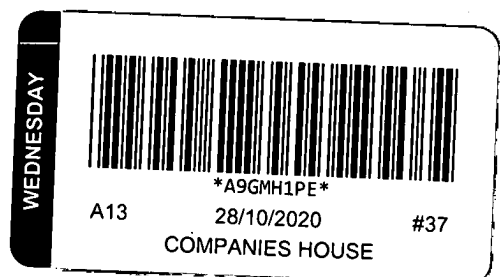


Company Registration No. 05609450 (England and Wales)

CURRENCY GENIUS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019



CURRENCY GENIUS LIMITED

COMPANY INFORMATION

Director	Mr Ajay Pabari
Company number	05609450
Registered office	11 Upper Grosvenor Street London W1K 2NB
Auditors	Fisher, Sassoon & Marks 43 - 45 Dorset Street London W1U 7NA

CURRENCY GENIUS LIMITED

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CURRENCY GENIUS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The director presents the strategic report and financial statements for the year ended 31 December 2019.

Fair review of the business

The company is regulated by the Financial Conduct Authority to undertake all activities relating to fund management.

The results for the year and the financial position at the year end was considered satisfactory by the director.

Principal risks and uncertainties

As a service provider the directors consider that the key financial risk exposures faced by the company relate to the need to maintain sufficient liquidity to satisfy regulatory capital requirements and working capital needs.

Other performance indicators

At the year end the company had net assets of £70,347 (2018: £65,827).

On behalf of the board

Mr Ajay Pabari

Director

25 March 2020

CURRENCY GENIUS LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The director presents his annual report and financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the company is that of fund management.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

Mr Ajay Pabari

Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Future developments

There are no matters to report.

Auditor

The auditor, Fisher, Sassoon & Marks, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of director's responsibilities

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report.

CURRENCY GENIUS LIMITED

DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



Mr Ajay Pabari
Director

25 March 2020

CURRENCY GENIUS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CURRENCY GENIUS LIMITED

Opinion

We have audited the financial statements of Currency Genius Limited (the 'company') for the year ended 31 December 2019 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

CURRENCY GENIUS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF CURRENCY GENIUS LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the director's report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

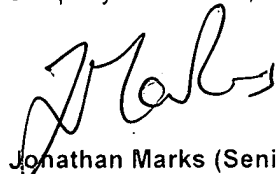
Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to him in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Jonathan Marks (Senior Statutory Auditor)
for and on behalf of Fisher, Sassoon & Marks

25 March 2020

Chartered Accountants
Statutory Auditor

43 - 45 Dorset Street
London
W1U 7NA

CURRENCY GENIUS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	2018 £
Turnover	2	5,632	8,307
Administrative expenses		(1,206)	(1,205)
Operating profit	3	4,426	7,102
Interest receivable and similar income	5	94	94
Profit before taxation		4,520	7,196
Taxation	6	-	-
Profit for the financial year	9	4,520	7,196

The profit and loss account has been prepared on the basis that all operations are continuing operations.

CURRENCY GENIUS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Current assets					
Cash at bank and in hand		74,529		70,009	
Creditors: amounts falling due within one year	7	(4,182)		(4,182)	
Net current assets			<u>70,347</u>		<u>65,827</u>
Capital and reserves					
Called-up share capital	8	164,050		164,050	
Profit and loss reserves	9	(93,703)		(98,223)	
Total equity			<u>70,347</u>		<u>65,827</u>

The financial statements were approved and signed by the director and authorised for issue on 25 March 2020



Mr Ajay Pabari
Director

Company Registration No. 05609450

CURRENCY GENIUS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

	Share capital £	Profit and loss reserves £	Total £
Balance at 1 January 2018	164,050	(105,419)	58,631
Year ended 31 December 2018:			
Profit and total comprehensive income for the year	-	7,196	7,196
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2018	164,050	(98,223)	65,827
Year ended 31 December 2019:			
Profit and total comprehensive income for the year	-	4,520	4,520
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2019	<u>164,050</u>	<u>(93,703)</u>	<u>70,347</u>

CURRENCY GENIUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

Currency Genius Limited is a company limited by shares incorporated in England and Wales. The registered office is 11 Upper Grosvenor Street, London, W1K 2NB.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the following disclosure exemptions under FRS 102:

- The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17(d).
- The requirements of Section 11 paragraphs 11.39 to 11.48A and Section 12 paragraphs 12.26 to 12.29A providing the equivalent disclosures required by this FRS are included in the consolidated financial statements of the group in which the entity is consolidated.
- The requirement of Section 33 Related Party Disclosures paragraph 33.7.

1.2 Going concern

At the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover represents commissions receivable from providing international payments and currency conversion services.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

CURRENCY GENIUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

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

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

2 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2019	2018
	£	£
Turnover analysed by class of business		
Revenue	5,632	8,307
	<u> </u>	<u> </u>

CURRENCY GENIUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

2 Turnover and other revenue (Continued)

	2019 £	2018 £
Other significant revenue		
Interest income	94	94
	<u> </u>	<u> </u>
	2019 £	2018 £
Turnover analysed by geographical market		
UK	5,632	8,307
	<u> </u>	<u> </u>

3 Operating profit

The fees payable to the company's auditor for the audit of the company's annual accounts have been charged to fellow group undertaking, Spread Co Limited.

4 Employees

There were no employees during the year apart from the director.

5 Interest receivable and similar income

	2019 £	2018 £
Interest income		
Interest on bank deposits	94	94
	<u> </u>	<u> </u>

CURRENCY GENIUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

6 Taxation

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2019 £	2018 £
Profit before taxation	4,520	7,196
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	859	1,367
Tax effect of utilisation of tax losses not previously recognised	(859)	(1,367)
Tax expense for the year	-	-

The company has estimated losses of £78,226 (2018 - £82,786) available for carry forward against future trading profits.

7 Creditors: amounts falling due within one year

	2019 £	2018 £
Amount due to parent undertaking	3,292	3,292
Accruals and deferred income	890	890
	4,182	4,182

8 Share capital

	2019 £	2018 £
Issued and fully paid		
164,050 Ordinary Shares of £1 each	164,050	164,050

CURRENCY GENIUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

9 Profit and loss reserves

	2019 £	2018 £
At the beginning of the year	(98,223)	(105,419)
Profit for the year	4,520	7,196
	<hr/>	<hr/>
At the end of the year	(93,703)	(98,223)
	<hr/>	<hr/>

10 Events after the reporting date

There are no events to note.

11 Ultimate controlling party

The reporting entity is owned by Spread Co UK Ltd incorporated in England and Wales. The ultimate holding company is Valiant Holdings Limited, a company incorporated in England and Wales, who prepares consolidated accounts which can be obtained from First Floor North Argyle House, Joel Street, Northwood Hills, Middlesex, HA6 1LN. No individual has effective control of the ultimate holding company.

CURRENCY GENIUS LIMITED

APPENDIX - PILLAR 3 DISCLOSURE

FOR THE YEAR ENDED 31 DECEMBER 2019

Introduction

Regulatory Context

The Capital Requirements Directive ('the Directive') of the European Union establishes a revised regulatory capital framework across Europe governing the amount and nature of capital that must be maintained by credit institutions and investment firms. In the United Kingdom, the Directive has been implemented by the Financial Conduct Authority ('FCA') in its regulations through the General Prudential Sourcebook ('GENPRU') and the Prudential Sourcebook for Investment Firms ('IFPRU').

The new FCA framework consists of three 'Pillars':

- Pillar 1 sets out the minimum capital requirements that a firm needs to retain to meet its credit, market and operational risks.
- Pillar 2 requires the firm and the FCA to take a view on whether it needs to hold additional capital against firm specific risks not covered by Pillar 1.
- Pillar 3 requires a firm to develop a set of disclosures which will allow market participants to assess key information about its underlying risks, risk management controls and capital position.

Frequency

The Firm will be making Pillar 3 disclosures annually. The disclosures will be as at the Accounting Reference Date ("ARD") which is currently 31 December.

Media and Location

The disclosure is published only as an appendix to our Annual Report and will be available from the Registered Office on request.

Verification

The information contained in this document has not been audited by the Firm's external auditors and does not constitute any form of financial statement and must not be relied upon in making any judgement on Currency Genius Limited.

Materiality and Confidentiality

The rules provide that we may omit one or more of the required disclosures if we believe that the information is immaterial. Materiality is based on the criterion that the omission or misstatement of any information would be likely to change or influence the decision of a reader relying on that information. Where we have considered a disclosure to be immaterial, we have stated this in the document.

In addition, we may also omit one or more of the required disclosures where we believe that the information is regarded as proprietary or confidential. In our view, proprietary information is that which, if it were shared, would undermine our competitive position. Information is considered to be confidential where there are obligations binding us to confidentiality with our customers, suppliers and counterparties.

CURRENCY GENIUS LIMITED

APPENDIX - PILLAR 3 DISCLOSURE (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

Corporate Background

The Firm

The company is authorised and regulated by the FCA and has permission to provide arranging and investment advisory services on behalf of professional clients and eligible counterparties.

Scope of Disclosure

The scope of this Pillar 3 disclosure applies to Currency Genius Limited; the disclosure is produced on an individual basis.

Risk Management

The Director determines the company's business strategy and risk appetite along with designing and implementing a risk management framework that recognizes the risks that the business faces. He also determines how those risks may be mitigated and assess on an ongoing basis the arrangements to manage those risks. The Director considers on a regular basis and discuss current projections for profitability and regulatory capital management, business planning and risk management. The Director manages the Firm's risks through a framework of policy and procedures having regard to relevant laws, standards, principles and rules (including FCA principles and rules) with the aim to operate a defined and transparent risk management framework. These policies and procedures are updated as required.

The Firm is small with an operational infrastructure appropriate to its size. It carries no market risk, other than foreign exchange risk on its accounts receivable in foreign currency, and credit risk from management and performance fees receivable. The Firm follows the standardized approach to market risk and the simplified standard approach to credit risk. The Firm is subject to the Fixed Overhead Requirement and is not required to calculate an operational risk capital charge. The main features of the Firm's capital resources for regulatory purposes are as follows

Capital

Capital Management

The Firm's objectives when managing capital are to safeguard the Firm's ability to continue as a going concern and to ensure there is always adequate capital to meet trading requirements, margin requirements, ongoing working capital requirements and the FCA's capital requirements.

Capital Resources

The Firm regards its capital position to include all financial assets and liabilities, therefore the year end capital position was £70,347 (2018: £65,827).

Capital Adequacy

The firm is a limited licence firm and as such it has a base capital requirement of €50,000 as per the FCA regulations.

Capital Requirement

The firm's Pillar 1 and 2 requirement is £42,285. There is a surplus of reserves above the capital resource requirement deemed necessary to cover the risks identified.