

Company registration number 08491211 (England and Wales)

MOORWAND LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2022

MOORWAND LTD

COMPANY INFORMATION

Directors	Mr L Gueriane Mr B J Lawlor Mr S McKellar Mr K J Friedrich Mr G A N Mahoney Mrs V Gladstone	(Appointed 1 April 2022) (Appointed 30 August 2022) (Appointed 30 August 2022) (Appointed 1 December 2022)
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Company number	08491211
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Registered office	Irongate House 28-30 Dukes Place London EC3A 7LP
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Auditor	Haines Watts New Derwent House 69-73 Theobalds Road London WC1X 8TA
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Business address	Irongate House 28-30 Dukes Place London EC3A 7LP
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Bankers	ING Belgium Avenue Marnixlaan 24 1000 Brussels Belgium ClearBank Ltd Level 4 133 Houndsditch London EC3A 7BX Bank of Lithuania Totorių g. 4 LT-01121 Vilnius
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MOORWAND LTD

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MOORWAND LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 OCTOBER 2022

The directors present the strategic report for the year ended 31 October 2022.

Review of the business

The principal activity of Moorwand Limited ("the group") during the year under review was that of an issuer of electronic money ("e-money"), BIN Sponsor to programmes for the issuance of payment instruments licenced for the European Economic Area ("EEA") and Digital Banking to support payment solutions through UK and SEPA banking rails.

'BIN Sponsorship' is the provision of access to card schemes by a regulated principle member, to a non- member, to issue card-based payment instruments. The group is regulated by the Financial Conduct Authority ("FCA") as an Authorised Electronic Money Institution ("EMI") and has been given permission to issue e-money and provide payment services (Register Ref No. 900709). In addition, the Group is a principal member of a range of major card schemes, which enables it to issue scheme branded cards and acquire scheme branded transactions for merchants.

Digital Banking is an API based solution using Agency Bank accounts to allow Programme Managers ("PM's") to automate payment flows and enable payment products that provide innovative and seamless payment flows for end users in a variety of different use cases.

Digital Banking investment and growth

Following the launch of Digital Banking in December 2019, significant investment both in terms of technology and resource to create a scalable and robust solution that will play an increasingly important role in the group's commercial growth. The solution is a very complementary offering to its existing and future BIN Sponsorship customers but is also an extremely powerful standalone offering for additional customer segments that the business is targeting.

During the financial period ending 31 October 2022, Digital Banking transaction fees increased by over 850% compared to the previous year, additional PM's went live with the solution and approximately 50% of the Group's sales pipeline was made up of Digital Banking clients.

Competitive Landscape

The group's target markets continued to see significant growth during the financial period largely due to growth in the broader fintech space and mainstream uptake of the types of solutions Moorwand enables PM's to market to their clients.

Whilst there has been increased competition in providers of so called white label payment solutions overall, there remains strong demand for Moorwand's specific model, notably BIN Sponsorship, allowing PM's greater autonomy and control of the solution they are building. This is most significantly illustrated by the issuer processor agnostic aspect of BIN Sponsorship that has received heightened interest in response to the growth in Issuing Processors entering the space.

The group prides itself on its regulatory expertise, agility, impartiality and deep market knowledge. In the short time since the group moved away from running its own programme to focus on BIN Sponsorship, it has earned the respect of key stakeholders within the industry such as card schemes, processors and programme managers. The business is continuing to develop with an ever-growing pipeline fuelled by its growing reputation in the market. Group growth is also within the existing client base, who can grow their own products with the range of innovative services offered by the group.

Employees

The group had 53 staff, contractors and board members during the year in question and is committed to gender equality. The overall make up was 13 males and 40 females. The Board in 2022 was 0 female and 4 male.

MOORWAND LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

Principal risks and uncertainties

Brexit Implications

Due to the United Kingdom ("UK") leaving the European Union ("EU"), that UK EMI passporting rights in the EU in accordance with the 2nd Payment Services Directive (PSD2) no longer applied from 1 January 2021. Whilst there was a lack of clarity on the terms of Brexit leading up to this date, Moorwand put in place a contingency plan through an Agency arrangement with an EEA based EMI that would allow the group to continue supporting European programmes post Brexit. These measures did have commercial and operational impacts on the business but broadly speaking did not adversely affect the business significantly. In addition, the group is establishing a secondary EMI that will eventually manage future EEA programmes once operational.

Wirecard

The financial troubles at Wirecard AG in 2020 and more specifically the subsequent wind down of its UK subsidiary Wirecard Card Solutions Limited, and FCA regulated EMI, BIN Sponsor and direct competitor of Moorwand, created both risk and opportunity for Moorwand. Wirecard was the single largest BIN Sponsor in Europe which meant their closure led to some immediate growth for Moorwand from the group taking over four of their PM's. The event has however resulted in longer term implications that Moorwand has had to adapt to. Regulators in the UK, EEA and beyond have, in part as a result of the Wirecard scandal, set out to increase regulatory standards of the sector which, whilst legitimate and generally encouraged by Moorwand, do create additional reporting and operational costs that have been built into our business. A more adverse consequence has been a number of credit institutions (Banks) no longer working with EMIs leading to reduced competition amongst banking providers.

Development and performance

Financial Performance

Turnover slightly decreased during the year from £3,672k to £3,069k, largely due to decrease in digital banking fees (which made up £2,236k of turnover last year). Profit before taxation has decreased from an £88,021 profit to a £116,311 loss before taxation as a result of the above.

Product Development

The group's core product is BIN Sponsorship in the UK and EEA for major card schemes. The group can work with unregulated businesses who want to offer cards and use the group to issue e-money; or with regulated entities who simply want a scheme branded card to add to their accounts. The group has a level of specialism in working with multiple card schemes for young businesses.

Digital Banking solution for UK and Europe offering IBANs with Faster Payments through ClearBank and SEPA transfers, through its direct relationship with the Central Bank of Lithuania and Centrolink is growing significantly to become a core offering to the market.

MOORWAND LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

Key performance indicators

The group uses key performance indicators ("KPIs") to measure itself against past performance as well as the performance of its competitors.

Internal KPIs

Management continue to monitor basic KPI's including turnover, expenditure, working capital and debt and use these as benchmarks to ascertain how the business is performing against historical results and the results of our competitors.

Underlying KPIs are then analysed by management to understand the reasons for the movements to be able to identify opportunities or threats to the business model. These underlying KPIs include average time in implementation, average time to close complaints, incident management resolution times, marketing, PR targets, programme volume and various others.

The use of internal KPIs are preferable as the results can be reliably measured and are not subject to external fluctuations in reporting.

External KPIs

The purpose of monitoring and analysing external data is to allow management to measure the performance of the business against the performance of competitors and the market as a whole.

Primarily external KPIs are used by management to plot trends in the market, across products and in relation to regulatory controls in territories impacting product developments which assist the business in targeting areas of growth in the FinTech industry. By using KPIs such as average consumer spend by sector, cross border spending activity and changes in rates of foreign currencies and cryptocurrencies management can see which areas are in growth or in decline and allocate resources accordingly.

Other performance indicators

Environmental Impact

The group actively looks at ways of reducing its carbon footprint and the amount of waste it generates during its course of business. It has introduced a number of policies to enable this to happen, such as recycling all "recyclables"; "fines" for the use of disposable cutlery with the money going to local charities; and digital document signatures to reduce print volumes.

The group has introduced the "On Your Bike" cycle to work scheme for those staff who are resident in the United Kingdom. It also has a policy of minimising travel, especially air travel, where possible and encourages the use of video conferencing through applications such as Zoom and Microsoft Teams, which it has business accounts with.

Social Impact

As well as being very sensitive to the individual needs of staff during the pandemic, the group has been actively engaging with a number of initiatives aimed at avoiding segments of the population being adversely impacted by Government and business driven evolutions towards a cashless society. Moorwand has been working with a number of our PMs to identify individuals and businesses that rely on cash to ensure there are electronic payment solutions tailored to their needs. This has included solutions targeting migrant workers, and micro enterprises. As a result of this work, there will be some programmes launching in a number of European countries. Furthermore, Moorwand Directors have volunteered their time to discuss this agenda with a number of industry organisations seeking to coordinate industry activities including PIF, the EPA and select industry publications

Other information and explanations

In 2023, the group is continuing to invest in making BIN Sponsorship an efficient and scalable operation as well as enhancements to its Digital Banking services, both as an extension to BIN Sponsorship services in and as a standalone offering remaining dedicated to being a best in market enabler of state of the art payment solutions our clients seek to launch. Moorwand is due to launch a programme aimed at refugees affected by the war in Eastern Europe and making it easier for them to open a bank account, receive money, send money and spend money. Moorwand is proud that its products continue to make a real difference to people who might otherwise be unbanked.

MOORWAND LTD

STRATEGIC REPORT (CONTINUED) ***FOR THE YEAR ENDED 31 OCTOBER 2022***

On behalf of the board

Mr L Gueriane
Director

27 October 2023

MOORWAND LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 OCTOBER 2022

The directors present their annual report and financial statements for the year ended 31 October 2022.

Principal activities

The principal activity of the company and group continued to be that of a global digital payments company licenced by the Financial Conduct Authority ("FCA") of the United Kingdom to issue electronic money ("e-money") and provide other payment services.

Directors

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

Mrs V Gladstone	(Resigned 30 August 2022) (Appointed 1 December 2022)
Mr L Gueriane	
Mr B J Lawlor	
Mr S McKellar	(Appointed 1 April 2022)
Mr K J Friedrich	(Appointed 30 August 2022)
Mr G A N Mahoney	(Appointed 30 August 2022)

Results and dividends

The results for the year are set out on page 12.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Principal Risks and Uncertainties

The group's main risks can, broadly speaking, be split into two areas; risks associated with financial instruments and commercial risks. Firstly, risks associated with financial instruments include market risk, interest rate risk, credit risk, liquidity risk and capital management risk. Secondly, commercial risks include customer fraud risk, technology risk and competition risk. The Directors review and agree policies for managing each of these risks included within their risk register and these policies are summarised below:

Liquidity Risk

The group manages financial risk by ensuring sufficient liquid funds are available to meet foreseeable liabilities. The group is financed through equity and at the balance sheet date had a positive net cash balance of own funds of £755,919 (2021: £ 633,251).

Market & interest rate risk

The group issues e-money in numerous different currencies but mainly settles in Sterling, US Dollars and Euros. This exposes the group to fluctuations in foreign exchange movements. Although the group did not use hedging instruments during the year to reduce this risk, it did monitor these fluctuations on a daily basis to ensure that its potential exposure did not exceed the FCA's requirement for e-money issuers.

Since the sale of the group's own e-money issuing programme this risk has significantly reduced as customers for the BIN sponsorship product are invoiced in one of the three currencies listed above, and the money is collected in those currencies thus mitigating this risk.

The majority of e-money is held in non-interest bearing accounts with a number of financial institutions, and therefore there is minimal exposure to movements in interest rates.

Credit risk

The group has a small amount due from customers in relation to its BIN sponsorship business activity, along with strict credit terms. The group does however hold a significant amount of cash, on behalf of its programme managers ("PMs"), with various financial institutions which is monitored by the group to ensure reliance is not placed on a single counterparty.

MOORWAND LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

Capital management risk

The group is bound by its licensing agreement with the FCA, the regulatory body that provides the licence to the group, which includes certain requirements including the management of capital or other resources. The group continues to monitor the terms and conditions of its licence to ensure that all requirements as set out by the FCA are adhered to. Failure to adhere to these requirements could result in a material adverse effect on the group's business, financial condition and operations.

Customer fraud risk

The group faces the risk of fraud from its customers and from the customers of its PMs that seek to abuse the payment methods it, or its PMs, offer. Accordingly, the group has adopted strict policies and procedures which are in place from the pre-acceptance stage through to when a programme goes live, which assists the group and its PMs in identifying suspicious transactions to prevent significant levels of fraud occurring. Management continually review these policies and procedures and adapt these when new threats are identified.

Technology risk

The nature of the group's business activities and operations are highly dependent on technology and advanced information systems. As such there is risk of material adverse effect on the group and its operations which can be caused by any number of issues including human error, unauthorised access, computer viruses, sabotage or other malicious attacks on the network, natural disasters, software and hardware failures. Management take every precaution against such threats by having in place regular data and system recovery backups, system maintenance and support, security measures and business continuity plans in the event of failure or disruption to the group's technology or information systems.

Competition risk

Presently there are around 192 Authorised Electronic Money Institutions ("EMIs") which include 24 Small EMIs. These pose a threat to the group and could adopt more aggressive pricing strategies, have faster onboarding processes or undertake more extensive marketing campaigns which, in turn, could have a negative impact on the group's revenues or profit margins in the future. The group monitors the industry closely and is confident that its highly compliant, advanced product offering and strong infrastructure provide the group with a competitive advantage.

Future developments

These are disclosed in the Strategic Report shown on page 2.

Auditor

Haines Watts were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Energy and carbon report

As the group has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

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 auditor of the group 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 auditor of the group is aware of that information.

MOORWAND LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

On behalf of the board

Mr L Gueriane
Director

27 October 2023

MOORWAND LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 OCTOBER 2022

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are 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 ;
- prepare the on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

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

MOORWAND LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOORWAND LTD

Opinion

We have audited the financial statements of Moorwand Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 October 2022 which comprise group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 group's and the parent company's affairs as at 31 October 2022 and of the group's loss 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 group 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information in the group Strategic Report and the Directors' Report, but does not include the financial statements and our Auditors' 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 this gives rise to a material misstatement in the financial statements themselves. 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.

MOORWAND LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF MOORWAND LTD

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are 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 directors determine 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 directors are responsible for assessing the parent 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 directors either intend to liquidate the parent company or to cease operations, or have 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 Auditors' 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.

MOORWAND LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF MOORWAND LTD

Irregularities, including fraud, are instances of non-compliance with laws and regulations

We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regulatory framework applicable to the group and the parent company and the industry in which it operates, and considered the risk of acts by the group and the parent company that were contrary to applicable laws and regulations, including fraud. We discussed with management the policies and procedures in place regarding compliance with laws and regulations. We discussed amongst the audit team the identified laws and regulations and remained alert to any indications of non-compliance.

During the audit we focused on laws and regulations which could reasonably be expected to give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006 and UK tax legislation. Our tests included agreeing the financial statement disclosures to underlying supporting documentation and enquiries with management.

Our procedures in relation to fraud included but were not limited to inquires of management whether they have any knowledge of any actual, suspected or alleged fraud, and discussions amongst the audit team regarding risk of fraud such as opportunities for fraudulent manipulation of financial statements. We determined that the principal risks related to posting manual journal entries to manipulate financial performance and management bias through judgements in accounting estimates. We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' 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 them in an Auditors' 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.

Chris Evans BSc FCA (Senior Statutory Auditor)
For and on behalf of Haines Watts

30 October 2023

Chartered Accountants
Statutory Auditor

New Derwent House
69-73 Theobalds Road
London
WC1X 8TA

MOORWAND LTD

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2022

	Notes	2022 £	2021 £
Turnover	3	3,069,089	3,671,987
Cost of sales		(667,653)	(310,717)
Gross profit		2,401,436	3,361,270
Administrative expenses		(2,458,974)	(3,104,823)
Other operating income		-	658
Operating (loss)/profit	4	(57,538)	257,105
Interest receivable and similar income	8	1,465	2,263
Interest payable and similar expenses	9	(60,238)	(171,347)
(Loss)/profit before taxation		(116,311)	88,021
Tax on (loss)/profit	10	(144)	150,398
(Loss)/profit for the financial year		(116,455)	238,419

(Loss)/profit for the financial year is all attributable to the owner of the parent company.

MOORWAND LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 OCTOBER 2022

	2022 £	2021 £
(Loss)/profit for the year	(116,455)	238,419
Other comprehensive income		
Currency translation loss taken to retained earnings	(13,698)	-
Total comprehensive income for the year	(130,153)	238,419

Total comprehensive income for the year is all attributable to the owners of the parent company.

MOORWAND LTD

GROUP BALANCE SHEET

AS AT 31 OCTOBER 2022

		2022		2021	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	12		8,661		5,667
Current assets					
Debtors falling due after more than one year	16	54,610		92,625	
Debtors falling due within one year	16	1,407,478		2,297,270	
Investments		19,852,384		12,557,881	
Cash at bank and in hand		755,919		633,251	
		<u>22,070,391</u>		<u>15,581,027</u>	
Creditors: amounts falling due within one year	17	<u>(20,450,500)</u>		<u>(14,027,651)</u>	
Net current assets			1,619,891		1,553,376
Total assets less current liabilities			<u>1,628,552</u>		<u>1,559,043</u>
Creditors: amounts falling due after more than one year	18		(264,608)		(65,913)
Provisions for liabilities					
Deferred tax liability	20	1,065		98	
		<u>(1,065)</u>		<u>(98)</u>	
Net assets			<u>1,362,879</u>		<u>1,493,032</u>
Capital and reserves					
Called up share capital	22		100,000		100,000
Share premium account			692,308		692,308
Profit and loss reserves			570,571		700,724
Total equity			<u>1,362,879</u>		<u>1,493,032</u>

The financial statements were approved by the board of directors and authorised for issue on 27 October 2023 and are signed on its behalf by:

Mr L Gueriane
Director

Company registration number 08491211 (England and Wales)

MOORWAND LTD

COMPANY BALANCE SHEET

AS AT 31 OCTOBER 2022

		2022		2021	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	12		5,606		5,667
Investments	13		2,405		2,156
			<u>8,011</u>		<u>7,823</u>
Current assets					
Debtors falling due after more than one year	16	54,610		92,625	
Debtors falling due within one year	16	1,332,580		2,297,270	
Investments		19,852,384		12,557,881	
Cash at bank and in hand		738,425		633,251	
		<u>21,977,999</u>		<u>15,581,027</u>	
Creditors: amounts falling due within one year	17	(20,416,310)		(14,029,807)	
Net current assets			<u>1,561,689</u>		<u>1,551,220</u>
Total assets less current liabilities			<u>1,569,700</u>		<u>1,559,043</u>
Creditors: amounts falling due after more than one year	18		(264,608)		(65,913)
Provisions for liabilities					
Deferred tax liability	20	1,065		98	
		<u>(1,065)</u>		<u>(98)</u>	
Net assets			<u><u>1,304,027</u></u>		<u><u>1,493,032</u></u>
Capital and reserves					
Called up share capital	22		100,000		100,000
Share premium account			692,308		692,308
Profit and loss reserves			511,719		700,724
Total equity			<u><u>1,304,027</u></u>		<u><u>1,493,032</u></u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £189,005 (2021 - £238,419 profit).

The financial statements were approved by the board of directors and authorised for issue on 27 October 2023 and are signed on its behalf by:

Mr L Gueriane
Director

Company registration number 08491211 (England and Wales)

MOORWAND LTD

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 OCTOBER 2022

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 November 2020	100,000	692,308	462,305	1,254,613
Year ended 31 October 2021:				
Profit and total comprehensive income	-	-	238,419	238,419
Balance at 31 October 2021	100,000	692,308	700,724	1,493,032
Year ended 31 October 2022:				
Loss for the year	-	-	(116,455)	(116,455)
Other comprehensive income:				
Currency translation differences	-	-	(13,698)	(13,698)
Total comprehensive income	-	-	(130,153)	(130,153)
Balance at 31 October 2022	100,000	692,308	570,571	1,362,879

MOORWAND LTD

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 OCTOBER 2022

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 November 2020	100,000	692,308	462,305	1,254,613
Year ended 31 October 2021:				
Profit and total comprehensive income for the year	-	-	238,419	238,419
Balance at 31 October 2021	100,000	692,308	700,724	1,493,032
Year ended 31 October 2022:				
Profit and total comprehensive income	-	-	(189,005)	(189,005)
Balance at 31 October 2022	100,000	692,308	511,719	1,304,027

MOORWAND LTD

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 OCTOBER 2022

	Notes	2022 £	£	2021 £	£
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	25				
		7,084,302		(585,379)	
Interest paid		(60,238)		(171,347)	
Income taxes refunded		211,628		-	
Net cash inflow/(outflow) from operating activities		7,235,692		(756,726)	
Investing activities					
Purchase of tangible fixed assets		(4,984)		(1,715)	
Proceeds from disposal of subsidiaries, net of cash disposed		-		280,418	
Interest received		1,465		2,263	
Net cash (used in)/generated from investing activities		(3,519)		280,966	
Financing activities					
Repayment of borrowings		198,695		(371,114)	
Net cash generated from/(used in) financing activities		198,695		(371,114)	
Net increase/(decrease) in cash and cash equivalents		7,430,868		(846,874)	
Cash and cash equivalents at beginning of year		13,191,132		14,038,006	
Effect of foreign exchange rates		(13,697)		-	
Cash and cash equivalents at end of year		20,608,303		13,191,132	
Relating to:					
Cash at bank and in hand		755,919		633,251	
Short term deposits included in current asset investments		19,852,384		12,557,881	

MOORWAND LTD

COMPANY STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 OCTOBER 2022

	Notes	2022 £	£	2021 £	£
Cash flows from operating activities					
Cash generated from/(absorbed by) operations	26		7,045,233		(583,223)
Interest paid			(60,238)		(171,347)
Income taxes refunded			216,453		-
Net cash inflow/(outflow) from operating activities			7,201,448		(754,570)
Investing activities					
Purchase of tangible fixed assets		(1,682)		(1,715)	
Proceeds from disposal of subsidiaries		(249)		278,262	
Interest received		1,465		2,263	
Net cash (used in)/generated from investing activities			(466)		278,810
Financing activities					
Repayment of borrowings		198,695		(371,114)	
Net cash generated from/(used in) financing activities			198,695		(371,114)
Net increase/(decrease) in cash and cash equivalents			7,399,677		(846,874)
Cash and cash equivalents at beginning of year			13,191,132		14,038,006
Cash and cash equivalents at end of year			20,590,809		13,191,132
Relating to:					
Cash at bank and in hand			738,425		633,251
Short term deposits included in current asset investments			19,852,384		12,557,881

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

Company information

Moorwand Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The Company's registered number and registered office can be found on the Company information page.

The group consists of Moorwand Limited and all of its subsidiaries.

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 under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Moorwand Limited together with all entities controlled by the parent company (its subsidiaries) and the group's share of its interests in joint ventures and associates.

All financial statements are made up to 31 October 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

1.4 Going concern

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

1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from contracts for the provision of services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably, as is the case for BIN sponsorship setup fees. The stage of completion for BIN sponsorship fees is determined by the signing of the heads of terms and then again at the signing of the final agreement. Other income for services including BIN sponsorship monthly fees and income from the company's own e-money issuing programme are calculate monthly in arrears in reference to the volume of transactions that have occurred. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.6 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	Over 5 years
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1.7 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	33% Straight line
Fixtures and fittings	33% Straight line
Computers	33% Straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

1.8 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Investments in associates are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the group's share of the profit or loss, other comprehensive income and equity of the associate using the equity method. Any difference between the cost of acquisition and the share of the fair value of the net identifiable assets of the associate on acquisition is recognised as goodwill. Any unamortised balance of goodwill is included in the carrying value of the investment in associates.

Losses in excess of the carrying amount of an investment in an associate are recorded as a provision only when the company has incurred legal or constructive obligations or has made payments on behalf of the associate.

In the parent company financial statements, investments in associates are accounted for at cost less impairment.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.9 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.11 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

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.

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.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

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 group 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.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

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 group's contractual obligations expire or are discharged or cancelled.

1.12 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.16 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

1.17 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover and other revenue

	2022	2021
	£	£
Turnover analysed by class of business		
The group's BIN sponsorship income	3,069,089	3,671,987
	<u> </u>	<u> </u>
	2022	2021
	£	£
Turnover analysed by geographical market		
Europe (Including UK)	3,069,089	3,671,987
	<u> </u>	<u> </u>
	2022	2021
	£	£
Other revenue		
Interest income	1,465	2,263
	<u> </u>	<u> </u>

4 Operating (loss)/profit

	2022	2021
	£	£
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange gains	(903,001)	(54,833)
Depreciation of owned tangible fixed assets	1,990	2,851
Operating lease charges	69,331	-
	<u> </u>	<u> </u>

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

5 Auditor's remuneration

	2022 £	2021 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	27,700	19,000
	<u>27,700</u>	<u>19,000</u>

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group 2022 Number	2021 Number	Company 2022 Number	2021 Number
	12	14	12	14
	<u>12</u>	<u>14</u>	<u>12</u>	<u>14</u>

Their aggregate remuneration comprised:

	Group 2022 £	2021 £	Company 2022 £	2021 £
Wages and salaries	891,936	819,837	856,261	819,837
Social security costs	100,917	93,686	100,917	93,686
Pension costs	16,716	19,197	16,716	19,197
	<u>1,009,569</u>	<u>932,720</u>	<u>973,894</u>	<u>932,720</u>

7 Directors' remuneration

	2022 £	2021 £
Remuneration for qualifying services	318,294	252,307
Company pension contributions to defined contribution schemes	5,063	4,392
	<u>323,357</u>	<u>256,699</u>

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2022 £	2021 £
Remuneration for qualifying services	149,833	129,224
Company pension contributions to defined contribution schemes	2,201	2,196
	<u>152,034</u>	<u>131,420</u>

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2022

8 Interest receivable and similar income

	2022	2021
	£	£
Interest income		
Interest on bank deposits	-	13
Other interest income	1,465	2,250
	<u>1,465</u>	<u>2,263</u>
Total income	<u>1,465</u>	<u>2,263</u>
	2022	2021
	£	£
Investment income includes the following:		
Interest on financial assets not measured at fair value through profit or loss	-	13
	<u>-</u>	<u>13</u>

9 Interest payable and similar expenses

	2022	2021
	£	£
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	5	849
Other interest on financial liabilities	60,233	170,498
	<u>60,238</u>	<u>171,347</u>

10 Taxation

	2022	2021
	£	£
Current tax		
UK corporation tax on profits for the current period	4,825	(48,802)
Adjustments in respect of prior periods	(5,648)	(101,596)
	<u>(823)</u>	<u>(150,398)</u>
Total current tax	<u>(823)</u>	<u>(150,398)</u>
Deferred tax		
Origination and reversal of timing differences	967	-
	<u>967</u>	<u>-</u>
Total tax charge/(credit)	<u>144</u>	<u>(150,398)</u>

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

10 Taxation

(Continued)

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

	2022 £	2021 £
(Loss)/profit before taxation	(116,311)	88,021
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(22,099)	16,724
Tax effect of expenses that are not deductible in determining taxable profit	3,365	3,264
Unutilised tax losses carried forward	34,027	(19,378)
Adjustments in respect of prior years	(5,648)	(101,596)
Permanent capital allowances in excess of depreciation	967	(610)
Research and development tax credit	-	(48,802)
Tax relief in respect of capital allowances	(592)	-
Tax charge in relation to subsidiary	4,825	-
Tax effect of consolidation adjustments	(3,177)	-
Tax effect of subsidiary profits	(11,524)	-
Taxation charge/(credit)	144	(150,398)

11 Intangible fixed assets

Group	Software £
Cost	
At 1 November 2021 and 31 October 2022	692,308
Amortisation and impairment	
At 1 November 2021 and 31 October 2022	692,308
Carrying amount	
At 31 October 2022	-
At 31 October 2021	-
Company	Software £
Cost	
At 1 November 2021 and 31 October 2022	692,308
Amortisation and impairment	
At 1 November 2021 and 31 October 2022	692,308

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

11 Intangible fixed assets (Continued)

Carrying amount	
At 31 October 2022	-
At 31 October 2021	-

12 Tangible fixed assets

Group	Plant and equipment £	Fixtures and fittings £	Computers £	Total £
Cost				
At 1 November 2021	-	620	24,894	25,514
Additions	3,302	-	1,682	4,984
At 31 October 2022	3,302	620	26,576	30,498
Depreciation and impairment				
At 1 November 2021	-	275	19,572	19,847
Depreciation charged in the year	247	207	1,536	1,990
At 31 October 2022	247	482	21,108	21,837
Carrying amount				
At 31 October 2022	3,055	138	5,468	8,661
At 31 October 2021	-	345	5,322	5,667
Company		Fixtures and fittings £	Computers £	Total £
Cost				
At 1 November 2021		620	24,894	25,514
Additions		-	1,682	1,682
At 31 October 2022		620	26,576	27,196
Depreciation and impairment				
At 1 November 2021		275	19,572	19,847
Depreciation charged in the year		207	1,536	1,743
At 31 October 2022		482	21,108	21,590
Carrying amount				
At 31 October 2022		138	5,468	5,606
At 31 October 2021		345	5,322	5,667

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2022

13 Fixed asset investments

	Notes	Group 2022 £	2021 £	Company 2022 £	2021 £
Investments in subsidiaries	14	-	-	2,405	2,156

Movements in fixed asset investments Company

	Shares in subsidiaries £
Cost or valuation	
At 1 November 2021	2,156
Additions	249
At 31 October 2022	2,405
Carrying amount	
At 31 October 2022	2,405
At 31 October 2021	2,156

14 Subsidiaries

Details of the company's subsidiaries at 31 October 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Moorwand Lithuania UAB	Vilnius g. 31, Vilnius 01402, Lithuania	Ordinary	100.00
Moorwand Solutions SRL	mun. Chisinau, sec. Centru, str. Tighina, 49/3, ap.(of.) 54	Ordinary	100.00

15 Financial instruments

	Group 2022 £	2021 £	Company 2022 £	2021 £
Carrying amount of financial assets				
Instruments measured at fair value through profit or loss	19,852,384	12,557,881	19,852,384	12,557,881

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

16 Debtors

	Group 2022	2021	Company 2022	2021
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	1,293,211	1,306,288	1,232,143	1,306,288
Corporation tax recoverable	48,802	259,607	48,802	259,607
Other debtors	39,291	35,723	25,461	35,723
Prepayments and accrued income	26,174	695,652	26,174	695,652
	<u>1,407,478</u>	<u>2,297,270</u>	<u>1,332,580</u>	<u>2,297,270</u>
Amounts falling due after more than one year:				
Other debtors	<u>54,610</u>	<u>92,625</u>	<u>54,610</u>	<u>92,625</u>
Total debtors	<u>1,462,088</u>	<u>2,389,895</u>	<u>1,387,190</u>	<u>2,389,895</u>

17 Creditors: amounts falling due within one year

	Group 2022	2021	Company 2022	2021
	£	£	£	£
Trade creditors	340,716	1,102,768	340,716	1,102,768
Other taxation and social security	44,537	30,094	44,537	30,094
Other creditors	20,035,147	12,854,789	20,000,957	12,856,945
Accruals and deferred income	30,100	40,000	30,100	40,000
	<u>20,450,500</u>	<u>14,027,651</u>	<u>20,416,310</u>	<u>14,029,807</u>

18 Creditors: amounts falling due after more than one year

	Group 2022	2021	Company 2022	2021
	£	£	£	£
Other borrowings	<u>264,608</u>	<u>65,913</u>	<u>264,608</u>	<u>65,913</u>

19 Loans and overdrafts

	Group 2022	2021	Company 2022	2021
	£	£	£	£
Other loans	<u>264,608</u>	<u>65,913</u>	<u>264,608</u>	<u>65,913</u>
Payable after one year	<u>264,608</u>	<u>65,913</u>	<u>264,608</u>	<u>65,913</u>

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2022

19 Loans and overdrafts

(Continued)

The long-term loans carry no security.

The loans above are repayable by the 31 December 2023 and carry fixed interest at 15%.

20 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities 2022 £	Liabilities 2021 £
Group		
Accelerated capital allowances	1,065	98
	<u>1,065</u>	<u>98</u>
	Liabilities 2022 £	Liabilities 2021 £
Company		
Accelerated capital allowances	1,065	98
	<u>1,065</u>	<u>98</u>
	Group 2022 £	Company 2022 £
Movements in the year:		
Liability at 1 November 2021	98	98
Charge to profit or loss	967	967
	<u>1,065</u>	<u>1,065</u>
Liability at 31 October 2022	1,065	1,065
	<u>1,065</u>	<u>1,065</u>

The deferred tax liability set out above relates to accelerated capital allowances that are expected to mature within the same period.

21 Retirement benefit schemes

	2022 £	2021 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	16,716	19,197
	<u>16,716</u>	<u>19,197</u>

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

22 Share capital

Group and company	2022	2021	2022	2021
Ordinary share capital	Number	Number	£	£
Issued and fully paid				
Ordinary of £1 each	100,000	100,000	100,000	100,000

The company has one class of ordinary shares which have attached to them full voting, dividend and capital distribution (including on winding up) rights.

23 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Within one year	57,600	48,000	57,600	48,000
	57,600	48,000	57,600	48,000

24 Controlling party

At the balance sheet date the ultimate controlling party was Mr Wael Sulaiman Almaree who acquired 100% of the share capital of the company from Moorwand Holdings Ltd on 4 December 2020.

25 Cash generated from/(absorbed by) group operations

	2022	2021
	£	£
(Loss)/profit for the year after tax	(116,456)	238,419
Adjustments for:		
Taxation charged/(credited)	144	(150,398)
Finance costs	60,238	171,347
Investment income	(1,465)	(2,263)
Depreciation and impairment of tangible fixed assets	1,990	2,851
Movements in working capital:		
Decrease in debtors	717,002	165,717
Increase/(decrease) in creditors	6,422,849	(1,011,052)
Cash generated from/(absorbed by) operations	7,084,302	(585,379)

MOORWAND LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2022

26 Cash generated from/(absorbed by) operations - company

	2022 £	2021 £
(Loss)/profit for the year after tax	(189,005)	238,419
Adjustments for:		
Taxation credited	(4,681)	(150,398)
Finance costs	60,238	171,347
Investment income	(1,465)	(2,263)
Depreciation and impairment of tangible fixed assets	1,743	2,851
Movements in working capital:		
Decrease in debtors	791,900	165,717
Increase/(decrease) in creditors	6,386,503	(1,008,896)
Cash generated from/(absorbed by) operations	7,045,233	(583,223)

27 Analysis of changes in net funds - group

	1 November 2021 £	Cash flows £	Exchange rate movements £	31 October 2022 £
Cash and cash equivalents	13,191,132	7,430,868	(13,697)	20,608,303
Borrowings excluding overdrafts	(65,913)	(198,695)	-	(264,608)
	<u>13,125,219</u>	<u>7,232,173</u>	<u>(13,697)</u>	<u>20,343,695</u>

28 Analysis of changes in net funds - company

	1 November 2021 £	Cash flows £	31 October 2022 £
Cash and cash equivalents	13,191,132	7,399,677	20,590,809
Borrowings excluding overdrafts	(65,913)	(198,695)	(264,608)
	<u>13,125,219</u>	<u>7,200,982</u>	<u>20,326,201</u>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.