

**ECU SHIPPING LOGISTICS (K) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR END 31 DECEMBER 2025**

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COMPANY INFORMATION

BOARD OF DIRECTORS	: Sanjeev Sukumaran (Indian) (Resigned on 23.04.2026) : Saleem Mohamed Nazir (British) (Resigned on 23.04.2026) : Jayesh Tanna (Indian) (Appointed on 28.04.2026) : Tushar Nairi (Indian) (Appointed on 28.04.2026)
REGISTERED OFFICE	: Inchcape House 3rd Floor : Archbishop Makarios Road, off Moi Avenue : Mombasa District : P.O Box 94066 - 80107 : Kilindini
INDEPENDENT AUDITOR	: PKF Kenya LLP : Certified Public Accountants : P.O. Box 90553 - 80100 : Mombasa
COMPANY SECRETARY	: Africa Registrars : Certified Public Secretaries : P.O. Box 1243- 00100 : Nairobi
PRINCIPAL BANKER	: Stanbic Bank Kenya Limited : P.O. Box 90131 - 80100 : Mombasa
LEGAL ADVISORS	: Cootow & Associates : Social Security House, Penthouse : North tower, Nkurumah Rd. : P.O Box 16858 – 80100 : Mombasa
PARENT COMPANY	: Ecu Worldwide (Kenya) Limited : Mombasa

REPORT OF THE DIRECTORS

The directors submit their report and the audited financial statements for the year ended 31 December 2025 which present the company's financial position as at 31 December 2025 and its financial performance and cashflows for the year then ended.

PRINCIPAL ACTIVITY

The principal activity of the company is that of lodging import manifests.

BUSINESS REVIEW

The turnover of the company marginally decreased from Shs 1,338,000 in 2024 to Shs 1,332,000 in 2025. The profit before tax increased from Shs 310,523 in 2024 to a profit before tax of Shs 286,184 in 2025 reflecting the effects of above decrease in income coupled with higher administrative costs..

As at 31 December 2025, the net asset position of the company was Shs 1,241,001 compared to Shs 1,023,484 as at 31 December 2024.

Key performance indicators	2025	2024
Turnover (Shs)	1,332,000	1,338,000
Profit for the year (Shs)	217,517	310,523
Net assets (Shs)	1,241,001	1,023,484

PRINCIPAL RISKS AND UNCERTAINTIES

The company provides services to its parent company and its income is dependent on continuity of this service.

The company's activity is not exposed to any significant financial risks including credit risk and liquidity risk.

DIVIDEND

The directors do not recommend the declaration of a dividend for the year (2024: Nil)

DIRECTORS

The directors who held office during the year and to the date of this report are shown on page 1.

In accordance with the company's Articles of Association, no director is due for retirement by rotation.

STATEMENT AS TO DISCLOSURE TO THE COMPANY'S AUDITOR

With respect to each director at the time this report was approved:

- (a) there is, so far as the person is aware, no relevant audit information of which the company's auditor is unaware; and
- (b) the person has taken all the steps that the person ought to have taken as a director so as to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

.....continued on page 3

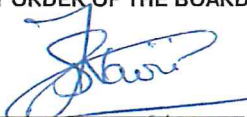
REPORT OF THE DIRECTORS (CONTINUED)

TERMS OF APPOINTMENT OF THE AUDITOR

PKF Kenya LLP continues in office in accordance with the company's Articles of Association and Section 719 of the Kenyan Companies Act, 2015. The directors monitor the effectiveness, objectivity and independence of the auditor. The directors also approve the annual audit engagement contract which sets out the terms of the auditor's appointment and the related fees.

Approved by the board of directors on 28 July 2026 and signed on its behalf by:

BY ORDER OF THE BOARD



DIRECTOR
NAIROBI

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Kenyan Companies Act, 2015 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for that year. It also requires the directors to ensure that the company maintains proper accounting records that are sufficient to show and explain the transactions of the company; and that disclose, with reasonable accuracy, the financial position of the company and that enables them to prepare financial statements of the company that comply with the IFRS for SMEs® Accounting Standard and the requirements of the Kenyan Companies Act, 2015. The directors are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors accept responsibility for the preparation and fair presentation of the financial statements in accordance with the IFRS for SMEs Accounting Standard and in the manner required by the Kenyan Companies Act, 2015. They also accept responsibility for:

- i) Designing, implementing and maintaining such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error;
- ii) Selecting and applying appropriate accounting policies;
- iii) Making accounting estimates and judgements that are reasonable in the circumstances.

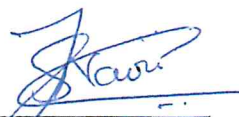
The Directors confirm that the financial statements give a true and fair view of the financial position of the company as at 31 December 2025 and of its financial performance and cash flows for the year then ended in accordance with the IFRS for SMEs Accounting Standard and the requirements of the Kenyan Companies Act, 2015.

Having made an assessment of the company's ability to continue as a going concern, the 'directors are not aware of any material uncertainties related to events or conditions that may cast 'doubt upon the company's ability to continue as a going concern for at least the next twelve months from the date of this statement.

The directors acknowledge that the independent audit of the financial statements does not relieve them of their responsibilities.

Approved by the board of directors on 28 July 2026 signed on its behalf by:


DIRECTOR


DIRECTOR



**REPORT OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF ECU SHIPPING LOGISTICS (K) LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ecu Shipping Logistics (K) Limited (the company), set out on pages 8 to 16, which comprise the statement of financial position as at 31 December 2025, the statement of profit or loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with the IFRS for SMEs[®] Accounting Standard and the requirements of the Companies Act, Cap. 486, Laws of Kenya.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya, and we have fulfilled our ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the report of the directors and the schedule of expenditure but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors for the Financial Statements

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with the the IFRS for SMEs Accounting Standard, and the requirements of the Companies Act, Cap. 486, Laws of Kenya and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

.....continued on page 6

**REPORT OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF ECU SHIPPING LOGISTICS (K) LIMITED (CONTINUED)**

Responsibilities of Directors for the Financial Statements (continued)

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis for accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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**REPORT OF THE INDEPENDENT AUDITOR
TO THE MEMBERS OF ECU SHIPPING LOGISTICS (K) LIMITED (CONTINUED)**

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

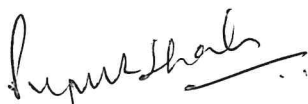
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Matters Prescribed by the Companies Act, Cap. 486, Laws of Kenya.

In our opinion the information given in the report of the directors on pages 2 and 3 is consistent with the financial statements.

The engagement partner responsible for the audit resulting in this independent auditor's report is CPA Piyush Ramesh Devchand Shah, Practising certificate No 1521.



For and on behalf of PKF Kenya LLP
Certified Public Accountants
Mombasa, Kenya

11 August 2026

0162/2026



UNIQUE CODE: 92632260618

Ecu Shipping Logistics (K) Limited
Annual report and financial statements
For the year ended 31 December 2025

STATEMENT OF PROFIT OR LOSS

	Notes	2025 Shs	2024 Shs
Revenue	3	1,332,000	1,338,000
Administrative expenses		<u>(1,045,816)</u>	<u>(1,027,477)</u>
Profit before tax	4	286,184	310,523
Tax charge	5	<u>(68,667)</u>	<u>-</u>
Profit for the year		<u><u>217,517</u></u>	<u><u>310,523</u></u>

The notes on pages 12 to 16 form an integral part of these financial statements.

Report of the independent auditor - pages 5 - 7.

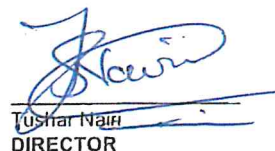
Ecu Shipping Logistics (K) Limited
Annual report and financial statements
For the year ended 31 December 2025

STATEMENT OF FINANCIAL POSITION

	Notes	As at 31 December	
		2025 Shs	2024 Shs
EQUITY			
Share capital	6	1,000,000	1,000,000
Retained earnings		<u>183,714</u>	<u>23,484</u>
Equity attributable to owners of the company		<u><u>1,183,714</u></u>	<u><u>1,023,484</u></u>
REPRESENTED BY			
Current assets			
Trade and other receivables	8	96,000	132,000
Cash and cash equivalents	9	983,987	715,706
Tax recoverable		<u>510,654</u>	<u>568,208</u>
		<u>1,590,641</u>	<u>1,415,914</u>
Current liabilities			
Trade and other payables	10	<u>406,927</u>	<u>392,430</u>
Net current assets		<u><u>1,183,714</u></u>	<u><u>1,023,484</u></u>

The financial statements on pages 8 to 16 were approved and authorised for issue by the board of directors on 28 July 2026 and were signed on its behalf by:


Jayesh Tanna
DIRECTOR


Tushar Nair
DIRECTOR

The notes on pages 12 to 16 form an integral part of these financial statements.

Report of the independent auditor - pages 5 - 7.

Ecu Shipping Logistics (K) Limited
Annual report and financial statements
For the year ended 31 December 2025

STATEMENT OF CHANGES IN EQUITY

	Ordinary share capital Shs	Retained earnings Shs	Total Shs
Year ended 31 December 2025			
At start of year	1,000,000	23,484	1,023,484
Profit for the year	-	217,517	217,517
At end of year	<u>1,000,000</u>	<u>241,001</u>	<u>1,241,001</u>
Year ended 31 December 2024			
At start of year	1,000,000	(287,039)	712,961
Profit for the year	-	310,523	310,523
At end of year	<u>1,000,000</u>	<u>23,484</u>	<u>1,023,484</u>

The notes on pages 12 to 16 form an integral part of these financial statements.

Report of the independent auditor - pages 5 - 7.

STATEMENT OF CASH FLOWS

	Notes	2025 Shs	2024 Shs
Cash flows used in operating activities			
Profit before tax		286,184	310,523
Adjustments for:			
Changes in working capital:			
- trade and other receivables	8	36,000	18,400
- trade and other payables	10	14,497	2,000
Tax paid		(68,400)	(62,500)
Net cash generated from operating activities		268,281	268,423
Increase in cash and cash equivalents		268,281	268,423
Movement in cash and cash equivalents			
At start of year		715,706	447,283
Increase		268,281	268,423
At end of year	9	983,987	715,706

The notes on pages 12 to 16 form an integral part of these financial statements.

Report of the independent auditor - pages 5 - 7.

NOTES

1) General Information

Ecu Shipping Logistics (K) Limited ("the company") is incorporated under the Companies Act, Cap. 486, Laws of Kenya as a private company limited by shares. The address of its registered office and its principal place at business is in Mombasa.

Their principal activity of the company is that of lodging import manifests.

2) Significant Accounting Policies

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

a) Basis of preparation

These financial statements have been prepared in accordance with the IFRS for SMEs Accounting Standard issued by the International Accounting Standards Board (IASB) and are consistent with the previous period.

The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with the IFRS for SMEs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimations are significant to the financial statements.

These financial statements comply with the requirements of the Companies Act, Cap. 486, Laws of Kenya. The statement of profit or loss represents the profit and loss account referred to in the Act. The statement of financial position represents the balance sheet referred to in the Act.

Going concern

The financial performance of the company is set out in the report of the directors and in the statement of profit or loss. The financial position of the company is set out in the statement of financial position.

Based on the financial performance and position of the company and its risk management policies, the directors are of the opinion that the company is well placed to continue in business for the foreseeable future and as a result the financial statements are prepared on a going concern basis.

b) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the performance of services in the ordinary course of the company's activities. Revenue is shown net of rebates and discounts.

The company recognises revenue when: the amount of revenue as well as the cost incurred or to be incurred in respect of a transaction can be reliably measured; it is probable that future economic benefit will flow to the entity; and specific criteria have been met for each of the company's activities.

Sales of services are recognised upon performance of the services rendered by reference to the stage of completion of the service contract;

c) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise of cash at bank.

d) Financial assets

Trade and other receivables are initially recognised at the transaction price. Most sales are made on the basis of normal credit terms, and the receivables do not bear interest.

NOTES (CONTINUED)

2) Significant Accounting Policies (continued)

d) Financial assets (Continued)

At the end of each reporting period, the carrying amounts of trade receivables are reviewed to determine whether there is any objective evidence that the amounts are not recoverable. If so, an impairment loss is recognised immediately in profit or loss.

e) Financial liabilities

Trade and other payables are recognised initially at the transaction price (less transaction costs). They are obligations on the basis of normal credit terms and do not bear interest. Interest bearing liabilities are subsequently measured at amortised cost using the effective interest method.

f) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in comprehensive income or equity. In this case, the tax is also recognised in other comprehensive income or equity.

Current tax

The current income tax charge/credit is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is provided using the liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year enacted or when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been substantively enacted at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Offsetting

An entity shall offset current tax assets and current tax liabilities, or offset deferred tax assets and deferred tax liabilities if, and only if, it has a legally enforceable right to set off the amounts and the entity can demonstrate without undue cost or effort that it plans either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Value Added Tax (VAT)

Expenses and assets are recognised net of the amount of VAT except:

- when the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and
- receivables and payables are stated with the amount of VAT included

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

g) Share capital

Ordinary shares are classified as equity.

h) Comparatives

There were no changes in presentation in the current year.

NOTES (CONTINUED)

3. Revenue	2025 Shs	2024 Shs
Agency income	<u>1,332,000</u>	<u>1,338,000</u>
4. Profit before tax		
The following item has been charged in arriving at profit before tax:		
Auditors' remuneration	<u>187,200</u>	<u>181,750</u>
5. Tax		
Current tax	68,667	-
Deferred tax credit (Note 7)	<u>-</u>	<u>-</u>
Tax charge	<u>68,667</u>	<u>-</u>
The tax on the company's profit before tax differs from the theoretical amount that would arise using the basic rate as follows:		
Profit before tax	<u>286,184</u>	<u>310,523</u>
Tax calculated at a tax rate of 30% (2024: 30%)	85,856	93,157
Tax effect of:		
- utilisation of previously unrecognised deferred tax	<u>(17,189)</u>	<u>(93,157)</u>
Tax charge	<u>68,667</u>	<u>-</u>
6. Share capital		
Authorised, issued and fully paid:		
1,000 (0: 1,000) ordinary shares of Shs 1,000 each	<u>1,000,000</u>	<u>1,000,000</u>

7. Deferred tax

Deferred tax is calculated, in full, on all temporary timing differences under the liability method using a principal tax rate of 30% (2024: 30%). The movement on the deferred tax account is as follows:

	2025 Shs	2024 Shs
At start of year	-	-
Credit to profit or loss (Note 5)	-	-
At end of year	-	-

Deferred tax is attributable to the following items:

	At start of year Shs	(Credit)/charge to profit or loss Shs	At end of year Shs
Deferred tax asset			
Tax losses carried forward	(46,522)	46,522	-
	(46,522)	46,522	-
Deferred tax asset derecognised	46,522	(46,522)	-
	-	-	-

8. Trade and other receivables

	2025 Shs	2024 Shs
Amount due from parent company (Note 11 (iii) (a))	96,000	132,000

9. Cash and cash equivalents

	2025 Shs	2024 Shs
Cash at bank	983,987	715,706

For the purpose of the statement of cash flows, the year end cash and cash equivalents comprises of the above balance.

10. Trade and other payables

	2025 Shs	2024 Shs
Accruals	360,527	346,030
Amount due to parent company (Note 11 (iii) (b))	46,400	46,400
	406,927	392,430

11. Related party transactions and balances

The company is controlled by Ecu Worldwide (Kenya) Limited, incorporated in Kenya, which owns 99.9% of the company's shares.

The following transactions were carried out with the related party:

	2025	2024
	Shs	Shs
i) Sale of services		
Parent	<u>1,332,000</u>	<u>1,338,000</u>
ii) Purchase of services		
Parent	<u>556,800</u>	<u>556,800</u>
iii) Outstanding balances arising from provision and purchase of services		
a) Receivable from parent company (Note 7)	<u>96,000</u>	<u>132,000</u>
b) Payable to parent company (Note 9)	<u>46,400</u>	<u>46,400</u>

The receivable from/payable to the parent company is interest free, unsecured and has no specific dates of dates of repayment.

12. Presentation currency

The financial statements are presented in Kenya Shillings except where stated otherwise.

SCHEDULE OF EXPENDITURE

1. ADMINISTRATIVE EXPENSES	2025 Shs	2024 Shs
Management fees	556,800	556,800
VAT element on expenses	59,888	55,320
Licences	76,322	66,434
Printing and stationery	29,250	29,000
Audit fees	187,200	181,750
Legal and professional fees	97,849	95,000
Secretarial	35,000	40,000
Bank charges and commissions	3,507	3,173
Total administrative expenses	1,045,816	1,027,477