

TIDE PLATFORM LIMITED
Annual Report and Financial Statements
For the financial year ended 31 December 2022

TIDE PLATFORM LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

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TIDE PLATFORM LIMITED
COMPANY INFORMATION
For the financial year ended 31 December 2022

DIRECTORS

G O Duncan
E Haskell
R L Marriott
O R A Prill
I M Sutherland

SECRETARY

E Haskell

REGISTERED OFFICE

5th Floor
1 Appold Street
London
EC2A 2UT
United Kingdom

COMPANY NUMBER

09595646 (England and Wales)

AUDITOR

Deloitte LLP
5 Callaghan Square
Cardiff
CF10 5BT
United Kingdom

TIDE PLATFORM LIMITED
STRATEGIC REPORT
For the financial year ended 31 December 2022

The directors present their Strategic Report for the financial year ended 31 December 2022.

REVIEW OF THE BUSINESS

The principal activity of Tide Platform Limited ("Tide", the "Company") in the year under review was as a software and services provider which provides a platform for current accounts, other financial products and financial administration software tools to help small businesses run their activities more efficiently.

Tide's mission is to help our members (customers) save time (and money) in the running of their businesses, so they can get back to doing what they love. Our vision is to become the UK's leading Business Financial Platform.

Tide Platform Limited is an FCA regulated e-money institution.

The business remains dedicated to delivering its mission to current members and on boarding new members. The Company intends to continue to expand and enhance its product offering in order to meet both current and future customer demands and expectations.

The Company's employees are key to its successes in delivering the business plan to date and achieving its mission thus far, and will continue to be into the future. Over the last financial year, staff numbers have increased from 437 to 582 and continued to grow after the year end.

In August 2022, the company secured additional debt funding of £18.5m from refinancing existing loans.

FINANCIAL REVIEW

Turnover has increased from £32.0m to £57.5m for the year ended 31 December 2022 due to significant growth in the member base and introduction of new products and features. Operating loss for the year was £35.4m (2021: £31.0m), due to increased expenditure on marketing and customer acquisition activities and continued investment in technological and product development.

Net assets of the Company were £9.4m (2021: £4.4m). Post year end funding activities include equity funding of £17.0m (2021: £25.0m) from its parent company, Tide Holdings Limited.

The metrics included in this section are also considered to be the Company's key performance indicators.

PRINCIPAL RISKS AND UNCERTAINTIES AND FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a number of financial risks. Management reviews the key risks facing the business on a monthly basis or more frequently if required. The principal risks exposed to the business due to its activities are considered to be strategic, financial, operational, conduct, financial crime, credit and counterparty, regulatory compliance and information security risks, as well as economic uncertainty surrounding the geo-political environment.

The Company operates a three lines of defence model and, since January 2023, a dedicated Internal Audit function reporting administratively to the CEO and functionally to the Chair of the Board. The Company maintains a risk management framework and risk register, which is reviewed and evaluated by key internal stakeholders and maintained by the SVP Risk and Compliance. The Company also undertakes specific external audits including Financial Crime, Safeguarding and GDPR audits, and oversight checks including PEN tests. Below are the key learnings from these risk assessments as well as data from internal risk evaluations. These risks will continue to change with the Company profile, internally and externally, as well as with changes in external market forces.

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

****Key Risks & Mitigating Controls****

****Strategic risk****

The Group is executing an ambitious strategy. With this comes increased focus on the availability of suitable resources to support the Group's growth and international expansion plans. Senior management of business areas are responsible for their own resourcing budgets, thus the need to define the necessary resources is within the action line itself and not top-down. Resource requests are reviewed by management in line with the growth strategy and approved in line with departmental priorities; any additional resources required will be reviewed and requested of the Board by the CEO. Actual performance is reviewed against budgets on a monthly basis and any change in assumptions and expectations is updated in forecasts.

****Financial risk****

There are two factors in Capital Adequacy Risk: that capital is and will be insufficient to meet the Company's operational requirements, and within its regulated subsidiaries, that of the regulatory requirements in accordance with its FCA regulation. Liquidity risk is defined as the risk that Tide has insufficient financial resources to meet its commitments as they fall due. Interest and exchange rate risks are exposures to adverse movements of market interest and exchange rates.

Tide is adequately capitalised and has sufficient funding to meet its needs, with significant investor funding and both commitment and appetite for continued investment. The CEO reviews the Company's financial position in both management accounts and quarterly re-forecasts on at least a monthly basis, in addition to the Board of Directors' regular reviews. This allows for early identification when additional fundraising is likely to be required. Management regularly monitors working capital and funding requirements to ensure that it is able to meet its obligations as they fall due and there is a strategic liquidity plan that is reviewed and signed off by the Board in line with the business plan. The directors also monitor the results of capital and liquidity adequacy under stress scenarios and triggers for remedial actions. The Board has a number of contingency plans available to execute should we encounter stress scenarios that could cause significant financial impact.

Tide does not enter structural interest rate risks with all lending undertaken at fixed interest rates. No balance sheet interest rate risk arises from member deposits at Tide's partner bank. Exchange rates movements on cost expenditures in Euros and Dollars are limited to 20% of the cost base and are reviewed as part of the quarterly financial review cycle.

****Conduct risk****

Conduct risk is the risk that members suffer loss or detriment due to failures in the design, promotion or delivery of Tide's products and services. Tide's products are designed with members first and foremost in their design and delivery, in accordance with the Company's mission, to save our members both time and money. The approach to product design and delivery is holistic, with our experienced product, development, operations and member support functions contributing to the member experience, which in itself helps to avoid and mitigate conduct risk, both in the design phase and on-going post-delivery. The governance, procedures and controls for Conduct Risk takes into account the best practices and requirements set by the FCA Consumer Duty regulation.

****Financial crime****

Financial crime risk is the risk that members will attempt to financially benefit from illegal activities, in particular acts such as money laundering, terrorist financing, tax evasion, sanction evasion, bribery and corruption and fraud.

The business uses industry-leading identification and verification providers to assess all applicants, who are also verified and cross referenced against third party databases and watchlists. Multi-layer in-app verification prevents unlawful access to members' accounts, and utilises Mastercard's anti-fraud rules to decline and alert for compromised cards. The business has developed transaction monitoring systems designed to alert transactions indicating potential behaviour linked to financial crime. Tide continues to enhance and refine these systems.

Tide has developed software and has dedicated personnel to monitor for, identify and react to suspected financial crime. Preparation for the upcoming APP Fraud regulatory changes has been a key focus area. The Company actively engages in industry forums such as the FinTech FinCrime Exchange (FFE), FinTech Fin Crime Policy Group run by the Royal United Services Institute (RUSI), and many others, to stay informed of typologies and proactively identify financial crime. Any suspicion identified by Tide is reported directly to the National Crime Agency (NCA) in the form of a suspicious activity report (SAR).

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

****Operational risk and failure of outsourced providers****

Member funds are ultimately held in the Company's GBP e-money provider's safeguarding account held with Barclays, therefore if the Company were to become insolvent; the funds would still be available via this e-money provider. The e-money provider is subject to FCA regulation, including on business continuity arrangements.

The majority of members will have their funds held in ClearBank FSCS-protected bank accounts. ClearBank is authorised by the PRA and regulated by the FCA and the PRA. Eligible deposits with ClearBank are protected up to a total of £85,000 by the FSCS, the UK's deposit guarantee scheme.

International Currency Accounts were provided under Tide Platform's own e-money licence with funds held at Banking Circle. This product was decommissioned in February 2023.

Tide maintains a business continuity plan, disaster recovery plan, and incident management policy and attendant procedures to manage operational incidents should they arise. As part of managing Tide's Operational Resilience; important business services have been identified and impact tolerances are in place to facilitate monitoring to ensure that we remain within our thresholds. Tide also maintains a comprehensive and robust wind-down plan.

There are various service providers that support the delivery of Tide's services. Tide maintains ongoing visibility of all critical service providers to ensure that all SLAs, performance and availability are monitored. Providers for outsourced activities are also subject to oversight.

****Credit and counterparty risk****

Credit risk is defined as the risk of a loss resulting from a member's failure to repay a loan or meet contractual obligations, and the risk that any financial institutions in which Tide's holds its own cash run into financial difficulty and are unable to release Tide's funds from such accounts (wholesale credit risk).

Tide adheres to internal credit policies and procedures and lending best practices to identify, assess and manage risks which would expose Tide's Company to financial losses.

Member credit risk for the credit products is measured and monitored against a risk appetite framework. The Company's credit activity is intermediated. The first and second lines of defence collaborate on an ongoing basis to monitor and mitigate credit risk and assess risk appetite to enable Tide members to have access to appropriate credit.

Wholesale credit risk limits are approved for counterparties holding Tide's own cash based on a risk assessment of the entities' credit worthiness and stability. Credit exposures to counterparties are monitored on a regular basis.

Credit products policies and credit risk policies are reviewed against the credit product performance and counterparty limit utilisation and updated periodically based on Tide's risk appetite.

The Company has service agreements with other Group companies which exposes the Company to counterparty and credit risk. The Company monitors this financial exposure through stress testing of liquidity and solvency and also involves legal counsel to prepare and review related contracts.

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

****Regulatory compliance risk****

Tide faces a risk that any new regulation or changes to the existing regulatory framework might impact Tide's operations and business. This also includes not being prepared for any regulatory changes and breaching compliance requirements. To ensure this is mitigated properly, Tide maintains an ongoing proactive Horizon Scanning process, to ensure Tide stays up-to-date with all relevant changes to the regulatory landscape and ensures compliance with implementation dates specified by Tide regulators. It also provides Tide with an opportunity to incorporate international standards and best practices where applicable.

Tide also faces a risk that operational teams do not properly follow the internal policies and procedures put in place to ensure regulatory compliance, resulting in an internal breach. To mitigate this, Tide adheres to the 'Three Lines of Defence' (3LOD) model. The 3LOD approach ensures a clear delineation of responsibilities between control over day-to-day operations, risk oversight and control and independent assurance of Tide's activities.

Due to the nature of the business, Tide holds member data and employee data, and the Company must be compliant with strict data protection and privacy laws and regulations both globally and at a geographic level, such as General Data Protection Regulation (GDPR).

The second line of defence Risk & Compliance team conduct testing and monitoring of the first line of defence's adherence to policies and procedures. This ensures the different risks across the business are being mitigated properly, and that the controls in place set by the first line of defence are effective and aligned with the approved policies and procedures.

The Company has to maintain a minimum regulatory capital requirement under the FCA's e-money regulations. Management ensures that capital resources are monitored and maintained above the regulatory capital limits.

****Information security risk****

The robust approach to the risk around IT security is central to all areas of the business and there are penetration tests and code security reviews performed annually as well as upon each major product release to reinforce this security. Under the guidance of the CISO, there is substantial internal and third-party investment in IT security features in which Tide continues to invest and build.

****Economic uncertainty****

The impact of the Ukraine/Russia conflict has been assessed in terms of risk to the operations of the Company and no material issues have been noted. The Company's customer base is UK SMEs, and therefore the Company has no exposure to sanctions imposed by governments. Management continues to monitor the situation to ensure that the Company complies with any regulatory or legal changes which may impact operations as the conflict continues.

Management is also monitoring macroeconomic factors such as rising interest rates and inflation level which may impact Tide's customer base in the UK. The Company has continued to expand its customer base despite the challenging climate.

FUTURE DEVELOPMENTS

The directors expect the level of business activity to increase in the coming year. This is as a result of increased investment allowing for improved and widening marketing expenditure, providing strengthened exposure in the marketplace and further expansion of the service offering, as well as enhancements and improvements in the existing product base. As trust in fintech grows and more SMEs choose to move away from traditional high street banks, Tide continues to benefit from its transparent approach to business banking. This can already be seen into the new financial year, as member applications and onboarded members continue to increase month on month.

SECTION 172 STATEMENT

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

Section 172 of the Companies Act 2006 ("s.172") imposes a general duty on Directors to act in the way they consider, in good faith, that would be most likely to promote the success of the Company for the benefit of its stakeholders. Our goal is to drive value for members (our customers), Tideans (our colleagues), and shareholders alike. The Board believes that balancing the interest of stakeholders with our corporate purpose and desire to maintain high standards of ethical conduct is embedded in the way we do business.

Our mission is to help our members save time (and money) in the running of their businesses, so they can get back to doing what they love.

The Board delegates day-to-day management and decision-making to its senior management team, but it maintains oversight of the Company's performance, and reserves for itself specific matters for approval. By receiving regular updates on business performance, activities and objectives, the Board and its constituent committees monitor that management is acting in accordance with agreed strategy. Processes are in place to ensure that the Board receives all relevant information to enable it to make well-judged decisions in support of the Company's long-term success.

ACHIEVING LONG-TERM VALUE FOR OUR SHAREHOLDERS

The Board engages directly with the shareholders through routine reporting and uses this engagement to ensure that the Company's strategy is aligned with that of shareholders. The key investors are represented as Investor Directors on the Board, other material investors attend the Board as Board Observers.

OUR MEMBERS

The Board takes a keen interest in member feedback and encourages the business to maintain multiple channels and methods of communication to engender a useful dialogue. Senior Management attended Board meetings in 2022 to provide insight on member feedback and market expectations. The Board uses this feedback and surveys to ensure the Company continues to provide best in class services. Member feedback is analysed and resolved through the Member Root Cause Feedback (MRCF) mechanism.

INVESTING IN PEOPLE

Tideans are the driving force behind our mission and growth. We engage with our employees clearly communicating strategy and performance. We support the development of our people through appropriate, inclusive and ambitious learning and development initiatives. The Directors regularly seek feedback from employees directly and through management. Employee surveys are completed bi-annually with the results reported to the Board. This information is used by the Board to ensure we continue to have an engaged, motivated and appropriately trained workforce.

****A diverse and inclusive workforce****

Tide signed the Women in Finance Charter in 2022. As a signatory of the Women in Finance Charter, we've committed to publishing annually the percentage of senior leadership positions held by women. At the end of 2022, 18% of senior positions, at the VP level or above, were held by women (2021: 18%). Our target is for 40% female representation in senior positions by the end of 2023.

The number of global senior leadership positions at Tide is increasing, also in line with our ambitions to scale and diversify globally. We are committed to hiring women into senior leadership positions. We work proactively across the business globally to address this gap in target, by undertaking many initiatives to ensure we reach this target, including:

- * Vetting our hiring process
- * Offering family friendly benefits
- * All inclusive social diversity celebrations
- * Supporting diversity outside of Tide

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with Tide continues and that appropriate training is arranged. It is Tide's policy that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

THE ENVIRONMENT

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

Tide believes it is vital to start its Net Zero journey now and we are laying the groundwork for what is to come in Tide's mid-term Net Zero journey.

Tide made the following commitments to Net Zero:

- * To durably remove all carbon equivalent emissions from 2022
- * To reduce 90% of 2021's Scopes 1- 3 emissions per employee by 2030
- * To develop support for Tide's members to move to Net Zero

The Company has a Net Zero reporting policy which has been reviewed and approved at the Board level. This is to set the governance and reporting framework for Tide's targets and initiatives aimed at reducing the adverse impact of Tide's business on the environment, and to formalise Tide's commitment to the Net Zero initiative.

Furthermore, the Company has a Net Zero working group, led by an executive and Board member to discuss our goals around climate change and how we aim to meet them. The Board receives quarterly updates on the Company's carbon emissions per month and how this tracks versus our targets.

Tide has undertaken the following measures aimed at reducing its impact on the environment:

- * Founding member of Bankers for Net Zero (B4NZ)
- * Engaged a third party supplier to measure our carbon footprint, which is reported to the Board
- * Engaged a third party supplier to provide an independent external verification of our GHG emissions
- * Purchased 3,500 tonnes of durable, long-term biochar to sequester our 2022 carbon emission; this makes us one of the first tech companies to do this, the first fintech to remove 100% of its emissions via this method and the first business banking platform to do this
- * We are listed as 23rd on the top purchasers of carbon removals on the CDR register, the 4th fintech on the list
- * At the end of 2022 we removed 10% of our 2021 emissions by limiting carbon intensive business practices
- * Founding Partner of Perseus, a multisector collaboration to automate HGH reporting

Tide will continue to monitor, track and report its carbon emissions and to reduce its emissions per employee.

(Per the SBTi definition, Net Zero means to get to 90% reduction from your baseline year and remove the remaining 10% with permanent carbon removal).

OUR SUPPLIERS

The Company aims to build strong collaborative relationships with its key suppliers, sourcing the best services for the benefit of our members. The Board is committed to high standards of ethical business contact. We balanced the benefits of maintaining strong partnerships with key suppliers alongside the need to obtain value for money for our investors and excellent quality and service for our members.

Information about key suppliers is provided to the Board by the Directors when relevant to Board deliberations. During the year, the Board has reviewed and approved certain supplier contracts.

LENDERS

Regular reporting is in place that demonstrates the Company is providing all required information submissions.

Approved by the Board of Directors and signed on its behalf by:

O R A Prill
Director

TIDE PLATFORM LIMITED
STRATEGIC REPORT (CONTINUED)
For the financial year ended 31 December 2022

5th Floor
1 Appold Street
London
EC2A 2UT
United Kingdom

29 September 2023

TIDE PLATFORM LIMITED
DIRECTORS' REPORT
For the financial year ended 31 December 2022

The directors present their annual report on the affairs of the Company, together with the financial statements and auditors' report, for the financial year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of Tide Platform Limited ("Tide", the "Company") in the year under review has been disclosed in the strategic report.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis of accounting in preparing the annual financial statements. More detail can be found in note 1 of the financial statements.

DIVIDENDS

The directors do not recommend the payment of a dividend in the year (2021: £nil).

EVENTS AFTER THE BALANCE SHEET DATE

Post year end funding activities include equity funding of £17.0m from its parent company, Tide Holdings Limited.

The impact of the Ukraine/Russia conflict has been assessed in terms of risk to the operations of the Company and no material issues have been noted. The Company's customer base is UK SMEs, and therefore the Company has no exposure to sanctions imposed by governments. Management continues to monitor the situation to ensure that the Company complies with any regulatory or legal changes which may impact operations as the conflict continues.

Management is also monitoring macroeconomic factors such as rising interest rates and inflation which may impact Tide's customer base in the UK. The Company has continued to expand its customer base despite the challenging climate. Tide does not enter structural interest rate risks with all lending undertaken at fixed interest rates.

RESEARCH AND DEVELOPMENT

During the year, the Company developed software technology and made enhancement to numerous products in line with expansion and customer demand, including, but not limited to: a feature that allows eligible Tide members to either cover a past transaction or pay for a current transaction and repay in 3 monthly instalments; Tide Expense app for team members, designed as separate app that allows the team members to control and managed their own expenses; universal client - moving our tech stack and rewriting all products to an open-source UI software development kit adopted to develop cross platform applications from a single codebase; building components/services compliant with our One-Platform architecture, providing the ability to issue an expense card based on an e-money account globally where Tide could leverage third-party licensed providers.

EXISTENCE OF BRANCHES OUTSIDE UK

The Company has branches, as defined in section 1046(3) of the Companies Act 2006, outside the UK as follows: Tide Platform Ltd - Bulgaria Branch BFT - opened November 2018.

DIRECTORS

The directors, who served during the financial year and to the date of this report except as noted, were as follows:

G O Duncan

E Haskell

R L Marriott

O R A Prill

I M Sutherland

TIDE PLATFORM LIMITED
DIRECTORS' REPORT (CONTINUED)
For the financial year ended 31 December 2022

DIRECTORS' INDEMNITIES

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the financial year and remain in force at the date of this report.

DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

EMPLOYEE CONSULTATION

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group and the Company. This is achieved through formal and informal meetings.

ENERGY AND CARBON REPORT

The Company has taken an exemption from disclosing energy and carbon figures on the basis that these are disclosed in the Group accounts. See note 25 for details of where the consolidated financial statements can be obtained from, which contains the reporting for this Company.

DIVIDENDS

The directors do not recommend the payment of a dividend in the year (2021: £nil).

MATTERS COVERED BY THE STRATEGIC REPORT

See the Strategic Report for details of financial risk management and future developments.

SHARE ISSUE

The Company issued 35,000,000 Ordinary shares of £1 each during the year following an investment of capital by the Company's parent Tide Holdings Limited.

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

* So far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

* The director has taken all the steps that they ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on its behalf by:

TIDE PLATFORM LIMITED
DIRECTORS' REPORT (CONTINUED)
For the financial year ended 31 December 2022

O R A Prill
Director

5th Floor
1 Appold Street
London
EC2A 2UT
United Kingdom

29 September 2023

TIDE PLATFORM LIMITED
DIRECTORS' RESPONSIBILITIES STATEMENT
For the financial year ended 31 December 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 Company and of the profit or loss of the Company for that financial 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 financial statements; and
- * Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are 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. The directors are 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TIDE PLATFORM LIMITED
For the financial year ended 31 December 2022

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Tide Platform Limited (the 'Company'):

- * Give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the financial year then ended;
- * Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- * Have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- * The Profit and Loss Account;
- * The Balance Sheet;
- * The Statement of Changes in Equity; and
- * The related notes 1 to 25.

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).

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 Financial Reporting Council's (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 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TIDE PLATFORM LIMITED (CONTINUED)
For the financial year ended 31 December 2022

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 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 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 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TIDE PLATFORM LIMITED (CONTINUED)
For the financial year ended 31 December 2022

Extent to which the audit was considered capable of detecting irregularities, including fraud

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 considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework(s) that the Company operates in, and identified the key laws and regulations that:

- * had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- * do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included Financial Conduct Authority electronic money regulatory requirements applicable to the Company as it is authorised as an e-money issuer.

We discussed among the audit engagement team including relevant internal specialists such as IT, tax and valuations regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud on non-compliance with laws and regulations in the following areas, and our specific procedures performed to address them are described below:

- * Share-Based Payments: an accounting estimate at the grant date of an option is required to determine the value of each grant. The calculation inputs to determine such an estimate (particularly the determination of the enterprise value) involves significant judgment. In response, we have engaged with a valuation specialist, developed independent valuations of granted options, recalculated the expense, and agreed a sample of options granted/forfeited to supporting contracts; and
- * Recognition of Interchange Revenue: during the period the entity obtained a license from Mastercard to become a principal card issuer resulting in changes to the interchange settlement process, tax treatment and the presentation of related revenue. We have pinpointed the presumed risk of fraud to the accuracy of such revenue in respect of VAT treatment as well as the accounting presentation. In response, we obtained and assessed management's accounting paper against the relevant accounting standards, compared the presentation to market practice as well as confirming the VAT treatment to supporting correspondence from HMRC.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- * reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- * performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- * enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- * reading minutes of meetings of those charged with governance, reviewing compliance reports and reviewing correspondence with the Financial Conduct Authority and HMRC.

Report on other legal and regulatory requirements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TIDE PLATFORM LIMITED (CONTINUED)
For the financial year ended 31 December 2022

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 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.

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 any material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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 directors' remuneration specified by law are not made; or
- * We have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

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 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.

David Rozier (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Senior Statutory Auditor

5 Callaghan Square
Cardiff
CF10 5BT
United Kingdom

29 September 2023

TIDE PLATFORM LIMITED
PROFIT AND LOSS ACCOUNT
For the financial year ended 31 December 2022

	Note	2022	2021
		£	£
Turnover	3	57,468,962	32,021,212
Cost of sales		(11,822,063)	(9,198,597)
Gross profit		45,646,899	22,822,615
Administrative expenses		(104,780,214)	(68,300,525)
Other operating income		23,701,922	14,527,075
Operating loss		(35,431,393)	(30,950,835)
Finance costs (net)	4	(1,874,464)	(1,762,383)
Loss before taxation	5	(37,305,857)	(32,713,218)
Tax on loss	8	616,090	961,079
Loss for the financial year		(36,689,767)	(31,752,139)

All amounts relate to continuing operations.

There were no items of other comprehensive income or losses for the current or prior year other than those included in the Profit and Loss Account, accordingly no Statement of Comprehensive Income is presented.

TIDE PLATFORM LIMITED
BALANCE SHEET
As at 31 December 2022

	Note	2022 £	2021 £
Fixed assets			
Intangible assets	10	2,546,054	3,531,933
Tangible assets	11	547,424	585,412
Investments	12	150	150
		3,093,628	4,117,495
Current assets			
Stocks	13	179,814	105,490
Debtors	14	20,489,317	28,998,062
Cash at bank and in hand	15	32,724,124	15,098,115
		53,393,255	44,201,667
Creditors: amounts falling due within one year	16	(26,341,113)	(22,756,684)
Net current assets		27,052,142	21,444,983
Total assets less current liabilities		30,145,770	25,562,478
Creditors: amounts falling due after more than one year	17	(20,771,790)	(21,164,664)
Net assets		9,373,980	4,397,814
Capital and reserves	20		
Called-up share capital		125,537,193	90,537,193
Other reserves		11,815,338	5,149,405
Profit and loss account		(127,978,551)	(91,288,784)
Total shareholder's funds		9,373,980	4,397,814

The financial statements of Tide Platform Limited (registered number: 09595646) were approved and authorised for issue by the Board of Directors on 29 September 2023. They were signed on its behalf by:

O R A Prill
Director

TIDE PLATFORM LIMITED
STATEMENT OF CHANGES IN EQUITY
For the financial year ended 31 December 2022

	Called-up share capital	Other reserves	Profit and loss account	Total
	£	£	£	£
At 01 January 2021	63,037,193	4,029,979	(59,536,645)	7,530,527
Loss for the financial year	0	0	(31,752,139)	(31,752,139)
Total comprehensive loss	0	0	(31,752,139)	(31,752,139)
Issue of share capital	27,500,000	0	0	27,500,000
Capital contribution reserve	0	1,119,426	0	1,119,426
At 31 December 2021	90,537,193	5,149,405	(91,288,784)	4,397,814
At 01 January 2022	90,537,193	5,149,405	(91,288,784)	4,397,814
Loss for the financial year	0	0	(36,689,767)	(36,689,767)
Total comprehensive loss	0	0	(36,689,767)	(36,689,767)
Issue of share capital	35,000,000	0	0	35,000,000
Capital contribution reserve	0	6,665,933	0	6,665,933
At 31 December 2022	125,537,193	11,815,338	(127,978,551)	9,373,980

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the financial year and to the preceding financial year, unless otherwise stated.

General information and basis of accounting

Tide Platform Limited (the Company) is a private company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is 5th Floor, 1 Appold Street, London, EC2A 2UT, United Kingdom.

The principal activities are set out in the Strategic Report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) applicable in the UK and Republic of Ireland issued by the Financial Reporting Council and the requirements of the Companies Act 2006.

The financial statements are presented in pounds sterling which is the functional currency of the Company and rounded to the nearest £.

Tide Platform Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. The Company is consolidated in the financial statements of its parent, Tide Holdings Limited, which may be obtained at 5th Floor, 1 Appold Street, London, England, EC2A 2UT. Exemptions have been taken in relation to share-based payments, presentation of a Cash Flow Statement and remuneration of key management personnel.

Going concern

In adopting the going concern basis of preparing the financial statements, the directors have considered the business activities and future plans to develop its product offering and scale its member base, as well as the Company's principal risks and uncertainties set out in the Strategic Report. Based on cash flow forecasts, financial projections and investor confidence following recent equity fundraising and debt refinancing, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

The directors acknowledge the uncertainty and continue to monitor key risk metrics as well as the situation regarding the economic environment and geo-political uncertainty. Stress scenarios are focused on material impacts to liquidity and capital, including inability to raise additional capital and stress events that could have a significant cash flow impact. The directors have a number of contingency measures available should the Company encounter financial stress, impacting liquidity and capital particularly.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Balance Sheet date are reported at the rates of exchange prevailing at that date.

Exchange differences are recognised in the Profit and Loss Account in the period in which they arise except for:

- * exchange differences on transactions entered into to hedge certain foreign currency risks (see above); and
- * exchange differences arising on gains or losses on non-monetary items which are recognised in the Statement of Comprehensive Income.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

Turnover

Turnover is stated net of VAT and trade discounts and is recognised when the significant risks and rewards are considered to have been transferred to the buyer. Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the fair value of the consideration received or receivable. Where a contract has only been partially completed at the balance sheet date turnover represents the fair value of the service provided to date based on the stage of completion of the contract activity at the balance sheet date. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

Interchange and payment fees are fees earned on member transactions and are recognised at the point of payment transaction.

Subscription revenue is charged to members for a range of additional services offered to members. Fees (net of discounts and incentives) are recognised evenly over the period in which the subscription service relates.

Commission income is earned for introducing customers to lenders. Revenue is recognised when the contract with the partner has been fulfilled.

Deposit income is the share of interest earned on member funds placed by our partner financial institutions, as consideration for services supplied by Tide. Revenue is recognised over the period in which the service relates.

Other operating income

Grant income is recognised based on the accruals model or the performance model and is measured at the fair value of the asset receivable. The basis is determined individually for each grant. The Company has applied the performance model in respect of the Banking Competition Remedies ("BCR") grant. The grant is recognised in income when the grant is receivable based on the achievement of an operational performance objective to attain target SME business current account market share. The grant funds will be released evenly following each 1% incremental share gained. The grant funds will only be released to the extent that eligible financial expenditure has been incurred and match funded by the Company. Eligible expenditure is defined as expenditure on marketing, processing and servicing, programme governance and proposition development. Grant income is presented as other operating income.

Interest income

Interest income is recognised in the profit and loss account using the effective interest method.

Employee benefits

Defined contribution schemes

The Company operates a defined contribution scheme. The amounts charged to the Profit and Loss Account in respect of pension costs and other retirement benefits are the contributions payable in the financial year. Differences between contributions payable in the financial year and contributions actually paid are shown as either accruals or prepayments in the Balance Sheet.

Share-based payment

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

Certain employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for share options in equity instruments issued by the ultimate parent company, Tide Holdings Limited (equity-settled transactions).

Equity-settled share-based payments to employees and others providing similar services are measured at fair value of the share options at the date of the grant. Non-market vesting conditions are only taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of equity instruments that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

The Company recognised equity-settled share-based payment transactions as an employee expense, with a corresponding increase in capital contribution reserve. The relevant accounting entries are also recognised by the parent company, Tide Holdings Limited.

The Company is a qualifying entity taking advantage not to disclose additional information on share based payment transactions.

Finance costs

Finance costs are charged to the Profit and Loss Account over the term of the debt using the effective interest method so the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on the Company and the Company intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Research and development expenditure tax credits are recognised as income after submission to the HMRC and on the basis that it is probable that the claim will be settled by the HMRC.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

Research expenditure is written off as incurred. Development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is capitalised as an intangible asset and amortised over the year during which the Company is expected to benefit.

Development costs have been capitalised in accordance with FRS 102 Section 18 Intangible Assets other than Goodwill and are therefore not treated, for dividend purposes, as a realised loss.

Amortisation charged in the year is reported within administrative expenses on the Profit and Loss Account. Amortisation is provided on the following basis:

Computer software	5 years straight line
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Tangible fixed assets

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life.

Depreciation is provided on the following basis:

Office equipment	3 years straight line
Computer equipment	3 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively, if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Profit and Loss Account.

Leases

The Company as lessee

Assets held under finance leases, hire purchase contracts and other similar arrangements, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets at the fair value of the leased asset (or, if lower, the present value of the minimum lease payments as determined at the inception of the lease) and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the Profit and Loss Account over the period of the leases to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each Balance Sheet date. If there is objective evidence of impairment, an impairment loss is recognised in the Profit and Loss Account as described below.

Non-financial assets

At each balance sheet date, the company reviews 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). The recoverable amount of an asset is the higher of its fair value less costs to sell and its 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.

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. 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.

Financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to sell, which is equivalent to the net realisable value. Cost is based on the cost of purchase and calculated using the FIFO (first-in, first-out) method. At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 3 months. Ring-fenced accounts used to safeguard customer e-money balances are considered to be encumbered cash.

Financial instruments

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

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 Company after deducting all of its liabilities.

Financial assets and liabilities are only offset in the Balance Sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either 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.

Financial assets are derecognised when and only when the contractual rights to the cash flows from the financial asset expire or are settled, or the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

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.

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

Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Related parties

As the Company is a wholly owned subsidiary of Tide Holdings Limited, the Company has taken advantage of the exemption contained in Section 33 of FRS 102 and not disclosed transactions or balances with other wholly owned entities which form part of the Group.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 financial year in which the estimate is revised if the revision affects only that period, or in the financial year of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

The directors do not consider that any critical judgements have been made in the application of the Company's accounting policies in these financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised.

No deferred tax asset has been recognised at 31 December 2022 to the extent that it is not considered probable that a deferred tax asset would be recovered against future profits. The Company has not recognised deferred tax assets of £5,769,956 in respect of losses amounting to £111,539,013 that can be carried forward against future taxable income.

3. Turnover

Turnover represents the fair value of goods/services provided to customers during the financial year excluding value added tax.

Breakdown business class

An analysis of the Company's turnover by class of business is set out below.

	2022	2021
	£	£
Interchange and payment fees	41,353,610	28,192,272
Subscription revenue	6,311,156	3,118,138
Commission income	642,928	63,736
Deposits income	8,707,312	245,617
Other income	453,956	401,449
	57,468,962	32,021,212

Turnover is wholly attributable to the principal activity of the Company and arises solely within the United Kingdom.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

4. Finance costs (net)

	2022	2021
	£	£
Interest receivable and similar income	352,044	110,655
Interest payable and similar expenses	(2,226,508)	(1,873,038)
	(1,874,464)	(1,762,383)

£37,660 interest receivable and other income and £2,226,508 interest payable and similar expenses relates to financial assets and liabilities measured at amortised cost respectively.

Interest payable and similar expenses

	2022	2021
	£	£
Bank loans and overdrafts	(2,226,508)	(1,873,038)

5. Loss before taxation

Loss before taxation is stated after charging/(crediting):

	2022	2021
	£	£
Depreciation of tangible fixed assets (note 11)	446,441	498,277
Amortisation of intangible assets (note 10)	1,052,149	958,220
Impairment of intangible assets (note 10)	231,255	30,962
Operating lease rentals	1,241,465	1,211,081
Foreign exchange (gains)/losses	(90,208)	54,430
Grant income	(21,244,184)	(12,794,517)
Auditors remuneration for the audit of these financial statements	103,920	62,458
Auditors remuneration for other services	46,300	3,950

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

6. Staff number and costs

	2022	2021
	Number	Number
The average monthly number of employees (including directors) was:		
Product	182	150
Service	400	287
	582	437

Their aggregate remuneration comprised:

	2022	2021
	£	£
Wages and salaries	27,589,699	16,903,024
Social security costs	3,118,047	2,115,358
Other retirement benefit costs (note 22)	857,545	622,152
<i>Other compensation costs</i>		
Share based payment expense	6,665,933	1,119,426
	38,231,224	20,759,960

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

7. Directors' remuneration

	2022	2021
	£	£
Directors' emoluments	1,514,182	1,398,198
Company contributions to money purchase pension schemes	40,270	14,863
	1,554,452	1,413,061

	2022	2021
	Number	Number
Members of a money purchase pension scheme	5	7

The aggregate of emoluments, including benefits in kind, was paid to 6 (2021: 7) directors in the year.

Remuneration of the highest paid director

	2022	2021
	£	£
Director's emoluments	374,220	295,246
Company contributions to money purchase schemes	35,000	8,489
	409,220	303,735

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

8. Tax on loss

	2022	2021
	£	£
Current tax on loss		
UK corporation tax	0	0
Foreign tax	31,912	16,089
Adjustments in respect of prior years		
UK corporation tax	(668,321)	(977,168)
R&D tax credit	20,319	0
Total current tax	(616,090)	(961,079)
Total tax on loss	(616,090)	(961,079)

Following the Budget announcement on 3 March 2021 the UK Corporation Tax rate (from 1 April 2023) will be 25% (for companies with profits over £250,000) and continue to be 19% (for companies with profits of £50,000 or less). Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective Corporation Tax rate. The tax rate change was enacted in Finance Act 2021 on 24 May 2021.

Tax reconciliation

The tax assessed for the year is higher than (2021: higher than) the standard rate of corporation tax in the UK:

	2022	2021
	£	£
Loss before taxation	(37,305,857)	(32,713,218)
Tax on loss at standard UK corporation tax rate of 19.00% (2021: 19.00%)	(7,088,113)	(6,215,511)
Effects of:		
- Expenses not deductible for tax purposes	1,368,309	232,719
- Income not taxable in determining taxable profit	(29,346)	0
- Adjustments in respect of prior years	(668,321)	(977,168)
- Effects of overseas tax rates	31,912	13,032
- Deferred tax not provided	5,769,956	5,985,849
- Share options	(20,806)	0
- R&D tax credit	20,319	0
Total tax credit for year	(616,090)	(961,079)

The Company has taxable losses carried forward of approximately £111,539,013 (2021: £82,657,340).

The Company capitalised £297,525 and £1,893,670 of software development costs during the financial years ended 31 December 2022 and 31 December 2021 respectively. The Company has not yet made a claim for R&D tax credits for those periods, opting instead to claim these in a future period of accounts.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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9. Share-based payments

Equity-settled share-based payment schemes

Certain employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for share options in equity instruments issued by the ultimate parent company, Tide Holdings Limited (equity-settled transactions).

Options are exercisable at a price equal to the estimated fair value of the Company's shares on the date of grant. The vesting period is four years. Options are exercisable at the point of a liquidity event. Unvested options are forfeited if the employee leaves the Company.

The fair value of the share options at the grant date was calculated using the Black Scholes model, which is considered to be the most appropriate generally accepted valuation method of measuring fair value.

The Company recognised total expenses of £ 0 and £ 0 related to equity-settled share-based payment transactions in 2022 and 2021 respectively.

10. Intangible assets

	Computer software	Total
	£	£
Cost		
At 01 January 2022	6,401,997	6,401,997
Additions	297,525	297,525
At 31 December 2022	6,699,522	6,699,522
Accumulated amortisation		
At 01 January 2022	2,870,064	2,870,064
Charge for the financial year	1,052,149	1,052,149
Impairment losses	231,255	231,255
At 31 December 2022	4,153,468	4,153,468
Net book value		
At 31 December 2022	2,546,054	2,546,054
At 31 December 2021	3,531,933	3,531,933

Software development costs have been capitalised in accordance with the requirements of FRS 102 and are therefore not treated, for dividend purposes, as a realised loss.

An impairment was taken in respect of costs capitalised relating to a product feature that was decommissioned in 2023 due to lack of product market fit. The impairment cost is included within administrative expenses.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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11. Tangible assets

	Office equipment	Computer equipment	Total
	£	£	£
Cost			
At 01 January 2022	233,435	1,203,609	1,437,044
Additions	5,210	403,242	408,452
Disposals	(143,713)	(517,891)	(661,604)
At 31 December 2022	94,932	1,088,960	1,183,892
Accumulated depreciation			
At 01 January 2022	172,369	679,263	851,632
Charge for the financial year	52,327	394,113	446,440
Disposals	(143,713)	(517,891)	(661,604)
At 31 December 2022	80,983	555,485	636,468
Net book value			
At 31 December 2022	13,949	533,475	547,424
At 31 December 2021	61,066	524,346	585,412

TIDE PLATFORM LIMITED
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12. Fixed asset investments

	2022	2021
	£	£
Participating interests	150	150
	Investments in associates	Total
	£	£
Carrying value before impairment		
At 01 January 2022	150	150
At 31 December 2022	150	150
Provisions for impairment		
At 01 January 2022	0	0
At 31 December 2022	0	0
Carrying value at 31 December 2022	150	150
Carrying value at 31 December 2021	150	150

Investments in shares

Name of entity	Registered office	Nature of business	Class of shares	Ownership 31.12.2022	Ownership 31.12.2021
Tide Platform Private Limited	2nd Floor, Skyview 10, The Skyview, Sy no 83/1 Raidurgam, Hyderabad - 500081, Telangana, India	Software development and IT services as a support centre to the Group	Ordinary	0.01%	0.01%
Tide Platform Technology and Servicing Private Limited	Office 13 AB, Level 13, Sanali spazio Plot No: 19, Software Uni Layout, Madhapur Hyderabad-500081	Software development and IT services as a support centre to the Group.	Ordinary	1.00%	1.00%

13. Stocks

	2022	2021
	£	£
Stocks	179,814	105,490

There are no material differences between the replacement cost of stock and the Balance Sheet amounts.

Stock relates to card stock.

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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14. Debtors

	2022	2021
	£	£
Trade debtors	2,004,019	7,410,453
Amounts owed by Group undertakings (note 23)	902,894	3,330,818
Other debtors	13,250,799	10,018,850
Prepayments and accrued income	4,331,605	8,237,941
	20,489,317	28,998,062

Amounts owed by Group undertakings include a £762,374 loan (2021: £2,985,247) to Tide Capital Limited that earns interest at 1.7% and will be repaid over three years, secured by BounceBack loans advanced by Tide Capital Limited. The remaining amount relates to short term receivables from group companies.

15. Cash and cash equivalents

	2022	2021
	£	£
Cash at bank and in hand	32,724,124	15,098,115

Included in cash at bank and in hand is encumbered cash of £2,253,341 (2021: £2,016,019). Encumbered cash relates to balances in ring-fenced accounts to safeguard customer e-money balances.

16. Creditors: amounts falling due within one year

	2022	2021
	£	£
Bank loans	5,101,021	7,575,756
Trade creditors	3,895,985	4,340,300
Amounts owed to Group undertakings (note 23)	1,003,318	196,202
Other taxation and social security	2,457,755	1,859,405
Accruals and deferred income	3,560,666	3,174,070
Other creditors	10,322,368	5,610,951
	26,341,113	22,756,684

The loans are secured by way of a fixed and floating charge over the assets of the Company.

See note 17 for detailed disclosures relating to the revolving and fixed term banking facilities.

TIDE PLATFORM LIMITED
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17. Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Bank loans and overdrafts	20,771,790	4,415,799
Amounts owed to Group undertakings (note 23)	0	16,748,865
	20,771,790	21,164,664

The Company's bank loans comprise of revolving and fixed term facilities. The revolving term loan incurs an interest rate of 10.25% and is due to mature in April 2024. The outstanding balance as at 31 December 2022 was £6.0m. The terms of the loan include an option for extension.

Growth facility loans are fixed term loans. Part 1 of the facility incurs an interest rate of 10% and is due to mature in November 2023. Part 2 of the facility incurs an interest rate of 10.625% and is due to mature in August 2026. The outstanding balance as at 31 December 2022 was £5.1m and £14.7m for the Part 1 and Part 2 facility respectively.

The loans are secured by way of a fixed and floating charge over the assets of the Company.

Bank loans

	2022	2021
	£	£
Between one and two years	8,943,266	4,415,799
Between two and five years	11,828,524	0
After five years	0	0
	20,771,790	4,415,799
On demand or within one year	5,101,021	7,575,756
	25,872,811	11,991,555

18. Deferred tax

	2022	2021
	£	£
At the beginning of financial year	0	0
At the end of financial year	0	0

The deferred taxation balance is made up as follows:

	2022	2021
	£	£
Accelerated capital allowances	602,364	611,566
Tax losses carry forward	(584,426)	(596,814)
Other timing differences	(17,938)	(14,752)

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

19. Financial instruments

The carrying values of the Company's financial assets and liabilities are summarised by category below:

	2022	2021
	£	£
Financial assets		
<i>Debt instruments measured at amortised cost</i>		
- Loans receivable (note 12)	652,277	0
Amounts owed from Group undertakings	762,374	2,974,703
<i>Measured at undiscounted amount receivable</i>		
- Trade debtors (note 14)	2,004,019	7,410,453
- Other debtors (note 14)	12,782,477	14,159,358
- Amounts owed by Group undertakings (note 14)	140,520	356,115
Cash	32,724,124	15,098,115
	49,065,791	39,998,744
Financial liabilities		
<i>Measured at amortised cost</i>		
- Bank loans and other loans	(25,872,811)	(11,991,555)
<i>Measured at undiscounted amount payable</i>		
- Trade creditors (note 16)	(3,895,985)	(4,340,300)
- Other payables (note 16)	(12,780,123)	(7,470,356)
- Amounts owed to Group undertakings (note 16 and note 17)	(1,003,318)	(16,945,067)
	(43,552,237)	(40,747,278)

Cash and cash equivalents comprise cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 3 months.

Financial assets measured at amortised cost comprise trade debtors, accrued income, other debtors and amounts owed from group undertakings.

Financial liabilities measured at amortised cost comprise loans, trade creditors and other creditors.

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For the financial year ended 31 December 2022

20. Called-up share capital and reserves

	2022	2021
	£	£
Allotted, called-up and fully-paid		
125,537,193 Ordinary shares of £ 1.00 each (2021: 90,537,193 shares of £ 1.00 each)	125,537,193	90,537,193
Presented as follows:		
Called-up share capital presented as equity	125,537,193	90,537,193

Share capital represents the nominal (par) value of shares that have been issued.

During the year, the Company allotted 35,000,000 (2021: 27,500,000) ordinary shares with a nominal value of £1 each and an aggregate nominal value of £35,000,000 (2021: £27,500,000). Consideration of £35,000,000 (2021: £27,500,000) was received in respect of this share allotment.

The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

Other reserves relates to a capital contribution reserve in relation to the share based payments charge to profit or loss for services received in relation to equity settled share based payments not yet settled where the equity instruments are issued by the ultimate parent company.

21. Financial commitments

Commitments

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2022	2021
	£	£
within one year	614,287	1,023,812
between one and five years	0	614,287
	614,287	1,638,099

22. Retirement benefit obligations

Defined contribution schemes

The Group operates a defined contribution retirement benefit scheme for all qualifying employees. The total expense charged to profit or loss in the year ended 31 December 2022 was £857,545 (2021: £622,152).

TIDE PLATFORM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2022

23. Related party transactions

Key management personnel include all directors (both executive and non-executive) of the Group. Key management personnel compensation is equal to the directors emoluments detailed in note 7.

The Company has taken advantage of the exemptions available in Section 33 Related Party Transactions of FRS 102 to not disclose transactions between wholly owned subsidiaries in the group.

During the year, the Company issued loans to some employees, including directors, to facilitate the purchase of growth shares in the Company's parent company Tide Holdings Limited. The loans incur an interest rate in accordance with HMRC's official rate of interest on beneficial loans (which is subject to change by HMRC from time to time).

During the year a total amount of £530,485 was loaned to the directors. £8,210 of interest was charged and £51,513 was repaid in the year, with a balance outstanding of £487,181 as at 31 December 2022.

24. Events after the Balance Sheet date

Post year end funding activities include equity funding of £17.0m from its parent company, Tide Holdings Limited.

The impact of the Ukraine/Russia conflict has been assessed in terms of risk to the operations of the Company and no material issues have been noted. The Company's customer base is UK SMEs, and therefore the Company has no exposure to sanctions imposed by governments. Management continues to monitor the situation to ensure that the Company complies with any regulatory or legal changes which may impact operations as the conflict continues.

Management is also monitoring macroeconomic factors such as rising interest rates and inflation which may impact Tide's customer base in the UK. The Company has continued to expand its customer base despite the challenging climate. Tide does not enter structural interest rate risks with all lending undertaken at fixed interest rates.

25. Controlling party

The ultimate parent company and the ultimate controlling party is Tide Holdings Limited. The parent undertaking of the smallest and largest group, which includes the Company and for which group financial statements are prepared, is Tide Holdings Limited, a company incorporated in the United Kingdom and registered at 5th Floor, 1 Appold Street, London, England, EC2A 2UT.

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.