,962,788	2,008,744	1,969,955	1,893,693	1,240,806	1,091,484	10,167,470
Payables to group companies and associates (see Note 16)	3,182,486	3,541,400	2,085,236	983,333	1,066,666	-	10,859,121
Trade and other payables (see Note 15)	44,234,854	-	-	-	-	-	44,234,854
Total	88,081,594	10,803,787	8,031,096	2,877,026	2,307,472	1,966,320	114,067,295

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Market Risk

Interest Rate Risk

The Group manages its exposure to interest rate risk through a combination of strategies, including **contracting fixed-rate debt**, **early repayment of variable-rate financial liabilities**, and **diversifying its sources of financing**.

In addition, the Group's **treasury policy** calls for maintaining adequate levels of liquidity to **absorb potential increases in cash outflows** required for debt service in scenarios involving rising interest rates.

The Group **periodically conducts sensitivity analyses** to assess the potential impact of reasonable interest rate fluctuations on its profit or loss and equity, in order to make **proactive financial decisions** in the event of significant market volatility.

The breakdown of **borrowings from financial institutions** and **bonds and other negotiable securities by interest rate type** is presented below:

Category	Currency	31/12/2024	31/12/2023
Fixed-rate financial liabilities	Eur	1,442,424	14,011,934
Variable-rate financial liabilities	Eur	39,565,368	27,713,434
Total	Eur	41,007,792	41,725,368

Cash Flow Sensitivity Analysis for Variable Rate Instruments

A reasonably possible change of **75 basis points** in interest rates as of the reporting date would have **increased (or decreased) equity and profit or loss** for the year by the amounts shown below.

This analysis assumes that all other variables, in particular exchange rates, remain constant:

Category	Currency	31/12/2024	
		Increase	Decrease
Variable-rate financial liabilities	Eur	296,740	(296,740)
Total	Eur	296,740	(296,740)

Category	Currency	31/12/2023	
		Increase	Decrease
Variable-rate financial liabilities	Eur	207,851	(207,851)
Total	Eur	207,851	(207,851)

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Foreign Exchange Risk

The Group is exposed to **foreign exchange risk**, which could have an adverse impact on its financial results and cash flows.

Operating internationally, the Group faces foreign exchange risk from transactions involving **foreign currencies**, particularly the **U.S. dollar**, **Hong Kong dollar**, and **Swedish krona**. This risk arises from future commercial transactions, recognized assets and liabilities, and **net investments in foreign operations**.

To manage and mitigate this risk, the Group employs the following strategies:

Natural Hedges:

- **Cash flow matching:** Wherever possible, the Group structures contracts so that **receipts and payments** occur in the **same foreign currency**, thereby reducing net exposure.
- **Local currency financing:** For foreign subsidiaries, efforts are made to ensure that **financing (loans and credit lines)** is denominated in the **subsidiary's functional currency**, mitigating conversion risk.
- **Advance purchasing or stocking:** In certain commercial operations, the Group **pre-purchases inventory or key services** in foreign currencies when significant exchange rate volatility is anticipated.
- **Negotiating contracts in the functional currency:** Where feasible, the Group aims to **sign international contracts in euros**, thereby transferring the foreign exchange risk to counterparties.
- **Selective use of financial derivatives:** Although no such derivatives were contracted in fiscal years ending December 2024 and 2023, the Group evaluates the use of **derivative financial instruments**, such as **forward exchange contracts**, to hedge specific material exposures when justified by the size or volatility of the risk.

The Group also **conducts periodic sensitivity analyses**, simulating reasonably possible **±5% variations in key exchange rates**, to assess the potential impact on its consolidated results and equity position and to determine appropriate mitigation actions.

The Group's **exposure to foreign exchange risk as of December 31, 2024 and 2023** is detailed below. The accompanying tables show the **carrying amount of the Group's financial instruments denominated in foreign currencies**:

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31/12/2024				
Currency type	Amounts in Euros		Amounts in Foreign Currencies	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
USD	5,830,761	(1,122,233)	6,057,304	(1,165,835)
SEK	230,982	(5,264,951)	2,646,751	(60,329,454)
HKD	-	(1,461,735)	-	(11,797,698)
BRL	74,664	(7,361)	492,509	(48,553)
CLP	93,430	-	96,793,085	-
DKK	-	(2,236,429)	-	(16,678,817)
GBP	163,501	(248,598)	135,573	(206,134)
NOK	151,205	(1,503,890)	1,783,499	(17,738,739)
PEN	24,019	-	94,790	-
CAD	46,635	(1,459)	69,709	(2,181)
CZK	263,899	(398,012)	6,645,650	(10,022,959)
GEL	29,816	(5,854)	87,902	-
MXN	117,962	-	2,542,290	-
COP	-	(41,043)	-	(188,814,010)
PLN	-	(1,578)	-	(6,745)
ZAR	-	(537)	-	(10,488)
CHF	-	(46,726)	-	(43,977)
Total	7,026,874	(12,340,406)	117,349,062	(306,865,590)

31/12/2023				
Currency type	Amounts in Euros		Amounts in Foreign Currencies	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
USD	-	(451,608)	-	(319,215)
SEK	329,196	(922,024)	3,716,659	(10,697,883)
HKD	-	(224,937)	-	(2,183,244)
BRL	49,973	-	264,652	-
CLP	3,822	-	3,665,982	-
DKK	-	(67,137)	-	(499,323)
GBP	-	(74,877)	-	(64,934)
NOK	611	(52,447)	7,039	(606,327)
PEN	912	-	4,079	-
CAD	26,885	-	39,564	-
CZK	35,814	-	890,254	-
Total	447,213	(1,793,030)	8,588,229	(14,370,926)

The strengthening (weakening) of the euro against various foreign currencies as of December 31, 2024 and December 31, 2023 would increase (decrease) the Group's consolidated profit by the amounts shown below:

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Currency type	31/12/2024		31/12/2023	
	Increase 5%	Decrease 5%	Increase 5%	Decrease 5%
USD	235,426	(235,426)	(18,064)	18,064
SEK	(2,869,363)	2,869,363	(349,769)	349,769
HKD	(584,694)	584,694	(110,219)	110,219
BRL	22,210	(22,210)	12,993	(12,993)
CLP	4,839,674	(4,839,674)	183,303	(183,303)
DKK	(827,479)	827,479	(24,841)	24,841
GBP	(3,404)	3,404	(2,995)	2,995
NOK	(798,084)	798,084	(30,065)	30,065
PEN	4,804	(4,804)	201	(201)
CAD	3,162	(3,162)	1,882	(1,882)
CZK	(168,982)	168,982	44,409	(44,409)
GEL	4,313	(4,313)	-	-
MXN	127,399	(127,399)	-	-
COP	(9,440,711)	9,440,711	-	-
PLN	(331)	331	-	-
ZAR	(526)	526	-	-
CHF	(2,336)	2,336	-	-
	(9,458,922)	9,458,922	(293,165)	293,165

This analysis is based on a 5% increase or decrease in foreign currency exchange rates, which the Group considers reasonably possible as of the reporting date. The analysis assumes that all other variables remain constant.

Employee Benefits

Short-Term Employee Benefits

The liability under this heading mainly corresponds to **salaries and bonuses**.

The balances for short-term employee benefits as of **December 31, 2024 and 2023**, amount to **€1,826,481** and **€2,049,333**, respectively (see Note 15).

The amounts recognized as **employee benefit expenses** as of **December 31, 2024 and 2023**, are **€44,984,536** and **€43,080,518**, respectively (see Note 26).

Share-Based Payments

Certain employees have been granted **equity-settled share options**. These grants are subject to meeting the Group's **strategic objectives** and are aligned with its **talent retention policy**.

The Group's standard policy is to grant share options at an **exercise price of €0.01**.

These options become exercisable **after one year** from the grant date, provided the employee remains with the organization, and generally have a **contractual term of five years**.

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The **share-based payment expense** recognized during fiscal years **2024 and 2023** amounted to **€584,365** and **€482,887**, respectively.

The movement in granted share options during 2024 and 2023 is as follows:

Category	31/12/2024		31/12/2023	
	Number	Weighted average price	Number	Weighted average price
Options outstanding at the beginning of the year	186,374	0.18	150,699	0.37
Options granted (+)	170,000	8.83	103,263	0.01
Options forfeited (-)	-	-	(12,000)	0.01
Options expired (-)	-	-	-	-
Options exercised (-)	(58,504)	0.21	(55,588)	0.90
Options outstanding at the end of the year	297,870	3.07	186,374	0.18

Outstanding share options at the end of the 2024 financial year have the following exercise price ranges:

Category	Features		Price range		Remaining contractual average life
	Number	Weighted average exercise prices	Maximum	Minimum	
Options outstanding as of 31/12/2024	297,870	3.07	10.00	0.01	3
Options outstanding as of 31/12/2023	186,374	0.18	2.60	0.01	1
Options outstanding as of 31/12/2022	150,699	0.42	2.60	0.01	2
Options outstanding as of 01/01/2022	177,470	0.87	2.60	0.01	3

The breakdown of the remaining average contractual life of the options is as follows:

		31/12/2024				
	Exercise price	2025	2026	2027	2028	Total
Options	0.01	30,972	39,166	31,916	25,816	127,870
Options	9.00	30,000	30,000	30,000		90,000
Options	10.00	25,000	25,000	25,000	5,000	80,000
Total		85,972	94,166	86,916	30,816	297,870

		31/12/2023					
	Exercise price	2024	2025	2026	2027	2028	Total
Options	0.01	14,131	64,879	39,166	31,916	25,816	175,908
Options	2.60	6,466	4,000	-	-	-	10,466
Total		20,597	68,879	39,166	31,916	25,816	186,374

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Other Liabilities

The liability under this heading mainly corresponds to **other obligations arising from local regulations** applicable to the Group's subsidiaries.

	31/12/2024		31/12/2023	
	Non-current	Current	Non-current	Current
Other liabilities	1,098,522	-	1,213,484	189,862
Total	1,098,522	-	1,213,484	189,862

Tax Position

On **October 27, 2022**, the Group's Board of Directors opted to apply the **tax consolidation regime in Spain**, which allows for the consolidation of **corporate income tax** with subsidiaries in which the parent company holds at least a **75% ownership interest**. As a result, tax consolidation began starting with the **2023 fiscal year**.

Balances with Public Administrations

As of **December 31, 2024 and December 31, 2023**, the Group maintains the following **balances with public administrations**:

Category	31/12/2024	31/12/2023
Assets		
Non-current		
Deferred tax assets	2,159,785	2,626,374
Current		
Current tax assets	95,590	21,453
Receivables from public administrations		
Tax authorities – VAT receivable	2,420,935	2,429,561
Tax authorities – withholdings and prepayments	613,759	596,141
Total tax assets	5,290,069	5,673,529

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Category	31/12/2024	31/12/2023
Liabilities		
Non-current		
Deferred tax liabilities	1,712,546	2,119,398
Current		
Current tax liabilities	472,788	569,585
Payables to public administrations		
Tax authorities – VAT payable	6,235,386	6,460,844
Tax authorities – withholdings and prepayments	742,940	757,176
Tax authorities – withholdings made	2,937	39,323
Social security institutions	1,140,824	684,721
Total tax liabilities	10,307,421	10,631,047

Deferred Tax Assets and Liabilities

The breakdown of deferred tax assets and liabilities by type of asset and liability is as follows:

Category	31/12/2024	31/12/2023
Deferred tax assets		
Lease liabilities	1,769,842	2,143,756
Accumulated impairment of trade receivables	310,616	482,618
Others	79,327	-
Total deferred tax assets	2,159,785	2,626,374

Category	31/12/2024	31/12/2023
Deferred tax liabilities		
Right-of-use assets	1,656,437	2,063,289
Others	56,109	56,109
Total deferred tax liabilities	1,712,546	2,119,398

The breakdown of the variation in deferred taxes by type of asset and liability, which has been recognized against deferred income tax expense/(income), is as follows:

Category	31/12/2024	31/12/2023
Right-of-use assets	406,852	974,604
Accumulated impairment of trade receivables	(172,002)	316,759
Lease liabilities	(373,914)	(929,817)
Others	79,327	-
Total deferred tax	(59,737)	361,546

Breakdown of Income Tax Expense

The breakdown of income tax expense is as follows:

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Category	31/12/2024	31/12/2023
Current tax	(945,816)	(1,068,808)
Deferred tax	(59,737)	361,546
Income tax expense	(1,005,553)	(707,262)

Reconciliation of Accounting Profit and Income Tax Expense

The reconciliation between the accounting profit before tax for the periods ended **December 31, 2024** and **December 31, 2023**, and the **taxable income for corporate income tax purposes**, is as follows:

Category	31/12/2024	31/12/2023
Profit (loss) before tax	(433,168)	(3,407,910)
Tax rate	25%	25%
Result of applying the tax rate to profit	76,480	851,978
Share of profit / (loss) of equity-accounted investees	-	(424)
Non-taxable income	4,749,792	1,520,644
Consolidation adjustments	(5,046,125)	(1,669,834)
Non-deductible expenses	(266,685)	(687,527)
Effect of differences in tax rates	(107,010)	(354,421)
Current year tax credits and deductions	73,500	11,449
Adjustments from prior years	328,604	(45,963)
Unrecognised tax loss carryforwards for the year	(675,791)	(1,390,136)
Dividends	(179,356)	(15,676)
Deferred tax assets applied not recognised in prior years	(38,954)	118,817
Tax loss carryforwards applied not recognised in prior years	79,992	953,831
Income tax expense	(1,005,553)	(707,262)

Corporate income tax is calculated by applying the applicable tax rates in each of the countries where the Group operates. The main rates are as follows:

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Country	31/12/2024	31/12/2023
Spain	25%	25%
Italy	23%	23%
France	25%	25%
UK	20%	20%
Georgia	6%	6%
USA	21%	21%
Colombia	35%	35%
Portugal	21%	21%
Sweden	21%	21%
Norway	22%	22%
Denmark	22%	22%

Additionally, some of the companies within the consolidated group hold reserves that could be subject to taxation if distributed. However, these companies primarily accumulate losses reflected in equity, giving rise to unrecognized deferred tax assets from tax loss carryforwards (see Note 20 e)).

These consolidated financial statements reflect the tax effect associated with such distributions to the extent that their occurrence is considered probable in the foreseeable future.

Furthermore, in accordance with the tax legislation applicable to the parent company, dividends proposed or declared to its shareholders prior to the financial statements being authorized for issue and that have not been recognized as liabilities, do not give rise to any income tax consequences for the parent company.

Tax Loss Carryforwards

In addition to the tax assets recognized in the balance sheet, the Group has generated additional tax credits in the form of tax loss carryforwards from previous years, with the following amounts:

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Year of Origin	31/12/2024	31/12/2023
2001	466,287	466,287
2003	548,569	548,569
2004	2,730,290	2,730,290
2005	2,874,321	2,874,321
2011	407,349	407,349
2013	102,272	102,272
2014	46,812	46,812
2016	1,569,095	1,569,095
2017	1,910,127	1,910,127
2019	697,757	697,757
2020	4,552,555	4,552,555
2021	638,133	638,133
2022	4,762,026	5,017,364
2023	5,560,545	5,560,545
2024	6,512,895	-
Total	33,379,033	27,121,476

The above amounts are based on tax values and are subject to different local tax rates.

The **Group's Board of Directors** has decided **not to recognize deferred tax assets** related to corporate income tax **loss carryforwards**, given the early stage of business plans, and will wait until **future positive and probable results** are ensured to allow for their recovery. Therefore, these amounts are classified as **contingent assets**.

The **most significant unutilized tax loss carryforwards** as of **December 31, 2024 and December 31, 2023** were generated by the subsidiaries **Making Science Sweeft Europe, S.L.U., Ventis SRL**, and subsidiaries of the **UCP Subgroup**.

It is important to note that the **unrecognized deferred tax assets** related to **tax loss carryforwards** do **not have expiration limits** for utilization according to local tax laws.

For **companies domiciled in Spain**, the Group may offset **tax loss carryforwards** against **future taxable income**, subject to a limit of **70% of the taxable base** before applying the capitalization reserve and loss carryforward deductions. However, tax losses **up to €1 million** can be offset in full in any tax period.

According to **Additional Provision Fifteen of the Spanish Corporate Income Tax Law (LIS)**, for taxpayers whose **net turnover is at least €20 million** in the 12 months preceding the start of the tax period, the **70% limit** is replaced by the following:

- **50%** if net turnover is **at least €20 million but less than €60 million**
- **25%** if net turnover is **at least €60 million**

For **companies domiciled outside Spain**, there is **no limitation** on the utilization of tax loss carryforwards.

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Open Tax Periods and Tax Audits

The Group is subject to tax inspections for the following tax periods of the main taxes applicable in each of the countries where it operates:

Category	Country	Open tax years
Income tax	Spain	2020-2024
Other taxes	Spain	2020-2024
General	France	2022-2024
General	UK	2021-2024
General	Colombia	2020-2024
General	Italy	2019-2024
General	Mexico	2020-2024
General	Georgia	2022-2024
General	USA	2015-2024
General	Ireland	2021-2024
General	Portugal	2021-2024
General	Sweden	2020-2024
General	Norway	2020-2024
General	Denmark	2022-2024

In **Spain**, the tax authorities' right to examine or audit **utilized or carryforward tax loss carryforwards, double taxation deductions**, and **incentive deductions** (whether applied or pending application), **expires 10 years** after the deadline for filing the tax return for the period in which the right to offset or apply them arose.

Once this period has elapsed, the **Group must substantiate the tax loss carryforwards or deductions** by presenting the related return and accounting records, confirming that they were filed with the Commercial Registry within the required timeframe.

As a result of various possible interpretations of the applicable tax legislation, **additional liabilities may arise** following a tax inspection.

However, the **Board of Directors** of the **parent company** considers that such liabilities, if any, **would not have a significant impact** on the consolidated financial statements.

In **2024**, **Making Science Digital Marketing S.L.U.** was subject to an inspection by the **Provincial Office of Labour and Social Security Inspection in Madrid**, which resulted in an assessment of **€295,474** in principal and **€59,095** in surcharges, for **unpaid social security contributions**.

The Group recognized the **full payment of €354,569** to the **Social Security Treasury** under **"Other operating results"** in the consolidated income statement. The Group's legal advisors have filed an **administrative appeal** seeking recognition of **€220,980 as undue payment**.

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Guarantees Given to Third Parties and Other Contingent Liabilities

Investment Agreement

On **July 31, 2024**, Making Science informed the market via a **Regulatory Disclosure** that it had entered into an agreement with **SOPEF II** (Spain Oman Private Equity Fund), managed by **MCH Private Equity**, under which **Making Science Group and SOPEF II** will co-finance up to **€40 million** to support the growth of the subsidiary **Making Science Marketing & AdTech (MSMA)** over the next two years.

An initial investment of **€5 million** was made by SOPEF II, and an additional **€2.5 million** by Making Science through its parent company.

For the remainder of **2025 and 2026**, both parties have agreed to increase their investments by **up to €20 million each** (for a total of **€40 million**) to accelerate MSMA's **international expansion in strategic markets**.

On **December 18, 2024**, it was announced that SOPEF II made an **additional €10 million investment**, resulting in SOPEF II holding a **19.84% stake** in **Making Science Marketing & AdTech** (see Note 14.f).

Shareholders' Agreement

According to the shareholders' agreement signed with SOPEF II:

- In **2028** (based on the **2027 consolidated financial statements**), the **majority shareholder** will hold a **call option** to acquire the **minority shareholder's stake**, based on specific **performance criteria**.
- If the **call option is not exercised** within the stipulated period, the **minority shareholder** has the right to initiate a **drag-along process** to force the **sale of the entire company**.
- If the drag-along is not initiated or does not result in a sale, the minority shareholder may exercise a **put option** to sell its shares to the majority shareholder under **predefined financial conditions**.

This sequence of rights is replicated in **2029**, based on the **2028 financial statements**.

Accounting Considerations Under IFRS

In accordance with **IFRS 9 – Financial Instruments**, and the interpretations related to **put options on non-controlling interests (NCI puts)**, recognizing a financial liability requires the existence of a **present obligation** to purchase the stake at a **fixed or determinable price**, regardless of whether the right is exercised.

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Based on valuation analyses at the date of these financial statements, and given that the **clauses are sequential and exclusive** (call → drag-along → put):

- The Board considers it **highly probable** that, if the **call option is not exercised**, the **drag-along process will be triggered**, and will likely **result in a successful transaction at fair market value**.
- The **expected value of a drag-along sale** exceeds the **fixed price of the put option**.

As a result, the **exercise of the put option is considered unlikely**, and since **no present unconditional obligation exists**, **no financial liability is recognized** for the put option in the balance sheet, in accordance with **IAS 32 and IFRS 9**.

The **put option** is therefore treated as a **contingent obligation** and **not substantive**, since the likelihood of the drag-along not occurring is considered **extremely low** by management.

Accordingly, under **IAS 32 and IFRS 9**, **no financial liability** has been recognized for the put option. However, the **existence of the contractual right** is disclosed to provide **complete information** to users of the financial statements.

The Group will **annually reassess** relevant economic, legal, and business conditions, including updated valuations and strategic plan forecasts, to determine if a **future change in accounting treatment** is necessary.

Market Evidence and Transactions

As context for the above note, and considering the scenario where the **call option is not exercised** and the **drag-along is triggered**, we provide information about the **global digital marketing M&A market** and recent transactions to support the **high probability of a successful transaction**:

Overview of M&A in Digital Marketing (2023–2024)

- In **2024**, the digital marketing industry recorded **414 M&A transactions** in **martech, digital content, and ad tech**, a **five-year high**, and a **13% increase** over 2023 ([emarketer.com](https://www.emarketer.com)).
- The **total deal value** reached **\$11.9 billion** in **Q1 2024**, down from **\$14.7 billion** in the previous quarter ([berkernoyes.com](https://www.berkernoyes.com)).
- In **Europe**, deal volume increased by **13%** and value by **4%** compared to 2023 ([spglobal.com](https://www.spglobal.com)).
- In the **UK**, **103 transactions** in media and marketing were recorded in **Q3 2024**, a **26% increase** over Q2, with notable activity in **digital and social media agencies** ([mooreks.co.uk](https://www.mooreks.co.uk)).
- In the **U.S.**, M&A activity was driven by **strategic consolidations** in **ad tech, martech, and AI-powered marketing**.

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Key M&A Transactions (2023–2024)

<u>Date</u>	<u>Acquirer</u>	<u>Target</u>	<u>Approximate Value</u>	<u>Market</u>	<u>Description</u>
<u>July 2024</u>	<u>Publicis Groupe</u>	<u>Influential</u>	<u>\$500 million</u>	<u>U.S.</u>	<u>Expansion into influencer marketing (revenue of \$150M in 2023).</u>
<u>December 2024</u>	<u>Omnicom Group</u>	<u>Interpublic Group (IPG)</u>	<u>\$30 billion</u>	<u>U.S.</u>	<u>Merger of two global advertising leaders.</u>
<u>October 2023</u>	<u>Bending Spoons</u>	<u>Brightcove</u>	<u>\$233 million</u>	<u>Italy/U.S.</u>	<u>Acquisition of a video ad tech platform.</u>
<u>October 2024</u>	<u>ECI Partners</u>	<u>Croud</u>	<u>Not disclosed</u>	<u>United Kingdom</u>	<u>Investment to accelerate global expansion in digital marketing.</u>
<u>July 2024</u>	<u>Informa</u>	<u>Ascential</u>	<u>£1.2 billion</u>	<u>United Kingdom</u>	<u>Integration of marketing events and technology.</u>
<u>April 2024</u>	<u>Valtech</u>	<u>Kin + Carta</u>	<u>£203 million</u>	<u>United Kingdom</u>	<u>Merger in digital transformation and marketing services.</u>
<u>May 2024</u>	<u>Brave Bison</u>	<u>Mission Group</u>	<u>\$33.5 million</u>	<u>United Kingdom</u>	<u>Rejected consolidation offer to form a digital media leader.</u>
<u>September 2024</u>	<u>Gentoo Media</u>	<u>KaFeRocks and others</u>	<u>Not disclosed</u>	<u>Europe</u>	<u>Expansion into affiliate marketing in the iGaming sector.</u>
<u>January 2024</u>	<u>Informa</u>	<u>TechTarget</u>	<u>Not disclosed</u>	<u>United Kingdom/U.S.</u>	<u>Creation of Informa TechTarget to enhance data platform capabilities.</u>

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<u>November 2023</u>	<u>Believe</u>	<u>Sentric Music</u>	<u>\$51 million</u>	<u>France/United Kingdom</u>	<u>Strengthening of digital marketing services for musicians.</u>
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M&A Outlook for 2025–2030

Acceleration of AI and Martech Adoption

An increase is expected in the **acquisition of companies specializing in artificial intelligence applied to marketing**, advanced analytics, and personalized customer experiences ([pwc.com](https://www.pwc.com)).

Private Equity as a Catalyst

Private equity funds, with **record levels of dry powder (~\$2.9 trillion)**, are set to drive activity, mainly through **buyouts of high-growth companies** and **strategic divestitures** ([kpmg.es](https://www.kpmg.es)).

Consolidation Among Large Agencies

Following the **Omnicom-IPG merger**, further combinations are anticipated among major communications groups (e.g., **Publicis Groupe, WPP**) and **acquisitions by consulting firms** like **Accenture and Capgemini** ([businessinsider.com](https://www.businessinsider.com)).

Focus on High-Growth Segments

Sectors such as **influencer marketing, connected TV (CTV) advertising, and content platforms** will be key targets in acquisition strategies ([businessinsider.com](https://www.businessinsider.com)).

Favorable Macroeconomic Environment

The anticipated **stabilization of interest rates** and **improved business confidence** in **Europe and the U.S.** will support **inorganic growth strategies** ([elpais.com](https://www.elpais.com)).

Final Conclusion

The **2025–2030** period will be pivotal for the **transformation of the digital marketing ecosystem**.

Expectations include:

- **High M&A activity**, particularly in emerging technologies
- **Consolidation among leaders** in marketing, advertising, and technology
- **Active involvement of investment funds** in high-growth sectors

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- **Revaluation of strategic assets** linked to data, AI, and digital content

Companies aiming to remain competitive must prioritize **innovation through strategic acquisitions and partnerships** to strengthen their digital capabilities, adapting to a market that is increasingly **technology-driven and customer-experience focused**.

In this regard, **our company is recognized as a technological benchmark**, with **widely acclaimed AI-based products**. In addition, we have **a presence in key markets, reselling agreements in strategic regions, and certified teams across leading platforms** in the sector, enabling us to deliver high-quality services and guide our clients in their digital transformation journey.

Earnings per Share

Basic earnings per share are calculated by dividing the **profit for the year attributable to the shareholders of the parent company** by the **weighted average number of ordinary shares outstanding** during the year.

Since the Company reported **losses in both periods**, **potential ordinary shares** from **employee stock options** are **not dilutive** (including them would reduce the loss per share and create antidilution). Therefore, these shares are **excluded from the diluted loss per share calculation**.

The details of the basic and diluted earnings/loss per share calculation are as follows:

	2024	2023
Profit / (Loss) for the year attributable to equity holders of the parent	(1,719,619)	(4,090,899)
Number of shares	2024	2023
Weighted average number of ordinary shares issued	8,674,316	8,352,468
Weighted average number of ordinary shares for basic earnings per share	8,674,316	8,352,468
Basic loss per share	(0.20)	(0.49)

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The breakdown of the calculation of the weighted average number of shares is as follows:

Weighted average number of ordinary shares	2024	2023
Issue of ordinary shares as of 1 January	8,352,468	8,286,000
Effect of shares issued in May 2022	-	-
Effect of shares issued in June 2023	-	66,468
Effect of shares issued in May 2024	305,140	-
Effect of shares issued in July 2024	16,708	-
Weighted average number of ordinary shares as of 31 December	8,674,316	8,352,468

As of December 31, 2024 and 2023, there are no dilutive effects on earnings per share.

Revenue from Contracts with Customers

For the years ended **December 31, 2024 and 2023**, the majority of the Group's net revenue was generated in **Europe**. The breakdown by **type** and **geographic region** is as follows:

Lines	31/12/2024	31/12/2023
Spain	138,953,143	135,676,674
International	123,206,068	89,313,277
E-commerce and products	11,389,602	10,775,782
Total	273,548,813	235,765,733

	31/12/2024	31/12/2023
Spain	138,953,143	135,676,675
USA	84,230,211	55,592,972
Italy	19,954,648	17,485,898
France	16,091,261	13,013,224
Others	14,319,550	13,996,964
Total	273,548,813	235,765,733

Revenue is measured based on the consideration specified in contracts with customers. The Group recognizes revenue when control over a good or service is transferred to the customer.

Approximately **95% of the Group's revenue is derived from contracts with customers**, with the exception of revenue generated by the **e-commerce and product segment**.

During the years ended **December 31, 2024 and 2023**, there were **no individual customers or groups of customers under common control** whose revenue represented at least **10% of the Group's total consolidated revenue**.

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Contract Assets and Liabilities

The balances of **contract assets and contract liabilities** as of **December 31, 2024 and 2023**, arising from contracts with customers, are detailed below:

Category	31/12/2024	31/12/2023
Trade receivables from sales and services (see Note 10)	62,267,758	43,352,056
Contract liabilities (see Note 15)	(7,322,286)	(6,737,317)
Total	54,945,472	36,614,739

Contract liabilities primarily relate to advance payments received for various projects in which the Group is involved.

The **performance obligations pending execution** arise from **customer contracts with an original expected duration of one year or less**.

As permitted by **IFRS 15**, the portion of the **transaction price allocated to unsatisfied performance obligations** is **not disclosed**.

As of **December 31, 2024**, revenue of **€4,536,505** was recognized from **contract liabilities recorded in 2023**

(**€5,119,344** was recognized as revenue in 2023 from customer contracts included in **2022 liabilities**).

Cost of Sales

During **2024 and 2023**, the Group **purchased supplies mainly in Europe**.

The breakdown of these expenses is as follows:

Category	31/12/2024	31/12/2023
Work performed by third parties	(195,482,273)	(165,716,801)
Consumption of goods for resale	(6,872,049)	(6,082,576)
Change in inventories of goods for resale	(132,853)	168,187
Total	(202,487,175)	(171,631,190)

Other Operating Income

The breakdown of other operating income is as follows:

Category	31/12/2024	31/12/2023
Other operating income and ancillary revenues	920,957	774,311
Total	920,957	774,311

Personnel Expenses

The breakdown of personnel expenses is as follows:

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Category	31/12/2024	31/12/2023
Wages, salaries and similar remuneration	(35,874,163)	(34,550,327)
Social security contributions	(8,479,883)	(7,017,312)
Other employee benefits	(46,125)	(1,029,992)
Share-based payments (see Note 18)	(584,365)	(482,887)
Total	(44,984,536)	(43,080,518)

Other Operating Expenses

The breakdown of other operating expenses is as follows:

Category	31/12/2024	31/12/2023
External services	(15,009,819)	(13,785,904)
Taxes	(13,154)	(28,799)
Other operating expenses	(130,780)	(751,548)
Total	(15,153,753)	(14,566,251)

Financial Income and Expenses

The breakdown of financial income and expenses is as follows:

Finance income	31/12/2024	31/12/2023
Interest from financial assets	410,160	340,826
Total	410,160	340,826
Finance costs	31/12/2024	31/12/2023
Interest on borrowings from third parties	(4,492,252)	(4,440,867)
Lease interest (see Note 9)	(472,952)	(449,656)
Other interest	(121,916)	(7,152)
Total	(5,087,120)	(4,897,675)

Related Party Transactions

Balances of the Group with Related Companies and Parties

The balances with **Group companies and related parties** that are **not included within the scope of consolidation** are as follows:

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	31/12/2024		31/12/2023	
Debts with group companies and associates	Non-current	Current	Non-current	Current
Other related parties				
Bastiat Venture, S.L.	-		-	24,480
Former shareholders of Omniaweb Italia SRL	400,000	400,000	800,000	400,000
Former shareholders of United Communications	3,034,623	983,333	4,169,274	900,000
Former shareholders of Nara Media LTD		400,000	650,000	350,000
Former shareholders of Celsius Media LTD		750,000	750,000	750,000
Former shareholders of Sweeft LLC	278,603	995,827	1,307,361	758,006
Total	3,713,226	3,529,160	7,676,635	3,182,486

Balances with other related parties primarily include amounts payable for additional variable consideration based on EBITDA generated through the year 2027 in connection with the acquisition of subsidiaries.

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Information Related to Board Members

The remuneration of the members of the Group's Board of Directors is as follows:

Category	31/12/2024	31/12/2023
Wages and salaries	910,000	805,000
Total	910,000	805,000

For the year ended December 31, 2024, the remuneration of the Board of Directors corresponds to the compensation approved by the General Shareholders' Meeting on June 17, 2024, as well as salaries earned during 2024 by Board members with executive functions.

In accordance with Article 229 of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of July 2, as amended by Law 31/2014 of December 3 (aimed at improving corporate governance), the Group's Directors and persons related to them as defined in Article 231 have not reported any direct or indirect conflicts of interest with the Group that would require disclosure under said article.

Other Information

The average number of employees during fiscal years 2024 and 2023 is as follows:

Professional category	31/12/2024	31/12/2023
Directors	5	5
Other senior management	29	30
Administrative staff	52	51
Sales representatives and similar roles	22	28
Other qualified staff	809	929
Total	917	1,043

In accordance with **Law 3/2007 of March 22, 2007**, for the **effective equality of women and men**, the following table presents the **gender distribution** of the Group's personnel as of **December 31, 2024 and 2023**:

Making Science Group, S.A. and Subsidiaries
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Professional category	31/12/2024		31/12/2023	
	Men	Women	Men	Women
Directors	4	1	4	1
Other senior management	17	12	20	10
Sales representatives and similar roles	26	48	14	14
Other qualified staff	440	369	564	423
Total	487	430	602	448

The fees accrued by the Group's auditors during fiscal years 2024 and 2023 for the audit of the consolidated annual accounts and other services were as follows:

Other information	31/12/2024	31/12/2023
For audit of consolidated financial statements	59,450	58,315
For audit of individual financial statements	60,000	40,000
Other services	145,120	50,365
Total	264,570	148,680

Subsequent Events

In line with the Group's strategic plan and to enhance the **liquidity of its shares in the market**, the Group has facilitated the entry of **Onchena, S.L.**, an investment company belonging to the **Ybarra Careaga family**, into its shareholding structure.

The incorporation of **Onchena** as a shareholder in **Making Science** further demonstrates **market confidence** in the Group's **growth strategy**.

The transaction was executed on **February 25 and 26, 2025**, through the **purchase of 467,067 shares**, of which **65,000 shares were treasury shares** held by the Company, and **402,067 shares were sold by José Antonio Martínez Aguilar (via The Science of Digital, S.L.), Álvaro Verdeja, and Kevin Daly**.

The individual **price per share** was **€7.80**. Following this transaction, **Onchena holds a 5.20% stake** in the Company.

It is worth noting that **alongside the sale of treasury shares**, shareholder **José Antonio Martínez Aguilar** initiated a **share buyback process**, so **no significant dilution effect** is expected.

On **April 22, 2025**, the Group **settled a loan of €7,875,000**, which was reported as a **current liability** in the consolidated balance sheet as of **December 31, 2024**.

To fund the repayment, the Group formalized a **bilateral loan agreement** for **€5 million**, with a **3-year maturity**.

Additionally, the Group is in the process of **negotiating new bilateral financing arrangements** to **improve its debt maturity structure and liquidity** during **2025**.

Making Science Group, S.A. y Sociedades Dependientes
Memoria consolidada del ejercicio anual terminado el 31 de diciembre de 2023

Annex I – Subsidiaries

		31/12/2024				
Subsidiaries	Registered office	Principal activity	Functional currency	Percentage of ownership held by Making Science Group, S.A.	Audited by	Consolidation method
E2TIC, Ingeniería para la Innovación S.L.U.	Madrid (Spain)	Technology advisory services	Euro	100% held indirectly through Making Science Sweet International	Not audited	Full consolidation
Crepes and Texas, S.L.U.	Madrid (Spain)	Advertising agency services	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Making Science Digital Marketing, S.L.U.	Madrid (Spain)	Digital marketing agency	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Grant Thornton, S.L.P.	Full consolidation
Making Science Labs, S.L.U.	Madrid (Spain)	Advertising and public relations	Euro	100% held indirectly through Making Science AI & SAAS SLU	Not audited	Full consolidation
Making Science Sweet International LTD (anterior Making Science International LTD)	London (United Kingdom)	Digital marketing agency	Pound sterling	100%	Not audited	Full consolidation
Making Science Sweet Europe, S.L.U. (anterior Mcenricks d, S.L.U.)	Madrid (Spain)	Communication and telecommunications services, including the development and sale of technology applications	Euro	100% held indirectly through Making Science Sweet International	Grant Thornton, S.L.P.	Full consolidation
Making Science Unipessoal, Lda	Lisbon (Portugal)	IT consulting and digital marketing	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Omniasweb Italia SRL	Vigona (Italy)	Digital marketing agency	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Grant Thornton S.p.A.	Full consolidation
Making Science Ltd	Dublin (Ireland)	Holding entity	Euro	100%	Not audited	Full consolidation
Nara Media Ltd	London (United Kingdom)	Digital marketing agency	Pound sterling	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Wistaria Limited	Full consolidation
Making Science France SAS (anterior Celsius SAS)	Paris (France)	Digital marketing agency	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Loyal SAS	Paris (France)	Digital marketing agency	Euro	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Making Science USA LLC	Boca Raton (United States)	Digital marketing agency	US dollar	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Making Science Colombia	Bogotá (Colombia)	Digital marketing agency	Colombian peso	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Ventis SRL	Rimini (Italy)	E-commerce	Euro	100% held indirectly through Making Science Investments	PricewaterhouseCoopers Italy	Full consolidation
13MQ SRL	Rimini (Italy)	E-commerce and retail	Euro	100% held indirectly through Making Science Investments	Not audited	Full consolidation
Making Science México S.A. de C.V.	Mexico City (Mexico)	Digital application development activities	Mexican peso	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Sweet LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science Sweet International	Not audited	Full consolidation
Sweet Support LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science Sweet International	Not audited	Full consolidation
Sweet Georgia LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science Sweet International	Not audited	Full consolidation
Agua 3 Growth Engines, S.L.	Palma de Mallorca (Spain)	Digital consultancy	Euro	51% held indirectly through Making Science AI & SAAS SLU	Not audited	Full consolidation
United Communication Partners, INC	New York (United States)	Digital marketing agency	US dollar	80.16% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation
Making Science Marketing & Adtech SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science Investments SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science AI & SAAS SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science Nordics	Stockholm (Sweden)	Digital marketing agency	Swedish krona	100% held indirectly through Making Science Sweet International	Not audited	Full consolidation
Making Science Deutschland	Hamburg (Germany)	Digital marketing agency	Euro	76.14% held indirectly through Making Sciences Marketing & Adtech S.L.	Not audited	Full consolidation

Making Science Group, S.A. y Sociedades Dependientes

Memoria consolidada del ejercicio anual terminado el 31 de diciembre de 2023

31/12/2023

Subsidiaries	Registered office	Principal activity	Functional currency	Percentage of ownership held by Making Science Group, S.A.	Audited by	Consolidation method
I2TIC, Ingeniería para la Innovación S.L.U.	Madrid (Spain)	Technology advisory services	Euro	100% held indirectly through Making Science <u>Sweet International</u>	Not audited	Full consolidation
Crepes and Texas, S.L.U.	Madrid (Spain)	Advertising agency services	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Making Science Digital Marketing, S.L.U.	Madrid (Spain)	Digital marketing agency	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Grant Thornton, S.I.P.	Full consolidation
Making Science Labs, S.L.U.	Madrid (Spain)	Advertising and public relations	Euro	100% held indirectly through Making Science <u>AI & SAAS SLU</u>	Not audited	Full consolidation
Making Science Sweet International LTD (anterior Making Science International LTD)	London (United Kingdom)	Digital marketing agency	Pound sterling	100%	Not audited	Full consolidation
Making Science Sweet Europe, S.L.U. (anterior Mcenricksd, S.L.U.)	Madrid (Spain)	Telecommunications and communication services, and the development and sale of technology applications	Euro	100% held indirectly through Making Science <u>Sweet International</u>	Grant Thornton, S.I.P.	Full consolidation
Making Science Unipessoal, Lda	Lisbon (Portugal)	IT consulting and digital marketing	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Omnisweb Italia SRL	Vigona (Italy)	Digital marketing agency	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Grant Thornton S.p.A.	Full consolidation
Making Science Ltd	Dublin (Ireland)	Holding entity	Euro	100%	Not audited	Full consolidation
Nara Media Ltd	London (United Kingdom)	Digital marketing agency	Pound sterling	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Wisteria Limited	Full consolidation
Making Science France SAS (anterior Celsius SAS)	Paris (France)	Digital marketing agency	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Loyal SAS	Paris (France)	Digital marketing agency	Euro	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Making Science USA LLC	Boca Raton (United States)	Digital marketing agency	US dollar	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Making Science Colombia	Bogotá (Colombia)	Digital marketing agency	Colombian peso	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Ventis SRL	Rimini (Italy)	E-commerce	Euro	100% held indirectly through Making Science <u>Investments</u>	PricewaterhouseCoopers <u>Italy</u>	Full consolidation
13MQ SRL	Rimini (Italy)	E-commerce and retail	Euro	100% held indirectly through Making Science <u>Investments</u>	Not audited	Full consolidation
Making Science México S.A. de C.V.	Mexico City (Mexico)	Digital application development activities	Mexican peso	100% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Sweet LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science <u>Sweet International</u>	Not audited	Full consolidation
Sweet Support LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science <u>Sweet International</u>	Not audited	Full consolidation
Sweet Georgia LLC	Tbilisi (Georgia)	Digital application development activities	Georgian lari	100% held indirectly through Making Science <u>Sweet International</u>	Not audited	Full consolidation
Agua 3 Growth Engines, S.L.	Palma de Mallorca (Spain)	Digital consultancy	Euro	51% held indirectly through Making Science <u>AI & SAAS SLU</u>	Not audited	Full consolidation
United Communication Partners, INC	New York (United States)	Digital marketing agency	US dollar	76.14% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation
Making Science Marketing & Adtech SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science Investments SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science AI & SAAS SLU	Madrid (Spain)	Holding entity	Euro	100%	Not audited	Full consolidation
Making Science Nordics	Stockholm (Sweden)	Digital marketing agency	Swedish krona	100% held indirectly through Making Science <u>Sweet International</u>	Not audited	Full consolidation
Making Science Deutschland	Hamburg (Germany)	Digital marketing agency	Euro	76.14% held indirectly through Making Science <u>Marketing & Adtech, S.L.</u>	Not audited	Full consolidation

Making Science Group, S.A. y Sociedades Dependientes
Memoria consolidada del ejercicio anual terminado el 31 de diciembre de 2023

Annex II – Associates and Joint Ventures

31/12/2024					
Associate or Joint venture	Registered office	Principal activity	Percentage of ownership held by Making Science Group, S.A.	Type of investment	Audited by
Local Planet International	Number 22 Mount Ephraim, Tunbridge Wells, England,	Other business support service activities	10,69% (indirect)	Associate	Unaudited
Pilot Ignite	Neue Rabenstrabe 12, Hamburgo (Alemania)	Digital marketing services	24,9% (indirect)	Joint venture	Unaudited
Silverbullet	The Finsbury Business Centre, 40 Bowling Green Lane, London, EC1R 0NE, United Kingdom	Digital marketing services	51% (indirect)	Joint venture	Unaudited
Superadvanced SRL	Via delle Industrie 1/a, Padova (Italia)	Digital marketing services	51% (indirect)	Associate	Unaudited

31/12/2023					
Associate or Joint venture	Registered office	Principal activity	Percentage of ownership held by Making Science Group, S.A.	Type of investment	Audited by
Local Planet International	Number 22 Mount Ephraim, Tunbridge Wells, England,	Other business support service activities	10,69% (indirect)	Associate	Unaudited
Pilot Ignite	Neue Rabenstrabe 12, Hamburgo (Alemania)	Digital marketing services	24,9% (indirect)	Joint venture	Unaudited
Silverbullet	The Finsbury Business Centre, 40 Bowling Green Lane, London, EC1R 0NE, United Kingdom	Digital marketing services	51% (indirect)	Joint venture	Unaudited
Superadvanced SRL	Via delle Industrie 1/a, Padova (Italia)	Digital marketing services	51% (indirect)	Associate	Unaudited

Management Report for the Year Ended December 31, 2024

Making Science Group, S.A. and Subsidiaries
Management Report for the Year Ended December 31, 2024

Business Performance and Group Status

The 2024 fiscal year was marked by a significant increase in **EBITDA**, which rose from **€5,898,812 in 2023** (restated) to **€12,205,270 in 2024**. This growth resulted from both **organic and inorganic** expansion.

EBITDA is defined as **operating profit before depreciation, amortization, and other results**, and is used as an indicator of gross operating performance, excluding accounting effects and extraordinary items.

The Group remains focused on its strategic goals of **international expansion** and **greater technological integration**. These two pillars continue to drive the Group's strength as a **technological provider** in key markets outside of Spain, particularly in the **United States**.

In 2024, the Group also concentrated on **profitability, cash flow generation, debt reduction, and cost optimization** with the objective of strengthening its market position and ensuring **sustainable long-term growth**.

Significant Events After Year-End

In line with the Company's strategic plan and to **increase share liquidity**, the Company facilitated the entry of **Onchena, S.L.**, an investment company of the **Ybarra Careaga family**, as a shareholder.

This was formalized through the **sale of 467,067 shares on February 25 and 26, 2025**, at an **individual price of €7.80 per share**. Following this transaction, **Onchena holds a 5.20% stake** in the Company.

Additionally, in the context of the **syndicated loan**, the **outstanding amount of €7,875,000** was **repaid on April 22, 2025**, along with accrued interest, and was replaced with a **bilateral loan of €5 million** with a **three-year maturity**. The Company is also **negotiating other long-term bilateral loans** to optimize its debt maturity profile during 2025.

Financial Instruments Used by the Group at Year-End

As of **December 31, 2024**, the Group financed itself **17.81% through equity** and **82.19% through external financing**, including debts with group and associated companies.

The Group's **cash and credit lines**, both with **third-party financial institutions and related parties**, are exposed to **interest rate risk**, which may adversely affect financial results and cash flows. Of the Group's total debt, approximately **3% is at fixed interest rates**.

R&D&I Activities

One of the Group's main objectives is the **development of proprietary technologies** to offer comprehensive services to its clients.

As of **December 31, 2024**, the Group continues to invest in **R&D&I** projects, including:

- **Gauss-AI**: A machine learning framework featuring pre-built predictive models.
- **Nilo**: A comprehensive e-commerce platform enabling businesses to launch their online retail operations.
- **Shoptize**: A price comparison tool that allows users to compare prices across more than 5 million products.

As of December 31, 2024, the Group has capitalized a total of **€6,571,490** for the above projects, compared to **€4,234,844** as of December 31, 2023.

Treasury Shares

As of **December 31, 2024**, the Group holds **113,200 treasury shares** with a nominal value of **€0.01 each** (**186,374 shares as of December 31, 2023**).

The reduction in treasury shares is primarily due to **employee share deliveries**.

On **June 21, 2024**, the Company reported having raised **€4,001,692** from investors during the **capital increase announced on May 23, 2024**, along with an additional **€411,180** from the **sale of 53,749 treasury shares**, amounting to a total of **€4,412,872**.

Due to investor demand exceeding the initial amount, the Company decided to **increase the total offering**.

Additionally, on **June 27**, the Company announced the **sale of 40,000 treasury shares** for **€306,000**, facilitating the entry of an **international institutional investor**.

In total, the **capital increase and treasury share sale** raised **€4,718,872**.

Supplier Payment Information

In accordance with **Additional Provision Two of Law 31/2014 of December 3**, amending the **Spanish Companies Act**, and pursuant to the **Resolution of February 29, 2016**, issued by the **Institute of Accounting and Auditing (ICAC)**, the following table details the **average payment period to suppliers**, the **ratio of payments made**, the **ratio of outstanding payments**, the **total payments made**, and the **total payments pending**:

The **average payment period to suppliers** as of **December 31, 2024 and 2023** is as follows:

	2024	2023
	Days	Days
Average payment period to suppliers and other creditors	53	54
Ratio of settled transactions	56	56
Ratio of outstanding transactions	42	36

	Amount	Amount
Total payments made	211,802,286	182,139,692
Total payments outstanding	47,690,989	15,908,809
Total	259,493,275	198,048,501

Risks and Uncertainties

Below is a description of the nature and scope of risks arising from financial instruments:

Financial risk management is centralized in the **Finance Department**, which has established the necessary mechanisms to control exposure to **interest rate and exchange rate fluctuations**, as well as to **credit and liquidity risks**. The main financial risks affecting the Group are as follows:

- **Credit Risk:**
In general, **cash and cash equivalents** are held in **high-credit-quality financial institutions**. No single customer accounts for a significant portion of the Group's revenue, and all clients undergo a **continuous external credit rating assessment process**.
- **Liquidity Risk:**
To ensure liquidity and meet all payment obligations arising from its activities, the Group relies on the **cash position shown in the balance sheet** as well as the **credit lines and financing facilities** disclosed in the **Annual Accounts**.
The Group's financial debt is subject to **market-based interest rates**.
- **Other Risks:**
The Company maintains a **formal annual review procedure** of its **corporate agreements** and associated **option rights**, as well as the **market valuation context** and **execution status of its business plan**.
Should there be **significant changes** that alter current assumptions, the need to **update the accounting treatment** of these financial instruments will be assessed, including, if applicable, the **recognition of a financial liability** in the corresponding annual accounts.

Non-Financial Information Statement

In accordance with **Law 11/2018 of December 28**, on **non-financial and diversity information**, **Making Science Group, S.A. (parent company)** and its subsidiaries have prepared the **"Consolidated Non-Financial Information Statement"** for fiscal year 2024.

This report **forms part of the present Management Report** and is presented as a **separate document**.

Making Science Group, S.A.
Balance Sheet for the Fiscal Year Ended
December 31, 2024

Making Science Group, S.A.

**Individual Annual Accounts and Individual Management Report for the Fiscal
Year Ended December 31, 2024**

Includes Audit Report on the Annual Accounts

Making Science Group, S.A.
Balance Sheet for the Fiscal Year Ended
December 31, 2024

ASSETS	Note	31.12.2024	31.12.2023
NON-CURRENT ASSETS		34,318,764	31,495,676
Intangible assets	5	5,251,647	8,388,536
Development		1,088,936	3,712,296
Goodwill		961,548	1,153,858
Computer software		3,201,163	3,522,382
Property, plant and equipment	6	491,493	628,474
Land and buildings		173,188	264,102
Technical installations and other items		318,305	364,372
Non-current investments in group companies and associates	8 y 14	28,324,287	22,224,239
Equity instruments		28,324,287	22,224,239
Non-current investments	8	251,337	254,427
Other financial assets		251,337	254,427
CURRENT ASSETS		105,969,344	112,623,211
Inventories		36,500	119,985
Advances to suppliers		36,500	119,985
Trade and other receivables		40,866,637	88,618,513
Trade receivables	8	4,699,476	10,201,816
Trade receivables from group companies and associates	8 y 14	35,812,938	78,112,469
Other receivables	8	-	296,765
Current tax assets		-	-
Public entities, other		354,223	7,463
Current investments in group companies and associates	8 y 14	58,994,407	14,492,056
Loans to companies		58,994,407	14,492,056
Current investments	8	1,561,819	-
Other financial assets		1,561,819	-
Prepayments		1,343,655	934,927
Cash and equivalents	9	3,166,326	8,457,730
Cash		3,166,326	8,457,730
TOTAL ASSETS		140,288,108	144,118,887

Translation of the Consolidated Financial Statements This document is a translation of the original Consolidated Financial Statements issued in Spanish. In the event of any discrepancy or misinterpretation between the English translation and the Spanish original, the latter shall prevail for all legal and interpretative purposes.

Making Science Group, S.A.
Balance Sheet for the Fiscal Year Ended
December 31, 2024

EQUITY AND LIABILITIES	Note	31.12.2024	31.12.2023
EQUITY		50,108,975	22,969,612
Equity	10	50,108,975	22,969,612
Capital	10	89,820	84,189
Registered capital		90,000	84,369
(Uncalled capital).		(180)	(180)
Share premium		30,214,384	25,911,895
Reserves	10	(167,812)	(966,768)
Legal and statutory reserves		15,503	15,503
Other reserves		(183,315)	(982,271)
(Own shares and equity holdings)		(1,132)	(1,864)
Prior periods' profit and loss		(2,298,341)	(70,956)
(Prior periods' losses)		(2,298,341)	(70,956)
Other equity holder contributions		240,500	240,500
Profit/(loss) for the period		22,031,556	(2,227,384)
NON-CURRENT LIABILITIES		2,300,573	8,043,729
Non-current provisions	15	-	261,674
Other provisions		-	261,674
Non-current payables	12 y 14	2,244,554	7,726,035
Debt with financial institutions		525,000	4,506,481
Other financial liabilities		1,719,554	3,219,554
Deferred tax liabilities	13	56,019	56,019
CURRENT LIABILITIES		87,875,591	113,105,546
Current payables	12	15,648,353	32,416,481
Bonds and other marketable securities		-	11,820,000
Debt with financial institutions		15,643,360	20,492,150
Finance lease payables		3,297	3,297
Other financial liabilities		1,696	101,034
Group companies and associates, current	12 y 14	43,940,421	49,643,756
Trade and other payables	12	28,162,246	30,593,802
Suppliers	12	1,854,637	7,905,383
Suppliers, group companies and associates	12	23,364,577	15,210,639
Other payables	12	1,919,034	3,388,666
Personnel (salaries payable)	12	200,754	364,827
Current tax liabilities	13	511,313	513,391
Public entities, other	13	245,728	3,235,376
Advances from customers	12	66,203	-
Current prepayments	16	127,540	451,507
TOTAL EQUITY AND LIABILITIES		140,288,108	144,118,887

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Income Statement for the Fiscal Year Ended December 31, 2024

	Note	2024	2023
CONTINUING OPERATIONS			
Revenues	17.1	37,614,079	114,146,363
Services rendered		37,614,079	114,146,363
Work carried out by the company for assets	17.4	1,330,668	4,107,720
Supplies	17.2	(26,995,496)	(101,431,377)
Subcontracted work		(26,995,496)	(101,431,377)
Other operating income		148,901	2,329,306
Non-trading and other operating income		148,901	2,329,306
Personnel expenses	17.3	(6,634,032)	(6,926,978)
Wages and salaries		(5,282,793)	(5,705,130)
Employee benefit expenses		(1,351,239)	(1,221,848)
Other operating expenses	17.5	(7,146,944)	(8,603,705)
External services		(7,119,861)	(8,518,914)
Taxes		-	(9,578)
Losses, impairment and changes in trade provisions		(27,083)	-
Other operating expenses		-	(75,212)
Amortisation and depreciation	5 y 6	(2,323,032)	(2,325,116)
Other results		18,843,491	223,144
RESULTS ARISING FROM OPERATING ACTIVITIES		14,837,635	1,519,358
Finance income	17.6	11,434,866	2,434,508
Dividends from investments in Group Companies		7,022,625	198,122
Group companies and associates		7,022,625	198,122
Marketable securities and other financial instruments		4,412,241	2,236,386
Group companies and associates		4,191,971	2,236,386
Other		220,270	
Finance expense	17.6	(5,167,819)	(6,481,809)
Group companies and associates		(2,916,422)	(3,057,912)
Other		(2,251,397)	(3,423,897)
Exchange gains (losses)		(382,537)	391,798
NET FINANCE INCOME / EXPENSE		5,884,510	(3,655,502)
PROFIT / (LOSS) BEFORE INCOME TAX		20,722,145	(2,136,144)
Income Tax Expense	12	1,309,411	(91,241)
PROFIT (LOSS) FOR THE PERIOD	3	22,031,556	(2,227,384)

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Making Science Group, S.A.
Statement of Changes in Equity for the Fiscal Year Ended
December 31, 2024

A) Statement of recognised income and expense for the year ended 31 December 2024

	<u>Note</u>	<u>2024</u>	<u>2023</u>
Profit or loss from the income statement	3	22,031,556	(2,327,285)
TOTAL RECOGNISED INCOME AND EXPENSE	3	22,031,556	(2,327,285)

B) Statement of changes in equity for the year ended 31 December 2024

	<u>Note</u>	<u>Registered capital</u>	<u>Uncalled capital</u>	<u>Share Premium</u>	<u>Reserves</u>	<u>(Own shares and equity holdings)</u>	<u>Retained earnings</u>	<u>Other equity holder contributions</u>	<u>Profit/(loss) of the period</u>	<u>Valuation adjustments</u>	<u>TOTAL</u>
Balance at 31 December 2022		83,040	(180)	23,188,036	(805,103)	(1,507)	-	240,500	(70,804)	(26,646)	22,607,336
Adjustments at 31 December 2022		-	-	-	386,236	-	-	-	(386,236)	-	-
Balance at 01 January 2023		83,040	(180)	23,188,036	(418,867)	(1507)	-	240,500	(457,040)	(26,646)	22,607,336
Total recognised income and expense		-	-	-	-	-	-	-	(2,227,386)	-	(2,227,386)
Transactions with equity holders	10	-	-	-	(245,789)	(357)	-	-	-	-	(246,146)
Capital increase	10	1,329	-	2,723,859	-	-	-	-	-	-	2,725,188
Other changes in equity		-	-	-	(302,114)	-	(70,956)	-	457,040	(26,646)	110,616
Balance at 31 December 2023		84,369	(180)	25,911,895	(966,768)	(1,864)	(70,956)	240,500	(2,227,384)	-	22,969,612
Balance at 01 January 2024		84,369	(180)	25,911,895	(966,768)	(1,864)	(70,956)	240,500	(2,227,384)	-	22,969,612
Total recognised income and expense		-	-	-	-	-	-	-	22,031,556	-	22,031,556
Transactions with equity holders	10	-	-	-	798,956	732	-	-	-	-	799,688
Capital increase	10	5,631	-	4,302,489	-	-	-	-	-	-	4,308,120
Other changes in equity		-	-	-	-	-	(2,227,384)	-	2,227,384	-	-
Balance at 31 December 2024		90,000	(180)	30,214,384	(167,812)	(1,132)	(2,298,341)	240,500	22,031,556	-	50,108,975

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Making Science Group, S.A.
Statement of Cash Flows for the Fiscal Year Ended
December 31, 2024

	Nota	2024	2023
A) CASH FLOW FROM OPERATING ACTIVITIES			
		67,587,832	(13,936,499)
1. Profit (Loss) for the period		22,031,556	(2,136,144)
2. Adjustments to profit fot:		(22,377,886)	5,988,108
a) Amortisation and depreciation	5 y 6	2,323,032	2,325,116
b) Valuation allowance for impairment losses	8	27,083	7,489
f) Finance income		(11,434,866)	(2,434,508)
g) Finance expense		5,167,819	6,481,809
h) Exchange gains / (losses)		382,537	(391,789)
i) Other income and expenses	8	(18,843,491)	-
3. Changes in operating assets and liabilities		62,229,846	(14,584,461)
a) Inventories		83,526	(81,865)
b) Trade and other receivables		66,568,283	(8,646,530)
c) Other current assets		(1,964,487)	(139,114)
d) Trade and other payables		(1,868,823)	(4,524,436)
e) Other current assets and liabilities		(585,639)	(930,841)
f) Other non-current assets and liabilities		-	(261,675)
4. Other cash Flow from operating activities		5,704,316	(3,204,002)
a) Interest paid		(5,167,820)	(6,481,809)
b) Interest received		11,434,865	2,434,508
d) Other charges (payments) for Corporate Tax Income		(562,731)	843,299
d) Otros amounts paid (received)			
B) CASH FLOWS RECEIVED FROM INVESTING ACTIVITIES		(49,651,564)	(136,080)
6. Payments for investments		(50,617,219)	(4,683,650)
a) Group Companies and associates		(50,602,400)	-
b) Intangible Assets	5	-	(4,230,164)
c) Property, Plant and Equipment	6	(14,821)	(429,728)
d) Other financial assets		-	(23,758)
7. Proceeds from sale of investments		965,657	4,547,570
a) Group companies and associates		-	4,547,570
b) Intangible assets		965,657	
C) CASH FLOWS FROM FINANCING ACTIVITIES		(22,848,127)	8,429,357
8. Proceeds and payments for equity instruments		5,107,833	2,971,333
a) Issue of equity instruments		5,107,833	2,725,188
b) Disposal of own equity instruments		-	246,146
10. Proceeds and payments for financial liability instruments		(27,955,960)	5,458,024
a) Issue		12,000,000	6,972,473
2. Debts with financial institutions		12,000,000	1,729,835
3. Group companies and associates		-	5,242,638
b) Redemption and repayment of:		(39,955,960)	(1,514,449)
2. Debts with financial institutions		(34,252,582)	-
3. Group companies and associates		(5,703,378)	-
4. Other debts		-	(1,514,449)
D) EFFECT OF EXCHANGE RATE FLUCTUATIONS		(382,537)	391,798
E) NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		(5,291,405)	(5,251,424)
Cash and cash equivalents at beginning of period		8,457,730	13,709,154

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Making Science Group, S.A.
Statement of Cash Flows for the Fiscal Year Ended
December 31, 2024

Cash and cash equivalents at end of period	3,166,326	8,457,730
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Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

Company Activity

Making Science Group, S.A. (hereinafter, the "Company", formerly named *Make Marketing y Comunicación, S.L.U.*), with Tax Identification Number (CIF) A82861428, has its registered office at Calle López de Hoyos, 135, Madrid. On July 17, 2019, the Company changed its corporate name and consequently amended Article 1 of its Articles of Association.

The Company is registered with the Madrid Mercantile Registry, in volume 16082, page 189, sheet 272332. The Company was incorporated on January 8, 2001.

The Company is registered under activity code 7311, and its corporate purpose is the provision of advertising and public relations services.

The Company's financial year begins on January 1 and ends on December 31. It is governed by its Articles of Association and by the current **Spanish Companies Act** (*Ley de Sociedades de Capital*).

As indicated in Note 8, the Company is the parent of a group of companies and, in accordance with current regulations, approved the consolidated annual accounts for the 2023 fiscal year on June 17, 2024. These accounts were filed on February 26, 2025. The Company is part of a higher-tier group, also domiciled in Spain (Calle López de Hoyos, 135, Municipality of Madrid, Province of Madrid), whose immediate parent company is **The Science of Digital, S.L.**, which will prepare consolidated annual accounts for the 2024 fiscal year.

These individual annual accounts for the 2024 fiscal year were prepared on **March 28, 2025**, and subsequently restated on **April 30, 2025**.

On **September 27, 2019**, the Sole Shareholder resolved to carry out a reverse merger between *Making Science Group, S.A.* and *Propuesta Digital, S.L.U.*, whereby *Propuesta Digital, S.L.U.* was absorbed by *Making Science Group, S.A.*.

As a result of the reverse merger process, **goodwill** in the amount of **EUR 2,028,761** was recognized in *Making Science Group, S.A.* (see Note 5).

The **Board of Directors of Bolsas y Mercados Españoles Sistemas de Negociación, S.A.**, pursuant to the powers established in the BME Growth Regulation (formerly the Alternative Stock Market – MAB) and Circular 2/2018, of July 24, regarding requirements and procedures applicable to listing and delisting on the BME Growth of shares issued by Expanding Companies and Real Estate Investment Trusts (SOCIMIs), as amended by Circular 1/2019, of October 29, resolved to admit the following securities issued by the Company to trading in the Expanding Companies segment of said market, effective from **February 21, 2020: 7,062,300 shares** with a nominal value of **EUR 0.01** each, represented through book entries, fully paid in, with ISIN code **ES0105463006**. The Company has appointed **Renta 4 Corporate, S.A.** as Registered Adviser and **Renta 4 Banco, S.A.** as Liquidity Provider.

On **October 20, 2020**, the Company began trading on the **Euronext Growth Paris** market.

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

Basis of Presentation of the Annual Accounts

True and Fair View

The annual accounts, comprising the balance sheet, income statement, statement of changes in equity, statement of cash flows, and the accompanying notes (1 to 21), have been prepared based on the Company's accounting records, applying the current legal provisions in accounting matters—specifically, the Spanish General Accounting Plan (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007 of November 16, and its subsequent amendments under Royal Decree 1159/2010 of September 17, Royal Decree 602/2016 of December 2, and Royal Decree 1/2021 of January 12—with the objective of presenting a true and fair view of the equity and financial position.

Unless otherwise indicated, all figures presented in these financial statements are expressed in euros, which is the Company's functional currency.

The annual accounts prepared by the Board of Directors will be submitted for approval to the General Shareholders' Meeting and are expected to be approved without modification.

Non-Mandatory Accounting Principles Applied

The annual accounts have been prepared in accordance with all mandatory accounting principles.

There are no accounting principles which, if omitted, would have a significant impact on the financial statements.

Critical Aspects of Valuation and Estimation Uncertainty

In preparing the accompanying annual accounts, the Board of Directors of the Company has made estimates to value certain assets, liabilities, income, expenses, and commitments recorded therein. These estimates mainly relate to:

- The useful lives of intangible and tangible assets (Notes 4.1 and 4.2)
- The assessment of potential impairment losses on certain assets (Notes 4.1 and 4.2)

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

- The fair value of certain financial instruments (Note 4.4)
- The recoverability of investments in group companies (Note 4.4)
- Share-based payment transactions (Note 4.14)

These estimates have been made based on the best information available at the date of preparation of the annual accounts. No events have occurred that would change these estimates. Any future event unknown at the time these estimates were made could result in changes (either increases or decreases), which would be recognized prospectively, if applicable.

Comparative Information

In accordance with commercial law, the Board of Directors presents, for comparative purposes, the figures for the previous fiscal year alongside those for each item in the balance sheet, income statement, statement of changes in equity, and statement of cash flows corresponding to the 2024 fiscal year. The notes also include comparative quantitative information for the prior year, except where a specific accounting standard explicitly states it is not required.

Restatement of the 2024 Annual Accounts

On **March 28, 2025**, the Company's Board of Directors prepared the annual accounts for the fiscal year from January 1, 2024, to December 31, 2024.

The amount of the **syndicated loan** recorded under current liabilities in the balance sheet as of December 31, 2024, amounting to **EUR 7,875,000**, was fully settled on **April 22, 2025**. For the settlement of the syndicated loan agreement, a new **bilateral loan agreement** was formalized for **EUR 5 million**, with a **maturity of three years**. Additionally, the Group is in the process of negotiating new bilateral loan agreements with long-term maturities.

As a result of this transaction, the **liquidity structure has improved significantly**, and the **maturities have been extended**, which has led to an **improvement in working capital**.

Furthermore, the **restatement corrected** the following headings in the previously prepared 2024 annual accounts:

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

	Restatement	Statement	
ASSETS	31.12.2024	31.12.2024	Differences
NON-CURRENT ASSETS	34,318,764	34,315,839	
Intangible assets	5,251,647	5,251,648	(1)
Development	1,088,936	1,086,543	2,393
Goodwill	961,548	961,548	(0)
Computer software	3,201,163	3,203,556	(2,393)
Property, plant and equipment	491,493	491,536	(43)
Land and buildings	173,188	173,188	0
Technical installations and other items	318,305	318,348	(43)
Non-current investments in group companies and associates	28,324,287	28,324,287	(0)
Equity instruments	28,324,287	28,324,287	(0)
Non-current investments	251,337	248,368	2,969
Other financial assets	251,337	248,368	2,969
CURRENT ASSETS	105,969,344	105,956,798	12,546
Inventories	36,500	36,457	43
Advances to suppliers	36,500	36,457	43
Trade and other receivables	40,866,637	40,803,111	63,526
Trade receivables	4,699,476	840,078	3,859,398
Trade receivables from group companies and associates	35,812,938	39,608,810	(3,795,872)
Other receivables	-	-	-
Current tax assets	-	28,556	(28,556)
Public entities, other	354,223	325,667	28,556
Current investments in group companies and associates	58,994,407	59,058,730	(64,323)
Loans to companies	58,994,407	59,058,730	(64,323)
Current investments	1,561,819	61,684	1,500,135
Other financial assets	1,561,819	61,684	1,500,135
Prepayments for current assets	1,343,655	1,343,655	0
Cash and cash equivalents	3,166,326	4,653,160	(1,486,834)
Cash	3,166,326	4,653,160	(1,486,834)
TOTAL ASSETS	140,288,108	140,272,637	15,471
EQUITY AND LIABILITIES	31,12,2024	31,12,2024	
EQUITY	50,108,975	50,061,334	47,641
Equity	50,108,975	50,061,334	47,641
Capital	89,820	89,820	(0)
Registered capital	90,000	90,000	(0)
(Uncalled capital).	(180)	(180)	-
Share premium	30,214,384	30,214,384	0
Reserves	(167,812)	(170,076)	2,264
Legal and statutory reserves	15,503	15,503	-
Other reserves	(183,315)	(185,579)	2,264
(Own shares and equity holdings)	(1,132)	1,132	(2,264)

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

Prior periods' profit and loss	(2,298,341)	(2,298,341)	0
(Prior periods' losses)	(2,298,341)	(2,298,341)	0
Other equity holders contributions	240,500	240,500	-
Profit for the period	22,031,556	21,983,915	47,641

NON-CURRENT LIABILITIES	2,300,573	2,300,573	0
Non-current provisions	-	-	-
Other provisions	-	-	-
Non-current payables	2,244,554	2,244,554	0
Debt with financial institutions	525,000	525,000	1
Other financial liabilities	1,719,554	1,719,554	(0)
Deferred tax liabilities	56,019	56,019	0
CURRENT LIABILITIES	87,878,560	87,910,731	(32,171)
Current payables	15,64,353	15,632,080	16,273
Bonds and other marketable securities	-	-	-
Debt with financial institutions	15,643,360	15,630,059	13,301
Finance lease payables	3,297	3,297	(0)
Other financial liabilities	1,696	(1,277)	2,973
Group companies and associates, current	43,940,421	43,957,246	(16,825)
Trade and other payables	28,162,246	28,193,865	(31,619)
Suppliers	1,854,637	2,187,371	(332,734)
Suppliers, group companies and associates	23,364,577	23,031,843	332,734
Other payables	1,919,034	1,919,034	0
Personnel (salaries payable)	200,754	200,754	0
Current tax liabilities	511,313	542,932	(31,619)
Public entities, other	245,728	245,728	(0)
Advances from customers	66,203	66,203	(0)
Current prepayments	127,540	127,540	(0)
TOTAL EQUITY AND LIABILITIES	140,288,108	140,272,637	15,471

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

	2024	2024	Differences
Continuing operations			
Revenues	37,614,079	37,614,079	0
Services rendered	37,614,079	37,614,079	0
Work carried out by the company for assets	1,330,668	1,330,668	0
Supplies	(26,995,496)	(20,971,042)	(6,024,454)
Subcontracted work	(26,995,496)	(20,971,042)	(6,024,454)
Other operating income	148,901	148,925	(24)
Non-trading and other operating income	148,901	148,925	(24)
Personnel expenses	(6,634,032)	(6,634,032)	0
Wages and salaries	(5,282,793)	(5,282,793)	0
Employee benefit expenses	(1,351,239)	(1,351,239)	0
Other operating expenses	(7,146,944)	(13,261,221)	6,114,277
External services	(7,119,861)	(13,144,311)	6,024,450
Taxes	-	-	-
Losses, impairment and changes in trade provisions	(27,083)	(90,608)	63,525
Other operating expenses	-	(26,302)	26,302
Amortisation and depreciation	(2,323,032)	(2,323,032)	(0)
Other results	18,843,491	18,869,770	(26,279)
RESULTS ARISING FROM OPERATING ACTIVITIES	14,837,635	14,774,115	63,520
Finance income	11,434,866	11,434,865	1
Dividends from investments in Group Companies	7,022,625	7,242,895	(220,270)
Group companies and associates	7,022,625	7,242,895	(220,270)
Other			
Marketable securities and other financial instruments	4,412,241	4,191,971	220,270
Group companies and associates	4,191,971	4,191,971	0
Other	220,270		
Finance expense	(5,167,819)	(5,167,820)	1
Group companies and associates	(2,916,422)	(2,916,422)	0
Other	(2,251,397)	(2,251,398)	1
Exchange losses	(382,537)	(382,537)	(0)
			-
NET FINANCE INCOME/EXPENSE	5,884,510	5,884,509	2
			-
PROFIT / (LOSS) BEFORE INCOME TAX	20,722,145	20,658,623	63,522
Income Tax Expense	1,309,411	1,325,292	(15,881)
PROFIT (LOSS) FOR THE PERIOD	22,031,556	21,983,915	47,641

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	2024	2024	
A) CASH FLOW FROM OPERATING ACTIVITIES	66,822,758	68,373,407	(1,550,649)
1. Profit (Loss) for the period	22,031,556	21,983,915	47,641
2. Adjustments to profit for:	(22,377,886)	(22,340,638)	(37,248)
a) Amortisation and depreciation	2,323,032	2,323,032	-
b) Valuation allowance for impairment losses	27,083	90,608	(63,525)
c) Change in provisions	-	-	-
e) Proceeds from disposals of fixed assets	-	-	-
f) Finance income	(11,434,866)	(11,434,865)	(1)
g) Finance expense	5,167,819	5,167,820	(1)
h) Exchange gains / (losses)	382,537	382,537	-
i) Other income and expenses	(18,843,491)	(18,869,770)	26,279
3. Changes in operating assets and liabilities	60,902,041	62,463,085	(1,561,044)
a) Inventories	83,485	83,526	(41)
b) Trade and other receivables	66,178,095	66,204,376	(26,281)
c) Other current assets	(1,967,457)	(464,352)	(1,503,105)
d) Trade and other payables	(2,806,440)	(2,774,826)	(31,614)
e) Other current assets and liabilities	(585,642)	(585,639)	(3)
f) Other non-current assets and liabilities	-	-	-
4. Other cash flows from operating activities	6,267,047	6,267,045	2
a) Interest paid	(5,167,819)	(5,167,820)	1
b) Dividends received	11,434,866	11,434,865	1
d) Income tax received (paid)			
e) Other amounts paid (received)			
B) CASH FLOW FROM INVESTING ACTIVITIES	(49,651,561)	(49,715,930)	64,369
6. Payments for investments	(49,651,561)	(49,715,930)	64,369
a) Group companies and associates	(50,602,399)	(50,666,723)	64,324
b) Intangible assets	965,658	965,657	1
c) Property, plant and equipment	(14,820)	(14,864)	44
d) Other financial assets	-	-	-
7. Proceeds from sale of investments	-	-	-
a) Group companies and associates	-	-	-
e) Other financial assets	-	-	-
C) CASH FLOW FROM FINANCING ACTIVITIES	(22,845,138)	(22,844,586)	
8. Proceeds from payment for equity instruments	5,107,808	5,107,808	-
a) Issue of equity instruments	5,107,808	5,107,808	-

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b) Redemption of equity instruments	-	-	-
10. Proceeds from and payments for financial liability instruments	(27,952,946)	(27,952,394)	(552)
a) Issue	12,000,000	12,000,000	-
2. Debt with financial institutions	12,000,000	12,000,000	-
3. Group companies and associates	-	-	-
b) Redemption and repayment of:	(39,952,946)	(39,952,394)	(552)
2. Debt with financial institutions	(34,249,609)	(34,265,882)	16,273
3. Group companies and associates	(5,703,337)	(5,686,512)	(16,825)
4. Other payables	-	-	-
			0
D) Effect of Exchange rate fluctuations	382,537	382,537	-
E) NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	(5,291,404)	(3,804,572)	(1,486,832)
			0
Cash and cash equivalents at beginning of period	8,457,730	8,457,731	(1)
Interest on other equity instruments paid	3,166,326	4,653,160	(1,486,834)

As of **March 31, 2024**, the Company's directors prepared the annual accounts for the fiscal year from **January 1, 2023**, to **December 31, 2023**. However, these annual accounts were **restated** to correct certain matters that had not been included, with the aim of complying with the applicable accounting regulations.

The main effects on the **balance sheet** and the **income statement** for the aforementioned fiscal year were as follows:

	Restatement	Statement	
	31.12.2023	31.12.2023	Differences
ASSETS			
CURRENT ASSETS	105,969,344	105,956,798	12,546
Current investments in group companies and associates	14,492,056	14,460,671	31,385
Loans to companies	14,492,056	14,460,671	31,385
TOTAL ASSETS	144,118,887	144,087,502	31,385
EQUITY AND LIABILITIES			
EQUITY	22,969,612	22,407,634	561,978
Equity	22,969,612	22,407,634	561,978
Reserves	(966,768)	(720,980)	(245,788)
(Own shares and equity holdings)	(1,864)	(247,652)	245,788

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Profit/(loss) for the period	(2,227,384)	(2,789,362)	561,978
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CURRENT LIABILITIES	113,105,546	113,636,140	(530,594)
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Trade and other payables	49,643,756	50,174,350	(530,594)
Group companies and associates, current	49,643,756	50,174,350	(530,594)

TOTAL EQUITY AND LIABILITIES	144,118,887	144,087,502	31,385
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INCOME STATEMENT

Income tax expense	(91,241)	(653,219)	561,978
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PROFIT/(LOSS) FOR THE PERIOD	(2,227,384)	(2,789,362)	561,978
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	Restatement	Statement	
	2023	2023	Differences
Nota			
A) CASH FLOWS FROM OPERATING EXPENSES	(13,936,499)	(14,498,476)	561,977
4. Other cash flows from operating expenses	(3,204,002)	(3,765,980)	561,978
d) Income tax received (paid)	843,299	281,321	561,978
B) CASH FLOWS FROM INVESTING ACTIVITIES	(136,080)	641,096	(777,176)
7. Proceeds from sale of investments	4,547,570	5,324,746	(777,176)
a) Group companies and associates	4,547,570	5,324,746	(777,176)
C) CASH FLOWS FROM FINANCING ACTIVITIES	8,429,358	8,214,158	215,200
10. Proceeds from and payments for financial liability instruments	5,458,024	5,242,826	215,198
a) Issue	6,972,473	6,757,275	215,198
3. Group companies and associates	5,242,638	5,027,440	215,198

Grouping of Items

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Certain items in the balance sheet, income statement, statement of changes in equity, and statement of cash flows are presented in a grouped manner to facilitate understanding. However, disaggregated information has been included in the corresponding notes to the financial statements where it is material.

2.7 Classification of Current and Non-Current Items

For the classification of current items, a maximum period of one year from the date of these annual accounts has been considered.

2.8 Going Concern

The 2024 annual accounts have been restated by the Company's Directors under the **going concern** principle, as they believe there are no factors affecting the validity of this assumption.

As of **December 31, 2024**, the Company presents **positive working capital**, with current assets exceeding current liabilities by **EUR 18,093,753** (compared to **negative working capital** of **EUR 482,335** as of December 31, 2023). This improvement in working capital compared to 2023 is mainly due to the increase in receivables from group companies resulting from business transfers carried out to **Making Science Digital Marketing S.L.** and **Making Science Labs S.L.** (see Note 8).

The Company reports an **EBITDA** (calculated based on "operating profit" excluding "amortization of fixed assets" and "other results" from the income statement) of **EUR -1,682,824** and **EUR 3,621,330** as of **December 31, 2024 and 2023**, respectively.

The Company is currently undergoing a **transition to become the group's holding company**, and its main sources of income will be the provision of services to its subsidiaries and the receipt of dividends. This will ensure a **positive cash flow**.

Profit Allocation

The proposal for the distribution of results submitted by the Board of Directors to the General Shareholders' Meeting for approval, following the restatement, is as follows:

Basis for distribution	2024	2023
Profit / (loss) for the period	22.031.556	(2.227.386)
Allocation		
Legal Reserve	2.497	
Voluntary Reserve	19.730.718	

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Offset of prior periods' losses	2.298.341	(2.227.386)
Total	22.031.556	(2.227.386)

On **June 17, 2024**, the **General Shareholders' Meeting** approved the distribution of the **2023 fiscal year result**, as reflected in the preceding table.

Accounting Policies

The accounting criteria applied to the various items are as follows:

Intangible Assets

Intangible assets are recognized when they meet the definition of an asset and the recognition criteria set out in the **Conceptual Framework for Accounting**. Additionally, they meet the **identifiability** criterion, as they are separable elements arising from legal or contractual rights, regardless of whether such rights are transferable or separable.

Intangible assets are measured at **cost**, whether this is the purchase price or the cost of production, subject to the specific rules applicable to this type of asset.

Indirect taxes levied on intangible assets are included in the acquisition or production cost only when they are not directly recoverable from the tax authorities.

Amortization is calculated systematically and rationally based on the **useful life** and **residual value** of the intangible assets, taking into account normal wear and tear from use, as well as potential **technical or commercial obsolescence**. When an impairment loss has been recognized, future amortization is adjusted based on the revised carrying amount.

An **impairment loss** is recognized when the carrying amount of an intangible asset exceeds its recoverable amount.

4.1.1) Research and Development Expenses

Research expenses incurred during the year are recognized in the **income statement**. However, the Company capitalizes such expenses as **intangible assets** when the following conditions are met:

- They are specifically attributable to identifiable projects and their cost can be clearly established and allocated over time.

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- There is reasonable assurance regarding the **technical success** and **commercial profitability** of the project.

Development costs are also capitalized when they meet the above conditions.

Capitalized research and development costs are amortized on a **straight-line basis** over their useful life, with a maximum period of **five years**.

4.1.2) Goodwill

Goodwill is recognized only when it arises from a **costly acquisition** in the context of a **business combination**.

Goodwill is allocated to each **cash-generating unit (CGU)** that is expected to benefit from the business combination, and, if applicable, is subject to impairment testing.

After initial recognition, goodwill is measured at **acquisition cost** less **accumulated amortization** and, where applicable, **accumulated impairment losses**.

Goodwill is amortized on a **straight-line basis** over a period of **ten years**. The useful life is determined separately for each CGU to which goodwill has been allocated.

At the end of each reporting period, an assessment is made to determine whether any **indications of impairment** exist for the CGUs associated with goodwill. If such indications are found, an **impairment test** is performed. **Impairment losses on goodwill** are not reversed in subsequent periods.

4.1.3) Software Applications

This heading includes amounts paid for acquiring ownership of or rights to use **software applications**.

Software programs that meet the recognition criteria are capitalized at their **acquisition or production cost**. Amortization is carried out on a **straight-line basis over a four-year period** from the date each application becomes operational.

Maintenance costs related to software applications are recognized as expenses in the income statement in the year in which they are incurred.

Property, Plant and Equipment (PPE)

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Property, plant and equipment are measured at **cost**, either the purchase price or production cost, in accordance with the general valuation rules for this type of asset, subject to specific applicable standards.

Indirect taxes levied on items of property, plant and equipment are included in the acquisition price or production cost only when they are not directly recoverable from the Tax Authorities.

Depreciation is applied systematically and rationally based on the **useful life** and **residual value** of each item of property, plant and equipment, taking into account the wear and tear resulting from normal operation, use, and enjoyment, and considering any **technical or commercial obsolescence** that may affect them.

When impairment losses have been recognized, subsequent depreciation charges for the impaired asset have been adjusted to reflect the **revised carrying amount**.

An **impairment loss** has been recognized when the carrying amount of an item of property, plant and equipment exceeded its **recoverable amount**. The impairment loss, as well as any **reversal** thereof, has been recognized as an **expense or income**, respectively, in the **income statement**. The reversal of an impairment loss has been limited to the carrying amount that the asset would have had at the date of reversal if no impairment loss had been recognized.

Costs related to renewal, expansion, or improvement of items of property, plant and equipment have been capitalized as part of the asset's value when such costs resulted in increased capacity, productivity, or useful life. The **carrying amount of replaced items** has been derecognized accordingly.

The **accounting treatment of finance lease contracts** received involves recognizing an asset based on its nature (either tangible or intangible) and a **financial liability** for the same amount, which is the **lower** of the **fair value** of the leased asset or the **present value** of the minimum lease payments at the commencement of the lease. The total finance cost is distributed over the lease term and recognized in the income statement in the period in which it is incurred, using the **effective interest rate method**.

Specific Accounting Policies: Land and Buildings

The acquisition cost of land and buildings includes **conditioning expenses, inspection costs, and surveying and design costs**, provided these are incurred **prior to acquisition**. It also includes, where applicable, the **initial estimate of the present value** of any **existing obligations** arising from the **rehabilitation costs of the site**.

The Company depreciates its property, plant and equipment on a straight-line basis. The depreciation rates applied are as follows:

Elemento	Useful life (Years)
----------	------------------------

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Buildings	4
Furniture	10
Information Technology Equipment	4
Other Property, Plant and Equipment	8

Leases

Operating Lease

Income and expenses arising from operating lease agreements are recognized in the **income statement** in the period in which they are incurred (on an accrual basis).

Likewise, the **acquisition cost** of the leased asset is presented on the **balance sheet** according to its nature, increased by the amount of **directly attributable contract costs**, which are recognized as **expenses** over the lease term, applying the same criteria used for recognizing lease income.

Any **payment or collection** made at the commencement of an operating lease is treated as a **prepayment**, which is allocated to income over the lease period as the **benefits of the leased asset** are transferred or received.

Financial Instruments

At the time of initial recognition, the Company classifies financial instruments as a **financial asset**, a **financial liability**, or an **equity instrument**, depending on the **economic substance** of the transaction. This classification is made in accordance with the definitions of each category under the applicable financial reporting framework, as described in **Note 2.1**.

A financial instrument is recognized when the Company becomes a **party to the contractual provisions**, whether as the acquirer, holder, or issuer of the instrument.

Financial Assets

The Company classifies its financial assets based on:

- The **business model** applied to manage them, and
- The **characteristics of their contractual cash flows**.

The business model is determined by the Company's management and reflects how each group of financial assets is managed collectively to achieve a specific business objective. The business model applied to a group of financial assets represents how the Company manages those assets to **generate cash flows**.

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When categorizing financial assets, the Company also considers the **characteristics of the cash flows** they generate. Specifically, it distinguishes between:

- Financial assets whose contractual terms give rise, on specified dates, to **cash flows that are solely payments of principal and interest (SPPI)** on the outstanding principal amount (hereinafter referred to as *SPPI-compliant assets*), and
 - All other financial assets (*non-SPPI assets*).
-

Classification of Financial Assets

The Company's financial assets are classified into the following categories:

Financial Assets at Amortized Cost

This category includes financial assets for which the Company applies a **business model aimed at collecting contractual cash flows**, and whose contractual terms give rise, on specified dates, to **cash flows that consist solely of payments of principal and interest** on the outstanding principal amount. This classification applies **even if the asset is traded in an active market**, provided it meets the **SPPI criteria**.

The Company considers that contractual cash flows consist solely of principal and interest when they are those typically found in an **ordinary or basic lending arrangement**, regardless of whether the agreed interest rate is zero or below market.

The following types of financial assets are **not considered SPPI-compliant** and therefore are **excluded** from this category:

- Financial assets that are **convertible into the issuer's equity instruments**,
 - Loans with **inversely floating interest rates** (i.e., rates that vary inversely with market rates), and
 - Instruments where the **issuer may defer interest payments** under certain conditions (e.g., if payment would affect solvency), especially when deferred interest does not accrue additional interest.
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Evaluation of Business Model

To determine whether it is applying a business model focused on collecting contractual cash flows or another model, the Company considers:

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- The **timing, frequency, and value** of sales related to a particular group of financial assets,
- The **historical and expected future sales** for the group in question,
- The **conditions at the time** of those past sales, and current circumstances.

Isolated or infrequent sales do not, on their own, change the business model applied to the entire group of financial assets.

Examples of Financial Assets at Amortized Cost

Generally, this category includes:

- **Trade receivables:** Financial assets arising from the sale of goods or provision of services as part of the Company's ordinary activities, with deferred payment terms.
- **Non-trade receivables:** Non-derivative, non-equity financial assets with fixed or determinable payments from loans or credit arrangements granted by the Company.

Initial and Subsequent Measurement

These financial assets are initially recognized at the **fair value of the consideration given**, plus any **directly attributable transaction costs**.

However, **short-term trade receivables** (with maturities of **one year or less**) that **do not bear contractual interest** are initially measured at **nominal value**, provided the impact of not discounting cash flows is immaterial. If this is the case, they continue to be measured at nominal value unless impaired.

Subsequently, financial assets are measured at **amortized cost**, and any **interest income** is recognized in the **income statement** using the **effective interest method**.

Impairment of Financial Assets

At the end of each reporting period, the Company assesses for **impairment losses** when there is **objective evidence** that a financial asset—or a group of similar risk assets evaluated collectively—has been impaired due to one or more events occurring after initial recognition. Such events must have caused a **reduction or delay in estimated future cash flows**, often due to **debtor insolvency**.

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Impairment losses are recognized as the **difference** between the asset's **carrying amount** and the **present value** of the estimated future cash flows (including amounts recoverable through guarantees), discounted at the **original effective interest rate** determined at initial recognition.

For **variable-rate financial assets**, the Company uses the **effective interest rate applicable at the reporting date**, based on the contractual terms of the instrument. These impairment losses are also recognized in the **income statement**.

Financial Assets at Cost

This category includes the following types of financial assets:

- **Investments in the equity** of group, multigroup, and associate companies.
- **Other equity investments** whose fair value cannot be determined by reference to an active market or cannot be reliably estimated, as well as **derivatives** whose underlying instruments are of this type.
- **Hybrid financial assets** whose fair value cannot be reliably measured, unless they meet the criteria to be classified as **financial assets at amortized cost**.
- **Contributions to joint ventures** and similar arrangements.
- **Participating loans** whose interest is **contingent**, either because a fixed or variable rate is linked to the achievement of a performance milestone by the borrower (e.g., profitability), or because it is calculated based on the performance of the borrower's business.
- **Any financial asset** that could initially be classified as a **financial asset at fair value through profit or loss**, where a **reliable fair value estimate is not available**.

These assets are initially recognized at the **fair value** of the consideration given, plus **directly attributable transaction costs**. Fees paid to legal advisors or other professionals involved in the acquisition are recorded as **expenses in the income statement**, rather than capitalized. Similarly, **internally generated costs** incurred during the acquisition process are expensed.

In the case of investments made before they qualify as group, multigroup, or associate investments, the **carrying amount immediately before such reclassification** is considered the **cost** of the investment.

Subsequent Measurement and Impairment

Equity instruments classified in this category are measured at **cost**, less any **accumulated impairment losses**, where applicable.

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Contributions made under joint venture agreements and similar arrangements are also measured at **cost**, adjusted for the investor's **share of profits or losses**, and less any **impairment losses**.

The same criteria apply to **participating loans** with contingent interest—either because interest is conditional on a borrower's performance or calculated exclusively based on the borrower's business metrics. If the loan also includes **an irrevocable fixed interest component**, that portion is recognized as **finance income** on an accrual basis. **Transaction costs** are allocated to the income statement on a **straight-line basis** over the term of the participating loan.

At least at each year-end, the Company evaluates whether any investment's **carrying amount is recoverable**. If there is objective evidence of impairment, a **valuation adjustment** is recorded.

The impairment loss is calculated as the difference between the asset's **carrying amount** and its **recoverable amount**, defined as the higher of:

- **Fair value less costs to sell**, and
- The **present value of future cash flows** expected from the investment.

For **equity instruments**, future cash flows may include:

- Expected **dividend distributions**, and
- Proceeds from the **disposal or derecognition** of the investment, or
- The investor's **share of expected cash flows** generated by the investee from both ordinary activities and potential disposal.

Impairment losses and any **reversals** are recognized as **expenses or income**, respectively, in the income statement. However, **reversal of impairment** is limited to the amount that the investment's carrying value would have been if no impairment had previously been recognized.

Prior Valuation Adjustments on Group Reclassification

In cases where an investment was made before the investee qualified as a group, multigroup, or associate entity, and **valuation adjustments were previously recorded directly in equity**, such adjustments are retained **after reclassification** until the investment is sold or derecognized. At that point, the adjustments are recognized in the **income statement**, unless the following conditions apply:

- If the adjustment was due to a **revaluation gain**, any impairment loss is recorded directly against **equity** up to the amount of previously recognized gains; any excess is recognized in the **income statement**. Impairment recorded directly in equity is **not**

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reversed.

- If the adjustment was due to a **value reduction**, and the **recoverable amount later exceeds** the carrying amount, the latter is increased **up to the previous reduction**, with the increase offset directly against **equity**. The new amount is then considered the **cost of the investment**.
However, if there is objective evidence of impairment, any **accumulated losses previously recognized in equity** must be transferred to the **income statement**.

The valuation criteria for investments in group, associate, and jointly controlled entities are detailed below:

Group entities are those over which the Company exercises control. **Associates** are those over which the Company exercises significant influence. In addition, **jointly controlled entities** are those over which control is shared with one or more partners through a contractual arrangement.

These investments are initially measured at **cost**, which corresponds to the **fair value** of the consideration given, plus any **directly attributable transaction costs**.

If the Company acquires investments in group entities through a **merger, demerger, or non-cash contribution**, and these investments grant control over a business, they are measured in accordance with the specific rules for **related-party transactions** established in paragraph 2 of **Accounting and Valuation Standard (NRV) 21, "Transactions Between Group Companies"**. Under this standard, such investments must be measured at the values they contributed to the **consolidated annual accounts**, prepared under the rules of the **Spanish Commercial Code**, of the group or subgroup that includes the acquired company, where the parent is a Spanish entity.

If consolidated accounts are not available under the Spanish Commercial Code with a Spanish parent, the investment is measured at the value it contributed to the **individual annual accounts of the contributing entity**.

Subsequent to initial recognition, these investments are measured at **cost**, less any **accumulated impairment losses**, where applicable. Impairment is calculated as the difference between the **carrying amount** and the **recoverable amount**, which is the higher of:

- **Fair value less costs to sell**, or
- **The present value of expected future cash flows** from the investment.

Unless there is better evidence, the recoverable amount is determined based on the **equity of the investee**, adjusted for any **hidden reserves** as of the valuation date.

If the investee itself holds interests in other companies, the equity used is derived from its **consolidated financial statements**.

Changes in value due to impairment losses or their **reversal** are recognized as an **expense or income**, respectively, in the **income statement**.

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Derecognition of Financial Assets

Financial assets are derecognized from the balance sheet in accordance with the **Conceptual Framework of Accounting** within the **Spanish General Accounting Plan** (Royal Decree 1514/2007 of November 16), based on the **economic substance** of the transaction rather than merely its legal form.

A financial asset is **fully or partially derecognized** when:

- The **contractual rights to receive cash flows expire**, or
- The rights are **transferred**, and substantially **all risks and rewards of ownership** are also transferred.

The Company considers that the risks and rewards have been **substantially transferred** when its exposure to variability in the asset's cash flows becomes **non-significant** in relation to the total expected variability of those flows.

If the Company **neither transfers nor retains** substantially all risks and rewards, the asset is derecognized **only if control is not retained**.

If **control is retained**, the asset continues to be recognized to the extent of the Company's **continuing involvement**, and a corresponding **financial liability** is also recognized.

The **gain or loss** on derecognition is calculated as the difference between:

- The **net consideration received**, including any new assets acquired or liabilities assumed, and
- The **carrying amount** of the derecognized asset, including any amount previously recognized in equity.

This gain or loss is recorded in the **income statement** in the year in which it arises.

The Company does **not derecognize financial assets** in transfers where it **retains substantially all risks and rewards**, such as:

- Discounted notes,
- **Factoring with recourse**,
- Sales of financial assets with **repurchase agreements** at a fixed price or at the sale price plus interest,

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- **Securitizations** where the Company retains subordinated financing or other guarantees that absorb substantially all expected losses.

In these cases, the Company recognizes a **financial liability** equal to the amount of consideration received.

Reclassification of Financial Assets

The Company reclassifies a financial asset **only when its business model changes**, following the criteria previously described.

Security Deposits Paid and Received

The difference between the **fair value** of **security deposits** (paid or received) and the amount disbursed or collected is treated as a **prepaid expense or income** related to the **operating lease or service arrangement**, and it is recognized in the **income statement** over the lease or service term.

For **short-term deposits**, the **discounting of cash flows is not performed**, as the effect is deemed immaterial.

Financial Liabilities

A financial liability is recognized in the **balance sheet** when the Company becomes a **party to the contract or legal transaction** in accordance with its terms. Specifically, issued financial instruments are classified, in whole or in part, as financial liabilities when, based on their **economic substance**, they involve a **contractual obligation**, either direct or indirect, for the Company to:

- Deliver cash or another financial asset, or
- Exchange financial assets or liabilities with third parties under **unfavorable conditions**.

Contracts that may be settled in the Company's own equity instruments are also classified as **financial liabilities** when:

- They are **not derivatives** and require (or may require) delivery of a **variable number of equity instruments**, or
- They are **derivatives** under which the Company is in a **loss position** and which are settled in a manner **other than** the exchange of a **fixed amount of cash** or another

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financial asset for a **fixed number of the Company's own equity instruments**. In this context, equity instruments that are themselves contracts for the future receipt or delivery of the Company's own shares are **not considered equity instruments**.

Additionally, **rights, options, or warrants** that entitle the holder to receive a **fixed number of equity instruments** are classified as **equity instruments**, provided they are offered **proportionally to all shareholders** holding the same class of equity instruments. However, if such instruments entitle the holder to **settlement in cash or in equity instruments based on fair value or a set price**, they are classified as **financial liabilities**.

Participating Accounts and Similar Agreements

Contributions made under participating account agreements and similar arrangements are measured at **cost**, adjusted for the **profit or loss** attributable to the Company as a non-managing partner, and reduced, where applicable, by any accumulated **impairment losses**. If the entire cost of the participation is impaired, **additional losses** are recognized as a **financial liability**.

This treatment also applies to **participating loans** that accrue **contingent interest**, either:

- Because a **fixed or variable rate** is linked to the achievement of a performance milestone by the borrower (e.g., profitability), or
- Because the interest is calculated exclusively based on the **borrower's business performance**.

Accrued financial expenses from such participating loans are recognized in the **income statement** on an **accrual basis**, and transaction costs are allocated to the income statement either on a **financial basis** or, if not applicable, **on a straight-line basis** over the loan's term.

In cases where the Company **retains the risks and rewards** associated with a financial asset, it recognizes a **financial liability** equal to the amount of the consideration received.

Classification of Financial Liabilities

The Company classifies its financial liabilities into the following category:

Financial Liabilities at Amortized Cost

As a general rule, the Company classifies the following under this category:

- **Trade payables:** Financial liabilities arising from the purchase of goods and services in the ordinary course of business with deferred payment terms.

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- **Non-trade payables:** Financial liabilities, not being derivative instruments, that arise from loans or credit facilities received by the Company.

Participating loans that have the characteristics of **ordinary or common loans** are also classified in this category.

In addition, **any financial liability** that **does not meet the criteria** to be classified as a **financial liability at fair value through profit or loss** is included here.

Financial liabilities at amortized cost are initially measured at the **fair value** of the consideration received, adjusted for any **directly attributable transaction costs**.

However, **trade payables** due within **one year** that do not bear contractual interest, as well as **contributions demanded by third parties** on equity participations that are expected to be paid in the short term, are initially measured at **nominal value**, provided that the effect of not discounting the cash flows is **not material**.

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Subsequent Valuation of Financial Liabilities

Subsequently, financial liabilities are measured at **amortized cost** using the **effective interest rate**. Those that, as described above, are initially measured at **nominal value** continue to be carried at that amount.

Derecognition of Financial Liabilities

The Company derecognizes a financial liability when the obligation is **extinguished**. It also derecognizes its own financial liabilities when they are **repurchased**, even if with the intention of **reselling them in the future**.

When there is an **exchange of debt instruments** with a lender, and the new instruments have **substantially different terms**, the original financial liability is derecognized, and the new financial liability is recognized. The same applies to **substantial modifications** of existing terms of a financial liability.

The **difference** between the **carrying amount** of the financial liability (or the part that is derecognized) and the **consideration paid**, including attributable transaction costs, as well as any **non-cash assets transferred or liabilities assumed**, is recognized in the **income statement** of the period in which the derecognition occurs.

If the **exchange or modification** of debt instruments does **not result in substantially different terms**, the original financial liability is **not derecognized**. Instead, the **fees paid** are recorded as an **adjustment** to the carrying amount of the liability.

The new amortized cost of the financial liability is determined using the **effective interest rate** that equates the **carrying amount** of the liability at the modification date with the **revised cash flows** under the new terms.

Terms are considered **substantially different** when the **present value of the new cash flows**, including net fees, **differs by at least 10%** from the present value of the remaining cash flows of the original liability, both discounted at the **original effective interest rate**. Furthermore, even if the difference is **less than 10%**, the Company may conclude that the terms are substantially different based on **qualitative changes**, such as:

- A change from fixed to variable interest (or vice versa),
- A change in currency denomination,
- Conversion of an ordinary loan into a **participating loan**, etc.

Own Equity Instruments

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An **equity instrument** represents a **residual interest** in the Company's net assets after deducting all liabilities.

Equity instruments issued by the Company are recognized in **equity** at the amount received, **net of issuance costs**.

Costs related to an equity transaction that has been **abandoned or cancelled** are recognized in the **income statement**.

When **own equity instruments** are sold, the difference between the **consideration received** and their **carrying amount** is recognized **directly in equity**, under a **reserves account**.

Expenses related to the **acquisition, sale, or redemption** of the Company's own equity instruments are also recognized in a **reserves account**.

Cash and Cash Equivalents

This heading includes:

- **Cash on hand,**
- **Bank current accounts,**
- **Deposits and temporary acquisitions of assets** that meet **all** of the following conditions:
 - They are **convertible into cash,**
 - At the acquisition date, their **maturity was no more than three months,**
 - They are **not subject to significant risk of value changes,**
 - They are part of the Company's **ordinary cash management policy.**

For **cash flow statement** purposes, **occasional overdrafts** that are part of the Company's cash management are included as a **reduction in cash and cash equivalents**.

Foreign Currency Transactions

Transactions in **foreign currencies** are recorded in the Company's **functional currency (euros)** using the **exchange rate** prevailing at the date of the transaction.

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During the financial year, any difference between the **exchange rate used on initial recognition** and the **rate on the settlement date** is recognized as **finance income or expense** in the **income statement**.

At year-end, balances receivable or payable denominated in foreign currencies are translated at the **closing exchange rate**.

Income Tax

Income tax expense or income is calculated as the sum of **current tax** and the corresponding portion of **deferred tax**.

- **Current tax** is the amount payable based on the **taxable income for the year**, using the applicable tax rate. **Deductions, tax credits**, and other tax benefits applicable to the tax liability—excluding **withholdings and prepayments**—as well as **tax loss carryforwards** from prior years effectively utilized during the year, reduce the amount of current tax.
- **Deferred tax expense or income** arises from the recognition and reversal of:
 - **Deferred tax assets**, due to **deductible temporary differences, carryforward tax losses**, and **unused tax deductions and credits**; and
 - **Deferred tax liabilities**, due to **taxable temporary differences**.

Deferred tax assets and liabilities are measured based on the **tax rates expected to apply** when the related temporary differences reverse.

Deferred tax liabilities are recognized for **all taxable temporary differences**, except those arising from the **initial recognition of goodwill** or from the initial recognition of **assets or liabilities** in a transaction that:

- Is **not a business combination**, and
- **Does not affect accounting or taxable profit** at the time of the transaction.

In accordance with the **prudence principle**, deferred tax assets are only recognized when it is **probable** that future taxable income will be available to enable their use. However, deferred tax assets related to **deductible temporary differences** from the initial recognition of assets and liabilities in transactions not affecting accounting or taxable profit, and not classified as business combinations, are not recognized.

Both **current and deferred tax** expenses or income are recognized in the **income statement**. However, **current and deferred tax assets and liabilities** related to transactions recognized directly in **equity** are recognized in **equity**, not in the income statement.

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At each reporting date, deferred tax balances are reviewed to ensure they remain valid, and appropriate adjustments are made. The Company also re-evaluates both **recognized** and **previously unrecognized** deferred tax assets. Recognized assets are **derecognized** if their recoverability is no longer probable, and **new assets are recognized** when it becomes probable they will be recoverable through future taxable profits.

From fiscal year **2023**, the Company is the **parent entity of Tax Group No. 433/23**, filing **consolidated corporate income tax returns** under the **tax consolidation regime**, together with eligible Spanish subsidiaries.

Provisions and Contingencies

In preparing the financial statements, the Company's Directors distinguish between:

Provisions

Creditor balances that cover **present obligations** arising from **past events**, where it is **probable** that their settlement will lead to an **outflow of resources**, although **uncertain in amount and/or timing**.

Contingent Liabilities

Possible obligations that arise from **past events**, the **existence** of which will be confirmed only by the occurrence or non-occurrence of one or more **future events** not wholly within the Company's control.

Only **provisions** for which the likelihood of having to meet the obligation is **greater than not** are recognized in the financial statements. These are measured at the **present value of the best possible estimate** of the amount required to settle or transfer the obligation to a third party.

Contingent liabilities are **not recognized** in the financial statements but are disclosed in the **notes to the accounts**.

Provisions are measured at each reporting date at the **present value** of the **best possible estimate** of the required settlement amount. Adjustments arising from the **unwinding of the discount** are recognized as **financial expenses** as they accrue.

For provisions with a **maturity of one year or less**, and where the financial effect of discounting is not material, **no discounting is applied**.

If the Company is entitled to **reimbursement from a third party** upon settlement of an obligation, such reimbursement is recognized as a **separate asset**, provided there is **no doubt** regarding its receipt.

Related-Party Transactions

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Transactions with related parties, regardless of the degree of relationship, are accounted for in accordance with **general accounting standards**. As a rule, the elements involved in the transaction are initially recognized at their **fair value**. If the agreed price differs from fair value, the **difference is recorded** based on the **economic substance** of the transaction. Subsequent measurement is carried out in accordance with the applicable standards.

Specific Standards: Mergers and Demergers

For merger and demerger transactions carried out during the year in which the Company has acted as the **absorbing or beneficiary entity**, the following criteria have been applied:

The components of the acquired businesses are valued based on their amount as reflected, following the transaction, in the **consolidated annual accounts** prepared in accordance with the **Rules for the Preparation of Consolidated Annual Accounts**, which implement the **Spanish Commercial Code**.

Notwithstanding the above, when **control relationships** between the parent and subsidiary existed prior to the merger and arose from the **intragroup transfer of shares or ownership interests** in the subsidiary (and such transfer did not result in the formation of a new subgroup required to consolidate), the **acquisition method** is applied using the date on which the **control relationship** began as the reference date, provided the consideration paid differs from the equity instruments of the acquiring entity.

The same criteria apply in cases of **indirect control**, where the parent must compensate other group entities not involved in the transaction for the loss that would otherwise occur in their net equity.

Revenue Recognition

The Company's revenues primarily arise from:

- The provision of **advertising acquisition and management services**,
- **Public relations services**,
- **Management support services** to its subsidiaries,
- **Financing and operational management services**.

To determine when revenue should be recognized, the Company follows a **five-step model**:

1. Identify the contract with a customer

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2. Identify the performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognize revenue when (or as) performance obligations are satisfied

The **total transaction price** is allocated across the distinct performance obligations **based on their relative standalone selling prices**. The transaction price excludes any **amounts collected on behalf of third parties**.

Revenue is recognized **at a point in time or over time**, depending on when (or as) the Company **satisfies performance obligations** by transferring promised goods or services to customers.

The Company recognizes **contract liabilities** for consideration received in exchange for **unsatisfied performance obligations**, and presents these as **other liabilities** on the balance sheet.

Similarly, when the Company satisfies a performance obligation **before receiving payment**, it recognizes either a **contract asset** or a **receivable** in the balance sheet, depending on whether anything other than the passage of time is required before payment becomes due.

Expenses

Expenses are recognized on an **accrual basis**, meaning they are recorded when the actual flow of goods and services they represent occurs, **regardless of when the related monetary or financial flows take place**.

Expenses are measured at the **fair value of the consideration paid**, net of any **discounts or taxes**.

Business Combinations

As of the acquisition date, identifiable **assets acquired** and **liabilities assumed** are recognized at their **fair value**, provided that such fair value can be reliably measured, with the following exceptions:

- **Non-current assets held for sale** are recognized at **fair value less costs to sell**.
- **Deferred tax assets and liabilities** are measured at the amounts expected to be recovered or paid, based on the **tax rates** applicable in the periods in which the assets are expected to be realized or the liabilities settled, under laws enacted or substantively

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enacted at the acquisition date. Deferred tax balances are **not discounted**.

- **Assets and liabilities associated with defined benefit pension plans** are measured at the **present value of the defined benefit obligations** minus the **fair value of plan assets** used to settle the obligations.
- **Intangible assets** whose value cannot be reliably measured using a reference to an active market—and whose recognition would result in a gain in the income statement—are **excluded** from the calculation and deducted from the resulting negative goodwill.
- **Indemnification assets** related to contingencies and uncertainties are recognized and measured **consistently** with the item that gives rise to the contingency or uncertainty.
- **Reacquired rights** recognized as intangible assets are measured and amortized based on the **remaining contractual period** of the underlying agreement.
- **Contingent liabilities** are recognized at **fair value** provided that such obligations are present, arise from past events, and their fair value can be reliably measured—even if it is **not probable** that an outflow of resources will be required to settle them.

Any **excess of the cost of the business combination over the net fair value of identifiable assets acquired and liabilities assumed** at the acquisition date is recognized as **goodwill**.

If the **net fair value of identifiable assets acquired exceeds the cost** of the business combination, the difference is recognized as a **gain in the income statement**.

Before recognizing this gain, a reassessment is made to ensure that all identifiable assets acquired, liabilities assumed, and the cost of the combination have been correctly identified and measured.

Transaction: Sale of Gauss Platform Business Unit

On **November 27, 2024**, **Making Science Group, S.A.** and **Making Science LABS, S.L.U.** executed a **purchase agreement**, whereby **Making Science Group, S.A.** sold to **Making Science LABS, S.L.U.** its **Gauss Platform** business unit.

The object of the sale was the **Gauss Platform**, a **software platform for business and service management**.

The **market value** of the business unit was recalculated using an **EV/Revenue multiple valuation methodology**, taking into account other **valuation approaches, limitations, assumptions, and considerations**. Specifically, the following points were considered:

- In order to form an opinion on the value of Gauss, it was necessary to make **qualitative judgments** based on industry experience and current circumstances, especially

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regarding the **relevance and applicability** of each valuation method selected or reviewed.

- The analysis required **numerous assumptions** (including implicit ones) regarding industry performance, business and economic conditions, and other factors, many of which were **outside the control** of both the seller and the buyer.
- Regarding projections and forward-looking estimates used in the analysis, it was acknowledged that such projections are **inherently uncertain**.
- Valuing assets is inherently **subjective**, requiring the assessor to consider various market and company data and apply **subjective weighting** to each data point or approach.
- Preparing an asset value estimate is a **complex process** and not immune to **selective analysis** or **summary description**. Isolating parts of the analysis without reviewing the process as a whole may lead to **misinterpretation**. Thus, the valuation document should be read **in its entirety**.
- Based on the assumptions and limitations outlined, the most relevant **valuation methodologies** considered were:
 - An estimate of **replacement cost** based on the current **net book value** of the asset.
 - A review of **EV/Revenue multiples** (Enterprise Value/Revenue) analysis results.

Cash Flow Statement

The **cash flow statement** has been prepared using the **indirect method**, and the following terms are used with the meanings indicated below:

- **Operating activities:** Activities that constitute the Company's **ordinary revenue-generating operations**, as well as other activities that **do not qualify** as investing or financing activities.
- **Investing activities:** Activities related to the **acquisition, disposal, or other forms of divestment of long-term assets** and **other investments** not included in cash and cash equivalents.
- **Financing activities:** Activities that result in **changes in the size and composition of equity and liabilities** that are **not part of operating activities**.

Equity-Settled Payment Transactions

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The **goods or services received** in these transactions are recognized as **assets or expenses**, depending on their nature, at the time of receipt. The corresponding **increase in equity** is recognized if the transaction is settled using **equity instruments**, or a **liability** is recognized if the transaction is settled based on the **value of those instruments**.

When the **supplier or service provider** has the **option to choose the form of settlement**, a **compound financial instrument** is recognized.

In **employee transactions settled with equity instruments**, both the **services received** and the **increase in equity** are measured at the **fair value of the equity instruments granted**, determined as of the **grant date**.

For **equity-settled transactions with non-employees**, the goods or services received are measured at **fair value on the date received**. If the fair value cannot be reliably estimated, both the goods or services and the increase in equity are measured at the **fair value of the equity instruments granted**, determined as of the date the Company **obtains the goods or the other party renders the services**.

In **cash-settled transactions**, the goods or services received and the **liability recognized** are measured at the **fair value of the liability** as of the date on which the **recognition criteria** are met.

The **liability arising** from such transactions is measured at **fair value at year-end**, and **any change in fair value** during the year is recorded in the **income statement**.

Intangible Assets

The movements in **intangible assets** and their **accumulated amortization** during the year are summarized in the following table:

2024				
	Goodwill	Computer Software	Development	Total
A) OPENING BALANCE	2,028,761	4,957,174	6,049,770	13,035,705
(+) Additions		1,041,085	325,875	1,366,960
(-) Disposals			(3,258,618)	(3,258,618)
B) CLOSING GROSS BALANCE	2,028,761	5,998,259	3,117,026	11,144,046
C) ACCUMULATED AMORTIZATION, OPENING BALANCE	(874,903)	(1,434,791)	(2,337,474)	(4,647,168)

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(-) Amortization expense	(192,310)	(1,362,305)	(616,616)	(2,171,231)
(+) Reversal in amortization expense			926,000	926,000

D) ACCUMULATED AMORTIZATION, CLOSING BALANCE	(1,067,213)	(2,797,096)	(2,028,090)	(5,892,399)
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NET BOOK VALUE	961,548	3,201,163	1,088,936	5,251,647
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On **November 27, 2024**, the **transfer of the Gauss development** was formalized to the associate company **Making Science Labs S.L.**, due to the transfer of the business supported by this tool. As a result, both the **assets capitalized** under the Gauss project and the **accumulated amortization up to January 1, 2024**, have been derecognized. The disposals recorded in the explanatory table fully relate to this transfer, including both the derecognition of the assets and the corresponding accumulated amortization.

	2023			
	Goodwill	Computer software	Development	Total
A) OPENING BALANCE	2,028,761	3,202,032	3,574,748	8,805,541
(+) Additions		1,755,142	2,475,022	4,230,164
(-) Disposals				-
B) CLOSING GROSS BALANCE	2,028,761	4,957,174	6,049,770	13,035,705
C) ACCUMULATED AMORTIZATION, OPENING BALANCE	(682,593)	(560,073)	(1,249,519)	(2,492,185)
(-) Amortization expense	(192,310)	(874,720)	(1,087,955)	(2,154,985)
(+) Reversal in amortization expense			-	-
D) ACCUMULATED AMORTIZATION, CLOSING BALANCE	(874,903)	(1,434,793)	(2,337,474)	(4,647,170)
NET BOOK VALUE	1,153,858	3,522,382	3,712,296	8,388,536

In **2024 and 2023**, the Company capitalized intangible assets to support the development of **software and IT applications**, corresponding to the following projects:

- **Gauss:** AI-based software used to optimize marketing campaign investments. This development was transferred to a group company in 2024.
- **Nilo:** An e-commerce platform focused on conversion and sales; enables the creation of online stores.
- **Shoptize:** An online offer facilitator developed by Making Science that provides users with clear information on a wide range of products.

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- **Yangtze:** An internal, non-commercial application aimed at improving the information and data management system.
- **Mississippi:** An internal tool to automate low-value tasks, improve prospecting, and prepare for system integration.
- **Tiber:** An internal application designed to increase efficiency, reduce time spent on operational tasks, and enhance data management.
- **Guadiana:** A technology platform for the automated creation and management of advertising campaigns, aimed at improving operational efficiency and campaign performance.
- **SAP:** ERP implementation to improve the Company's internal processes.

The Company amortizes development projects from the point they are considered "ready for use." Therefore, the Board of Directors believes that there is **sufficient evidence of success** for these programs and **capitalizes development costs** accordingly.

Goodwill

As noted in **Note 1**, the merger process led to the recognition of **goodwill** in the amount of **EUR 2,028,761**. This goodwill is supported by **dividends received from subsidiaries in 2024** and those expected in the following years.

As of **December 31, 2024**, the Company performed an **impairment test** on this goodwill. No impairment loss was identified for the 2024 fiscal year.

The Company began amortizing the goodwill on **July 31, 2019**, with **accumulated amortization** amounting to **EUR 1,067,213** as of **December 31, 2024** (**EUR 874,903** as of **December 31, 2023**).

The methodology used to estimate the **recoverable amount** of assets is generally **value in use**, calculated based on the **present value of expected future post-tax cash flows** generated from the use of the assets.

Impairment losses on goodwill are **not reversible** in future periods.

Cash flow projections are based on the **best available estimates** of revenues, expenses, and investments for each subsidiary. These projections take into account **sector forecasts**, **historical performance**, and **future expectations** regarding business development and market growth.

Discount Rates

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Future cash flows are **discounted to their present value** using a **specific rate for each subsidiary**, determined based on the **currency** of the related cash flows and the **associated risks**.

The Company applies a **pre-tax weighted average cost of capital (WACC)** as the **discount rate**.

This rate aims to reflect **current market assessments** of the **time value of money** and the **specific risks of the business**. Accordingly, the discount rate used (**5.5%**) takes into account:

- The **risk-free rate**,
- **Country risk**,
- The **currency** in which the cash flows are generated, and
- **Market, credit, and business risks**.

To ensure consistency, future cash flow projections do **not reflect risks** already considered in the discount rate, and vice versa.

Cash Flow Estimation

Cash flow estimates are based on the **expected evolution of key variables** according to assumptions and expectations reflected in the **annual budget**.

Fully Amortized Intangible Assets

The **fully amortized intangible assets** are presented in the following table:

Fully amortized intangible	2024	2023
Development	362,934	
Computer software	7,498	7,498
	370,432	7,498

Property, Plant and Equipment

The movements in **property, plant and equipment** and their **accumulated depreciation** during the year are summarized in the following table:

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2024			
	Buildings	Other items	Total
A) OPENING BALANCE	610,337	561,094	1,171,431
(+) Additions	4,203	10,617	14,820
(-) Disposals			-
B) CLOSING GROSS BALANCE	614,540	571,765	1,186,251
C) ACCUMULATED AMORTIZATION, OPENING BALANCE	(346,235)	(196,722)	(542,957)
(-) Amortization expense	(95,117)	(56,684)	(151,801)
(+) Reversa lof amortization expense		-	-
D) ACCUMULATED AMORTIZATION, CLOSING BALANCE	(441,352)	(253,460)	(694,758)
NET BOOK VALUE	173,188	318,305	491,493

2023			
	Buildings	Other items	Total
A) OPENING BALANCE	379,832	361,872	741,704
(+) Additions	230,505	199,222	429,727
(-) Disposals			-
B) CLOSING GROSS BALANCE	610,337	561,094	1,171,431
C) ACCUMULATED AMORTIZATION, OPENING BALANCE	(231,372)	(141,454)	(372,826)
(-) Amortization expense	(114,863)	(55,268)	(170,131)
(+) Reversa lof amortization expense			
D) ACCUMULATED AMORTIZATION, CLOSING BALANCE	(346,235)	(196,722)	(542,957)
NET BOOK VALUE	264,102	364,371	628,473

Acquisitions of property, plant and equipment during fiscal year 2024 correspond to office improvements carried out in the A Coruña and Madrid offices. In 2023, the additions mainly related to furnishings, installations, and office fit-outs in Madrid, Barcelona, and A Coruña.

The fully depreciated items as of December 31, 2024 and 2023 are presented in the following table:

Property Plant and Equipmet	2024	2023
Computer software	284,758	258,869

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Other property plant and equipment	68,812	68,812
Total	353,570	327,681

The Company's policy is to enter into **insurance agreements** to cover the potential risks to which the various items of **property, plant and equipment** may be exposed. As of the close of **fiscal years 2024 and 2023**, there was **no shortfall in coverage** related to such risks.

Leases

The Company's main **operating leases** relate to the **rental of office space**, which have been signed between **2023 and 2028** with the lessor **Veloyo, S.A.**, including **tacit renewal clauses**, and with **IT equipment leasing providers**.

The **future minimum lease payments** under non-cancellable operating leases, according to current agreements in force, are as follows:

Pending lease payments		
	Balance as of 31.12.2024	Balance as of 31.12.2023
Within one year	523,802	895,315
Between one and five years	1,666,277	2,999,793
Total	2,190,080	3,895,108

The reduction in lease payments in 2024 compared to 2023 is due to the cancellation of the lease agreement for one of the floors of the Madrid office.

Financial Assets

The breakdown of financial assets is as follows:

	Equity instruments		Debt securities		Credits, derivatives and other		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
(thousands of euros)								
Non – Current Financial Assets								
Investments in group companies and associates (Note 14)	28,324,287	22,224,239	-	-	-	-	28,324,287	22,224,239
Long-term financial investments	-	-	-	-	251,337	254,427	251,337	254,427
	28,324,287	22,224,239	-	-	251,337	254,427	28,575,624	22,478,666
Current financial assets								
Trade receivables	-	-	-	-	4,699,476	10,201,816	4,699,476	10,201,816

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Trade receivables, Group Companies (Note 14)	-	-	-	-	35,812,938	78,112,469	35,812,938	78,112,469
Other receivables	-	-	-	-	-	296,765	-	296,765
Short-term investments in group companies (Note 14)	-	-	-	-	58,994,407	14,492,055	58,994,407	14,492,055
Short-term investments (Note 9)	-	-	-	-	1,561,819	-	1,561,819	-
	-	-	-	-	101,068,640	103,103,105	101,068,640	103,103,106
	28,324,287	22,224,239	-	-	101,317,008	103,357,533	129,644,264	125,581,772

The movements in **non-current financial assets**, classified by category, are as follows:

Categories	Balance as of 01.01.2023	Additions	Disposals	Balance as of 31.12.2023	Additions	Disposals	Balance as of 31.12.2024
Financial assets at cost	22,153,179	2,162,457	(3,529,229)	22,224,239	6,100,048	-	28,324,287
Financial assets at amortized cost	1,143,542	23,757	-	254,427	2,969	(6,059)	251,337
	23,296,720	2,186,214	(3,559,229)	22,478,667	6,100,048	(6,059)	28,575,624

In **2023**, the Company undertook a **reorganization** of its investments in **group subsidiaries**, aligning the structure according to **business criteria**.

As of **December 31, 2024**, the Company holds the following **interests in group companies**:

- **100% ownership in Making Science Sweeft International**, valued at **EUR 1,228,379**
- **80.16% ownership in Making Science Marketing & Adtech, S.L.U.**, valued at **EUR 16,136,908**
- **100% ownership in Making Science Investments, S.L.U.**, valued at **EUR 5,703,000**
- **100% ownership in Making Science Technology AU & SAAS, S.L.U.**, valued at **EUR 1,056,000**
- **100% ownership in Making Science LTD**, valued at **EUR 600,000**
- **100% ownership in 13MQ SRL**, valued at **EUR 2,400,000**
- **19% ownership in Aqua3 Growth Engines, S.L.**, valued at **EUR 1,200,000**

Significant Transactions in 2024

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- On **July 30, 2024**, **Making Science Group, S.A.** signed a **significant contract** with its subsidiary **Making Science Digital Marketing, S.L.U.**, transferring **contracts, tangible and intangible assets**, and **staff**. Based on a **fair value valuation** using the **discounted cash flow method** for the transferred contracts, **MSG recognized income of EUR 19,208,927** in its financial statements (see Notes 4.15).
- On **November 27, 2024**, **Making Science Group, S.A.** and **Making Science LABS, S.L.U.** formalized a **purchase agreement**, whereby the former sold its **Gauss Platform business unit**—a software platform for business and service management—to the latter (see Notes 4.15 and 5).
- On **July 30, 2024**, **Making Science Group, S.A.** and **Spain Oman Private Equity Fund II, F.C.R.** (managed by **MCH Private Equity Investments, S.G.E.I.C., S.A.U.**, "SOPEF") signed an **investment agreement**, under which **SOPEF invested in Making Science Marketing & Adtech, S.L.**
 - The agreement included two capital injections:
 - **EUR 10,000,000** on July 30, 2024, for a **10.53% stake**
 - **EUR 5,000,000** on December 18, 2024, for a **9.31% stake**
 - The investment may reach up to **EUR 20 million from each party (MSG and SOPEF)**, totaling **EUR 40 million**, to support **international growth** in strategic markets.
- On **December 12, 2024**, the Company **acquired 13MQ SRL** from its subsidiary **Ventis, S.R.L.** for **EUR 2,400,000**. The valuation was based on **EBITDA multiples** and further supported by a **discounted cash flow analysis**.

Capital Increases by Non-Cash Contributions in 2023

To Making Science Marketing & Adtech, S.L.U. (May 4, 2023):

- 100% of **Making Science Unipessoal**, valued at **EUR 3,000**
- 100% of **Making Science Colombia SAS**, valued at **EUR 226**
- 99% of **Making Science México S.A. de C.V.**, valued at **EUR 2,225**
- 100% of **Making Science LLC**, valued at **EUR 970,872**
- 100% of **Making Science Digital Marketing, S.L.U.**, valued at **EUR 1,148,750**
- 100% of **Crepes & Texas, S.L.U.**, valued at **EUR 1,085,110**

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- 22.08% of **United Partners Communications, INC**, valued at **EUR 3,134,231**
- 29.42% of **Making Science France SAS**, valued at **EUR 3,780,710**

To Making Science Marketing & Adtech, S.L.U. (June 30, 2023):

- 24.9% of **Pilot Ignite GmbH**, valued at **EUR 124,500**
- 20.27% of **Omniaweb Italia S.r.l.**, valued at **EUR 1,447,928**

To Making Science IA & SAAS, S.L.U. (June 30, 2023):

- 100% of **Making Science Labs, S.L.U.**, valued at **EUR 33,000**
- 51% of **Agua 3 Growth Engines, S.L.U.**, valued at **EUR 1,020,004**

Intragroup Transactions and Investments – 2023

- On **June 30, 2023**, the Company sold **100% of its shares** in the subsidiary **Making Science Cloud, S.L.U.** to the subsidiary **Making Science Sweeft International, LTD** for a total amount of **EUR 954,325**, generating a **gain of EUR 20,325**.
- On the same date, **June 30, 2023**, the Company carried out a **capital increase** in favor of its subsidiary **Making Science Investments, S.L.U.** through a **non-cash contribution** of **60% of the shares** in the subsidiary **Ventis, S.r.l.**, valued at **EUR 5,700,000**.
- On **July 12, 2023**, the Company made a **capital increase** in its subsidiary **Making Science Marketing & Adtech, S.L.U.** by contributing the following subsidiaries as **non-cash contributions**:
 - **50% of the shares** in **Silver Bullet Data Science Ltd**, valued at **EUR 5,863**
 - **31.11% of the shares** in **Nara Media Limited**, valued at **EUR 1,930,444**
- On **July 28, 2023**, the Company **acquired 100%** of the shares in **Making Science LTD** from its subsidiary **Making Science Sweeft International Limited**, for a total amount of **EUR 600,000**.
- Also on **July 28, 2023**, the Company **sold 100% of its shares** in the subsidiaries **Sweeft LLC**, **Sweeft Georgia LLC**, and **Sweeft Digital LLC** to the subsidiary **Making Science Sweeft International Limited** for a total amount of **EUR 5,008,285**, generating a **gain of EUR 129,160**.

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Key Information on Group, Jointly Controlled, and Associate Companies

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Entity	Book value of Investment	% investment		Share capital	Reserves	Net Equity	Results (1)	
		Direct	Indirect				Revenue	Net
MAKING SCIENCE MARKETING & ADTECH, S.L.U.	16,136,908	80,16%	-	455,795	68,769	29,842,140	(522,586)	6,036,283
MAKING SCIENCE SWEET INTERNATIONAL LTD	1,228,379	100%	-	26,851	(4,626,790)	5,358,187	(400,820)	(40,349)
MAKING SCIENCE IA & SAAS, S.L.U.	1,056,000	100%	-	29,325	(3,385)	1,102,300	(1,754)	(7,840)
MAKING SCIENCE, LTD	600,000	100%	-	10,000	600,177	411,198	(268,700)	(198,979)
MAKING SCIENCE INVESTMENTS, S.L.U.	5,703,000	100%	-	145,500	(111,789)	5,363,076	(2,970)	(228,135)
Agua3 Growth Engines S.L.	1,200,000	19%	51%	3,000	(207,787)	120,394	134,048	(49,901)
13MQ S.R.L	2,400,000	100%	-	20,000	158,459	222,306	98,707	43,847
	28,324,287			690,471	(4,122,346)	42,419,601	(964,075)	5,554,926

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Entity	Book Value of Investment	% investment		Share Capital	Reserves	Net Equity	Results (1)	
		Direct	Indirect				Revenue	Net
MAKING SCIENCE MARKETING & ADTECH, S.L.U.	13,636,860	100%	-	343,849	-520	14,059,631	-29,717	423,009
MAKING SCIENCE SWEET INTERNATIONAL LTD	1,228,379	100%	-	26,851	-6,819,229	9,258,285	-840,627	6,473,055
MAKING SCIENCE IA & SAAS, S.L.U.	1,056,000	100%	-	29,325	805	1,053,532	-1,890	-3,273
MAKING SCIENCE, LTD	600,000	100%	-	10,000	-476,298	610,176	62,948	1,076,475
MAKING SCIENCE INVESTMENTS, S.L.U.	5,703,000	100%	-	145,500	(520)	5,557,500	(3,637)	(127,165)
	22,224,239			555,525	(7,295,762)	30,539,124	(812,923)	7,842,101

Subsidiaries Held by the Company as of December 31, 2024

- **Making Science International, LTD** (formerly *Making Science International Limited*), with registered office at 8 Old Jewry Street, London. The company's corporate purpose and activity include the provision of **communications and telecommunications services**, as well as the **development and sale of technology applications and equity holdings**.
- **Making Science Marketing & Adtech, S.L.U.**, with registered office at Calle López de Hoyos, 135, Madrid. The company's activity and corporate purpose include the

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purchase, acquisition, holding, and disposal of securities and equity interests in the share capital of all types of companies, as well as the provision of **technical management assistance and support services** to group companies.

- **Making Science Investments, S.L.U.**, with registered office at Calle López de Hoyos 135, Madrid. The company engages in the **purchase, acquisition, holding, and disposal of securities and equity interests** in the share capital of all types of companies, as well as the provision of **business management support services** to its group companies.
- **Making Science Technology & Software, S.L.U.**, with registered office at Calle López de Hoyos, 135, third floor, Madrid. Its activity and purpose are identical to those of Making Science Investments, focusing on **equity investments** and **management support services** to group companies.
- **Making Science LTD**, with registered office at Lower Baggot Street, Dublin. The company is engaged in **holding equity interests** and providing **digital marketing and media services**.
- **13MQ S.R.L.**, with registered office at Viale Paolo Guidi 102, Bellaria Igea Marina, Rimini, Italy. The company's activity and corporate purpose is the **provision of retail services**.

Subsidiaries Held by the Company as of December 31, 2023

- **Making Science International, LTD** (formerly *Making Science International Limited*), located at 8 Old Jewry Street, London. Activities include **communications and telecommunications services, technology application development and sales**, and **equity investments**.
- **Making Science Marketing & Adtech, S.L.U.**, registered at Calle López de Hoyos, 135, Madrid. Activity includes **investment in equity and securities** and provision of **technical and business support** to group companies.
- **Making Science Investments, S.L.U.**, also located at Calle López de Hoyos 135, Madrid. The company engages in **equity investment** and provides **technical management and support services** to group entities.
- **Making Science Technology & Software, S.L.U.**, with registered office at Calle López de Hoyos, 135, third floor, Madrid. It shares the same corporate purpose as the investment and support of group companies.
- **Making Science LTD**, located at Lower Baggot Street, Dublin. The company holds **equity interests** and offers **digital marketing and media services**.

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Short-Term Financial Assets

All **short-term financial assets** are classified under the category **financial assets at amortized cost**.

Maturity Classification

All **long-term financial assets** as of **December 31, 2024 and 2023** have a maturity of **more than 5 years**.

Changes in Impairment Losses from Credit Risk

The changes in impairment losses recognized due to **credit risk** are as follows:

	31.12.2024	31.12.2023
	Long term	Short term
Impairment losses at beginning	301,974	301,974
Impairment losses at closing	335,582	301,974

During fiscal year **2024**, an **impairment allowance for bad debts** was recognized in the amount of **EUR 27,082.51**, and an **adjustment to the impaired balance** was made for **EUR 6,019**.

During fiscal year **2023**, there were **no changes** in this regard.

Cash and Cash Equivalents

The breakdown of the **cash and cash equivalents** line item is as follows:

	31/12/24	31/12/23
Cash and banks	3,166,326	8,457,731
Total	3,166,326	8,457,731

The Company has **restricted cash** amounting to **EUR 1.5 million** held in a **Banco Santander account**, which is included under the heading **Short-Term Financial Investments** (*see Note 8*).

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10. Equity

10.1 Share Capital and Share Premium

- On **June 15, 2023**, the Company carried out a **capital increase**, issuing **132,936 new shares**, resulting in **EUR 1,329.36** of share capital and a **share premium** of **EUR 2,723,858.64**. Following this increase, the Company had **EUR 84,189** in share capital and **EUR 25,911,895** in share premium.
- On **June 21, 2024**, the Company carried out another **capital increase**, issuing **523,097 new shares**, adding **EUR 5,230** to share capital and **EUR 3,996,461** to the share premium. After this, the Company's share capital rose to **EUR 89,599** and the share premium to **EUR 29,908,356**. The registration with the Mercantile Registry was completed on **October 10, 2024**.
- On **July 26, 2024**, the Company completed a further **capital increase** through the issuance of **40,056 new shares**, raising **EUR 401** in share capital and **EUR 306,028** in share premium. Following this, the share capital reached **EUR 90,000** and the share premium **EUR 30,214,384**. The registration with the Mercantile Registry was completed on **September 19, 2024**.
- **Capital issuance costs** for the year 2024 amounted to **EUR 280,015**.

As of **December 31, 2024**, the Company's share capital stands at **EUR 89,820 (EUR 180 of which is unpaid)** with a **share premium** of **EUR 30,214,384**, represented by **8,982,056 shares** with a nominal value of **EUR 0.01** each.

Treasury Shares

As of **December 31, 2024**, the Company holds **113,200 treasury shares** with a nominal value of **EUR 0.01** each (**184,374 shares as of December 31, 2023**). The decrease is due to shares delivered to employees during the year (*see Note 18*).

Legal Reserve

In accordance with the **Spanish Companies Act**, 10% of the fiscal year's profit must be allocated to the **legal reserve** until it reaches **at least 20% of the share capital**. The legal reserve may only be used to increase capital once it exceeds 10% of the already increased capital, or to offset losses when no other sufficient reserves are available.

As of the end of **2024 and 2023**, the legal reserve has **not yet been fully constituted**.

10.3 Other Reserves

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The main changes in reserves during the year resulted from:

- **Movements in treasury shares:** EUR 246,519
- **Personnel expenses:** EUR 584,364 (*see Note 17.3*)

11. Information on the Nature and Level of Risk Arising from Financial Instruments

Financial risk management is centralized within the **Finance Department**, which implements the necessary mechanisms to control exposure to **interest rate and exchange rate fluctuations**, as well as to **credit and liquidity risks**.

Credit Risk

Credit risk arises from the potential loss due to counterparties failing to meet their contractual obligations, i.e., the possibility of **not recovering financial assets** for the amount recognized and within the agreed timeframe.

In general, **cash and cash equivalents** are held in **highly rated financial institutions**. No single client has a **significant outstanding balance** in relation to the Company's total sales.

The Company periodically assesses its **exposure to credit risk**, conducting reviews of all **outstanding receivables** from customers and other non-commercial debtors.

Liquidity Risk

The Company operates in the **media, technology, and professional services sectors**, serving **high-quality clients** who typically pay within **30 to 60 days**. It also has **bank credit facilities** to accelerate collection.

- **Supplier payment terms** range from **60 to 90 days**.
- The Company's **main supplier** (for both media and technology) is **Google**, paid in **60 days**.
- The **second most important supplier** is **Meta**, with similar terms.

The **services rendered** are carried out **97% by in-house personnel**, who are paid **monthly in arrears (30 days)**.

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The **working capital** at year-end 2024 is **EUR 18,093,753**, with the main maturities concentrated in the **second half of the year**. This increase compared to the prior year is mainly due to **intragroup receivables** from the business transfers referenced in **Note 8**.

Additionally, **current liabilities** include:

- **Customer advances,**
- **Expected credit loss provisions** on receivables, and
- **Short-term revolving credit lines,**

These items **do not represent actual cash outflows**.

The **reduction in total financial obligations** at the end of 2024 compared to 2023 is primarily due to a **bond buyback program** carried out in **April, May, and October 2024**, through which the Group **repaid EUR 3,700,000, EUR 4,900,000, and EUR 3,220,000** respectively (the latter at maturity). This plan was **financed via a syndicated loan of EUR 9 million**.

Market Risk

The Company's **cash and credit lines** with third-party and group financial institutions are **exposed to interest rate risk**, which may have an **adverse effect** on financial results and cash flows.

Approximately **44% of the Company's debt** is financed at **fixed interest rates**.

Financial Liabilities

The composition of financial liabilities as of **December 31** is as follows:

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	Debt with financial institutions		Bonds and other debt securities		Derivatives and other		Total	
(Thousand of euros)	2024	2023	2024	2023	2024	2023	2024	2023
Long term financial liabilities								
Debs with financial institutions	525,000	4,506,481	-	11,820,000	-	-	525,000	16,326,481
Other financial liabilities	1,719,554	3,219,554	-	-	-	-	1,719,554	3,219,554
	2,244,554	7,726,035	-	11,820,000	-	-	2,244,554	19,546,035
Short Term Financial Liabilities								
Bonds and other debt securities								
Debts with financial institutions	15,643,360	20,492,150	-	-	-	-	15,643,360	20,492,150
Finance lease payables	-	-	-	-	3,297	3,297	3,297	3,297
Other financial liabilities	-	-	-	-	1,696	101,034	1,696	101,034
Debts with group company and associates (Note 14)	-	-	-	-	43,940,421	49,643,756	43,940,421	49,643,756
Trade Payables	-	-	-	-	1,854,637	7,905,383	1,854,637	7,905,383
Trade payables, group companies and associates (Note 14)	-	-	-	-	23,364,577	15,210,639	23,364,577	15,210,639
Other Payables	-	-	-	-	1,919,034	3,388,667	1,919,034	3,388,666
Personnel (Salaries payable)	-	-	-	-	200,754	364,827	200,754	364,827
Advance from customers	-	-	-	-	66,203	-	66,203	-
	15,643,360	20,492,150	-	-	71,350,619	76,617,602	86,993,979	97,109,752
	17,887,914	28,218,185	-	11,820,000	71,350,619	76,617,602	89,238,533	116,655,787

As of **December 31, 2024**, the Company has formalized several loan agreements with financial institutions:

- **Loan with Banco Santander, S.A.**, contracted on **June 19, 2020**, for an amount of **EUR 500,000**, with a **48-month term**, an **annual interest rate of 2%**, and a **one-year grace period**, maturing on **June 19, 2025**.
- **Loan contracted on May 20, 2021**, for an amount of **EUR 4,200,000**, at an interest rate of **6-month EURIBOR + 2.70%**, with a **1.5-year grace period**, maturing on **May 20, 2026**.
- **Loan with EBN**, contracted on **April 22, 2024**, for **EUR 9,000,000**, at a variable interest rate of **6-month EURIBOR + 3%**, with a **4-year term**. However, due to the Company's **non-compliance with financial covenants**, the loan has been **reclassified as current** and fully amortized on **April 22, 2024**.
- **Loan with EBN**, contracted on **December 23, 2024**, for **EUR 3,000,000**, at a rate of **3-month EURIBOR + 2.50%**, maturing **three months after the end of the fiscal year**.

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The **financial expenses** for the year ended **December 31, 2024**, amounted to **EUR 2,251,397** (compared to **EUR 3,423,897** as of December 31, 2023).

The item **“Other financial liabilities”** mainly includes **debt related to the acquisition of subsidiaries**, amounting to:

- **EUR 1,719,554** (non-current) as of December 31, 2024
- **EUR 3,219,554** (non-current) as of December 31, 2023

The line item **“Bonds and other negotiable securities”** shows a **decrease compared to year-end 2023**, mainly due to a **bond repurchase plan** carried out by the Company in **April, May, and October 2024**, with early repayments made to bondholders in the amounts of:

- **EUR 3,700,000** (April),
- **EUR 4,900,000** (May), and
- **EUR 3,220,000** at maturity (October)

This **buyback plan** was financed through a **syndicated loan** of **EUR 9 million**, formalized on **April 22, 2024**, with a **floating interest rate** of **6-month EURIBOR + 3%**, a **four-year repayment period**, and **quarterly installments**.

Maturity Schedule of Non-Current Financial Debt

The maturity schedule for **non-current financial liabilities** as of **December 31, 2024**, by year and beyond, is detailed in the following table:

	Maturity date					TOTAL
	2026	2027	2028	2029	2030 onwards	
Debt with financial institutions	525,000	-	-	-	-	525,000
Other financial liabilities	1,700,000	-	-	-	19,544	1,719,554
TOTAL	1,700,000	-	-	-	19,544	2,244,554

The amount of **non-current debt as of December 31, 2023**, maturing in each of the **next five years** and thereafter until final maturity, is detailed in the following table:

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	Maturity date					TOTAL
	2026	2027	2028	2029	2030 onwards	
Debt with financial institutions	3,681,481	825,000	-	-	-	4,506,481
Other financial liabilities	1,500,000	1,700,000	-	-	19,544	3,219,544
TOTAL	5,181,481	2,525,000	-	-	19,544	7,726,025

The breakdown of **short-term debt as of December 31, 2024 and 2023** is detailed in the following table:

Description	31.12.2024	31.12.2023
Suppliers	1,854,637	20,392,347
Suppliers, group companies and associates	23,364,577	2,699,196
Other suppliers	1,919,034	3,388,667
Personnel (salaries payable)	200,754	364,827
Advances from customers	66,203	-
Total	27,405,205	26,869,515

In accordance with the provisions of **Additional Provision Three of Law 15/2010, of July 5**, as amended by **Article 9.2 of Law 18/2022, of September 28**, and pursuant to the **Resolution of February 29, 2016**, issued by the **Institute of Accounting and Accounts Auditing (ICAC)**, the following provides a breakdown of the **average supplier payment period**, the **ratio of paid transactions**, the **ratio of outstanding transactions**, the **total payments made**, and the **total outstanding payments**:

	2024	2023
	Days	Days
Average supplier payment period	67	73
Ratio of paid transactions	66	74
Ratio of outstanding transactions	79	53
	Amount (€)	Amount (€)
Total payments made	39,198,054	111,980,513
Total outstanding payments	3,202,509	6,693,334

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The **total volume of payments made within the legal payment period in fiscal year 2024** amounted to **EUR 10,668,694**, representing **27%** of the total payments made.

In **fiscal year 2023**, the total volume of payments made within the legal period amounted to **EUR 20,990,284**, representing **19%** of the total.

The **number of invoices paid within the legal payment period in 2024** amounted to **3,276 invoices**, which represents **63%** of the total supplier invoices.

In **2023**, the number of invoices paid within the legal period was **4,958 invoices**, representing **34%** of the total supplier invoices.

The Company's **Finance Department** has implemented several measures to **reduce the average payment period**, including:

- The **setup of alerts** in the **ERP system** related to invoice due dates, and
- The use of **supplier invoice financing products**.

As a result, the **payment ratios have improved** compared to fiscal year 2023, and continued efforts are being made to further optimize these ratios.

Tax Situation

The breakdown of balances maintained with the **Public Tax Authorities**, expressed in euros, is as follows:

	31/12/2024		31/12/2023	
	Deudor	Acreedor	Deudor	Acreedor
Current:				
Value Added Tax	28,556	85,937	-	3,131,147
Income tax Withholding		21,533	7,463	44,623
Current tax assets			-	513,391
Social security institutions		138,258	-	59,606
Public Treasury withholdings and advance payments	325,667		-	-
Current tax liabilities		511,313		513,391
Non-current				
Deferred tax liabilities	-	56,019	-	56,019
Total	354,223	813,060	7,463	4,318,178

Making Science Group, S.A.
Notes to the Financial Statements for the Fiscal Year Ended
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Income Tax

The reconciliation between the **net income and expenses** for the year ended **December 31, 2024**, and the **taxable income** for corporate income tax purposes is summarized in the following table:

	31.12.2024		
	Income statement		
	Increases	Decreases	Total
Income and expense for the period			22,031,556
Income Tax		1,309,411	(1,309,411)
Permanent differences		25,945,794	(25,945,794)
Preliminary Individual Taxable Base (Tax result)			(5,223,649)
Decrease of tax equalization reserve			-
Total Individual Taxable Base (Tax result)			(5,223,649)
Taxable base arising from Group	8,194,941	1,850,616	6,344,325
Taxable Base (Group)			1,120,676
Groos Corporate Income Tax Liability			280,169
R&D Deductions and other		3,500	(3,500)
Withholdings and Tax Prepayments		323,549	(323,549)
Net amount payable (refundable)			(46,880)

	31.12.2023		
	Income statement		
	Increases	Decreases	Total
Income and expense for the period			(2,227,386)
Income Tax	91,241		91,241
Permanent differences	322,425		322,425
Preliminary Individual Taxable Base (Tax result)			(1,813,720)
Decrease of tax equalization reserve	18,894		18,894
Total Individual Taxable Base (Tax result)			(1,794,826)
Taxable base arising from Group	4,453,499		4,453,499
Taxable Base (Group)			2,658,673
Groos Corporate Income Tax Liability			664,668
R&D Deductions and other		(11,449)	(11,449)
Withholdings and Tax Prepayments		(172,516)	(172,516)
Net amount payable (refundable)			480,703

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The permanent differences mainly relate to adjustments made for the recognition of income from business transfers (*see Note 8.2*), dividends received from Making Science Marketing and Adtech S.L., and provisions for bonuses.

On October 27, 2022, the Group's Board of Directors opted to apply the tax consolidation regime in Spain, which allows entities within the same group, in which the Company holds at least a 75% stake, to consolidate corporate income tax filings. This tax consolidation took effect starting in fiscal year 2023.

With the creation of the tax group in 2023, the negative tax bases (BINS) of all companies included in the tax group are considered in the income tax calculation. These tax loss carryforwards are detailed in the following table:

Entity	Year NOLS	Amount NOLS
MAKING SCIENCE SWEEFT EUROPE, SL	2022	44,554.17
MAKING SCIENCE SWEEFT EUROPE, SL	2014	46,812.37
MAKING SCIENCE SWEEFT EUROPE, SL	2013	102,272.49
MAKING SCIENCE SWEEFT EUROPE, SL	2011	407,349.11
MAKING SCIENCE SWEEFT EUROPE, SL	2005	2,874,320.74
MAKING SCIENCE SWEEFT EUROPE, SL	2004	2,730,290.20
MAKING SCIENCE SWEEFT EUROPE, SL	2003	548,568.76
MAKING SCIENCE SWEEFT EUROPE, SL	2001	466,287.20
MAKING SCIENCE CLOUD, S.L.	2022	10,850.0
Total		7,231,305.12

In accordance with current legislation, **taxes cannot be considered definitively settled** until the tax returns filed have been **audited by the tax authorities** or the **four-year statute of limitations** has elapsed.

As of the close of the fiscal year ended **December 31, 2024**, the Company is subject to potential inspection for **Corporate Income Tax** for **2020 and subsequent years**, and for the **last four years** in relation to all other applicable taxes.

The **Board of Directors** considers that all tax filings have been **properly prepared**. Therefore, even if discrepancies arise in the interpretation of applicable tax legislation with respect to the tax treatment of certain transactions, any potential resulting liabilities, should they materialize, would **not significantly impact the financial statements**.

	Euros	
	2024	2023
Current Tax		91,241

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Notes to the Financial Statements for the Fiscal Year Ended
December 31, 2024

Deferred taxes	(1,309,411)	-
Total	(1,309,411)	91,241

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December 31, 2024

Related-Party Transactions

During the year ended **December 31, 2024**, transactions were carried out with the following **related parties**:

Entity	Tipo de vinculación
The Science of Digital S.L.	Ultimate parent
Making Science Digital Marketing, S.L.U.	Group company
Making Science Labs, S.L.U.	Group company
Crepes and Texas, S.L.U.	Group company
Making Science Unipessoal, LDA	Group company
Making Science Cloud, S.L.U.	Group company
Making Science Marketing & Adtech, S.L.U	Group company
Making Science Sweeft Europe, S.L.U	Group company
Making Science Sweeft International, LTD	Group company
Omniaweb Italia SRL	Group company
Making Science LLC	Group company
Making Science Colombia SAS	Group company
Making Science Mexico SA de CV	Group company
Making Science Colombia SAS	Group company
Ventis SRL	Group company
13MQ S.R.L.	Group company
Making Science France SAS	Group company
Loyal SAS	Group company
Nara Media Ltd	Group company
Making Science LTD	Group company
Tre Kronor Media AB	Group company

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Tre Kronor Medi Danmark A/S	Group company
Local Planet AB	Group company
Tre Kronor Media Göteborg AB	Group company
Sweett LLC	Group company
Sweett Digital	Group company
Agua3 Growth Engines, S.L.	Group company
Fundación Making Science	Associated non profit entity
Bastiat Internet Ventures, S-L-	Administrator

The breakdown of balance sheet balances with related parties is as follows:

Entity	YEAR ENDED 31.12.2024			
	Amounts receivable	Short term investments	Amounts payable	Short term debts
Making Science Labs, S.L.U	2,796,857	2,871,910	(1,136,816)	(494,008)
Making Science Digital Marketing, S.L.U	7,261,328	16,745,145	(13,429,086)	(5,085,043)
Making science Unipessoal, Lda	4,120,307	-	(348,641)	(337,434)
Making Science Cloud, S.L.U	5,506,704	3,572,417	(2,103,903)	(3,380,876)
Crepes and Texas, S.LU.	1,300,623	1,918,903	(1,326,781)	(1,558,602)
Making Science Sweett Europe, S.L.U	2,123,247	-	(3,042,304)	(91,116)
Making Science Sweett International, LTD	5,297,734	4,337,516	(329,119)	(2,981,355)
Omniaweb Italia SRL	405,976	82,416	(450,981)	(82,516)
Making Science France SAS	(48,532)	-	(97,655)	
Loyal SAS	157,186	(24)	(18,805)	
Making Science LLC	457,212	-	(302,394)	
Agua 3 Growth Engines, S.L	662,887	666,335		(655,290)
Ventis, S.R.L	2,158,463	6,668,829	(67,421)	
13MQ S.R.L	18,825	320,518		
Making Science Colombia SAS	457,048	-	(14,462)	
Nara Media, LTD	932,076	73,993	(54,012)	(399)
SWEEFT GITAL LLC	1,480,136	524,174	(458,968)	(30,000)
Tre kronor Media Göteborg AB	104,379		(1,892)	
Making Science, LTD	137,545	10,845,184	(181,338)	(12,047,732)

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Makig Science Mexico, S.A de CV	97,691			
Making Science Marketing & Adtech, S.L.U	259,078	2,674,802		(12,974,736)
Making Science Investments, S.L.U	124,361	5,203,289		(2,711,419)
Making Science AI & SAAS, S.L.U	1,807	2,489,000		(1,509,895)
Total group companies and associates	35,812,938	58,994,407	(23,364,577)	(43,940,421)

YEAR ENDED 31.12.2023				
Entity	Amounts receivable	Short term investments	Amounts payable	Short term debts
Making Science Labs, S.L.U	320,076	-	-	(53,899)
Making Science Digital Marketing, S.L.U	51,119,663	-	(9,963,340)	(1,284,501)
Making science Unipessoal, Lda	5,961,453	-	(84,571)	(264,070)
Making Science Cloud, S.L.U	2,992,571	225,447	(1,734,599)	-
Crepes and Texas, S.LU.	737,790	188,721	(840,484)	-
Making Science Sweeft Europe, S.L.U	1,151,094	154,740	(1,431,952)	-
Making Science Sweeft International, LTD	8,566,168	-	(47,186)	(335,596)
Omniaweb Italia SRL	1,014,688	-	(265,160)	(72,313)
Making Science France SAS	165,987	-	(82,599)	(15,056)
Loyal SAS	-	-	-	(18,829)
Making Science LLC	122,019	70,557	(182,739)	-
Agua 3 Growth Engines, S.L	170,531	18,185	-	-
Ventis, S.R.L	1,432,203	9,059,144	(50,650)	-
13MQ S.R.L	-	321,482	-	-
Making Science Colombia SAS	171,734	62,699	(14,462)	-
Nara Media, LTD	598,475	16,964	(54,012)	-
SWEFT GITAL LLC	1,459,678	61,911	(345,349)	-
Tre Kornor Media AB	804,409	-	-	-
Local Plante AB	-	-	-	-
Tre kronor Media Göteborg AB	-	-	-	-
Making Science, LTD	1,319,418	-	(89,056)	(2,285,482)
Makig Science Mexico, S.A de CV	4,512	6,854	-	-
Making Science Marketing & Adtech, S.L.U	-	-	-	(45,314,010)
Making Science Investments, S.L.U	-	55,693	-	-

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Making Science AI & SAAS, S.L.U	-	4,249,658	-	-
Fundación Making Science	-	-	-	-
Bastiat Internet Venture, S.L	-	-	(24,480)	-
Total group companies and associates	78,112,469	14,492,056	(15,210,639)	(49,643,756)

The pricing policy applied to all transactions carried out during the year ended December 31, 2024, complies with the arm's length principle, in accordance with Article 16 of the Spanish Corporate Income Tax Law.

The breakdown of transactions with group and associate companies for the year ended December 31, 2024, and the year ended December 31, 2023, is as follows:

Entity	YEAR ENDED 31.12.2024			
	Services rendered	Services received	Finance income	Finance expenses
Making Science Labs, S.L.U.	2,275,416	(23,805)	47,838	(2,495)
Making Science Digital Marketing, S.L.U.	13,540,323	(3,008,390)	1,474,657	
Making Science Unipessoal Lda	265,857	(3,755)	53,639	(39,469)
Making Science Sweeft International, LTD	339,241	(15,646)	43,776	(104,229)
Making Science Cloud, S.L.U	1,339,041	(136,642)	117,515	(13,422)
Crepes and Texas, S.L.U.	281,179	(56,949)	66,192	(29,761)
Making Science Sweeft Europe, S.L.U	446,788	(396,169)	46,802	
Making Science Marketing & Adtech, S.L.U	264,942		7,960,463	(2,550,792)
Making Science AI & SAAS, S.L.U			23,178	
Making Science Investments, S.L.U			197,096	
Making Science Colombia, SAS	198,920	(86,256)	23,695	
Making Science LLC	245,947	(73,196)	18,689	
Making Science LTD	139,314	(72,171)	51,025	(147,601)
Agua 3 Growth, S.L.	215,771	(170,454)	56,956	(28,653)
Tre Kronor Media AB	410,320	(349,654)	71,237	
Making Science France SAS	260,887	(216,629)	44,158	
Loyal SAS	203,806	(3,880)	24,274	
Nara Media	989,338	(142,263)	30,442	
Ventis SRL	177,242	(3,529)	556,303	
13MQ S.R.L			17,861	
Omniaweb Italia	597,949	(295,032)	54,847	
Fundación Making Science		(3,600)		

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Sweett LLC	1,037,943	(696,273)	221,077	
Making Science Ltd				
Making Science Mexico, SA de CV	73,448	(193)	12,876	
Total group companies and associates	23,303,672	(5,754,486)	11,214,596	(2,916,422)

YEAR END 31.12.2023				
Entity	Services rendered	Services received	Finance income	Finance expenses
Making Science Labs, S.L.U.	336,290	-	-	(22,982)
Making Science Digital Marketing, S.L.U.	47,961,308	(9,613,938)	-	(1,936,507)
Making Science Unipessoal Lda	1,378,521	-	-	(264,070)
Making Science Sweett International, LTD	-	-	170,384	(287,365)
Making Science Cloud, S.L.U	3,218,382	(2,297,441)	361,591	(64,181)
Crepes and Texas, S.L.U.	747,825	(837,675)	103,597	(17,565)
Making Science Sweett Europe, S.L.U	1,479,833	(1,290,443)	203,802	(49,062)
Making Science Marketing & Adtech, S.L.U	-	-	376,445	-
Making Science AI & SAAS, S.L.U	-	-	1,807	-
Making Science Investments, S.L.U	-	-	124,361	-
Making Science Colombia, SAS	87,256	(14,462)	75,673	(12,974)
Making Science LLC	122,018	(194,707)	85,566	(15,009)
Making Science LTD	-	-	103,579	(69,819)
Agua 3 Growth, S.L.	175,496	-	20,030	(1,846)
Tre Kronor Media AB	3,112,333	-	-	-
Making Science France SAS	-	-	-	(15,056)
Loyal SAS	-	-	-	(18,805)
Nara Media	-	-	-	(27,689)
Ventis SRL	-	-	636,502	(147,949)
13MQ S.R.L	-	-	21,482	(2,656)
Omniaweb Italia	-	-	-	(72,214)
Sweett LLC	-	-	93,522	(31,489)
Making Science Ltd	1,319,419	(89,056)	-	-
Making Science Mexico, SA de CV	193	-	7,530	(676)
Total group companies and associates	59,938,874	(14,337,722)	2,385,871	(3,057,912)

On **June 28**, **Making Science Marketing and Adtech S.L.** distributed profits, from which the Company received a **dividend of EUR 450,014**.

On **July 31, 2024**, **Making Science Marketing and Adtech S.L.** declared an **extraordinary dividend** charged to reserves for a total of **EUR 7,400,446**, of which the Company received **EUR 6,572,610**.

Board of Directors' Remuneration

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Total remuneration to the **Board of Directors** for all concepts amounted to **EUR 910,000** in **2024** (**EUR 805,000** in 2023). This includes:

- Compensation approved at the **Shareholders' Meeting** held on **May 16, 2024**, and
- Salaries earned during the year by **executive directors** for their services in 2024.

As of **December 31, 2024 and 2023**, there were **no advances or loans** granted to the Board, nor any **pension or insurance commitments**. **Senior management responsibilities** are held by the **Board of Directors**.

In accordance with **Article 229 of the Spanish Companies Act** (approved by **Royal Legislative Decree 1/2010 of July 2**, and amended by **Law 31/2014 of December 3** on corporate governance improvement), neither the Company's directors nor related parties as defined in **Article 231** have reported any direct or indirect **conflicts of interest** with the Company. Such statements have been made in accordance with applicable law.

Provisions and Contingencies

As of **December 31, 2024 and 2023**, the Group has issued **guarantees** relating to day-to-day operations and client services totaling:

- **EUR 212,915** in 2024
- **EUR 306,753** in 2023

SOPEF II Transaction Disclosures

Investment Agreement

On **July 31**, it was disclosed to the market (via **Inside Information**) that **Making Science** had reached an agreement under which the **SOPEF II fund** (*Spain Oman Private Equity Fund*), managed by **MCH Private Equity**, and **Making Science Group** will finance up to **EUR 40 million** to support the **growth of its subsidiary Making Science Marketing & AdTech (MSMA)** over the next two years.

MSMA received an **initial investment of EUR 5 million** from **SOPEF II**, and an additional **EUR 2.5 million** through its parent company. For the remainder of **2025 and 2026**, both firms have agreed to extend their investment **up to EUR 20 million each**, for a combined maximum of **EUR 40 million**, to accelerate **MSMA's international expansion** in strategic markets.

On **December 18**, it was announced that **SOPEF II** disbursed an additional **EUR 10 million**, resulting in a current ownership of **19.84%** in **MSMA** by the fund (see **Note 14 f**).

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Shareholders' Agreement

Under the shareholder agreements with **SOPEF II**, the following **mutually exclusive rights** are established with reference to the **2027 consolidated financial statements** (to be evaluated in **2028**):

1. The **majority shareholder** has a **call option** to acquire the minority shareholder's stake based on predefined **performance parameters**.
2. If the call option is **not exercised**, the **minority shareholder** has the right to initiate a **drag-along sale** of the entire company.
3. If the drag-along is **not triggered or completed**, the **minority shareholder** may exercise a **put option** to sell its shares to the majority shareholder under **predefined economic conditions**.

The same sequence of rights is **replicated in 2029**, based on the 2028 financials.

According to **IFRS 9 – Financial Instruments**, and interpretations on the accounting treatment of **NCI put options** (put options on non-controlling interests), the recognition of a **financial liability** requires a **present obligation** to purchase the shares at a fixed or determinable price, regardless of whether the right is exercised.

As of the preparation date of these annual accounts, and given that the rights are **mutually exclusive** (i.e., the **call option** must be ruled out before a **drag-along** is triggered, and only then would the **put option** apply), the **Board of Directors** concludes that:

- There is a **high probability** that, if the call option is not exercised, the drag-along will be activated and **successfully executed at fair market value**.
- The **expected value** of a drag-along sale **exceeds** the fixed price in the put option.

As a result, the **put option** is considered **unlikely to be exercised** under reasonably foreseeable scenarios. Since there is **no unconditional present obligation to pay**, **no financial liability** is recognized in the balance sheet for the **put option**, in accordance with **IAS 32** and **IFRS 9**.

Nonetheless, the **existence of the contractual right** is disclosed to provide users of the financial statements with **complete information**.

The Group will **review economic, legal, and business conditions annually**, including updates to valuation analyses and strategic plan execution forecasts, to assess whether a **change in accounting treatment** and recognition of a financial liability is required in future periods.

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Market Evidence and Transactions

As part of the context of this note—and considering the scenario in which the **majority shareholder does not exercise the call option** and the **minority shareholder initiates the drag-along process**—we present relevant **market data and transaction evidence** to support the **high probability of successful execution**. The information includes:

- **Overview of M&A activity in digital marketing (2023–2024)**
 - **Key global and European transactions**
 - **M&A outlook for 2025–2030**
-

Final Conclusions

Market Overview (2023–2024)

The **digital marketing industry** experienced **notable M&A activity** in **2023 and 2024**:

- A total of **414 transactions** were recorded in the **martech, digital content, and ad tech** sectors in 2024—marking a **five-year high** and a **13% increase** compared to 2023 ([emarketer.com](https://www.emarketer.com)).
- The **total deal value** reached **\$11.9 billion** in **Q1 2024**, slightly below the **\$14.7 billion** recorded in the previous quarter ([berkernoyes.com](https://www.berkernoyes.com)).
- In **Europe**, there was a **13% increase in the number of deals** and a **4% increase in deal value** compared to 2023 ([spglobal.com](https://www.spglobal.com)).
- In the **United Kingdom**, **103 media and marketing transactions** were recorded in **Q3 2024**, reflecting a **26% increase** compared to the previous quarter, with **digital and social media agencies** standing out ([mooreks.co.uk](https://www.mooreks.co.uk)).
- In the **United States**, M&A was **driven by strategic consolidations** in **ad tech, martech, and AI applied to marketing**.

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Date	Acquirer	Target	Approx. Value	Market	Description
Jul 2024	Publicis Groupe	Influential	\$500 million	U.S.	Expansion into influencer marketing (2023 revenue: \$150M).
Dec 2024	Omnicom Group	Interpublic Group (IPG)	\$30 billion	U.S.	Merger of two global advertising leaders.
Oct 2023	Bending Spoons	Brightcove	\$233 million	Italy/U.S.	Acquisition of video ad tech platform.
Oct 2024	ECI Partners	Croud	Not disclosed	United Kingdom	Investment to accelerate global digital marketing expansion.
Jul 2024	Informa	Ascential	£1.2 billion	United Kingdom	Integration of marketing, events, and technology services.
Apr 2024	Valtech	Kin + Carta	£203 million	United Kingdom	Merger in digital transformation and marketing services.
May 2024	Brave Bison	Mission Group	\$33.5 million	United Kingdom	Rejected consolidation offer to form a digital media leader.
Sep 2024	Gentoo Media	KaFeRock s and others	Not disclosed	Europe	Expansion in affiliate marketing within the iGaming sector.
Jan 2024	Informa	TechTarget	Not disclosed	UK/U.S.	Creation of Informa TechTarget to strengthen data platforms.
Nov 2023	Believe	Sentric Music	\$51 million	France/U K	Strengthening of digital marketing services for musicians.

Key M&A Transactions (2023–2024)

Date	Acquirer	Target	Aprox. Value	Market	Description
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Jul 2024	Publicis Groupe	Influential	\$500 millones	EE. UU.	Expansion into influencer marketing (2023 revenue: \$150M).
Dic 2024	Omnicom Group	Interpublic Group (IPG)	\$30 mil millones	EE. UU.	Merger of two global advertising leaders
Oct 2023	Bending Spoons	Brightcove	\$233 millones	Italia/EE. UU.	Acquisition of video ad tech platform
Oct 2024	ECI Partners	Croud	No divulgado	Reino Unido	Investment to accelerate global digital marketing expansion
Jul 2024	Informa	Ascential	£1.2 mil millones	Reino Unido	Integration of marketing, events, and technology services.
Abr 2024	Valtech	Kin + Carta	£203 millones	Reino Unido	Merger in digital transformation and marketing services.
May 2024	Brave Bison	Mission Group	\$33.5 millones	Reino Unido	Rejected consolidation offer to form a digital media leader.
Sep 2024	Gentoo Media	KaFeRocks y otros	No divulgado	Europa	Rejected consolidation offer to form a digital media leader.
Ene 2024	Informa	TechTarget	No divulgado	Reino Unido/EE. UU.	Creation of Informa TechTarget to strengthen data platforms.
Nov 2023	Believe	Sentric Music	\$51 millones	Francia/Reino Unido	Strengthening of digital marketing services for musicians.

M&A Outlook for 2025–2030

Acceleration of AI and Martech Adoption

An increase in the acquisition of companies specializing in **artificial intelligence applied to marketing, advanced analytics, and experience personalization** is anticipated (*pwc.com*).

Private Equity as a Catalyst

Private equity firms, with **record levels of dry powder (~\$2.9 trillion)**, are expected to drive activity—primarily through **buyouts of high-growth companies** and **strategic divestments** (*kpmg.es*).

Consolidation Among Large Agencies

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Following the **Omnicom-IPG merger**, further combinations are expected among major communication groups (e.g., **Publicis Groupe**, **WPP**) and acquisitions by **consulting firms** such as **Accenture** and **Capgemini** (*businessinsider.com*).

Focus on New High-Growth Segments

Segments such as **influencer marketing**, **connected TV (CTV) advertising**, and **content platforms** will be central to acquisition strategies (*businessinsider.com*).

Favorable Macroeconomic Environment

The **expected stabilization of interest rates** and improved **business confidence** in **Europe and the U.S.** will support inorganic growth operations (*elpais.com*).

Final Conclusion

The period from **2025 to 2030** will be **crucial for the transformation of the digital marketing ecosystem**.

Expected trends include:

- **High M&A activity**, particularly in **emerging technologies**
- **Consolidation among leaders** in marketing, advertising, and technology
- **Active involvement of investment funds** in high-growth sectors
- **Revaluation of strategic assets** linked to **data**, **AI**, and **digital content**

To remain competitive, companies will need to **prioritize innovation** through **strategic acquisitions** and **alliances** that enhance their **digital capabilities**, adapting to a market increasingly shaped by **technology** and **personalized customer experiences**.

In this context, **our company is recognized as a technological leader**, with widely acknowledged **artificial intelligence products**. We also have a strong **presence in key markets**, **reselling contracts** in strategic regions, and **certified teams** on the leading platforms in this sector—enabling us to deliver **high-quality service** and **guide our clients through their digital transformation**.

Short-Term Accruals

The Company records the following balances under **short-term accruals** within its liabilities for the **year ended December 31, 2024**, and the **year ended December 31, 2023**:

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	<u>31.12.2024</u>	<u>31.12.2023</u>
Current prepayments	127,540	451,505

The Company records under this heading various **deferred income** amounts from different projects.

Income and Expenses

Net revenue:

The breakdown of net revenue by activity category is as follows:

<u>Business lines</u>	<u>2024</u>	<u>2023</u>
Media management	8,559,522	103,303,825
Technology and services	17,304,055	5,141,039
Corporate services provided to group subsidiaries	11,730,502	5,701,499
	<u>37,614,079</u>	<u>114,146,363</u>

The Company's revenues are generated **primarily within the national territory**.

The **Media Management** category includes income from **campaign planning and buying services**. These services are governed by **annual contracts**, which are typically **automatically renewable**.

The line item "**Technology and Services**" comprises the **remaining digital marketing services** offered by the Company.

Of the **total revenue for 2024, EUR 11,730,502** relates to **corporate services provided to group subsidiaries**. In **2023**, this amount totaled **EUR 5,701,499**.

Supplies

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In fiscal years **2024 and 2023**, the Company recorded **supply purchases** amounting to **EUR 26,995,496** and **EUR 101,431,377**, respectively.

The **vast majority of these purchases** were made within **European territory**.

Personnel Expenses

The breakdown is as follows:

Description	2024	2023
Salaries and wages	(4,698,429)	(5,222,243)
Social charges – Social Security	(1,111,894)	(1,011,739)
Other social expenses	(239,345)	(210,108)
Shared-based payments (note 18)	(584,364)	(482,887)
Total	(6,634,032)	(6,926,977)

Work Performed by the Company for Its Own Assets

The breakdown of **work performed by the Company for its own assets** is as follows (*see Note 5 on intangible assets*):

Concepto	2024	2023
Development	287,190	858,020
Computer Software	1,043,478	1,794,718
Total	1,330,668	2,652,738

External Services

The breakdown of **external services** is as follows:

Concepto	2024	2023
Leases and royalties	(1,062,687)	(1,144,796)
Repairs and maintenance	(152,804)	(113,594)
Independent professional services	(1,921,601)	(2,793,217)
Insurance premiums	(102,424)	(108,960)
Banking and similar services	-	-
Advertising, publicity and public relations	(602,708)	(888,980)

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Utilities	(93,119)	(55,788)
Other services	(3,184,518)	(3,413,580)
Total	(7,119,861)	(8,518,914)

Financial Income and Expenses

The breakdown of **financial income and expenses** is as follows:

Finance income	2024	2023
Finance income for investments in equity instruments	7,022,625	198,122
Finance income for debt securities and other equity instruments	4,412,241	2,236,386
Total	11,434,866	2,434,508
Finance expense	2024	2023
Finance expense with third parties	(2,251,397)	(3,057,912)
Finance expense for debts with group companies	(2,916,422)	(3,423,897)
Total	(5,167,819)	(6,481,809)

Equity-Settled Share-Based Payment Transactions

Certain employees have been granted **share options** under an **equity-settled plan**. The granting of these options is subject to a **commitment to the Group's strategic objectives** and its **talent retention policy**. The Group's standard policy is to grant share options with an **exercise price of EUR 0.01**. These options become exercisable **one year after the grant date**, provided the employee remains with the organization, and typically have a **contractual term of five years**.

The **expense recognized for share-based payments** during **2024 and 2023** amounted to **EUR 584,365** and **EUR 482,887**, respectively.

The movement in **options held by the Company** during **2024 and 2023** is as follows:

Concept	31/12/2024		31/12/2023	
	Number	Weighted averaged price	Number	Weighted averaged price
Options outstanding at beginning of year	186,374	0.18	150,699	0.37
Options granted (+)	170,000	8.83	103,263	0.01
Options forfeited (-)	-	-	(12,000)	0.01
Options expired (-)	-	-	-	-
Options exercised (-)	(58,504)	0.21	(55,588)	0.9
Options outstanding at year-end	(297,870)	3.07	186,374	0.18

The breakdown of **options outstanding at the end of fiscal year 2024** is as follows:

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31/12/2024						
	Exercise Price	2025	2026	2027	2028	Total
Options	0.01	30,972	39,166	31,916	25,816	127,870
Options	9.00	30,000	30,000	30,000		90,000
Options	10.00	25,000	25,000	25,000	5,000	80,000

The breakdown of **options outstanding at the end of fiscal year 2023** is as follows:

	31/12/2023						
	Exercise Price	2024	2025	2026	2027	2028	Total
Options	0.01	14,131	64,789	39,166	31,916	25,816	175,818
Options	2.60	6,466	4,000	-	-	-	10,466

The breakdown of the **options outstanding during fiscal year 2024** is as follows:

Concept	Characteristics		Price range	
	Number	Weighted averaged price	Maximum	Minimum
Options outstanding as of 31/12/2024	297,870	3.07	10.00	0.01
Options outstanding as of 31/12/2023	186,374	0.18	2.60	0.01
Options outstanding as of 31/12/2022	150,699	0.42	2.60	0.01
Options outstanding as of 01/01/2022	177,470	0.87	2.60	0.01

Other Information

Average number of employees during the year ended December 31, 2024:

Professional category	2024	2023
Directors / Board members	5	5
Senior management	6	9
Administrative staff	31	26
Sales representatives and similar roles	0	8
Other qualified personnel	41	49
	83	97

The number of **Board members** and **employees** at the end of the fiscal years, broken down by **professional category**, is as follows:

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Professional category	As of 31.12.2024		As of 31.12.2023	
	Men	Women	Men	Women
Directors / Board members	4	1	4	1
Senior management	4	2	7	2
Administrative staff	13	18	9	17
Sales representatives and similar roles	0	0	5	3
Other qualified personnel	20	21	25	24
	41	42	50	47

During fiscal years **2024 and 2023**, the Company did **not employ any individuals** with a **disability equal to or greater than thirty-three percent** in any professional category.

Audit Fees

The fees accrued during the year for **audit services** provided by **Grant Thornton S.L.P.** amounted to **EUR 41,360 (EUR 40,000 in 2023)**.

Subsequent Events

In line with the Group's strategic plan and to enhance **liquidity of its shares** in the market, the Group has enabled the entry of **Onchena, S.L.**—the **investment company of the Ybarra Careaga family**—into its shareholding structure.

The incorporation of **Onchena** as a shareholder in **Making Science** is further evidence of the **market's confidence** in the Group's growth strategy.

The transaction was executed through a **share sale** on **February 25 and 26, 2025**, involving **467,067 shares**, of which:

- **65,000 shares** were **treasury shares** held by the Company, and
- **402,067 shares** were sold by **José Antonio Martínez Aguilar** (through **The Science of Digital, S.L.**), **Álvaro Verdeja**, and **Kevin Daly**.

The **price per share** was **EUR 7.80**. As a result, **Onchena** now holds a **5.20% stake** in the Company.

Additionally, in the context of the **syndicated loan**, on **April 22, 2025**, the **outstanding loan amount of EUR 7,875,000 plus interest** was fully repaid.

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Subsequently, on **April 30**, a new **bilateral loan** was formalized with **EBN** for **EUR 5,000,000** with a **three-year term**.

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MANAGEMENT REPORT FOR FISCAL YEAR 2024

1. Business Development and Company Situation

Fiscal year **2024** was marked by a **decline in EBITDA**, which fell from **EUR 3,621,330 in 2023** to **EUR -1,682,824 in 2024**, while the **net result** significantly increased from **EUR -2,227,386 in 2023** to **EUR 22,031,556 in 2024**.

In 2024, the **Making Science Group** underwent a **corporate restructuring**, resulting in the creation of **four subgroups** of companies, with **MSG remaining as the parent company**, retaining a smaller client portfolio and absorbing the support department costs, which were later invoiced to the four subgroups.

On **July 30, 2024**, the Company signed a **significant contract** within its scope of business with **Making Science Marketing and Adtech S.L.**, through which contracts, **assets (both tangible and intangible)**, and **personnel** were transferred. Based on a **discounted cash flow valuation** of the transferred contracts, the Company recognized **EUR 19,208,927** in income in its financial statements.

2. Significant Events After the Reporting Period

To support the Group's **strategic plan** and improve the **liquidity of its shares** in the market, the Company enabled the entry of **Onchena, S.L.**, the **investment company of the Ybarra Careaga family**, into its shareholding structure.

The transaction was executed on **February 25 and 26, 2025**, through the sale of **467,067 shares** at an individual price of **EUR 7.80 per share**. Following the transaction, **Onchena holds a 5.20% stake** in the Company.

Additionally, in connection with the **syndicated loan**, on **April 22, 2025**, the **outstanding amount of EUR 7,875,000 plus interest** was repaid in full. On **April 30**, a new **bilateral loan with EBN** was formalized for **EUR 5,000,000** with a **three-year term**.

3. Financial Instruments Used by the Company at Year-End

As of **December 31, 2024**, the Company financed its operations with:

- **35.68% from equity**, and
- **64.32% from external financing** (including debt with group and associated companies).

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The Company's **cash and credit lines** with third-party and group financial institutions are **exposed to interest rate risk**, which may adversely affect financial results and cash flows. Of the total debt, **less than 1%** is financed at **fixed interest rates**.

4. R&D&I Activities

One of the Company's main objectives is to develop **proprietary technologies** to offer comprehensive services to clients. As of **December 31, 2023**, the Company maintained R&D&I investments in the following products:

- **Gauss-AI**: A machine learning framework with pre-designed predictive models. This development was transferred to a group company in 2024.
- **Nilo**: A complete e-commerce platform enabling companies to launch their online sales initiatives.
- **Shoptize**: A price comparison tool that allows end users to compare prices on more than 5 million products.
- **Guadiana**: Technology for the automated generation and management of advertising campaigns, aiming to improve operational efficiency and campaign performance.

As of **December 31, 2024**, the Company had capitalized **EUR 2,429,896 (EUR 3,712,296 in 2023)** in development projects and investments in software applications to enhance internal processes. As of December 31, 2023, **no indications of impairment** were identified in the capitalized development assets.

5. Treasury Shares

As of **December 31, 2024**, the Company held **113,200 treasury shares** with a nominal value of **EUR 0.01 each**, mainly for the purpose of implementing a **share-based compensation plan** for employees of the Company and its subsidiaries.

6. Information on Payments to Suppliers

In accordance with **Additional Provision Two of Law 31/2014 of December 3**, which amends the Spanish Companies Act, and pursuant to the **Resolution of February 29, 2016**, of the **Institute of Accounting and Accounts Auditing (ICAC)**, the following information is provided on:

- **Average supplier payment period**
- **Ratio of paid transactions**

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- **Ratio of outstanding transactions**
- **Total payments made**
- **Total payments pending**

The **average payment period to suppliers** as of **December 31, 2024 and 2023** is as follows:

	2024	2023
	Days	Days
Average payment period to suppliers	67	73
Ratio of paid transactions	66	74
Ratio of transactions pending payment	79	53
	Amount (€)	Amount (€)
Total payments made	39,198,054	111,980,513
Total payments outstanding	3.202.509	6,693,334

The **total volume of payments made within the legal term** during **fiscal year 2024** amounted to **EUR 10,668,694**, representing **27%** of total payments.

In **fiscal year 2023**, this amount was **EUR 20,990,284**, representing **19%** of the total.

The **number of invoices paid within the legal term** in **2024** was **3,276**, accounting for **63%** of total supplier invoices.

In **2023**, the number of invoices paid on time was **4,958**, representing **34%** of the total.

The Company's **Finance Department** has implemented several measures to reduce the **average payment period**, including:

- **Setting up ERP alerts** for invoice due dates, and
- **Contracting invoice financing solutions** for supplier payments.

The **ratios have improved** compared to 2023, and the Company continues working to enhance these metrics.

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7. Risks and Uncertainties

The management of **financial risks** is centralized within the **Finance Department**, which has established the mechanisms necessary to control exposure to fluctuations in **interest and exchange rates**, as well as **credit** and **liquidity risks**. The key financial risks affecting the Company are as follows:

Credit Risk

Credit risk arises from potential losses due to **counterparties' failure** to meet their contractual obligations—i.e., the possibility of **not recovering financial assets** at the recognized amount and within the expected timeframe.

In general, **cash and cash equivalents** are held with **highly rated financial institutions**. No single client holds a **material balance** relative to the Company's total sales.

The Company **periodically assesses risk exposure** by reviewing **outstanding receivables** from clients, debtors, and other non-commercial parties.

Liquidity Risk

As of **December 31, 2024**, **MSG's working capital** amounted to **EUR 18,046,110**. Current assets include those generated from the **business unit transfer to BL1**, amounting to **EUR 19.2 million**.

In 2024, the Company **adjusted its operating model**, as its **external client portfolio significantly decreased**, and its **main clients are now internal Group companies**. MSG assumes the **payments and risks associated with support staff**, who provide services to various Group entities. These services are **re-invoiced monthly** to the other entities to **ensure cash flow** and meet **legal obligations**.

MSG's services are carried out **97% by internal staff**, who are paid **monthly in arrears**, with a **30-day term**.

To support cash needs, the Finance Department formalized a **syndicated loan** with **EBN** for **EUR 9 million**, which was used to **repurchase the bond**.

Market Risk

The Company's **cash and credit lines** with third-party and Group financial institutions are **exposed to interest rate risk**, which may have an **adverse effect on financial results and cash flows**. Of the Company's total debt, **less than 1%** is financed at **fixed interest rates**.

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**RESTATEMENT OF ANNUAL ACCOUNTS AND MANAGEMENT
REPORT BY THE BOARD OF DIRECTORS**

In compliance with applicable legislation, the **Board of Directors of Making Science Group S.A.** has **restated the annual accounts** (balance sheet, income statement, statement of changes in equity, cash flow statement, and accompanying notes) and the **management report** for the fiscal year ended **December 31, 2024**.

They also declare that these documents have been **signed by hand**, by subscribing to this **annexed page to the notes**, and the **management report in the attached document**.

Madrid, April 30, 2025

JOSE ANTONIO MARTINEZ
AGUILAR

ÁLVARO VERDEJA JUNCO

LUIS MORENO GARCÍA

ALFONSO OSORIO ITURMENDI

ISABEL AGUILERA NAVARRO

JUAN FERNANDO VERDASCO
GIRALT (Secretario no Consejero)