

# Fast Finance Pay Corp.

Amendment to [Annual Report](#) - Annual Report K10 - 2025 for 12/31/2025  
originally published through the OTC Disclosure & News Service on  
03/13/2026

Explanatory Note:  
Amended Report

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

**FAST FINANCE PAY CORP.**  
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[ir@ok-secure.com](mailto:ir@ok-secure.com)

**Annual Report**  
**For the period ended December 31, 2025 (the "Reporting Period")**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

30,431,528 as of December 31, 2025

27,534,420 as of December 31, 2024 (as adjusted for reverse stock split of 1:40 effective January 27, 2025, subject to rounding up for fractional shares)

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934): Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:  
Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control of the company has occurred during this reporting period:  
Yes:  No:

**1) Name and address(es) of the issuer and its predecessors (if any)**

The Company was incorporated as Xuan Wu International Group Holding Company in Nevada on December 29, 2008. We changed our name to Standard Vape Corporation on October 15, 2019. We changed our name to Fast Finance Pay Corp. on October 29, 2021.

The Company is incorporated in Nevada. Our current status is active.

The Company and its predecessors have not had any trading suspension orders issued by the SEC since inception:

The Company has not had any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On January 27, 2025, FINRA announced a reverse stock split of 1 share for each 40 existing issued and outstanding shares.

The address of our principal executive office and principal place of business is: 147 West 35<sup>th</sup> Street, New York, NY 10001.

Neither the Company nor any of our predecessors have been in bankruptcy, receivership, or any similar proceeding in the past five years.

**2) Security Information**

**Transfer Agent**

VStock Transfer, LLC  
(212) 828-8436  
[info@vstocktransfer.com](mailto:info@vstocktransfer.com)  
18 Lafayette Place, Woodmere, NY 11598

**Publicly Quoted or Traded Securities:**

Trading symbol:	FFPP	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	85423F 304	
Par or stated value	\$0.0001 par value per share	
Total shares authorized:	1,990,000,000	at December 31, 2025
Total shares outstanding:	30,431,528	at December 31, 2025
Total number of shareholders of record:	311	at December 31, 2025

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

Exact title and class of the security:	Class F Convertible Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	300,000 shares	at December 31, 2025
Total shares outstanding (if applicable):	300,000 shares	at December 31, 2025
Total number of shareholders of record:	2	at December 31, 2025

Exact title and class of the security:	Class G Convertible Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	100,000 shares	at December 31, 2025
Total shares outstanding (if applicable):	100,000 shares	at December 31, 2025
Total number of shareholders of record:	1	at December 31, 2025

**Security Description:**

**1. For common equity, describe any dividend, voting and preemption rights.**

Each share of Common Stock is entitled to one vote, does not have pre-emptive rights, has a right to receive dividends when, as and if declared by the Board of Directors and has a right to receive in liquidation all the assets remaining after payment of creditors and preferential payment to outstanding shares of preferred stock.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Each share of Class F Convertible Preferred Stock are multiplied by 25 to determine its right to vote with common stock as a single class; does not have preemptive rights; a right to receive dividends when, as and if declared on common stock by the Board of Directors; right to convert at any time into 25 shares of common stock for each share of preferred stock; a right to receive \$10 in liquidation all of the assets remaining after payment of creditors and before any payments to holders of common stock; and, is protected against any change applicable to common stock with respect to dividends, reverse splits but not forward splits, combinations or reclassifications that would seek to reduce treatment of Class F preferences below the 10 to 1 conversion ratio to dividends, conversion shares or liquidation rights of \$1.00 per share.

On February 11, 2025, the Company issued 100,000 Series G Convertible Preferred Shares for \$2.50 per share. Each share of convertible preferred stock has voting rights equal to an equivalent number of shares of common stock into which it is convertible and votes together as one class with the common stock. One Convertible Preferred Series G Share can convert into one share of common stock valued at \$2.50 per share. In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Company or the incurrence of a deemed liquidation event, the holders of shares of Series G are entitled to receive one dollar per share in any distribution out of the assets of the corporation over the holders of common stock. Series G Convertible Preferred Shares are only redeemable upon a deemed liquidation of the Company. The holders of these Convertible Preferred Share currently control the Company, and as such could effectuate a deemed liquidation at any time.

Each share of Series G Convertible Preferred Stock is convertible at the option of the holder, at any time after the date of issuance of such share, into shares of common stock of the Company. The conversion ratio per share of Series G Convertible Preferred Shares is defined by the Company's articles of incorporation, as amended. Each share of

Series G Convertible Preferred Stock will automatically be converted into shares of common stock at the then-effective conversion rate of such shares upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of common stock of the Company to the public.

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the Reporting Period covered by this report.**

None

**3) Issuance History**

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

**Shares outstanding as of Second Most Recent Fiscal Year Ends**

**Balances as of December 31, 2024:**

Common- 27,534,420 shares, as adjusted for reverse stocks split of 1:40 effective January 27, 2025, (subject to rounding up for fractional shares)

Series F Convertible Preferred Stock – 300,000 shares

*2024 Activity*

Date of Transaction	Transaction Type	Number of Shares	Class of Stock	Value of Shares at Issuance	Discount to Market at time of Issuance*	Individual/Entity Shares were Issued To	Reason for Share Issuance	Restricted or Unrestricted	Exemption Type
1/8/2024	New Issue	6,018	Common	-	Yes	Max Lehmann	Pref E Conversion	Restricted	Reg S
1/8/2024	New Issue	325	Common	25.20	No	Gunther Rottinger	Foreign share sale	Restricted	Reg S
1/8/2024	New Issue	385	Common	25.20	No	Peter Amberg	Foreign share sale	Restricted	Reg S
4/24/2024	New Issue	52,923	Common	-	Yes	Johann Döllerer	Pref E Conversion	Restricted	Reg S
5/16/2024	New Issue	500	Common	21.60	No	Otto Pfeffer	Foreign share sale	Restricted	Reg S
5/16/2024	New Issue	250	Common	-	Yes	Friedrich Börschel	Pref E Conversion	Restricted	Reg S
6/3/2024	New Issue	13,864,072	Common	-	Yes	Gaetano, LLC/ Armin Dartsch & Ole Jensen	Pref D Conversion	Restricted	Reg S
6/12/2024	New Issue	2,163,473	Common	-	Yes	Fast Finance 24 Holding AG/ Armin Dartsch & Ole Jensen	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	250	Common	-	Yes	Andreas Albert Wagner	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,250	Common	-	Yes	Albert Pözl	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,250	Common	-	Yes	Alfred Werner	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	600	Common	-	Yes	Andreas Romberg	Pref E Conversion	Restricted	Reg S

2/28/2024	New Issue	5,000	Common	21.60	No	Jörg Jaegers	Foreign share sale	Restricted	Reg S
6/14/2024	New Issue	250	Common	-	Yes	Birgit Seidenglanz	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	125	Common	-	Yes	Clemens Jaensch	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	200	Common	-	Yes	Curd Ormig	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	250	Common	-	Yes	Detlef Kück	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	2,766	Common	-	Yes	Dieter Beck	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	285	Common	-	Yes	Dieter Schneider	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	384	Common	-	Yes	Dr. Harm Ohlmeier	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	250	Common	-	Yes	Frank Lintgen	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	96	Common	-	Yes	Franz-Gerog Baaden	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,250	Common	-	Yes	Gerd Pfeffer	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	81	Common	-	Yes	Gerd Plieskat	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	39	Common	-	Yes	Hans Angerer	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	626	Common	-	Yes	Hans-Bodo Steinmann	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	438	Common	-	Yes	Harald Rohrs	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	193	Common	-	Yes	Held Milan	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	39	Common	-	Yes	Herman Schoepf	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	452	Common	-	Yes	Inge Lehmann	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	188	Common	-	Yes	Ingrid Wallisch	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	350	Common	-	Yes	Jacob Abraham	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	268	Common	-	Yes	Jochen Bruckner	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	479	Common	-	Yes	Jörg GF Schmalhorst	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	833	Common	-	Yes	Jorg Tolke	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	125	Common	-	Yes	Jürgen Hanisch	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	625	Common	-	Yes	Jürgen Kauth	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	4,900	Common	-	Yes	Karl-Heinz Stanelle	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	29,072	Common	-	Yes	Kiene Wilfried	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	75	Common	-	Yes	Klaus Hohlweg	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,111	Common	-	Yes	Klopf Gottfried	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	193	Common	-	Yes	Tibor Košík	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	384	Common	-	Yes	Kretz Gilbert	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	839	Common	-	Yes	Manfred Runge	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,125	Common	-	Yes	Mathias Kloth	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	6,250	Common	-	Yes	Michael Sommerhage	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	193	Common	-	Yes	Miroslav V Jagerčík	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	750	Common	-	Yes	Peter Schmidt zur Nedden	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	8,917	Common	-	Yes	Philipp Hermann	Pref E Conversion	Restricted	Reg S

6/14/2024	New Issue	193	Common	-	Yes	Pursa Vojtech	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	193	Common	-	Yes	Rainer Schlothauer	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	250	Common	-	Yes	Rauscher Anton	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	584	Common	-	Yes	Reinhold Neskudla	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	75	Common	-	Yes	Rene Faak	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	246	Common	-	Yes	Roger Meier	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,384	Common	-	Yes	Ronni Detert	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	115	Common	-	Yes	Rüdiger Klaas	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	385	Common	-	Yes	Rudolf Walldorf	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	1,449	Common	-	Yes	Thomas Abmann	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	594	Common	-	Yes	Torben Kuhlmann	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	455	Common	-	Yes	Torsten Müller	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	279	Common	-	Yes	Uwe Küntzel	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	150	Common	-	Yes	Walter Alle	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	125	Common	-	Yes	Wenner Christoph Maximillian	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	193	Common	-	Yes	Wilhelm Kopp	Pref E Conversion	Restricted	Reg S
6/14/2024	New Issue	500	Common	-	Yes	Willy Kraub	Pref E Conversion	Restricted	Reg S

### 2025 Activity

Date of Transaction	Transaction Type	Number of Shares	Class of Stock	Value of Shares at Issuance	Discount to Market at time of Issuance*	Individual/Entity Shares were Issued To	Reason for Share Issuance	Restricted or Unrestricted	Exemption Type
2/11/2025	New Issue	100,000	Series G	2.50	No	My Next Habitat	Cash	Restricted	Reg S
2/6/2026	New Issue	8	Common	-	Yes	CEDE & CO	Cash	Restricted	Reg S
2/7/2025	New Issue	507	Common	-	Yes	CEDE & CO	Cash	Restricted	Reg S
3/5/2025	New Issue	10000	Common	2.50	No	Daniel Fisheer	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Jacob Abraham	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	1.00	No	Jacob Abraham	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	1.00	No	Bresch Andreas	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	1.00	No	Bresch Andreas	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	200,000	Common	2.50	No	Jozsef Balogh	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	300,000	Common	2.50	No	Jozsef Balogh	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	100,000	Common	2.50	No	Jozsef Balogh	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,500	Common	1.00	No	Klaus Bornschein	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Martin Bühling	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,425	Common	4.00	No	Peter Deiritz	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Siegfried Elstner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	4.00	No	Siegfried Elstner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	4.00	No	Siegfried Elstner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Siegfried Elstner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	4,000	Common	2.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	16,000	Common	2.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	2.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	2.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	9,800	Common	2.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	7,500	Common	0.50	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Johann Flubacher	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Walter Freitag	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	4,000	Common	2.50	No	Walter Freitag	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,500	Common	2.50	No	Walter Freitag	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	557	Common	2.50	No	Dirk Graubohm	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	15,000	Common	1.00	No	Achim Gruber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	50,000	Common	1.00	No	Michael Gruber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	1.00	No	Michael Gruber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Wolfgang Grun	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,000	Common	4.00	No	Wolfgang Grun	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	1.00	No	Uwe Hentrich	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	12,000	Common	2.50	No	Armin Herrmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Michael Heuler	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Michael Heuler	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	15,000	Common	1.00	No	Michael Heuler	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,250	Common	4.00	No	Tim Hoesmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	400,000	Common	1.00	No	Jörg Jaegers	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	250,000	Common	1.00	No	Jörg Jaegers	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	2.50	No	Edwin Kahl	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	25,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	15,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	33,250	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	1.00	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	14,000	Common	2.50	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	8,000	Common	2.50	No	Hans Kaiser	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	3,200	Common	2.50	No	Daniel Karliner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	4.00	No	Daniel Karliner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,500	Common	4.00	No	Johann Kattinger	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,500	Common	4.00	No	Johann Kattinger	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Theodor Kellner	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	22,150	Common	1.00	No	Klemme Klaus	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	8,750	Common	1.00	No	Max Lehmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Max Lehmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,000	Common	2.50	No	Max Lehmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,000	Common	2.50	No	Max Lehmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Inge Lehmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	2.50	No	Manfred Leupolt	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	2.50	No	Lintermanns Kurt	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	0.50	No	Rudolf Mai	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	0.50	No	Manfred Masal	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	10,000	Common	0.50	No	Manfred Masal	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Manfred Masal	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	15,000	Common	0.50	No	Manfred Masal	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	4.00	No	Peter Matzke	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Meyer Gernot	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	9,720	Common	1.00	No	Meyer Gernot	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Meyer Gernot	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Meyer Gernot	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	25,000	Common	1.00	No	Wolfgang Murmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	2.50	No	Wolfgang Murmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	12,000	Common	2.50	No	Wolfgang Murmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	3,750	Common	4.00	No	Wolfgang Murmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	2.00	No	Wolfgang Murmann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,500	Common	2.50	No	Florian Neumayr	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Ulrich Niemann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Ulrich Niemann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	2.50	No	Ulrich Niemann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Ulrich Niemann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Ulrich Niemann	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	2,000	Common	1.00	No	Ulrich Niemann	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Franz Osmers	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	4,116	Common	2.50	No	Franz Osmers	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	2.50	No	Franz Osmers	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,353	Common	2.50	No	Aigner Peter	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	12,500	Common	1.00	No	Deuse Prejawa	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Stepan Pustka	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,250	Common	4.00	No	Stepan Pustka	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,500	Common	4.00	No	Alfons Raiber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Wolfgang Rothermund	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	500	Common	2.50	No	Wolfgang Rothermund	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	2.50	No	Ruckgaber Stephan	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,500	Common	2.50	No	Stephan Ruckgaber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	2.50	No	Thomas Ruf	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Manfred Runge	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	2.50	No	Manfred Runge	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	4,000	Common	2.50	No	Michael Schäfer	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,000	Common	2.50	No	Peter Schäfer	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,000	Common	4.00	No	Bernd Schäfer	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	1,807	Common	2.50	No	Rainer Schlothauer	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	2,206	Common	4.00	No	Eberhard Schlücker	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	46,600	Common	0.50	No	Martin Schneeberger	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	1.00	No	Edwin Sebening	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	9,250	Common	1.00	No	Edwin Sebening	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	1.00	No	Edwin Sebening	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,250	Common	4.00	No	Elke Seitz	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	3,000	Common	2.50	No	Ingolf Sibert	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	60,000	Common	1.00	No	Günter Steinrücken	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	100,000	Common	0.55	No	Rainer Thiel	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	25,000	Common	1.00	No	Rainer Thiel	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Rainer Thiel	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	6,250	Common	4.00	No	Rainer Thiel	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	15,000	Common	1.00	No	Wim Toebes	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	1,167	Common	1.00	No	Jorg Tolke	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	0.50	No	Günter Volquardsen	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	38,200	Common	0.50	No	Günter Volquardsen	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	24,000	Common	0.50	No	Günter Volquardsen	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	20,000	Common	0.50	No	Günter Volquardsen	Cash	Restricted	Reg S

9/26/2025	New Issue from Unissued Shares	10,000	Common	2.50	No	Günter Volquardsen	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	4,600	Common	2.50	No	Günter Volquardsen	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	0.50	No	Matthias Vonderbank	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	8,000	Common	2.50	No	Jörg Walter	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	6,250	Common	4.00	No	Jörg Walter	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	3.50	No	Jörg Walter	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	3,000	Common	2.50	No	Dieter Weber	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	30,000	Common	1.00	No	Johannes Wengler	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	5,000	Common	1.00	No	Ulrich Wolff	Cash	Restricted	Reg S
9/26/2025	New Issue from Unissued Shares	12,000	Common	1.00	No	Rainer Wolff	Cash	Restricted	Reg S
12/30/2025	New Issue	1,000	Common	6.96	No	Ingolf Sibert	Cash	Restricted	Reg S
12/30/2025	New Issue	3,000	Common	7.04	No	Rainer Schlothauer	Cash	Restricted	Reg S
12/30/2025	New Issue	1,000	Common	7.05	No	Peter Aigner	Cash	Restricted	Reg S
12/30/2025	New Issue	9,166	Common	7.02	No	Hans-Joachim Unruh	Cash	Restricted	Reg S
12/30/2025	New Issue	1,000	Common	6.91	No	Detlef Lorenz	Cash	Restricted	Reg S
10/9/2025	New Issue	100,000	Common	6.97	No	Jozsef Balogh	Cash	Restricted	Reg S
11/12/2025	New Issue	29,167	Common	4.82	No	Johann Kattinger	Cash	Restricted	Reg S
11/25/2025	New Issue	1,667	Common	6.91	No	Ronni Detert	Cash	Restricted	Reg S
12/4/2025	New Issue	8,333	Common	4.69	No	Denise Prejawa	Cash	Restricted	Reg S
12/10/2025	New Issue	3,516	Common	6.99	No	Erich Kubert	Cash	Restricted	Reg S
12/12/2025	New Issue	1,667	Common	7.03	No	Jacob Abraham	Cash	Restricted	Reg S

**Balances as of December 31, 2025:**

Common- 30,431,528 shares

Series F Convertible Preferred Stock – 300,000 shares

Series G Convertible Preferred Stock – 100,000 shares

**B. Promissory and Convertible Notes**

The Company does not have any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities with the exception of its Series F and G Convertible Preferred Shares.

## 4) Issuer's Business, Products and Services

### Forward-Looking Statements

The information contained herein includes certain "forward-looking" statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. You can identify these and other forward-looking statements by the use of words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "might," "will," "should," "would," "could," "potential," "future," "continue," "ongoing," "forecast," "project," "target" or similar expressions, and variations or negatives of these words. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. Although we believe the expectations reflected in these forward-looking statements are reasonable, such expectations cannot guarantee future results, levels of activity, performance, or achievements. Forward-looking statements included in this report and all subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements speak only as of the date made, other than as required by law, and we undertake no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events or otherwise.

#### A. Summary of our business operations

Our operations are coordinated from our premises at Umlandstrasse 165/166, Berlin 10719, Federal Republic of Germany (please see also 6) below). We have an employee complement of five, including the Director and Officers named and described in these statements under 7) below.

### Visual OK. Rebranding

The long-term strategy is to rebrand under a unified "OK." identity, establishing a consistent and recognizable presence across all markets. This approach will consolidate all services and subsidiaries under a single visual brand, while allowing operating companies to retain their existing legal names. The initial focus will be on visual branding to support a seamless transition and pave the way for the upcoming initial public offering. In practice, OK.secure will take visual prominence as the lead consumer-facing brand, with clear attribution to its parent company, Fast Finance Pay Corp. To ensure transparency and prevent confusion, the OK.secure logo will include the designation "a Fast Finance Pay Corp. brand," aligning the visual identity with the legal entity while reinforcing the unified "OK." brand presence.

#### B. Our subsidiaries, parent company, or affiliated companies.

OK.de Holding Inc. and OK.de Services GmbH ("OK.de | OKsecure.net"),  
FF24 Ventures GmbH ("ok-pay.com"),  
FF24 Merchant Services GmbH ("ok-secure.com/portfolio/#okmerchants").

#### C. Our principal products or services.

### OK.secure

OK.secure (*provided by Ok.de Services GmbH*) is an all-in-one, end-to-end encrypted platform developed by cybersecurity experts, offering a secure messaging service available on iOS, Android, and as a web application. It allows users to privately chat, group chat, make calls and video calls, securely share media such as images, videos, documents, and even their current location. In line with its privacy-focused design, OK.secure also integrates a crypto wallet that supports over 40 blockchains and more than 4,000 digital assets, enabling users to send and receive crypto directly in chat through its fully non-custodial setup, where only users hold their private encryption keys.

### OK.pay

OK.pay (FF24 Ventures GmbH) is a global cryptocurrency payment and trading platform that enables users to buy, sell, swap, and spend digital assets securely and seamlessly. Available in over 170 countries and

supporting more than 4,000 cryptocurrencies, the platform facilitates frictionless transactions with minimal Know Your Customer (KYC) requirements for smaller-value trades. Through its integration with OK.secure, OK.pay offers encrypted financial communication and cryptocurrency-to-fiat (crypto-to-fiat) conversions, creating a comprehensive financial ecosystem.

Businesses benefit from OK.pay's advanced payment wallet, which simplifies cryptocurrency acceptance and settlement. For everyday spending, the platform offers two practical card-based solutions. Users can purchase prepaid vouchers directly within the wallet using cryptocurrency, including topped-up VISA debit cards and other digital vouchers that can be redeemed for real-world payments. In addition, OK.pay is introducing an OK.pay-branded VISA debit card connected to an integrated IBAN e-money account within the app. Through built-in conversion tools, users can seamlessly convert between cryptocurrency and fiat currencies, allowing them to quickly fund the card and use it across the global VISA network.

With blockchain-based security, access to global payment networks such as Single Euro Payments Area (SEPA) and Society for Worldwide Interbank Financial Telecommunication (SWIFT), and a crypto wallet for safe asset management, OK.pay is driving the adoption of digital finance. Additionally, the platform's Partner and Tell-a-Friend Programs incentivize growth through commission-based earnings and referral rewards. By combining cutting-edge technology with a user-centric approach, OK.pay is redefining cryptocurrency transactions and bridging the gap between digital and traditional finance.

## **OK.merchants**

OK.merchants (*FF24 Merchant Services GmbH*) will let customers pay their way — with crypto or fiat — offering unmatched flexibility and convenience. From Bitcoin to bank transfers, the platform supports smooth, secure, and instant payments. It's the ideal solution for modern businesses that want to provide an innovative, globally versatile checkout experience, online or in-store. Empowering businesses with fast settlements, crypto-to-fiat conversions, and no chargebacks. Enjoy low transaction fees, simplified onboarding, and full control through easy-to-integrate APIs. Whether global scaling or optimizing locally, OK.merchants will provide a future-ready toolset for efficient, borderless, and secure payment processing.

## **OK.de**

OK.de (*OK.de Services GmbH*) is a free email service provider based in Germany, best known for its 'free mailer' mobile email service. It offers users an unlimited email inbox, a professional organizer, cloud storage through OK-Drive, and a comprehensive entertainment package. In addition, OK.de features a news portal, exclusive deals, and a comparison tool for insurance and services, designed to help users save money. The platform aims to create an active user interface that connects people worldwide on a single platform, currently catering to approximately 2.3 million users of its email service.

## **DigiClerk**

Fast Finance Pay Corp continued the soft launch of DigiClerk.com throughout the half of 2025. DigiClerk is an AI-powered document processing platform specifically designed for Certified Public Accountants (CPAs) and Real Estate Investment Trusts (REITs). Its primary goal is to streamline complex financial workflows, improve regulatory compliance, and boost productivity through advanced machine learning automation.

To strengthen brand visibility and attract potential customers, DigiClerk employs a multi-channel digital marketing strategy. This includes search engine optimization (SEO) to improve website rankings, targeted online advertising for niche industry segments, and content marketing that highlights DigiClerk's expertise while delivering valuable insights to the CPA and REIT communities. Social media platforms also play a central role in engaging with target audiences and sharing informative, finance-focused content.

DigiClerk combines affordability with an intuitive, user-friendly interface, making it easier for financial professionals to manage and navigate large volumes of documents. Its advanced AI automates data extraction, simplifies hidden data interactions, and reduces the complexities of tasks such as cost tracking, invoice processing, and financial statement preparation. This data-driven approach empowers CPAs and REIT professionals to make faster, more informed decisions while optimizing operational efficiency.

To further engage its target audience, DigiClerk plans to host webinars, seminars, and interactive sessions tailored for REITs and CPA firms. These events will address industry-specific challenges, offer practical solutions, and provide opportunities for networking and knowledge exchange. Breakfast meetings and

focused group discussions will also be organized to foster deeper relationships and showcase how DigiClerk's technology can transform document processing workflows.

With its innovative AI capabilities and tailored financial focus, DigiClerk offers an affordable, efficient, and modern solution designed to elevate financial operations and drive long-term success for CPAs and REITs alike.

## **5) Issuer's Facilities**

Our primary parent company, Fast Finance 24 Holding AG, provides office space within its headquarters facility located in Berlin, Federal Republic of Germany. We further entered a new lease with an independent third party for space at 147 West 35th Street, Suite 1203, New York, NY 10001 for approximately \$525 per month.

## 6) Officers, Directors, and Control Persons of the Company

Individual Name or Entity Name (Include names of control person(s) if a corporate entity)	Position/ Company Affiliation (ex: CEO, 5% Control person)	Residential Address (City / State Only)	Number of Common Shares Owned (undiluted)	Number of Preferred Series F Shares Held	% of Common Shares Owned	% of Preferred Series F Owned
Armin Dartsch	Secretary & Director	Berlin, Federal Republic of Germany	0	0	0.00%	0.00%
Fast Finance 24 Holding AG/ Armin Dartsch & Ole Jensen	Mr. Jensen (our CEO) & Mr. Dartsch (our Secretary) are control persons	Berlin, Federal Republic of Germany	13,076,102	0	42.96%	0.00%
Gaetano, LLC	Mr. Jensen (our CEO) & Mr. Dartsch (our Secretary) are control persons	Berlin, Federal Republic of Germany	13,864,072	0	45.56%	0.00%
Ole Jensen	Chairman, Chief Executive Officer and President	Berlin, Federal Republic of Germany	0	0	0.00%	0.00%
Prithwiraj Mukherjee	Owner of more than 5%	India	0	180,000	0.00%	60.00%
Rupesh Chaudhuri	Owner of more than 5%	India	0	120,000	0.00%	40.00%
Sayed Muhammad Iqbal	CFO/ Treasurer	Berlin, Federal Republic of Germany	0	0	0.00%	0.00%

OLE JENSEN is our Chairman, CEO and President, beginning August 2024. His Employment history is:

- As CEO, Ole has spearheaded the launch of numerous ventures over the past 30 years, including a German retail chain, European online retail shops and platforms, a furniture e-commerce platform, online financial services, a communication and advertising portal, and various mobile applications.
- With over 31 years of experience in managing and operating high-level business networks, Ole has spent the past 23 years as a business founder and advisor. Leveraging his extensive expertise in retail and e-commerce, he has played an active role in scaling online businesses globally. As a founder, mentor, and motivator, he has provided strategic guidance to operating companies in product management and purchasing across Europe and the U.S.
- A highly skilled financial analyst, Ole has been instrumental in the success of several startups and mid-cap companies, including mergers and IPOs across Europe.

ARMIN DARTSCH is our Secretary and Director, beginning June 2022. His Employment history is:

- Armin studied law at the Christian-Albrechts University of Kiel and Humboldt University of Berlin. After passing his second state examination, he was admitted to the bar in 2006 and began his legal career as a staff attorney at a boutique law firm specializing in copyright and art law.

- b) In 2007, Armin established his own independent practice, focusing on national and international tax and corporate law, as well as intellectual property law. He has advised both companies — particularly in the e-commerce sector — and individuals across Germany, the EU, the US, and Hong Kong.
- c) Beyond his legal career, Armin Dartsch has served as managing director of several companies in Germany and the UK since 2009. He currently serves as the Chairman of the Supervisory Board at Fast Finance 24 Holding AG, a publicly listed company in Germany.

SAYED MUHAMMAD IQBAL is our Chief Accountant/Treasurer, beginning June 2022. His employment history is:

- a) Fast Finance 24 Holding AG, Accounting Manager (June 2020 to Present). Conducting cash flow analysis and summarizing reports related to cash in-flow and cash out-flow. Responsible for proposing overall budget, delivering monthly revenue forecasts. Assisting managers to process Balance Sheet, Profit/Loss statements (IFRS & GAAP) and other financial statements as required. Analyzed Profit/Loss statements such as revenues, cost of sales, expenses, EBIT and operating margin to determine the company's financial position.
- b) MyStylo GbR, Junior Manager Business Development (December 2018 to May 2020). Created different Cost/Profit centers in company's accounting software. Allocation of company's bank transactions to the respective Cost/Profit centers. Responsible for bookkeeping for Accounting and Finance Dept. Planning and overseeing new marketing initiatives.

## 7) Legal/Disciplinary History

- A. None of the persons named above as directors and officers, and to the best of their knowledge, and other named persons have, in the past 10 years, been the subject of:
  - 1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);
  - 2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;
  - 3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;
  - 4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or
  - 5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.
  - 6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

- B. Neither the Company nor its subsidiaries are engaged in any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject.

## 8) Third Party Service Providers

### Securities Counsel

Name: Ellenoff Grossman & Schole LLP  
Address: 1345 Avenue of the Americas  
New York, NY 10105  
Phone: (212) 370-1300  
Email: [ellenoff@egslp.com](mailto:ellenoff@egslp.com)

### Accountant or Auditor

Name: External financial accountants  
Firm: External financial accountants  
Address: External financial accountants based within the United States

### Investor Relations

Name: Barwicki Investor Relations  
Address: 30 Wall Street, 8 FL  
New York, NY 10005  
Phone: (516) 662-9461  
Email: [andrew@barwicki.com](mailto:andrew@barwicki.com)

*All other means of Investor Communication: None*

## 9) Disclosure & Financial Information

- A. This Disclosure Statement was prepared by

(name of individual): Name: Armin Dartsch  
Title: Corporate Secretary  
Relationship to Issuer: Corporate Secretary

- B. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

- C. The following financial statements were prepared by  
(name of individual):

- D. Name: External financial accountants  
Title: External financial accountants  
Relationship to Issuer: External financial accountants

## Index to Financial Statements

- a. Consolidated Balance Sheet (unaudited);
- b. Consolidated Statement of Comprehensive Loss for the years ended December 31, 2025 and 2024 (unaudited);
- c. Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 2025 and 2024 (unaudited);
- d. Consolidated Statement of Cash Flows for the years ended December 31, 2025 and 2024 (unaudited); and,
- e. Disclosures to the unaudited consolidated financial statements (unaudited)

**FAST FINANCE PAY CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	As of December 31,	
Assets	2025	2024
Current assets		
Cash	\$ 314,413	\$ 262,206
Trade receivables	3,891,084	1,238,480
Affiliated party receivable	67,132	52,000
Deferred offering costs	352,313	-
Prepaid expenses and other current assets	26,562	53,812
Total current assets	4,651,504	1,606,498
Capitalized internal use software, net	3,824,548	3,519,502
Intangible assets, net	1,016,901	1,072,834
Note receivable due from Fast Finance Holdings AG	9,277,795	6,242,724
Notes receivable from affiliates	1,246,915	-
Property and equipment, net	6,261	22,274
Total Assets	\$ 20,023,924	\$ 12,463,832
Liabilities, Mezzanine Equity and Stockholders' Equity		
Current liabilities		
Trade payables and accrued expenses	\$ 183,916	\$ 641,709
Taxes payable	155,935	179,842
Affiliated party payable	1,862,364	26,000
Liability for unissued shares	115,783	1,780,808
Current portion of bank loans, lines of credit, and promissory notes	60,418	179,419
Contract liability	1,762,479	1,565,835
Other liabilities	99,332	32,514
Total current liabilities	4,240,227	4,406,127
Non-current portion of bank loans, lines of credit, and promissory notes	288,186	309,381
Total liabilities	4,528,413	4,715,508
Commitments and Contingencies (Note 15)		
Mezzanine Equity		
Series G Convertible Preferred Stock; par value \$0.0001; no authorized shares as of December 31, 2024; as of December 31, 2025 there are 100,000 shares outstanding	250,000	-
Total mezzanine equity	250,000	-
Stockholders' Equity		
Series F Convertible Preferred Stock; par value \$0.0001; authorized 300,000 shares; as of December 31, 2024 and December 31, 2023, there are 300,000 outstanding; liquidation preference of \$3,000,000 as of December 31, 2025 and 2024	30	30
Common Stock; par value \$0.0001; 1,990,000,000 shares authorized; as of December 31, 2025, and December 31, 2024, there are 30,431,528 and 27,534,346 shares outstanding, respectively	2,987	2,753
Additional paid-in capital	23,611,810	10,120,531
Accumulated other comprehensive income (loss)	1,017,715	39,561
Retained earnings (accumulated deficit)	(9,387,031)	(2,414,551)
Total stockholders' equity	15,245,511	7,748,324
Total liabilities, mezzanine equity and stockholders' equity	\$ 20,023,924	\$ 12,463,832

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

Reflects a 1-for-40 reverse stock split effective January 27, 2025.

**FAST FINANCE PAY CORP.**  
**CONSOLIDATED STATEMENTS OF COMPEHENSIVE LOSS**  
(Unaudited)

	<b>For the years ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Service revenues	\$ 11,148,744	\$ 3,222,391
Service revenues from affiliates	119,159	-
Total revenues	11,267,903	3,222,391
Cost of services	3,319,721	2,023,331
Cost of services with affiliates	2,380,616	-
Total cost of services	5,700,337	2,023,331
Gross profit	5,567,566	1,199,060
Operating expenses		
General and administrative expenses	2,752,245	3,331,136
General and administrative expenses with affiliates	2,615,317	19,116
Depreciation and amortization	375,097	387,750
Total operating expenses	5,742,659	3,738,002
Gain (Loss) from operations	(175,093)	(2,538,942)
Other expense		
Interest expense	25,471	25,631
Foreign currency (gain) loss	(788,388)	421,129
Change in fair value of unissued shares	7,558,818	414,982
Loss before income taxes	(6,970,994)	(3,400,684)
Income tax expense	1,486	50,589
Net loss	\$ (6,972,480)	\$ (3,451,273)
Other comprehensive loss		
Foreign currency translation adjustments	978,154	30,196
Comprehensive loss	(5,994,326)	(3,421,077)
Weighted average shares outstanding of Common Stock	28,295,963	16,069,325
Basic and diluted net loss per share, Common Stock	\$ (0.25)	\$ (0.21)

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

Reflects a 1-for-40 reverse stock split effective January 27, 2025.

**FAST FINANCE PAY CORP.**  
**CONSOLIDATED STATEMENTS OF MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY**  
**YEARS ENDED DECEMBER 31, 2025 AND 2024**  
**(Unaudited)**

	Preferred Shares subject to Possible Redemption											Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Shareholders' Equity
	Preferred Series D		Preferred Series E		Preferred Series G		Preferred Series F		Common Stock		Additional Paid-In Capital			
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balances, as of December 31, 2023	95,973	\$ 95,412	3,666,402	\$ 3,002,844	-	\$ -	300,000	\$ 30	400,635	\$ 40	\$ 6,878,161	\$ 9,365	\$ 1,036,722	\$ 7,924,318
Series D Convertible Preferred conversion to common	(95,973)	(95,412)	-	-	-	-	-	-	24,836,000	2,484	92,929	-	-	95,413
Series E Convertible Preferred conversion to common	-	-	(3,666,402)	(3,002,844)	-	-	-	-	2,291,501	229	3,002,615	-	-	3,002,844
Share issuances	-	-	-	-	-	-	-	-	6,210	-	146,826	-	-	146,826
Foreign currency translation	-	-	-	-	-	-	-	-	-	-	-	30,196	-	30,196
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(3,451,273)	(3,451,273)
Balances, as of December 31, 2024	-	\$ -	-	\$ -	-	\$ -	\$ 300,000	30	27,534,346	2,753	\$ 10,120,531	\$ 39,561	\$ (2,414,551)	\$ 7,748,324
Series G Convertible Preferred issuance	-	-	-	-	100,000	250,000	-	-	-	-	-	-	-	-
Share issuances	-	-	-	-	-	-	-	-	1,245,243	127	6,063,048	-	-	6,063,174
Share issuances from unissued shares	-	-	-	-	-	-	-	-	1,651,939	108	7,428,231	-	-	7,428,339
Foreign currency translation	-	-	-	-	-	-	-	-	-	-	-	978,154	-	978,154
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(6,972,480)	(6,972,480)
Balances as of December 31, 2025	-	\$ -	-	\$ -	\$ 100,000	250,000	\$ 300,000	30	30,431,528	2,987	\$ 23,611,810	1,017,715	\$ (9,387,031)	\$ 15,245,511

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

Reflects a 1-for-40 reverse stock split effective January 27, 2025.

**FAST FINANCE PAY CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>For the years ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Loss	\$ (6,972,480)	\$ (3,451,273)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	375,097	387,750
Noncash foreign currency (gain)/loss	(788,388)	421,129
Noncash change in fair value of unissued share liability	7,558,818	414,982
Changes in operating assets and liabilities:		
Trade receivables	(2,652,605)	424,738
Affiliated party receivable	(15,132)	(52,000)
Deferred offering costs	(352,313)	-
Prepaid sales taxes	27,250	81,754
Trade payables	(457,792)	(1,332,098)
Taxes payable	(23,907)	88,502
Affiliated party payable	1,836,364	-
Contract liability	-	1,245,397
Other liabilities	66,818	(40,511)
Net cash used in (provided by) operating activities	<u>(1,398,270)</u>	<u>(1,811,630)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capitalization of software	(365,216)	-
Loans made to Fast Finance 24 Holding AG	(2,246,683)	-
Loans made to affiliates	(1,246,915)	-
Net cash used in investing activities	<u>(3,858,814)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of bank loans, lines of credit, and promissory notes	-	488,800
Payment of bank loans, lines of credit, and promissory notes	(211,618)	-
Issuance of convertible preferred series G	250,000	-
Proceeds received for common stock that were issued	4,108,185	136,941
Proceeds received for common stock that remain unissued	105,903	1,278,658
Net cash provided by financing activities	<u>4,252,470</u>	<u>1,904,399</u>
Effect of exchange rate changes on cash	1,056,821	165,360
Increase in cash	52,207	258,129
Cash, beginning of year	<u>262,206</u>	<u>4,077</u>
Cash, end of year	<u>\$ 314,413</u>	<u>\$ 262,206</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	\$ 22,193	\$ 29,357
<b>Supplemental disclosures of noncash investing and financing information:</b>		
Noncash conversion of Preferred Series D shares	\$ -	\$ 95,412
Noncash conversion of Preferred Series E shares	\$ -	\$ 3,002,844
Noncash settlement of trade receivables and payables	\$ -	\$ 1,538,274
Issuance of common stock previously unissued	\$ 13,466,511	\$ 10,750

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

**FAST FINANCE PAY CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1. Organization and Description of Business Operations**

Fast Finance Pay Corp. and its subsidiaries (“FFPP” or the “Company”) is a financial technology company headquartered in New York City, New York. The Company specializes in merchant payment processing, consumer e-banking, and instant money transfer solutions across various currencies and industries.

The Company provides a global messenger with web applications that not only enable simple communication, but also offer digital payments via crypto wallets including a crypto-based debit card and business to business (“B2B”) merchant tools. Our model combines messaging, payment solutions and crypto trading services to create seamless digital interactions for fiat and cryptocurrencies. Through our brands OK.de, OK.secure, OK.merchants, OK.pay and DigiClerk, we offer innovative and scalable business to consumer (“B2C”) and B2B solutions for payment processing, as well as noncustodial crypto wallets that enable users to trade cryptocurrencies and participate in Decentralized Finance (“DeFi”).

OK.de Services©: Acquired in 2019, OK.de is a free email provider that includes web-based advertising on its website. OK.de is compliant with the provisions of General Data Protection Regulation (“GDPR”) and provides innovative email box functions, offers end customers with its own messenger service, cloud storage, as well as video and entertainment packages.

In 2022, the Company expanded its offering with OK.Secure. This offering is a secure messenger service that is available as an application. This offering provides chat, video calls, file sharing, and a cryptocurrency wallet feature that was added in 2023. The cryptocurrency wallet allows end users to use their cryptocurrencies to buy vouchers that are used at common retail stores. Additionally, the Company expanded its offering with OK.pay in 2024. The platform is designed to provide secure, real-time processing of various payment methods, including MasterCard, VISA, SEPA and PayPal.

The Company initially focused its Ok. Secure offering on marketing and integration with German online shops. The companies extended their services to the broader European Union in 2024. However, expansion into the United States and Asia is not anticipated soon for this service. Merchants benefit from easy integration into diverse shop systems and websites, allowing them to offer preferred local payment options to customers globally, thereby providing a platform to enhance conversion rates in different countries.

DigiClerk: Acquired in 2023, DigiClerk specializes in AI-powered document processing solutions tailored for Certified Public Accountants (CPAs) and Real Estate Investment Trusts (REITs). The platform automates data extraction from various documents, enhancing efficiency and accuracy in financial operations. Navigating through extensive documents becomes effortless with DigiClerk’s advanced machine learning. This automation enhances productivity by simplifying data extraction. The DigiClerk platform is still in development, and as such has no revenues.

Our Chairman, Chief Executive Officer and President and our Secretary & Director, indirectly through their ownership in Fast Finance 24 Holding AG and Gaetano, LLC, both affiliates of the Company, currently hold approximately 89% of the voting power of our Company.

*Reverse stock split*

On July 10, 2024, we filed an Articles of Amendment to Articles of Incorporation of the Company with the Secretary of State of Nevada to effect a reverse split of the Company’s issued and outstanding shares of common stock at a ratio of 1-for-40. On January 27, 2025, this reverse stock split was approved and announced by the Financial Industry Regulatory Authority with an effective date on January 27, 2025. As a result of the reverse stock split, every 40 issued and outstanding shares of the Company’s common stock prior to the effective time of the reverse stock split were combined into 1 share of common stock. The reverse stock split had no impact on the Company’s issued and outstanding shares of preferred stock.

The share data and per share data included within these consolidated financial statements and notes thereto has been retroactively adjusted to reflect the number of shares resulting from this reverse stock split.

***Going Concern, Liquidity and Capital Resources***

The Company has a comprehensive loss of \$6.0 million for the year ended December 31, 2025 and has an accumulated deficit of \$9.4 million as of December 31, 2025. To date, the Company has been funded by issuing common and convertible preferred equity securities.

As of December 31, 2025, the Company has approximately \$0.3 million of cash.

The Company evaluated whether there are any conditions and events, considered in the aggregate that raise substantial doubt about its ability to continue as a going concern over the next twelve months from the issuance date of the consolidated financial statements. The Company's cash requirements include, but are not limited to, operating expenses and working capital requirements. Due to these cash requirements, the Company does not believe that it will have sufficient cash to fund operations for one year after the date that the accompanying consolidated financial statements are issued without raising additional funds through the issuance of common or convertible preferred equity securities.

Accordingly, the Company has concluded that there is substantial doubt about its ability to continue as a going concern within one year of the issuance date of the accompanying consolidated financial statements. These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company intends to raise additional cash through additional equity financings, debt financings or other arrangements to fund operations. However, there can be no assurance that the Company will be able to raise adequate capital under acceptable terms, if at all. The sale of additional equity may dilute existing shareholders and newly issued shares may contain senior rights and preferences compared to currently outstanding ordinary shares. Furthermore, the Company intends to receive additional funding from Fast Finance 24 Holding AG, its parent company. However, there can be no assurance that Fast Finance 24 Holding AG will provide the necessary funding to the Company when needed. If the Company is unable to obtain such additional financing or additional funding from Fast Finance 24 Holding AG, future operations would need to be reevaluated.

## **Note 2. Significant Accounting Policies**

### *Basis of Presentation and Principles of Consolidation*

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as determined by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

### *Use of Estimates*

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting periods. Significant estimates in these consolidated financial statements include purchase price allocations for business combinations and asset acquisitions, the fair value of convertible preferred shares issued, income taxes, revenue recognition, useful lives of intangible assets, and impairment of intangible assets. The Company bases its estimates on historical experience, anticipated market participant decisions, and on various other assumptions believed to be reasonable. Due to the inherent uncertainty involved in making estimates, actual results may differ materially and adversely from these estimates.

### *Comprehensive Loss*

Comprehensive loss consists of two components, net loss and other comprehensive income (loss), net of tax. The Company's other comprehensive income (loss) consists of foreign currency translation adjustments that result from consolidation of its foreign subsidiaries that have a functional currency other than the U.S. Dollar.

### *Foreign Currency Transaction Gains and Losses*

Foreign currency transactions are recorded in the functional currency of the Company at the exchange rates prevailing on the transaction date. Monetary assets and liabilities denominated in currencies other than the functional currency are remeasured at the exchange rates in effect at the balance sheet date.

Foreign currency transaction gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary assets and liabilities are recognized in Foreign currency (gain) loss in the consolidated statements of comprehensive loss.

### *Risks and Uncertainties*

The Company is subject to risks common to companies in its industry, including, but not limited to, cybersecurity vulnerabilities, business interruptions or systems failures, development of technological innovations by its competitors, compliance with government regulations, changes to payment card networks and banking practices, dependence on key personnel, the need for additional funding, and dependence on the successful development and marketing of its key products.

### *Cash and Cash Equivalents*

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash accounts in a financial institution which can exceed government insured limits. The Company considers all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents. The Company does not have any cash equivalents as of December 31, 2025 or 2024.

### *Trade Receivables*

Trade receivables are carried at the original invoice amount, less any estimate made for doubtful accounts or credit losses. The allowance for credit losses is the Company's best estimate of the amount of expected credit losses in the Company's existing receivables over the contractual term. The Company evaluates such receivables by considering any relevant available information, which begins with historical credit loss experience and consideration of current and expected conditions and market trends (such as general economic conditions, other microeconomic and macroeconomic considerations, etc.) and reasonable and supportable forecasts that could impact the collectability of such receivables over the contractual term. Changes in circumstances relating to these factors may result in the need to increase or decrease the allowance for credit losses in the future. The allowance for credit losses was immaterial as of both December 31, 2025 and 2024.

### *Settlement*

During the year ended December 31, 2025 and 2024, the Company settled \$0 million and \$1.5 million of liabilities that it had with counterparties through a noncash settlement. In these circumstances, the Company applies the guidance outlined within ASC 210, *Balance Sheet*. Specifically, ASC 210-20-45-1 provides guidance on the right of setoff of all balances. During the years ended December 31, 2025 and 2024, the Company executed settlement agreements with certain customers to offset certain liabilities owed by the Company with these customers. When these settlement agreements were executed, the Company determined that it had met the requirements outlined within ASC 210-20-45-1 to setoff the liabilities owed to these counterparties with the accounts receivable due from the same parties. This resulted in a noncash settlement of these balances and is reflected as such in the Company's consolidated statements of cash flows as a noncash activity. The Company does not setoff any assets or liabilities unless it meets the requirements outlined within ASC 210-20-45-1.

### *Leases*

The Company adopted ASC 842, *Leases*, effective January 1, 2023. Under ASC 842, lessees are generally required to recognize a right-of-use (ROU) asset and a lease liability for substantially all lease arrangements.

The Company has elected the short-term lease practical expedient exemption for all classes of underlying assets. This exemption applies to leases with an initial non-cancelable term of 12 months or less and no purchase option that the Company is reasonably certain to exercise.

As of December 31, 2025, the Company has a single month-to-month lease which qualifies as a short-term lease under this exemption. As a result, the Company has not recognized any right-of-use assets or lease liabilities in its consolidated financial statements. Given the Company's lease is month-to-month, the Company has the right to terminate the lease at any time. The Company has not terminated this lease as of the date of these consolidated financial statements.

Lease payments under short-term leases are recognized as lease expense on a straight-line basis over the lease term and included in Selling, general and administrative expense on the consolidated statements of comprehensive loss. For the years ended December 31, 2025 and 2024, the rent expense under the short term lease is immaterial.

### *Capitalized Software*

Direct costs incurred to develop software for internal use and website development costs, including those costs incurred in expanding and enhancing our platform, are capitalized and amortized generally over an estimated useful life of seven to ten years and are recorded as amortization expense. Costs related to the maintenance of internal use software and website development costs are expensed as

incurred. During the year ended December 31, 2025, the Company capitalized approximately \$0.4 million of capitalized software costs. No costs were capitalized during the year ended December 31, 2024.

### *Property and Equipment*

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method, based upon the estimated useful life of the asset. As of December 31, 2025 and 2024 the Company's property and equipment consists of office fittings with a useful life of seven years.

Major renewals and improvements are capitalized, while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed as incurred. When property and equipment is retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss on the disposition is recorded in the consolidated statements of comprehensive loss as a component of other (expense) income.

Depreciation expense is excluded from Cost of services on the consolidated statement of comprehensive loss as it does not relate to assets that are revenue-generating. During the years ended December 31, 2025 and 2024, depreciation expense was immaterial.

### *Impairment of Long-lived Assets*

The Company periodically evaluates its long-lived assets for potential impairment. Potential impairment is assessed when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. Recoverability of these assets is based on undiscounted expected future cash flows from the assets, considering several factors, including past operating results, budgets and economic projections, market trends, and product development cycles. An impairment of the carrying value of each asset is assessed when the undiscounted expected future cash flows derived from the asset are less than its carrying value. The impairment loss would be measured as the excess of the carrying value of the impaired asset over its fair value. No impairments were recognized as of December 31, 2025 or 2024.

### *Revenue Recognition*

The Company recognizes revenue in accordance with the guidance of ASC 606, *Revenue From Contracts With Customers*. Under ASC 606, the Company recognizes revenue when its customer obtains control of promised services, in an amount that reflects the consideration that the entity expects to receive in exchange for those services provided. To determine revenue recognition for arrangements the Company determines are within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of ASC 606, the Company assesses the services promised within each contract and determines those that are performance obligations, and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

### *Web-based advertising*

The Company earns revenue from web-based marketing and advertising banners. For the Company's web-based marketing and advertising banner services, the Company is the primary obligor in the arrangement as it controls its Ok.de website.

These contracts with the Company's customers typically have one performance obligation that is satisfied at a point in time. The transaction price does not include any fixed components. The arrangements contain variable consideration as pricing is based upon the number of impressions it receives on its website. Variable consideration is estimated at each measurement date at its most likely amount to the extent that it is probable that a significant reversal of cumulative revenue recognized will not occur. Adjustments to the most likely amount are applied prospectively as such estimates change. In practice, any variability relating to the Company's arrangements is resolved immediately and revenue is then recognized each month for services provided that same period.

### *Referral services*

The Company contracts with a network of partners to provide a competitive price structure without the need for external distribution costs. Under this arrangement, the Company recognizes commission revenues for the referral of its customers to the providers, which represents the single performance obligation in this type of arrangement.

These contracts with the Company's customers typically have one performance obligation that is satisfied over time and revenue is recognized over the life of the contract. The transaction price does not include any fixed components. The arrangements contain variable consideration as pricing is based upon the revenue generated by the third party energy provider from these referred customers. Variable consideration is estimated at each measurement date at its most likely amount to the extent that it is probable that a significant reversal of cumulative revenue recognized will not occur. A constraint is applied to any estimated variable consideration to the extent that it is not probable that a significant reversal of cumulative revenue recognized will not occur. Adjustments to the most likely amount and the removal of the constraints are applied prospectively as such estimates change. The Company recognizes revenue based upon the agreed upon contractual commission and the volume of revenue generated by the partner for the referred customer. Such transactions are settled within a short period of time.

#### *Software development services*

In 2022, the Company entered into a software agreement with a customer to develop a software platform specifically for the facilitation of payment services throughout the Asia-Pacific market. This contract with the customer has one performance obligation that meets the criteria for satisfaction over time, however, there were no explicit milestones included within the agreement, and therefore, no reliable measure of progress to recognize the revenue as the performance obligation is satisfied. As such, the Company cannot recognize any revenue relating to these software development services until the completed software is delivered to the customer. As such, the Company will retain this contract liability until its performance obligation is satisfied. The contract liability recorded relating to this agreement was approximately \$1.8 million and \$1.6 million as of December 31, 2025 and 2024, respectively.

The Company elected the practical expedient that allows an entity to not assess a contract for a significant financing component if the period between the customer's payment and the transfer of the services is expected to be one year or less at contract inception. There were no significant financing components identified in the Company's contracts as of December 31, 2025 or 2024.

Payment terms provided to the Company's customers are generally 30 days from the receipt of an invoice from the Company.

#### *Contract Liability*

When customers pay us prior to the satisfaction of our obligation to transfer control of promised goods or services, we record the amount that reflects the consideration to which we expect to be entitled as a contract liability until such time as we satisfy our performance obligation.

#### *Income Taxes*

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently payable plus deferred taxes related primarily to differences between the bases of certain assets and liabilities for financial and tax reporting and net operating loss carryforwards.

Tax laws are complex and subject to different interpretations by the taxpayer and respective government taxing authorities. Significant judgment is required in determining our tax expense and in evaluating our tax positions, including evaluating uncertainties. We review our tax positions quarterly and adjust the balances as new information becomes available. Our income tax rate is significantly affected by the tax rates that apply to our foreign earnings. In addition to local country tax laws and regulations, our income tax rate depends on the extent that our foreign earnings are taxed by the U.S. through provisions such as the Global Intangible Low Tax Income ("GILTI") tax and base erosion anti-abuse tax.

Deferred tax assets represent amounts available to reduce income taxes payable on taxable income in future years. Such assets arise because of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss and tax credit carryforwards. We evaluate the recoverability of these future tax deductions and credits by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings, and available tax planning strategies. These sources of income rely heavily on estimates that are based on several factors, including our historical experience and short-range and long-range business forecasts. To the extent deferred tax assets are not expected to be realized, we record a valuation allowance by jurisdiction.

We recognize and measure uncertain tax positions in accordance with U.S. GAAP, pursuant to which we only recognize the tax benefit from an uncertain tax position if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. U.S. GAAP further requires that a change in judgment related to the expected ultimate resolution of uncertain tax positions be recognized in earnings in the quarter in which such change occurs. We recognize interest and penalties, if any, related to unrecognized tax benefits in income

tax expense.

For the year ended December 31, 2024, the Company determined that it did not appropriately file required Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations related to its ownership of its international subsidiaries. Furthermore, during the same period, the Company determined that it did not file required Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Because the assessment of penalties for late or incomplete Forms 5471 and 5472 filings involves judgment by the taxing authority and uncertainty regarding reasonable cause relief, the Company has concluded that it meets the recognition threshold for asserting that some penalty will be imposed by the taxing authority. As such, the Company has recorded an uncertain tax position as of December 31, 2025 and December 31, 2024 of \$0.2 million and \$0.2 million, respectively. These amounts are included in Taxes payable within the consolidated balance sheet. The Company is in the process of evaluating corrective actions, including the potential submission of delinquent international information returns and supporting reasonable cause statements. The ultimate resolution of this matter may differ from the amounts recorded, and such differences could be material to the Company's financial statements.

We file annual income tax returns in multiple taxing jurisdictions around the world. A number of years may elapse before an uncertain tax position is audited by the relevant tax authorities and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our reserves for income taxes are adequate. We adjust these reserves, as well as the related interest and penalties, where appropriate in light of changing facts and circumstances. Settlement of any particular position could require the use of cash. We are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2020.

#### *Net Income (Loss) per Share*

The Company computes earnings per share using the two-class method. The two-class method of computing Net Loss Per Share ("EPS") is an earnings allocation formula that determines EPS for common stock and any participating securities according to dividends declared and participation rights in undistributed earnings. As of December 31, 2025, the Company has three classes of participating securities outstanding- common stock, Series F Convertible Preferred Shares, and Series G Convertible Preferred Shares. As of December 31, 2024, the Company has two classes of participating securities outstanding- common stock and Series F Convertible Preferred Shares. The Company's Convertible Preferred Stock has the same rights as the Company's common stock, other than being convertible into shares of common stock and preferences as further discussed in Note 14. Convertible Preferred Shares. Under the two-class method, the Company's issued and outstanding convertible preferred shares are considered a separate class of stock for EPS purposes for each period the convertible preferred shares were outstanding. During periods of loss, there is no allocation required under the two-class method due to there being no distributed earnings for the period coupled with the fact that the Company's convertible preferred shares do not contain a contractual right to absorb losses. Thus, all undistributed losses are allocated entirely to the Company's outstanding common stock.

EPS is computed by dividing the sum of distributed and undistributed earnings for each class of stock by the weighted average number of shares outstanding for each class of stock for each period presented in the Company's consolidated statements of comprehensive loss.

Diluted EPS includes the potential dilutive effect of common stock equivalents as if such securities were converted or exercised during the period, when the effect is dilutive. Given the Company is in a net loss position for the years ended December 31, 2025 and 2024, there would be no difference between basic and diluted EPS.

#### *Recently Issued Accounting Pronouncements – Not Yet Adopted*

In December 2023, the FASB issued Accounting Standards Update 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The standard requires entities to disclose additional categories about federal, state and foreign income taxes in the effective tax rate reconciliation as well as provide annual income taxes paid disaggregated by federal, state and foreign taxes. The standard is effective for annual periods beginning after December 15, 2024. The Company is evaluating the impact of adopting this standard on its financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This standard improves the disclosures about a public business entity's expenses and addresses requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The amendments in this update are effective for public entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The Company is evaluating the impact of adopting this standard on its financial statements and related disclosures.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software ("ASU 2025-06"). ASU 2025-06 amends certain aspects of the accounting for and disclosure of software costs under ASC 350-40, and is effective for annual reporting periods beginning after

December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2025-05 on its financial statements and disclosures.

Management does not believe that any additional recently issued, but not yet effective, accounting standards, if currently adopted, would have a material impact on the Company's financial statements.

### Note 3. Segments

We determined our operating segments based on how our Chief Operating Decision Maker ("CODM") (our Chief Executive Officer) views and evaluates operations. Various factors, including market separation and customer-specific applications, go-to-market channels, and products and services, were considered in determining these operating segments. Our CODM regularly reviews our segment operating results to make decisions about resources that are allocated to each segment and to assess performance. Our operating segments were also determined to be our reportable segments.

Our reportable segments are described below:

- FF24 Merchant Services: This segment provides lead generation services to individuals and businesses both large and small.
- FF24 Ventures: This segment provides lead generation services to online merchants and operators of websites.
- Ok.de Services: This segment provides advertising services to consumers and other businesses through its free webmail portal.
- DigiClerk: This segment serves CPA and REIT communities and is currently under development.

Revenue and costs and expenses are directly attributed to our segments. These costs and expenses include certain product development related operating expenses, product costs, and content costs. There are no material indirect costs that are allocated to our segments.

The following table reflects the results of our reportable segments under our management reporting system. This is consistent with the way the CODM evaluates each of the segment's performance and allocates resources.

	Reportable Segments						TOTAL
	FF24 Merchant Services	FF24 Ventures GmbH	Ok.de Services	Digi Clerk	Corporate	Eliminations (2)	
<i>(in \$)</i>							
<b>Year ended December 31, 2025</b>							
Segment service revenue	\$1,395,126	\$948,320	\$8,780,198	\$ -	\$25,100	\$ -	\$11,148,744
Segment service revenue from affiliates	29,380	39,550	50,229	-	-	-	119,159
Revenue from other segments	101,135	-	435,502	-	-	(536,637)	-
Segment cost of services	(97,745)	(435,502)	3,852,968	-	-	-	3,319,721
Segment cost of services from affiliates	161,138	627,704	1,591,774	-	-	-	2,380,616
Employee compensation (1)	2,769	1,684	-	-	17,291	-	21,743
Segment general and administrative	1,304,679	731,015	205,553	-	510,998	-	2,752,245
Segment general and administrative with affiliates	60,229	305,164	2,249,924	-	-	-	2,615,317
Segment depreciation and amortization	9,077	24,514	341,506	-	-	-	375,097
Segment operating income (loss)	(12,872)	(265,025)	588,702	-	(485,898)	-	(175,093)
Investments in capitalized software	-	-	365,216	-	-	-	365,216
<b>Year ended December 31, 2024</b>							
Segment service revenue	\$1,264,187	\$348,062	\$1,610,142	\$ -	\$ -	\$ -	\$3,222,391
Revenue from other segments	290,264	326,080	429,646	-	-	(1,045,990)	-
Segment cost of services	1,103,852	-	919,479	-	-	-	2,023,331
Employee compensation (1)	13,646	60,113	35,119	-	-	-	108,878
Segment general and administrative	1,072,480	734,854	1,523,802	-	-	-	3,331,136
Segment general and administrative with affiliates	-	-	19,116	-	-	-	19,116
Segment depreciation and amortization	44,675	23,430	319,645	-	-	-	387,750
Segment operating income (loss)	(956,820)	(410,222)	(1,171,900)	-	-	-	(2,538,942)
Investments in capitalized software	-	-	-	-	-	-	-

(1) Employee compensation includes employee payroll, bonus, and employee benefits for medical care, retirement, insurances and other and is recorded as a component of General and administrative expenses in the consolidated statement of comprehensive loss. The Company heavily relies on external third party services and services provided by affiliates for its operations.

(2) Represents the elimination of intercompany revenues between the Company's reportable segments.

A reconciliation of our consolidated segment operating income to consolidated income before income taxes was as follows:

	<b>Years ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Consolidated segment operating income (loss)	\$ 310,805	\$ (2,538,942)
Unallocated general corporate expenses	(485,898)	-
Consolidated operating loss	(175,093)	(2,538,942)
Total non-operating expenses	6,795,901	861,742
Consolidated loss before taxes	<u>\$ (6,970,994)</u>	<u>\$ (3,400,684)</u>

Revenue is defined as revenue from external customers attributed to countries based on the location of the customer. For the years ended December 31, 2025 and 2024, all revenue was recognized from customers throughout Europe.

The following table reflects the significant assets of our reportable segments under our management reporting system. This is consistent with the way the CODM evaluates each of the segment's performance and allocates resources.

	<b>Reportable Segments</b>					<b>TOTAL</b>
	<b>FF24 Merchant Services</b>	<b>FF24 Ventures GmbH</b>	<b>Ok.de Services</b>	<b>DigiClerk</b>	<b>Corporate</b>	
<i>(in \$)</i>						
<b>As of December 31, 2025</b>						
Accounts receivable	\$ 893,422	\$ 362,761	\$ 2,634,901	\$ -	\$ -	\$ 3,891,084
Capitalized software, net	-	27,971	1,187,819	2,608,758	-	3,824,548
Intangible assets, net	-	-	1,016,901	-	-	1,016,901
Due from Fast Finance Holding AG	-	-	2,241,615	-	7,036,180	9,277,795
Notes receivable from affiliates	-	-	1,246,915	-	-	1,246,915
<b>As of December 31, 2024</b>						
Accounts receivable	\$ 432,553	\$ 168,560	\$ 637,367	\$ -	\$ -	\$ 1,238,480
Capitalized software, net	-	39,071	871,673	2,608,758	-	3,519,502
Intangible assets, net	-	-	1,072,834	-	-	1,072,834
Due from Fast Finance Holding AG	-	-	-	-	6,242,724	6,242,724

The following table sets forth our significant assets by geographic area, which consist of trade receivables, capitalized software, intangible assets, property and equipment, and our Due from Fast Finance 24 Holding AG:

	<b>Reportable Segments</b>					<b>TOTAL</b>
	<b>FF24 Merchant Services</b>	<b>FF24 Ventures GmbH</b>	<b>Ok.de Services</b>	<b>DigiClerk</b>	<b>Corporate</b>	
<i>(in \$)</i>						
<b>December 31, 2025</b>						
Europe	\$ 996,183	\$ 517,335	\$8,567,416	\$ -	\$7,334,232	\$17,415,166
North America	-	-	-	2,608,758	-	2,608,758
Total	<u>\$ 996,183</u>	<u>\$ 517,335</u>	<u>\$8,567,416</u>	<u>\$ 2,608,758</u>	<u>\$7,334,232</u>	<u>\$ 20,023,924</u>

**December 31, 2024**

Europe	\$ 436,602	\$ 224,561	\$2,951,187	\$ -	\$6,242,724	\$ 9,855,074
North America	-	-	-	2,608,758	-	2,608,758
Total	\$ 436,602	\$ 224,561	\$2,951,187	\$ 2,608,758	\$6,242,724	\$ 12,463,832

**Note 4. Revenue Recognition**

As discussed within Note 3. Segments, all of the Company's revenue was recognized within countries located within the European Union.

The Company's revenue disaggregated by revenue stream for the years ended December 31, 2025 and 2024 were as follows:

	<b>Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Web-based advertising	\$ 8,855,527	\$ 1,561,327
Referral services	2,412,376	1,661,064
Total revenue	\$ 11,267,903	\$ 3,222,391

The Company did not recognize any contract assets as of December 31, 2025 or 2024.

Contract liabilities consist of deferred revenue and customer deposits which arise when amounts are billed to or collected from customers in advance of revenue recognition.

The following table summarizes the contract liability activity for the years ended December 31, 2025 and 2024:

Balance as of December 31, 2023	\$ 320,438
Deferral of revenue billed in the current period	1,314,452
Impact of foreign currency fluctuations	(69,055)
Balance as of December 31, 2024	\$ 1,565,835
Deferral of revenue billed in the current period	-
Impact of foreign currency fluctuations	196,644
Balance as of December 31, 2025	\$ 1,762,479

During the years ended December 31, 2025 and 2024 no revenue was recognized that was included in the contract liability balances as of the beginning of the periods, as discussed in Note 2.

**Note 5. Intangible Assets**

Identifiable intangible assets consist of the following at December 31, 2025:

	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross Amount</b>	<b>Accumulated Amortization</b>	<b>Currency Translation Adjustment</b>	<b>Net Amount</b>
Customer relationships	5.8 years	\$ 1,890,780	\$ (993,943)	\$ 42	\$ 896,819
Tradename	3.8 years	325,260	(205,185)	7	120,082
		<u>\$ 2,215,980</u>	<u>(\$1,199,128)</u>	<u>\$ 49</u>	<u>\$ 1,016,901</u>

Identifiable intangible assets consist of the following at December 31, 2024:

	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross Amount</b>	<b>Accumulated Amortization</b>	<b>Currency Translation Adjustment</b>	<b>Net Amount</b>
Customer relationships	6.8 years	\$ 1,793,760	\$ (790,801)	\$ (65,770)	\$ 937,189
Tradename	4.8 years	308,580	(161,621)	\$ (11,314)	135,645
		<u>\$ 2,102,340</u>	<u>\$ (952,422)</u>	<u>\$ (77,084)</u>	<u>\$ 1,072,834</u>

Estimated amortization expense for the Company's Tradename and Customer relationship assets over the next five years and thereafter is expected to be as follows below:

<b>Year ending December 31,</b>	<b>Total</b>
2026	\$ 190,086
2027	190,086
2028	190,086
2029	180,057
2030	157,560
Thereafter	109,025
Total	<u>\$ 1,016,901</u>

For each of the years ended December 31, 2025 and 2024, the Company recognized amortization expense of approximately \$0.2 million pertaining to its tradename and customer relationship assets.

#### Note 6. Capitalized Internal Use Software

Internal use software consists of the following as of December 31, 2025:

	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross Amount</b>	<b>Accumulated Amortization</b>	<b>Currency Translation Adjustment</b>	<b>Net Amount</b>
Internally Developed Software	7.23 years	\$ 1,770,448	\$ (561,524)	\$ 6,866	\$ 1,215,790
Internally Developed Software Under Development	N/A	2,608,758	-	-	2,608,758
Total		<u>\$ 4,379,206</u>	<u>\$ (561,524)</u>	<u>\$ 6,866</u>	<u>\$ 3,824,548</u>

Internal use software consists of the following as of December 31, 2024:

	<b>Weighted Average Remaining Amortization Period</b>	<b>Gross Amount</b>	<b>Accumulated Amortization</b>	<b>Currency Translation Adjustment</b>	<b>Net Amount</b>
Internally Developed Software	7.0 years	\$ 1,507,800	\$ (530,595)	\$ (66,461)	\$ 910,744
Internally Developed Software Under Development	N/A	2,608,758	-	-	2,608,758
Total		<u>\$ 4,116,558</u>	<u>\$ (530,595)</u>	<u>\$ (66,461)</u>	<u>\$ 3,519,502</u>

During the year ended December 31, 2025, the Company made \$0.4 million of capital additions relating to its development of internal use software. During the year ended December 31, 2024, the Company made no capital additions relating to its development of internal use software. During the year ended December 31, 2023, the Company made approximately \$2.6 million in capital additions, which relate to an asset is still in the development stage and not currently subject to amortization. See Note 10. Digiclerk Acquisition.

Estimated amortization expense for the Company’s internal use software assets over the next five years and thereafter is expected to be as follows below:

<u>Year ended December 31,</u>	<u>Total</u>
2026	\$ 209,675
2027	190,354
2028	143,969
2029	143,969
2030	143,969
Thereafter	383,856
Total	<u>\$ 1,215,790</u>

For the years ended December 31, 2025 and 2024, the Company recognized amortization expense of approximately \$0.2 million pertaining to its software assets.

#### **Note 7. Unissued Shares**

Throughout the past, the Company completed multiple rounds of fundraising under the requirements of Regulation S, a safe harbor rule provided by the SEC that allows companies to offer and sell securities outside of the United States without registration.

During the year ended December 31, 2023, the Company raised approximately €0.4 million and issued 16,137 common shares. Additionally, the Company raised approximately €0.1 million, for which it did not deliver the subscribed 170,904 common shares to the respective investors. The Company recorded a liability for these shares due to the investors, totaling \$0.1 million as of December 31, 2023.

During the year ended December 31, 2024, 385 shares that were due to be delivered to investors for purchases during 2023 were delivered. Furthermore, the Company raised an additional €1.2 million through additional Regulation S fundraising rounds. During the 2024 fundraising rounds, the Company did not deliver 1,496,420 of common shares, resulting in a total number of common shares owed to investors of 1,666,939 as of December 31, 2024.

As of December 31, 2024, the fair value of the 1,666,939 shares that were not delivered to the investors totaled \$1.8 million and are recorded as a liability within the consolidated balance sheet. The revaluation of the unissued share liability during the year ended December 31, 2024, resulted in a loss on the change in fair value of the liability totaling \$0.4 million, included in Change in fair value of unissued share liability in the accompanying statement of comprehensive loss.

During the year ended December 31, 2025, the Company sold approximately €3.9 million of additional Regulation S fundraising rounds. On September 30, 2025, the Company delivered 2,725,151 shares that were unissued, inclusive of the 1,666,939 shares that were not delivered to investors in previous periods and additional shares sold during the nine months ended September 30, 2025. An additional 161,516 shares were issued to shareholders prior to December 31, 2025. As of December 31, 2025, a total of 18,685 shares totaling \$0.1 million were not delivered to investors and are recorded as a liability within the consolidated balance sheet. The revaluation of the unissued share liability during the year ended December 31, 2025 of shares that were unissued resulted in a loss on the change in fair value of the liability totaling \$7.6 million which is included in Change in fair value of unissued share liability in the accompanying statement of comprehensive loss.

#### **Note 8. Bank Loans, Lines of Credit, and Promissory Notes**

On January 10, 2023, three of the Company’s subsidiaries entered into lines of credit agreements with an affiliated party, each totaling €0.25 million and set to expire on January 10, 2028. As of December 31, 2024 and 2025, no amounts had been drawn on these lines of credit.

On January 3, 2024, the Company’s OK.de Services GmbH subsidiary entered into a bank loan due December 31, 2030, with Berliner Volksbank (the “Bank Loan”) for a total of approximately €0.35 million (approximately \$0.36 million) as of December 31, 2024 that accrues interest at a simple 6.5% interest rate. Repayments of principal were not due to begin until January 1, 2025. During the year

ended December 31, 2024, the total interest expense recognized relating to this Bank Loan was immaterial to the consolidated financial statements. This Bank Loan agreement outlines standard covenants. As of December 31, 2024 the Company was not in violation of any of these covenants.

On December 31, 2024, the Company’s OK.de Services GmbH subsidiary executed a promissory note loan (the “Promissory Note”) to borrow €0.12 million (approximately \$0.13 million). The Promissory note does not accrue interest. Repayment of principal is due on January 31, 2025, but the Promissory Note can be repaid in full without any penalty. As of December 31, 2025, there is no amount outstanding associated with this Promissory Note. The total imputed interest expense recognized relating to this Promissory Note was immaterial to the consolidated financial statements.

The estimated maturity of the Company’s Bank Loan, Lines of Credit, and Promissory Note is as follows:

<u>Years ended December 31,</u>	<u>Amount</u>
2026	\$ 60,418
2027	64,743
2028	69,390
2029	74,369
2030	79,684
Total	<u>\$ 348,604</u>

## Note 9. Fair Value

The Company’s financial assets and liabilities are accounted for in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The fair value hierarchy requires an entity to maximize the use of observable inputs when measuring fair value and classifies those inputs into three levels:

Level 1 — Observable inputs, such as quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs other than Level 1 inputs that are either directly or indirectly observable, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the instrument’s anticipated life.

Level 3 — Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

To the extent the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgement. Accordingly, the degree of judgement exercised by management in determining fair value is greatest for instruments categorized as Level 3. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying values reported in the Company’s consolidated balance sheets for trade receivables, prepaid expenses and other current assets, trade payable and accrued expenses, taxes payable, contract liabilities, and other liabilities are reasonable estimates of their fair values due to the short-term nature of these items.

### *Assets and Liabilities Measured at Fair Value on a Recurring Basis*

As discussed in Note 7, throughout 2024 and 2025 the Company completed multiple rounds of fundraising under the requirements of Regulation S, a safe harbor rule provided by the SEC that allows companies to offer and sell securities outside of the United States without registration. The Company revalued its unissued share liability to equal the fair value of those shares that remain to be issued to shareholders based upon per share values of shares sold as of December 31, 2025 and 2024, and thus is considered a level 1 estimate. Please see Note 7 for further information. There were no other material assets or liabilities measured at fair value on a recurring basis.

In accordance with the disclosure requirements of ASC 825, “Financial Instruments”, it was noted that the Company’s bank loans, lines of credit, and promissory notes are not required to be carried at its fair value.

## **Note 10. DigiClerk Asset Acquisition**

On October 16, 2023, the Company acquired a software asset that was under development from DigiClerk.com. As consideration for the acquisition of these certain assets, the Company issued 300,000 Series F Convertible Preferred Shares. These convertible preferred shares were valued on a nonrecurring basis on the date of the acquisition using a combination of a discounted cash flow valuation methodology and a market approach methodology. The values determined using these valuation methodologies were then allocated to the different classes of common stock and convertible preferred equity outstanding as of the date of acquisition using an option pricing method allocation. These valuation methodologies were considered to be level 3 valuation methodologies by the Company.

The significant unobservable inputs included within the Company's discounted cash flow valuation included a discount rate of 20% and a terminal revenue growth rate of 3.5%. The significant unobservable inputs included within the Company's market approach methodology included a projected revenue multiple of 5.5 times and a projected EBITDA multiple of 16.5 times and a discount for lack of marketability of the Company's shares of 20%.

The total estimated fair value of these Series F Convertible Preferred Shares as of the date of acquisition was \$8.69 per share, equaling a consideration of \$2.6 million, all of which was allocated to the acquired asset. The Company has not capitalized any additional development costs for this asset, but expects to incur additional development costs in the future. As the asset is not yet in service, no amortization has been recognized associated with these assets acquired for the period then ended. The \$2.6 million of capitalized costs is included in Capitalized software in the accompanying consolidated balance sheets as of December 31, 2025 and 2024.

## **Note 11. Notes Receivable from Related Parties**

### *Fast Finance 24 Holding AG ("Parent")*

In November of 2022, the Company raised €5.5 million through the sale of 469,102 Series E Convertible Preferred Shares to outside investors through share sales compliant with Regulation S under the Securities Act of 1933. Upon the issuance of the Series E Convertible Preferred Shares to outside investors, the proceeds of the investment received were not retained by the Company. Rather, the proceeds were provided through a note receivable (the "Note Receivable") to Fast Finance 24 Holding AG, the Company's Parent. These proceeds were held by Fast Finance 24 Holding AG and were used for general corporate purposes.

Further, during the year ended December 31, 2025, one of the Company's European subsidiaries loaned the Parent approximately €1.9 million under the Note Receivable.

The Note Receivable is not interest bearing and matures nine months from the date that the Company completes its consummation of its initial public offering. There were no other stated or implied rights or privileges associated with the Note Receivable within the agreement. If repayment of the full amount does not occur as of the maturity date, any unpaid portion is to accrue interest at a rate of 1.3% per year. As a result, the Company has recorded a receivable due from Fast Finance 24 Holding AG. This receivable is expected to be repaid by Fast Finance 24 Holding AG.

As of December 31, 2025, the Note Receivable, which is a monetary asset, is held in part by the Company's corporate entity, and in part by one of the Company's European subsidiary. The US corporate entity's functional currency is the US Dollar. As such, the balance of this Note Receivable held by the US corporate entity is subject to foreign currency transaction gains and losses as the Note Receivable is denominated in Euros. During the year ended December 31, 2025, the Company recognized a foreign currency transaction loss of \$0.8 million. During the year ended December 31, 2024, the Company recognized a foreign currency transaction gain of \$0.4 million. Such foreign currency transaction gains and losses are recorded within Foreign currency (gain) loss within the consolidated statements of operations.

The balance of this receivable from Fast Finance 24 Holding AG as of December 31, 2025 and 2024 was \$9,277,795 and \$6,242,724, respectively. Approximately \$0.8 million of the increase during the year ended December 31, 2025 related to fluctuations in the Euro as compared to the US Dollar. The remaining increase of approximately \$2.3 million resulted from the additions to the Note Receivable during the year ended December 31, 2025 as discussed above by one of the Company's European subsidiaries.

The Company separately assessed if an allowance for credit losses was necessary for this Note Receivable. The Company assessed the current conditions would remain in the foreseeable future and estimated that no allowance was required for this receivable as of December 31, 2025 and 2024, respectively. The Company will continue to assess its historical credit loss experience and consideration of current and expected conditions and market trends (such as general economic conditions, other microeconomic and macroeconomic considerations, etc.) and reasonable and supportable forecasts that could impact the collectability of such receivables over the contractual term individually or in the aggregate.

### *Notes receivable from related parties*

During the year ended December 31, 2025, the Company loaned approximately \$1.2 million to several companies under common control. These related party notes receivable are non-interest bearing and do not have a maturity date. The related party notes receivable are expected to be repaid in cash. The balance of \$1,246,915 is included in Note receivable from affiliates in the accompanying consolidated balance sheet as of December 31, 2025.

### **Note 12. Related Party Transactions**

From time to time, the Company may enter into transactions with related parties and affiliates that might not necessarily have been conducted on an arm's length basis. These arrangements could be undertaken with entities that are under common control, and the terms of the agreements with these entities could differ from those negotiated with unaffiliated third parties. The agreements that the Company has with its related parties do not have a stated term, and services provided by the Company, or services provided by a related party, are on an as-needed basis.

For all of the entities under common control and common ownership of Fast Finance 24 Holding AG, the existence of this common control relationship could potentially impact the operating results or financial position of the Company in the future as it executes transactions with these entities. The nature and amount of these transactions, had the entities under common control been autonomous, could have varied significantly.

#### *Affiliated party payables*

As of December 31, 2025 and 2024, the Company had a liability to a related party of \$1.9 million and \$26 thousand, respectively.

#### *Affiliated party receivables*

As of December 31, 2025 and 2024, the Company had a receivable from related parties of \$67 thousand and \$52 thousand, respectively. The Company separately assessed if an allowance for credit losses was necessary for these affiliated party receivables. The Company assessed the current conditions would remain in the foreseeable future and estimated that no allowance was required for this receivable as of December 31, 2025 or 2024. These assets are reflected within Affiliated party receivable within the consolidated balance sheet.

#### *Service revenue from affiliates*

During the year ended December 31, 2025, the Company recognized service revenue from a company under common control totaling \$119,159 for advertising services provided to this related party.

#### *Cost of services with affiliates*

During the year ended December 31, 2025, the Company recognized costs of services incurred with several companies under common control totaling \$2,380,616 for support and maintenance services provided to support the Company's Ok.Secure revenue and platform.

#### *General and administrative expenses with affiliates*

During the years ended December 31, 2025 and 2024, the Company incurred general and operating expenses with an affiliate totaling \$2.6 million and \$19 thousand, respectively, and are reported within the General and administrative expenses with affiliates line item within the statements of comprehensive loss.

### **Note 13. Income Taxes**

The Company accounts for income taxes using the asset and liability method, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting and the tax basis of the Company's assets and liabilities at the enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In recognition of the uncertainty regarding the ultimate amount of income tax benefits to be derived, the Company has recorded a full valuation allowance on December 31, 2025 and 2024.

The income (loss) from operations before income taxes from our subsidiaries is made up of the following:

	<b>Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
U.S.	\$ (6,770,430)	\$ (836,111)
Foreign	(200,564)	(2,564,573)
Income before income taxes	<u>\$ (6,970,994)</u>	<u>\$ (3,400,684)</u>

The components of the income tax provision (benefit) are as follows:

	<b>Years ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Current		
Federal	\$ —	\$ 55,485
State	—	—
Foreign	1,486	(4,896)
Total Current	<u>\$ 1,486</u>	<u>\$ 50,589</u>
Deferred		
Federal	\$ —	\$ —
State	—	—
Foreign	—	—
Total Deferred	<u>\$ —</u>	<u>\$ —</u>
Total income taxes	<u>\$ 1,486</u>	<u>\$ 50,589</u>

The provision (benefit) for income taxes includes income taxes currently payable and those deferred because of temporary differences between the financial statement and tax bases of assets and liabilities. The Company has an effective tax rate of (0.02%) and (1.5%) for the years ended December 31, 2025 and 2024, respectively.

Significant components of the Company's deferred tax assets and liabilities are calculated at an estimated effective tax rate of 21% for the Company's United States subsidiaries and at 15% for the Company's German-based subsidiaries.

The provision for (benefit from) income taxes differ from the amount computed by applying the statutory United States federal income tax rate for its U.S. subsidiaries of 21% for the periods presented to income (loss) before income taxes. The sources of the difference are as follows:

	<b>Year Ended</b>	
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Expected income tax	\$ 136,963	\$ (523,712)
Increase (Decrease) in Valuation allowance	(135,477)	473,123
Provision for (benefit from) income taxes	<u>\$ 1,486</u>	<u>\$ 50,589</u>

Significant components of the Company's deferred income tax are as follows:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Operating loss carry-forwards	\$ 662,638	\$ 798,115
Valuation allowance	(662,638)	(798,115)
Net non-current deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Based on management's present assessment, the Company has not yet determined it to be more likely than not that a deferred tax asset of \$662,638 attributable to the net operating loss carry forward as of December 31, 2025 will be realized. Accordingly, the Company has provided a 100% allowance against the deferred tax asset in the financial statements at December 31, 2025 and 2024. The Company will continue to review the valuation allowance and make adjustments as appropriate of the net operating loss carry forward that expires over the next five to sixteen years within the US. The Company will further continue to review those net operating losses that have a full valuation allowance held by the Company's German-based subsidiaries that do not have an expiration and can be carried forward indefinitely and make adjustments as appropriate.

Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

#### Note 14. Convertible Preferred Shares

The Company has authorized 10,000,000 shares of Convertible Preferred Stock. The total preferred shares designated, issued and outstanding as of December 31, 2025 and 2024 are outlined below.

Convertible Preferred Shares consisted of the following as of December 31, 2025:

	<u>Shares Designated</u>	<u>Shares Issued and Outstanding</u>
Series F	300,000	300,000
Series G	250,000	250,000

Convertible Preferred Shares consisted of the following as of December 31, 2024:

	<u>Shares Designated</u>	<u>Shares Issued and Outstanding</u>
Series F	300,000	300,000

On June 3, 2024 all of the holders of Series D Convertible Preferred Shares elected to convert their 95,973 shares into 24,836,000 shares of common stock. During 2024, the remaining holders of the Series E Convertible Preferred Shares elected to convert all their preferred shares to 2,291,501 common shares in the Company.

While no Series A, B, or C Convertible Preferred Shares were outstanding, on March 3, 2023, the Company submitted a withdrawal of designation cancelling these Convertible Preferred Shares. No Series A, B, or C Convertible Preferred Shares were authorized after this date. While no Series D Convertible Preferred Shares were outstanding, on June 18, 2024, the Company submitted a withdrawal of designation cancelling these Convertible Preferred Shares. No Series D Convertible Preferred Shares were authorized after this date.

##### *Series D*

On March 9, 2021, the Company (d/b/a Standard Vape Corporation) acquired 100% interest in FF24 Merchant Services GmbH and FF24 Ventures GmbH from Fast Finance 24 Holding AG (a related party and the majority shareholder of the Company) through the issuance of 100,000 Series D convertible preferred shares. Both FF24 Merchant Services GmbH and FF24 Ventures GmbH were wholly owned subsidiaries of Fast Finance 24 Holding AG, the Company's majority shareholder, prior to the exchange. Both FF24 Merchant Services GmbH and FF24 Ventures GmbH were both individually determined to meet the definition of a business. As such, this transaction resulted in a change in reporting entity. The transaction among entities under common control was accounted for at its carrying amount. Furthermore, given the Company issued 100,000 Series D Convertible Preferred Shares, the carrying value of the Series D Preferred Shares was recorded at an amount equal to the carrying value of the net assets transferred. Given the holders of the Series D Convertible Preferred Shares can control a deemed liquidation of the Company and redemption of these shares, these Series D Convertible Preferred Shares have been recorded within the consolidated balance sheet as Mezzanine equity. Throughout 2024, all the holders of Series D Convertible Preferred Shares elected to convert all their preferred shares to common shares in the Company.

##### *Series E*

Throughout the fourth quarter of 2022, the Company issued Series E Convertible Preferred Shares to multiple external investors. In connection with this, the Company received €5.5 million through the sale of 478,747 Series E Preferred Shares. Upon the issuance of the Preferred Series E Shares to outside investors in November of 2022, the proceeds of the investment received were provided directly to Fast Finance 24 Holding AG, the Company's parent, through a Note Receivable (see Note 11). These proceeds were held by Fast Finance 24 Holding AG and were used for general corporate purposes. As a result, the Company has recorded a Note Receivable due from Fast Finance 24 Holding AG. For further information regarding this, please see Note 11.

On November 8, 2022, the Company acquired 100% interest in Ok.de Service Holdings, Inc. ("OK.de") from Fast Finance 24 Holding AG (a related party and the majority shareholder of the Company) by issuing 3,461,459 Series E Convertible Preferred Shares. OK.de was a wholly owned subsidiary of Fast Finance 24 Holding AG, the Company's majority shareholder, prior to the exchange. It was determined that OK.de met the definition of a business, and as such, this transaction resulted in a change in reporting entity. The transaction was accounted for as a transaction among entities under common control. Furthermore, given the Company issued 3,461,459 Series E Convertible Preferred Shares, the carrying value of these Series E Convertible Preferred Shares was recorded at an amount equal to the carrying value of the net assets transferred, or approximately \$5.9 million as of the date of the transaction. Given the holders

of the Series D Convertible Preferred Shares can control a deemed liquidation of the Company and redemption of these shares, these Series D Convertible Preferred Shares have been recorded within the consolidated balance sheet as Mezzanine equity. Throughout 2023 and 2024, all the holders of Series E Convertible Preferred Shares elected to convert all their preferred shares to common shares in the Company.

#### *Series F*

On October 16, 2023, the Company acquired certain assets that were under development from DigiClerk.com. As consideration for the acquisition of these certain assets, the Company issued 300,000 Series F Preferred Shares. These Series F Convertible Preferred Shares were issued to unrelated parties to acquire certain assets that were under development from DigiClerk.com. These parties cannot effectuate a redemption of these shares. As such, these Series F Convertible Preferred Shares have been recorded as a component of Stockholders' Equity within the consolidated balance sheet.

#### *Series G*

Throughout the first three months of 2025, the Company issued 100,000 Series G Convertible Preferred Shares for \$2.50 per share.

#### *Rights and Preferences of Convertible Preferred Shares*

The holders of Series D, E, F, and G Convertible Preferred Shares have various rights and preferences as follows:

##### *Voting rights*

Each share of convertible preferred stock has voting rights equal to an equivalent number of shares of common stock into which it is convertible and votes together as one class with the common stock.

##### *Dividends*

The holders of Series D, E, F, and G Convertible Preferred Shares shall be entitled to receive, out of any funds legally available, noncumulative dividends prior and in preference to any dividends paid on the common stock. The Series D, E, F, and G Convertible Preferred Shares rank *pari passu* to common stock in regards to any dividends.

##### *Liquidation Preference*

In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Company or the incurrence of a deemed liquidation event, the holders of shares of Series D, E, F, and G Convertible Preferred Shares would receive the following:

The holders of Series D Convertible Preferred Shares were entitled to a preference of one dollar per share in any distribution out of the assets of the corporation over the holders of common stock.

The holders of Series E Convertible Preferred Shares were entitled to a preference of one dollar per share in any distribution out of the assets of the Company over the holders of the common stock.

The holders of Series F Convertible Preferred Shares are entitled to a preference of ten dollars per share in any distribution of the assets of the Company over the holders of common stock.

The holders of Series G Convertible Preferred Shares are entitled to a preference of one dollar per share in any distribution out of the assets of the Company over the holders of the common stock.

##### *Redemption*

Series D, E, F, and G preferred shares of Convertible Preferred Shares are only redeemable upon a deemed liquidation. As it relates to Series D, E, and G Convertible Preferred Shares, the holders of these Convertible Preferred Share controlled the Company, and as such could effectuate a deemed liquidation at any time. Due to the ability of the Series D, E, and G holders of these Convertible Preferred Shares to effectuate a deemed liquidation at any time, the Series D, E, and G Convertible Preferred Shares have been reflected as mezzanine equity within the consolidated balance sheet. The holders of Series F Convertible Preferred Shares are external parties and cannot effectuate a deemed liquidation. As such, Series F Convertible Preferred Shares are recorded as a component of Stockholders' Equity.

## ***Conversion***

Each share of preferred stock is convertible at the option of the holder, at any time after the date of issuance of such share, into shares of common stock of the Company. The conversion ratio per share of Series D, E, F, and G Convertible Preferred Shares is defined by the Company's articles of incorporation, as amended. These conversion ratios are as follows:

- One Convertible Preferred Series D Share can convert into 12,418 shares of common stock.
- One Convertible Preferred Series E Share can convert into 25 shares of common stock.
- One Convertible Preferred Series F Share can convert into 10 shares of common stock.
- One Convertible Preferred Series G Share can convert into 1 share of common stock at \$2.50 per share of common stock.

Each share of preferred stock will automatically be converted into shares of common stock at the then-effective conversion rate of such shares upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of common stock of the Company to the public.

## **Note 15. Commitments and Contingencies**

### *Litigation*

The Company is subject to routine legal claims, proceedings, and regulatory matters, most of which are incidental to the ordinary course of its business.

The Company accrues for potential liability arising from legal proceedings and regulatory matters when it is probable that such liability has been incurred and the amount of the loss can be reasonably estimated. This determination is based upon currently available information for those proceedings in which the Company is involved, taking into account its best estimate of such losses for those cases for which such estimates can be made. The Company's estimate involves significant judgement, given the varying stages of proceedings (including issues regarding class certification and the scope of many of the claims), and the related uncertainty of the potential outcomes of these proceedings.

In making determinations of the likely outcome of pending litigation, the Company considers many factors, including, but not limited to, the nature of the claims, the Company's experience with similar types of claims, the jurisdiction in which the matter is filed, input from outside legal counsel, the likelihood of resolving the matter through alternative mechanisms, the matter's current status and the damages sought or demands made. Accordingly, the Company's estimate will change from time to time, and actual losses could be more or less than the current estimate.

As of December 31, 2025 and 2024, there are no matters for which a reserve is required to be established.

## **Note 16. Subsequent Events**

The Company evaluated subsequent events from December 31, 2025, the date of these financial statements, through the date on which the financial statements were issued (the "Issuance Date"), for events requiring recording or disclosure in the financial statements as of and for the year ended December 31, 2025. The Company identified the following items requiring disclosure:

### *Unissued Shares*

In January of 2026, the Company issued the remaining unissued shares outstanding to the Company's shareholders.

### *External Audit*

The Company is currently completing its external audit with an external audit firm. The external audit is not yet complete. As such, adjustments could be identified pertaining to the completion of these procedures, which may not be reflected within these unaudited financial statements.

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below: I,

Ole Jensen, certify that:

1. I have reviewed this Disclosure Statement for Fast Finance Pay Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 13, 2026

/s/ Ole Jensen

Ole Jensen

*Principal Financial Officer:*

I, Sayed Muhammad Iqbal, certify that:

1. I have reviewed this disclosure statement for Fast Finance Pay Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 13, 2026

/s/ Sayed Muhammad Iqbal

Sayed Muhammad

Chief Financial Officer