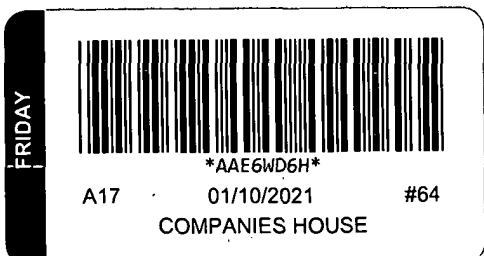


Registered number: SC482005

NORTHWALL SOFTWARE LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**



NORTHWALL SOFTWARE LIMITED

COMPANY INFORMATION

Directors	J Carr (appointed 27 January 2020) A Wilding (resigned 27 January 2020)
Registered number	SC482005
Registered office	Buchan House 110 Queen Street Glasgow G1 3HD
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 30 Finsbury Square London EC2A 1AG

NORTHWALL SOFTWARE LIMITED

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NORTHWALL SOFTWARE LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

The director presents their report and the financial statements for the year ended 31 December 2020.

Directors' responsibilities statement

The director is responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director 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 period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

Directors

The directors who served during the year were:

J Carr (appointed 27 January 2020)
A Wilding (resigned 27 January 2020)

NORTHWALL SOFTWARE LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

Going concern

The financial statements have been prepared on the going concern basis on the assumption that the Company continues in operational existence for the foreseeable future. The director has prepared detailed short terms and long term cash flow forecasts based on their current expectations of trading prospects. The Company has also obtained a letter of support from its parent and the director is satisfied over the ability and intent of such financial support. Accordingly the director has concluded that it is appropriate to continue to adopt the going concern basis in preparing these financial statements.

The director is confident that the Company's forecasts are achievable, and is committed to taking any actions available to them to ensure that any shortfall in forecast revenues is mitigated by adjustments to the sales strategy and cost savings, recognising the restructuring work that has already occurred in the Company over the last 18 months which has already introduced a much greater resilience into the Company's business model. The director has looked at the potential impact of the COVID-19 pandemic, and has embedded current impacts and forecast future impacts into its integrated financial planning model. Accepting that the payments industry stands better prepared to benefit from any recovery as compared to other sectors, a conservative approach has been taken to future performance in 2021 and beyond, based on observable market parameters and those observable internally from the performance of the business and of the merchants executing payments across its platforms. Taking all these elements into consideration, they remain confident that the Company has sufficient cash resources for a period of one year.

Accordingly the going concern basis of accounting has been adopted in preparing these financial statements.

Disclosure of information to auditor

The director at the time when this Directors' Report is approved has confirmed 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 ought to have been taken as a directors in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

John Carr

J Carr
Director

Date: 30 September 2021

NORTHWALL SOFTWARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHWALL SOFTWARE LIMITED

Opinion

We have audited the financial statements of Northwall Software Limited (the 'company') for the year ended 31 December 2020, which comprise the Statement of comprehensive income, Balance sheet, Statement of changes in equity and the Notes to the financial statement, including a summary of significant accounting policies, set out on pages 8 to 15. 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 Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

NORTHWALL SOFTWARE LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHWALL SOFTWARE LIMITED
(CONTINUED)**

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

NORTHWALL SOFTWARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHWALL SOFTWARE LIMITED (CONTINUED)

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

Matters on which we are required to report by exception

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, 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a strategic report.

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement on page 1, 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.

Explanation as to what extent 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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

NORTHWALL SOFTWARE LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHWALL SOFTWARE LIMITED
(CONTINUED)**

- We understood how the company is complying with those legal and regulatory frameworks by making enquiries of management. We corroborated our enquiries throughout our audit work
- We assessed the susceptibility of the Company's Financial Statements to material misstatement, including how fraud might occur by meeting with management from relevant parts of the business to understand where management considered there was a susceptibility to fraud. We also considered performance targets and their influence on efforts made by management to manage earnings or influence the perceptions of analysts
- Audit procedures performed by the engagement team included:
 - evaluation of the programmes established to address the risks related to irregularities and fraud;
 - testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions; and
 - identifying and testing related party transactions
- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
 - knowledge of the industry in which the client operates; and
 - understanding of the legal and regulatory requirements specific to the entity/regulated entity including:
 - the provisions of the applicable legislation;
 - the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules; and
 - the applicable statutory provisions
- We did not identify any matters relating to non-compliance with laws and regulation or relating to fraud

NORTHWALL SOFTWARE LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHWALL SOFTWARE LIMITED
(CONTINUED)**

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.

Grant Thornton UK LLP

Anthony Thomas FCA

Senior Statutory Auditor,

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London, UK

30 September 2021

NORTHWALL SOFTWARE LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Note	2020 £	2019 £
Administrative expenses		969,176	(14,580)
Exceptional other operating charges		-	296,735
Operating profit	3	969,176	282,155
Profit before tax		969,176	282,155
Tax on profit	4	-	-
Profit for the financial year		969,176	282,155

The Company has not traded during the year. During this period, the Company received no income and incurred no expenditure other than exempted payments under the provisions of section 1169 (3)(b) of the Companies Act 2006.

NORTHWALL SOFTWARE LIMITED
REGISTERED NUMBER: SC482005

BALANCE SHEET
AS AT 31 DECEMBER 2020

	Note	2020 £	2019 £
Current assets			
Debtors: amounts falling due within one year	6	315	259
		<u>315</u>	<u>259</u>
Creditors: amounts falling due within one year	7	-	(969,119)
Net current assets/(liabilities)		<u>315</u>	<u>(968,860)</u>
Total assets less current liabilities		<u>315</u>	<u>(968,860)</u>
Net assets/(liabilities)		<u>315</u>	<u>(968,860)</u>
Capital and reserves			
Called up share capital	8	100	100
Profit and loss account	9	215	(968,960)
		<u>315</u>	<u>(968,860)</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

John Carr

J Carr
 Director
 Date: 30 September 2021

The notes on pages 10 to 15 form part of these financial statements.

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. General information

The principal activity of the company during the year was software development.

The company is a private limited company which is incorporated and registered in Scotland (SC482005). The address of the registered office is:

110 Queen Street
Glasgow
Scotland
G1 3HD

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The company's functional and presentational currency is GBP.

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of CR7 Services Limited as at 31 December 2020 and these financial statements may be obtained from Companies House.

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)**2.3 Going concern**

The financial statements have been prepared on the going concern basis on the assumption that the Company continues in operational existence for the foreseeable future. The Director has prepared detailed short terms and long term cash flow forecasts based on their current expectations of trading prospects. The Company has also obtained a letter of support from its parent and the Director is satisfied over the ability and intent of such financial support. Accordingly the Director has concluded that it is appropriate to continue to adopt the going concern basis in preparing these financial statements.

The Director is confident that the Company's forecasts are achievable, and is committed to taking any actions available to them to ensure that any shortfall in forecast revenues is mitigated by adjustments to the sales strategy and cost savings, recognising the restructuring work that has already occurred in the Company over the last 18 months which has already introduced a much greater resilience into the Company's business model. The Director has looked at the potential impact of the COVID-19 pandemic, and have embedded current impacts and forecast future impacts into its integrated financial planning model. Accepting that the payments industry stands better prepared to benefit from any recovery as compared to other sectors, a conservative approach has been taken to future performance in 2021 and beyond, based on observable market parameters and those observable internally from the performance of the business and of the merchants executing payments across its platforms. Taking all these elements into consideration, they remain confident that the Company has sufficient cash resources for a period of at least one year.

Accordingly the going concern basis of accounting has been adopted in preparing these financial statements.

2.4 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical 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 charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 2 years on a straight line basis
Computer equipment	- 2 years on a straight line basis

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 profit or loss.

2.5 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.5 Financial instruments (continued)

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

2.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that 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.

2.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.9 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

3. Operating profit

The operating profit is stated after charging:

	2020 £	2019 £
Movement in impairment provision - amounts due from group undertakings	(1,225,965)	(74,148)
Amounts due from group undertakings written off	256,996	-
	<u>256,996</u>	<u>-</u>

During the year amounts due from group undertakings were written off resulting in a loss. Certain of these loans had previously been impaired and at the point of the associated loans being written off the impairment provisions were removed, resulting in a gain.

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

4. Taxation

	2020 £	2019 £
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - *lower than*) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Profit on ordinary activities before tax	969,176	282,155
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	184,143	53,609
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	48,900	-
Non-taxable income	(232,932)	(14,088)
Deferred tax not recognised	-	880
Group relief	(111)	(40,504)
Adjust opening deferred tax to average rate of 19%	-	103
Total tax charge for the year	-	-

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

5. Exceptional items

	2020 £	2019 £
Other loan written off in the year	-	(296,735)
	<u>-</u>	<u>(296,735)</u>

The loan was from a former shareholder of the company's parent company which was written off upon acquisition of the parent company on 24th October 2019.

6. Debtors

	2020 £	2019 £
Other debtors	315	259
	<u>315</u>	<u>259</u>

7. Creditors: Amounts falling due within one year

	2020 £	2019 £
Amounts owed to group undertakings	-	964,911
Accruals and deferred income	-	4,208
	<u>-</u>	<u>969,119</u>

The amounts owed to group undertakings are interest free and repayable upon demand.

NORTHWALL SOFTWARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

8. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
100 (2019 - 100) Ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

9. Reserves

Profit and loss account

Represents accumulated profit and losses since date of incorporation less distributions to shareholders.

10. Related party transactions

Exemption from disclosing transactions with other group companies has been claimed in accordance with Section 33 of FRS 102, where subsidiaries are wholly owned and their results are included within the consolidated financial statements of CR7 Services Limited.

11. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of DNA Payments Limited.

As at 31 December 2020, the ultimate parent company was DNA Payments Limited, a company incorporated in England and Wales. The registered office of DNA Payments Limited is: 123 Buckingham Palace Road, London, SW1W 9SH.

The director considers the ultimate controlling parties to be Arif Babayev and Nurlan Zhagiparov, who each hold 50% of the share capital in DNA Payments Limited.