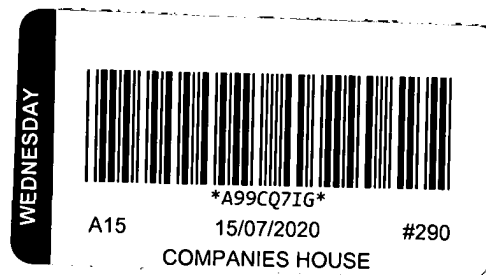

SPREADEX LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**



SPREADEX LIMITED

COMPANY INFORMATION

Directors	C D R Allen T W Harris J G Hufford D R Mackenzie A P Morley P E W Harris
Company secretary	J G Hufford
Registered number	03720378
Registered office	Churchill House 26 - 30 Upper Marlborough Road St. Albans Herts AL1 3UU
Independent auditors	Hillier Hopkins LLP Chartered Accountants & Statutory Auditor Radius House 51 Clarendon Road Watford Herts WD17 1HP

SPREADEX LIMITED

CONTENTS

	Page
Strategic Report	1 - 4
Directors' Report	5 - 6
Independent Auditors' Report	7 - 9
Statement of Comprehensive Income	10
Balance Sheet	11
Statement of Changes in Equity	12
Statement of Cash Flows	13
Notes to the Financial Statements	14 - 26
The following pages do not form part of the statutory financial statements:	
Unaudited Pillar 3 Disclosure	Appendix 1

SPREADEX LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MAY 2020

Introduction

The principal activity of the company continued to be that of offering sports and financial spread betting services to retail and professional clients. The company also offers a sports fixed odds service and these products are available from one account. Spreadex remains the only company that offers both sports and financial spread betting services. This dual revenue stream has been invaluable this year with the challenges posed by COVID-19 to the sporting calendar.

Business review

31st May 2020 marked the end of Spreadex's 20th full financial year. The company has seen strong growth in some of its key performance indicators of bet numbers and active clients. However, the pre-tax profit has fallen mainly because of the impact of the COVID-19 pandemic and the continued challenges posed by the ESMA rule changes introduced in August 2018. This was our first full financial year of having to adopt the new rules. These rules limited the amount of leverage available for retail clients. The profit has been converted into cash which has been retained in the business to strengthen the balance sheet through these turbulent times.

Our IT and risk management systems continue to be fundamental to the success of the business. The scalability of the systems and having everything developed "in house" has enabled us to expand our product offering and grow the revenues without a corresponding increase in staff numbers. We continue to automate as many processes as possible.

The company balance sheet remains strong with net assets of £82.4m. There is no debt on the balance sheet. Our cash collateral at our brokers (hedging counterparts) has increased because of the increased activity as the financials business has grown.

The company continues to take a very conservative approach to the interpretation of the client money rules and therefore believes it is not exposed to further changes in these rules. The company also segregates all fixed odds funds to the same level as our spread betting business. The company completed the year with a regulatory surplus of £66.1m / 506% of the resources requirement.

COVID-19

The business has been working remotely during the COVID-19 restrictions.

The financial room has benefitted from the extreme market volatility from Mid - February until the year end. This has assisted client recruitment and the reactivation of many inactive clients. Future success will likely be dependent on comparable levels of volatility – but this revenue stream has been invaluable through the lockdown period to offset a fall in sports revenues because of the cancellation of sporting fixtures.

When all the sports events were cancelled in the UK, we modelled some likely outcomes based on the few overseas sports that were available. However in the last quarter of the financial year we comfortably outperformed these predictions.

SPREADEX LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Principal risks and uncertainties

(a) Credit risk

Credit risk represents the loss that the company would incur if a client or counterparty failed to perform its contractual obligations. The company has a formal credit policy which determines the amount of risk the company is prepared to be exposed to for a particular client or counterparty after taking into account the potential exposure faced and the likelihood of default by the client or counterparty. Credit risk is monitored daily and reviewed regularly by the main Board.

(b) Market risk

The company acts as a market maker in all markets in which it operates, and is thus exposed to market risk from adverse market price movements on any unhedged positions. The company operates formal market risk limits stating the amount of market risk the company is prepared to be exposed to in both totality and by individual asset class and instruments. Market risk is monitored on a real time basis and the appropriateness of the market risk limits are reviewed by the Board on a monthly basis.

(c) Operational risk

The company maintains a comprehensive operational risk log and the Board reviews the status of significant operational risks on a monthly basis. The principal operational risk is the company's reliance on existing infrastructure in terms of premises, connectivity and systems. This is mitigated via a structured business continuity plan designed to cope with failure of any or all elements of the infrastructure.

(d) Regulatory uncertainty

The gambling industry remains under close scrutiny from Parliament, regulators and the press. Much of this attention is biased and made without evidence – but nevertheless the industry remains on the “back foot”. Record fines continue to be handed out for breaches of money laundering and responsible gambling matters. We have introduced further checks and balances and have further enhanced our approach to young adults (18-25 years old) with regards to affordability checks. Fixed odds deposit limits have now been introduced on those accounts where we believe some risk exists.

SPREADEX LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Financial key performance indicators

The key financial metrics reviewed by management are set out below:

	2020 £	2019 £	Variance %
Net assets	82,414,757	63,328,995	30%
Profit for the year, before taxation	23,360,367	31,143,952	(25%)
Profit for the year, after taxation	19,085,762	25,248,984	(24%)
Dividends paid	-	31,371,600	

No dividend was paid or declared during the year in order to retain cash in the business to strengthen the balance sheet through these turbulent times.

Other key performance indicators

The Company operates a private health scheme and death in service scheme, and improved and formalised a number of training programmes to allow for staff to achieve their full potential.

The Company operates entirely from the UK and pays all taxes required by law to HMRC based on this activity.

The Company makes charitable donations to Gamble Aware to assist with their work regarding the psychology of problem gambling. The Company has also invited Gamble Aware to give a presentation on their work so we can better understand the service provide to those in need.

SPREADEX LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Directors' statement of compliance with duty to promote the success of the Company

The Directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 and include a duty to promote the success of the Company, which is summarised below.

The executive Directors meet regularly to discuss their duties and they can access professional advice on these - either through the Company, or if they judge it necessary, from an independent provider.

The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision making to employees of the Company. The Board recognises that such delegation needs to extend beyond more than simple financial authorities, and therefore set out below we have summarised how the Directors fulfil their on-going operational duties:

Our People

The company is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, clients, investors, communities and society as a whole. For our business to succeed we need to manage our people's performance and develop and bring through talent while ensuring we operate as efficiently as possible. We must maintain common values that inform and guide our behaviour so we achieve our goals in the right way.

Business relationships

Our strategy prioritises organic growth. To achieve this we need to develop and maintain strong client relationships. We value all our clients and endeavour to act with integrity at all times. In line with our business culture we value our suppliers and endeavour to act with integrity at all times.

Community and environment

The Company's approach is to use our position of strength to create positive change for the people and communities with which we interact. We have allowed local charities to use our offices for meetings and encourage local schools to apply for work experience and internships on behalf of their pupils from all backgrounds.

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


J G Hufford
Director

Date:

9th July 2020

SPREADEX LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2020

The Directors present their report and the financial statements for the year ended 31 May 2020.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' 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 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 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 period.

In preparing these financial statements, the Directors are required to:

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

The 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 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.

Results and dividends

The profit for the year, after taxation, amounted to £19,085,762 (2019 - £25,248,984).

Dividends paid in the year amounted to £Nil (2019 - £31,371,600).

Directors

The Directors who served during the year were:

C D R Allen
T W Harris
J G Hufford
D R Mackenzie
A P Morley
P E W Harris

Charitable contributions

Charitable contributions are made to Gamble Aware on a yearly basis for the work they provide both internally and externally to the company.

SPREADEX LIMITED

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

Future developments

The directors do not currently intend to make any significant changes to the company's operations in the future and will continue to monitor the impact of the COVID-19 pandemic in the 2021 financial year.

Engagement with employees

The company is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, clients, investors, communities and society as a whole. For our business to succeed we need to manage our people's performance and develop and bring through talent while ensuring we operate as efficiently as possible. We must maintain common values that inform and guide our behaviour so we achieve our goals in the right way.

Engagement with suppliers, customers and others

Our strategy prioritises organic growth. To achieve this we need to develop and maintain strong client relationships. We value all our clients and endeavour to act with integrity at all times.

In line with our business culture we value our suppliers and endeavour to act with integrity at all times.

The Company's approach is to use our position of strength to create positive change for the people and communities with which we interact. We have allowed local charities to use our offices for meetings and encourage local schools to apply for work experience and internships on behalf of their pupils from all backgrounds.

Disclosure of information to auditors

Each of the persons who are Directors 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 auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end other than those mentioned in the strategic report.

Auditors

The auditors, Hillier Hopkins LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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


J G Hufford
Director

Date:

9th July 2020

SPREADEX LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPREADEX LIMITED

Opinion

We have audited the financial statements of Spreadex Limited (the 'Company') for the year ended 31 May 2020, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 May 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

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 Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

SPREADEX LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPREADEX LIMITED (CONTINUED)

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.

Opinion 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.

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, 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.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 5, 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.

SPREADEX LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SPREADEX LIMITED (CONTINUED)

Auditors' responsibilities for the audit of the financial statements

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

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

Use of our report

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

Hillier Hopkins LLP

Simon Speller FCA (Senior Statutory Auditor)

for and on behalf of
Hillier Hopkins LLP

Chartered Accountants
Statutory Auditor

Radius House
51 Clarendon Road
Watford
Herts

WD17 1HP

Date: *9th July 2020*

SPREADEX LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MAY 2020

	Note	2020 £	2019 £
Turnover	4	49,058,082	53,313,850
Cost of sales		(4,399,632)	(3,639,326)
Gross profit		44,658,450	49,674,524
Administrative expenses		(21,452,086)	(18,720,785)
Operating profit	5	23,206,364	30,953,739
Interest receivable and similar income	9	154,003	190,213
Profit before tax		23,360,367	31,143,952
Tax on profit	10	(4,274,605)	(5,894,968)
Profit for the financial year		19,085,762	25,248,984

There were no recognised gains and losses for 2020 or 2019 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2020 (2019:£NIL).

The notes on pages 14 to 26 form part of these financial statements.

SPREADEX LIMITED
REGISTERED NUMBER: 03720378

BALANCE SHEET
AS AT 31 MAY 2020

	Note	2020 £	2019 £
Fixed assets			
Tangible assets	12	355,880	316,804
		<u>355,880</u>	<u>316,804</u>
Current assets			
Debtors: amounts falling due within one year	13	72,929,860	58,914,254
Cash at bank and in hand	14	50,490,280	22,993,125
		<u>123,420,140</u>	<u>81,907,379</u>
Creditors: amounts falling due within one year	15	(41,361,263)	(18,895,188)
Net current assets		<u>82,058,877</u>	<u>63,012,191</u>
Total assets less current liabilities		<u>82,414,757</u>	<u>63,328,995</u>
Net assets		<u><u>82,414,757</u></u>	<u><u>63,328,995</u></u>
Capital and reserves			
Called up share capital	18	11,550,000	11,550,000
Other reserves	19	506,772	506,772
Profit and loss account	19	70,357,985	51,272,223
		<u>82,414,757</u>	<u>63,328,995</u>

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


J G Hufford
Director

Date: 9th July 2020

The notes on pages 14 to 26 form part of these financial statements.

SPREADEX LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2020**

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity £
At 1 June 2018	11,550,000	506,772	57,394,839	69,451,611
Profit for the year	-	-	25,248,984	25,248,984
Dividends: Equity capital	-	-	(31,371,600)	(31,371,600)
At 1 June 2019	11,550,000	506,772	51,272,223	63,328,995
Profit for the year	-	-	19,085,762	19,085,762
Dividends: Equity capital	-	-	-	-
At 31 May 2020	11,550,000	506,772	70,357,985	82,414,757

The notes on pages 14 to 26 form part of these financial statements.

SPREADEX LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MAY 2020**

	2020 £	2019 £
Cash flows from operating activities		
Profit for the financial year	19,085,762	25,248,984
Adjustments for:		
Depreciation of tangible assets	175,853	278,601
Interest received	(154,003)	(190,213)
Taxation charge	4,274,605	5,894,968
(Increase)/decrease in debtors	(14,053,445)	28,006,686
Increase/(decrease) in creditors	25,297,582	(12,252,333)
Corporation tax (paid)	(7,068,273)	(5,862,521)
Net cash generated from operating activities	<u>27,558,081</u>	<u>41,124,172</u>
Cash flows from investing activities		
Purchase of tangible fixed assets	(214,929)	(273,068)
Interest received	154,003	190,213
Net cash from investing activities	<u>(60,926)</u>	<u>(82,855)</u>
Cash flows from financing activities		
Dividends paid	-	(31,371,600)
Net cash used in financing activities	<u>-</u>	<u>(31,371,600)</u>
Net increase in cash and cash equivalents	<u>27,497,155</u>	<u>9,669,717</u>
Cash and cash equivalents at beginning of year	22,993,125	13,323,408
Cash and cash equivalents at the end of year	<u><u>50,490,280</u></u>	<u><u>22,993,125</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	50,490,280	22,993,125
	<u><u>50,490,280</u></u>	<u><u>22,993,125</u></u>

The notes on pages 14 to 26 form part of these financial statements.

SPREADEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2020

1. General information

Spreadex Limited is a company limited by share capital, incorporated in England and Wales.

The registered office is the same as the company's principal place of business and is displayed on the company information page.

The principal activity of the company during the year continued to be that of offering sports and financial spread betting services to retail and professional clients. The company also offers a sports fixed odds service.

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 judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.3 Revenue

Revenue represents the difference between the total value of bets won and the total value of bets lost (including open market positions and net brokerage costs or gains to hedge) and interest receivable on client's money by the company during the period.

SPREADEX LIMITED

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

2. Accounting policies (continued)

2.4 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.5 Research and development

Research and development expenditure is written off in the year in which it is incurred.

2.6 Interest income

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

2.7 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.

SPREADEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2020

2. Accounting policies (continued)

2.8 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.9 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:

Short-term leasehold property	-	33% straight line
Office equipment	-	33% straight line
Computer equipment	-	33% 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 profit or loss.

SPREADEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2020

2. Accounting policies (continued)

2.10 Debtors

Trade debtors represent the amounts receivable from customers on closed positions, and the current market value of open positions as at the balance sheet date.

Other debtors principally represent the amounts receivable from third party broker firms at the balance sheet date.

2.11 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 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.12 Creditors

Trade creditors represent the amounts payable to customers on closed positions, and the current market value of open positions as at the balance sheet date plus the purchase ledger.

Other short term creditors are measured at the transaction price.

2.13 Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

SPREADEX LIMITED

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

2. Accounting policies (continued)

2.14 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.15 Client money

The company holds client money on behalf of clients in accordance with client money rules of the Financial Conduct Authority (firm reference number: 190941) and the Gambling Commission. Client monies held in segregated bank accounts in accordance with regulations and the corresponding liabilities to these clients are not recognised in the balance sheet because the monies are held in trust and the Company is not beneficially entitled to them.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on the amounts recognised in the financial statements:

- The recoverability of trade debtors has been assessed as at the year end and up until the date of signing these financial statements. Management have made the decision to provide for any amounts, based on their judgement of the available information and their experience of the specific nature of the trade debtors in question.

4. Turnover

The whole of the turnover is attributable to the principal business activity of the company.

All turnover arose within the United Kingdom.

5. Operating profit

The operating profit is stated after charging:

	2020 £	2019 £
Depreciation of tangible fixed assets	175,853	278,601
Fees payable to the Company's auditor and its associates for the audit of the company's annual financial statements	32,600	32,000
Other operating lease rentals	414,902	277,010
Defined contribution pension cost	512,331	596,005

SPREADEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020

6. Auditors' remuneration

	2020 £	2019 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>32,600</u>	<u>32,000</u>

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

7. Employees

Staff costs, including Directors' remuneration, were as follows:

	2020 £	2019 £
Wages and salaries	10,148,875	11,680,595
Social security costs	1,180,256	1,353,848
Cost of defined contribution scheme	512,331	596,005
	<u>11,841,462</u>	<u>13,630,448</u>

The average monthly number of employees, including the Directors, during the year was as follows:

	2020 No.	2019 No.
Staff	<u>118</u>	<u>117</u>

SPREADEX LIMITED

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

8. Directors' remuneration

	2020 £	2019 £
Directors' emoluments	1,878,424	2,431,164
Company contributions to defined contribution pension schemes	9,442	9,600
	<u>1,887,866</u>	<u>2,440,764</u>

During the year retirement benefits were accruing to 2 Directors (2019 - 2) in respect of defined contribution pension schemes.

The highest paid Director received remuneration of £820,811 (2019 - £1,049,259).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid Director amounted to £4,688 (2019 - £4,800).

9. Interest receivable

	2020 £	2019 £
Other interest receivable	154,003	190,213
	<u>154,003</u>	<u>190,213</u>

10. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	4,236,766	5,868,273
Adjustments in respect of previous periods	-	(6,478)
Total current tax	<u>4,236,766</u>	<u>5,861,795</u>
Deferred tax		
Origination and reversal of timing differences	37,839	33,173
Total deferred tax	<u>37,839</u>	<u>33,173</u>
Taxation on profit on ordinary activities	<u>4,274,605</u>	<u>5,894,968</u>

SPREADEX LIMITED

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

10. Taxation (continued)

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	<u>23,360,367</u>	<u>31,143,952</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	4,438,470	5,917,351
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	24,485	21,031
Capital allowances for year in excess of depreciation	-	8,442
Utilisation of non trade tax losses	(1,225)	(2,103)
Adjustments to tax charge in respect of prior periods	-	(6,478)
Adjustment in research and development tax credit leading to an increase (decrease) in the tax charge	(130,125)	(100,275)
Changes in provisions leading to an increase (decrease) in the tax charge	(57,000)	57,000
Total tax charge for the year	<u><u>4,274,605</u></u>	<u><u>5,894,968</u></u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

11. Dividends

	2020 £	2019 £
Dividends	-	31,371,600
	<u><u>-</u></u>	<u><u>31,371,600</u></u>

SPREADEX LIMITED

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

12. Tangible fixed assets

	Short-term leasehold property £	Office equipment £	Computer equipment £	Total £
Cost or valuation				
At 1 June 2019	499,995	174,799	2,698,153	3,372,947
Additions	-	18,570	196,359	214,929
At 31 May 2020	<u>499,995</u>	<u>193,369</u>	<u>2,894,512</u>	<u>3,587,876</u>
Depreciation				
At 1 June 2019	494,296	138,882	2,422,965	3,056,143
Charge for the year on owned assets	2,358	19,244	154,251	175,853
At 31 May 2020	<u>496,654</u>	<u>158,126</u>	<u>2,577,216</u>	<u>3,231,996</u>
Net book value				
At 31 May 2020	<u>3,341</u>	<u>35,243</u>	<u>317,296</u>	<u>355,880</u>
At 31 May 2019	<u>5,699</u>	<u>35,917</u>	<u>275,188</u>	<u>316,804</u>

SPREADEX LIMITED

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

13. Debtors

	2020 £	2019 £
Trade debtors	3,077,487	3,853,120
Other debtors	67,643,243	53,546,465
Prepayments and accrued income	2,138,197	1,405,897
Deferred taxation	70,933	108,772
	<u>72,929,860</u>	<u>58,914,254</u>

Other debtors included above

	2020 £	2019 £
Killik & Co*	32,181,182	17,843,593
IG Markets**	12,643,098	16,787,646
Morgan Stanley	6,503,892	8,629,682
ING	-	9,901,947
Alpha Pro	-	7,143
ADM	14,479,885	-
Cantor Fitzgerald	1,760,941	-
Broker debtors	<u>67,568,998</u>	<u>53,170,011</u>
Dividends due from brokers	3,699	75,694
Interest receivable	19,154	177,969
Other	51,392	122,791
Other non-broker debtors	<u>74,245</u>	<u>376,454</u>
Total	<u>67,643,243</u>	<u>53,546,465</u>

*Killik & Co. are broker for the shares held in the name of Spreadex Limited via a sponsored crest account.

**IG Markets Limited hold a first fixed charge dated 14 March 2017 over the current and future rights, title and interests of the investments held within the company's IG account.

SPREADEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020

14. Cash and cash equivalents

	2020 £	2019 £
Cash at bank and in hand	50,490,280	22,993,125
	<u>50,490,280</u>	<u>22,993,125</u>

15. Creditors: Amounts falling due within one year

	2020 £	2019 £
Trade creditors	32,668,273	8,567,037
Amounts owed to group undertakings	516,000	516,000
Corporation tax	236,766	3,068,273
Other taxation and social security	1,628,534	1,149,727
Other creditors	-	18,325
Accruals and deferred income	6,311,690	5,575,826
	<u>41,361,263</u>	<u>18,895,188</u>

16. Financial instruments

	2020 £	2019 £
Financial assets		
Financial assets measured at fair value through profit or loss	<u>121,136,765</u>	<u>80,016,256</u>
Financial liabilities		
Financial liabilities measured at fair value through profit or loss	<u>(32,008,592)</u>	<u>(7,928,231)</u>

Financial assets measured at fair value through profit or loss comprise cash at bank and in hand, broker and client debtors.

Other financial liabilities measured at fair value through profit or loss comprise client creditor balances.

SPREADEX LIMITED

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

17. Deferred taxation

	2020 £
At beginning of year	108,772
Charged to profit or loss	(37,839)
At end of year	70,933

The deferred tax asset is made up as follows:

	2020 £	2019 £
Accelerated capital allowances	70,933	108,772
	<u>70,933</u>	<u>108,772</u>

18. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
11,550,000 (2019 - 11,550,000) Ordinary shares of £1.0 each	<u>11,550,000</u>	<u>11,550,000</u>

19. Reserves

Other reserves

Other reserves relate to historical capital contributions from the company's parent.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

20. Pension commitments

The company operates a defined contribution pensions scheme and contributes to a group personal pension plan (Royal London) under a salary sacrifice scheme. The assets of the scheme are held separately from those of the company in independently administered funds. The pension charge represents contributions payable by the company to the funds. Amounts payable by the company for the year amounted to £512,331 (2019: £596,005). Contributions totalling £nil (2019: £nil) were payable to the funds at the balance sheet date.

SPREADEX LIMITED

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

21. Commitments under operating leases

At 31 May 2020 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2020 £	2019 £
Not later than 1 year	512,955	322,440
Later than 1 year and not later than 5 years	1,499,388	1,156,427
Later than 5 years	-	23,537
	<u>2,012,343</u>	<u>1,502,404</u>

22. Related party transactions

The company has taken the exemptions allowable under FRS102, to not disclose related party transactions with its group headed by its ultimate parent company, Spreadex.com Limited, on the basis that consolidated accounts are prepared. These accounts are available to the public and may be obtained from: Churchill House, 26-30 Upper Marlborough Road, St Albans, AL1 3UU.

23. Controlling party

The ultimate parent company is Spreadex.Com Limited, a company registered in England and Wales. There is no ultimate controlling party.

Spreadex Limited

Pillar 3 Disclosure (Unaudited)

Introduction

This document sets out the Pillar 3 market disclosures of Spreadex Limited. The Pillar 3 rules in BIPRU 11 set out the need for firms to have a formal disclosure policy, based on the risks identified in the ICAAP.

The purpose of Pillar 3 is to encourage market discipline by developing disclosure requirements which allow market participants to assess a firm's risk assessment procedures, as well as the firm's capital and risk exposures.

Spreadex Limited will omit any information it deems as immaterial - in that the omission or misstatement of the information would not change or influence the assessment or decision of the user of the information.

In accordance with the rules of the Financial Conduct Authority ("FCA"), Spreadex Limited will disclose the information set out in BIPRU 11 on at least an annual basis. Publication will be on the Spreadex Limited annual audited accounts.

Risk Management

Governance: Spreadex limited is controlled by the Board of Directors who formally meet on a monthly basis to discuss the company's performance and to review that it has kept within its risk parameters.

Objectives: Spreadex's risk appetite is set by the Board and reviewed on an annual basis. However, the actual risk being carried by Spreadex is reported to and discussed by the Board monthly, ensuring that the firm is operating within agreed risk limits and that these limits are appropriate to the firms overall risk appetite. The major risk categories are:

Market Risk: The Spreadex Board reviews the following on a monthly basis, to ensure that the company has stayed within agreed limits and risk appetites: Current market risk compared to risk limits; Maximum market risk in the month compared to risk limits; and limit breaches. On a daily basis, the Financial Trading Manager and Trading Director continually monitor the risk levels as trading develops throughout the day.

Credit risk: Credit risk is the risk the Spreadex's clients or counterparties may fail to pay amounts due to Spreadex. The Board reviews extensive information on current and potential credit exposures, and on a monthly basis, reviews: current levels of debt in the company; current levels of credit limits granted; and current level of potential close out risk.

Spreadex Limited

Pillar 3 Disclosure (Unaudited)

Operational risk: Operational risk is defined as the risk of loss caused by the failure of internal processes, people, systems or external events. On a monthly basis the board reviews the status of all material operational risk, along with progress on programmes to reduce these risks.

Capital Resources

During the course of the year, Spreadex Limited has continually complied with the Capital Requirement Regulations.

As at 31 May 2020, the Common Equity Tier 1 capital resources of the company were £82,415k (consisting of £11,550k called up share capital and £70,358k retained earnings and £507k other reserves). This creates a capital surplus of £66,127k and ratio of 506% over requirement.

Capital Adequacy

Spreadex continually carries out an Internal Capital Adequacy Assessment Process (ICAAP), which is an assessment of capital requirements and is formally approved by the Board of Directors at least on an annual basis.

The capital resource requirement is calculated daily, by calculating the risk exposure amount on the following risks:

Market Risk:

Spreadex does not use a VaR model to calculate the capital resource requirement but instead uses the standard method when calculating interest rate MRCR, equity MRCR, commodity MRCR and foreign currency MRCR.

Credit Risk:

Spreadex calculates risk weighted exposure amounts on all assets in accordance with Section Three Title Two of the Capital Requirement Regulation.

Operational Risk:

Spreadex maintains a comprehensive operational risk log which is updated on an annual basis, and considers the impact of adverse operational events on Spreadex's financial position. Spreadex uses a basic indicator approach to calculate the Pillar 1 capital requirements, based on taking a charge equivalent to 15% of the three-year average of the company's gross income.