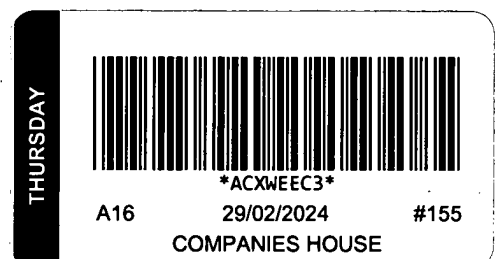


Registered number: 06257540

AMENDED

RETAIL MERCHANT GROUP LIMITED

AMENDED ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021



RETAIL MERCHANT GROUP LIMITED

COMPANY INFORMATION

Directors	Kevin Patrick O'Keefe (resigned 27 December 2022) Jeremy Nicholls (resigned 31 March 2022) Felipe Pinto (appointed 13 July 2022, resigned 9 October 2023) Thomas Mylrea Lowndes (appointed 13 July 2022) Grigoris Kouteris , resigned 4 October 2023) Hanna Elizabeth Seminario (appointed 2 November 2023) Christopher John Hartley (appointed 2 November 2023)
Registered number	06257540
Registered office	Third Floor, 20 Old Bailey LONDON EC4M 7AN
Independent auditor	Deloitte LLP Victoria House 1 New Street Square LONDON EC4A 3HQ
Bankers	Natwest Bank PLC Victoria Street GRIMSBY DN31 1GA

RETAIL MERCHANT GROUP LIMITED

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RETAIL MERCHANT GROUP LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

Introduction

The directors present their Strategic Report for Retail Merchant Group Limited ("the Company") for the year ended 31 December 2021.

Principal activities and business review

The principal activity of the Company during the year was that of a holding company.

The Company wholly owns Retail Merchant Services Limited and Retail Merchant Finance Limited. The owner of Retail Merchant Group Limited, RMS Holdco Limited was purchased Teya Europe Ltd. (previously Salt Pay Europe Ltd.), a company registered in the UK, on 30 November 2021. Teya Europe Ltd. is a subsidiary of Teya Holdings Ltd. (previously Salt Pay Co Ltd.), a company registered in the Cayman Islands.

Teya was founded in 2019 with the goal to create payment and software solutions that can help small and medium-sized businesses to better manage and grow their operations. The acquisition of Retail Merchant Services Ltd is expected to bring synergies, share of know-how and increase of UK market share by creating a better solution for the ultimate customer.

The total consideration paid for the group (RMS Holdco Ltd), of which Retail Merchant Group Ltd is a subsidiary, was \$267m.

Annual turnover remains £Nil (2020: £Nil).

Principal risks and uncertainties

All businesses are subject to risk and many individual risks are macroeconomic or social and common across many businesses. Many risks are to a greater or lesser degree controllable, but some are not controllable. Through its internal risk management process, the Company identifies business specific risks. It classifies the key risks as those which could materially damage the Company's strategy, reputation, business, profitability or assets and these risks are listed below. This list is in no particular order and is not exhaustive list of all potential risks. Some risks may be unknown and it may transpire that others, currently considered immaterial, become material.

Commercial relationships

The Company is exposed to changes in relationships with suppliers. It is a key task for the operational management to maintain and develop relationships with suppliers.

Strategic risk

Strategic risks are determined by Board decisions about the objectives and direction of the organisation, decisions that materially affect the business strategy, business model and therefore the successful execution of our business plan. To mitigate this risk the Teya Group's Board has established a thorough planning and decision-making process, where monthly business reviews are held, and performance is tracked through the monthly performance report provided by the Teya Group's Chief Executive Officer and Chief Finance Officer. As part of these reviews, matters reserved for their decision, such as significant acquisitions and disposals of assets, investments, capital projects, and treasury policies are included.

Liquidity risk

The Company seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Primarily this is achieved through inter-company accounts.

RETAIL MERCHANT GROUP LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Interest rate risk

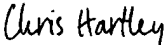
The Company holds debt which generates interest expense for the Company, creating a potential exposure to fluctuations in interest rates. The Company manages interest rate risk by entering into fixed-rate loans to shield the Company from short-term interest rate fluctuations and provide a level of predictability and stability to the interest expense to the Company. This enables better financial planning as the Company can accurately forecast interest over the loan tenure. The interest rates on the Company's loans are determined based on market conditions at the time of the effective date of the loan agreement.

Key performance indicators

Financial key performance indicators

The directors manage the ongoing performance of the business by reviewing key financial performance indicators for Retail Merchant Services Limited and Retail Merchant Finance Limited. There are no such financial key performance indicators for Retail Merchant Group Limited, as the principal activity is purely that of a holding company.

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

DocuSigned by:

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Mr Christopher John Hartley
Director
Date: 20 February 2024

RETAIL MERCHANT GROUP LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

The directors present their report and the financial statements for the year ended 31 December 2021.

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

The 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.

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 Directors' Reports may differ from legislation in other jurisdictions.

Results and dividends

The loss for the year, after taxation, amounted to £13,315 (2020 - loss £1,632).

The directors do not recommend the payment of a dividend (2020: £nil).

Directors

The directors who served during the year were:

Kevin Patrick O'Keefe (resigned 27 December 2022)
Jeremy Nicholls (resigned 31 March 2022)

RETAIL MERCHANT GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Going concern

The directors have considered the company's, net current liability position of £1.0m and notwithstanding the £13.3k loss for the year (2020: £1.6k), made appropriate enquiries of other group companies and reviewing forecasts of future group trading levels and cash flows covering at least 12 months from the date of these accounts, taking into account the group banking facilities currently available and expected to be available to the group. A letter of support has also been received from the ultimate parent company, Teya Holdings Ltd. (previously Salt Pay Co Ltd.)

As a result of the review and the support from Teya Holdings Ltd., the directors have a reasonable expectation that the Company has sufficient resources to continue in operation for the next 12 months and beyond. For this reason, the directors consider the adoption of the going concern basis in preparing the financial statements to be appropriate.

RETAIL MERCHANT GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as directors is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- directors 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 auditor is aware of that information.

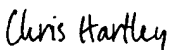
Post balance sheet events

In December 2023, the subsidiaries of the Company (Retail Merchant Finance Ltd. and Retail Merchant Services Ltd.) have transferred a portion of their customer base to another Teya group entity, Teya Solutions Ltd. This transaction may impact the recoverability of the Company's investment in both subsidiaries. The Directors have not valued the entire business as part of this transfer (only the part which was sold) and are therefore unable to provide a reliable estimate of such impairment at this time.

Auditor

Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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

DocuSigned by:

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Mr Christopher John Hartley
Director
Date: 20 February 2024

RETAIL MERCHANT GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RETAIL MERCHANT GROUP LIMITED

Independent auditor's report to the members of Retail Merchant Group Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Retail Merchant Group Limited (the "company"):

- give a true and fair view of the state of the entity's affairs as at 31 December 2021 and of its loss for the 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 statement of comprehensive income;
- the statement of financial position;
- the statements of changes in equity; and
- the related notes 1 to 16.

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

RETAIL MERCHANT GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RETAIL MERCHANT GROUP LIMITED

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.

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: . This description forms part of our auditor's report.

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 frameworks 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 GDPR and the Anti-money laundering directive.

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

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, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any

RETAIL MERCHANT GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RETAIL MERCHANT GROUP LIMITED

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 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 and reviewing correspondence with HMRC.

Report on other legal and regulatory requirements

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 their 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

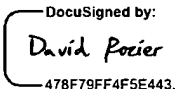
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the company, 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 
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for and on behalf of

Deloitte LLP
Statutory Auditor

Cardiff, United Kingdom

20 February 2024

RETAIL MERCHANT GROUP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £	2020 £
Administrative expenses		(12,568)	(2,015)
Operating loss		<u>(12,568)</u>	<u>(2,015)</u>
Loss before taxation		<u>(12,568)</u>	<u>(2,015)</u>
Tax on loss	5	(747)	383
Loss for the financial year		<u><u>(13,315)</u></u>	<u><u>(1,632)</u></u>

There was no other comprehensive income for 2021 (2020:£NIL).

The notes on pages 12 to 19 form part of these financial statements.

The financial results are from continuing operations/ activities.

RETAIL MERCHANT GROUP LIMITED
REGISTERED NUMBER:06257540

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	7	200	200
		<u>200</u>	<u>200</u>
Current assets			
Debtors: amounts falling due within one year	8	2,936,030	2,936,410
Cash at bank and in hand	9	7,927	7,995
		<u>2,943,957</u>	<u>2,944,405</u>
Creditors: amounts falling due within one year	10	(3,968,498)	(3,955,631)
Net current liabilities		<u>(1,024,541)</u>	<u>(1,011,226)</u>
Total assets less current liabilities		<u>(1,024,341)</u>	<u>(1,011,026)</u>
Net liabilities		<u>(1,024,341)</u>	<u>(1,011,026)</u>
Capital and reserves			
Called up share capital	13	2,800,000	2,800,000
Profit and loss account	12	(3,824,341)	(3,811,026)
		<u>(1,024,341)</u>	<u>(1,011,026)</u>

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

DocuSigned by:

Chris Hartley

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Mr Christopher John Hartley

Director

Date: 20 February 2024

The notes on pages 12 to 19 form part of these financial statements.

RETAIL MERCHANT GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2020	2,800,000	(3,809,394)	(1,009,394)
Loss for the year	-	(1,632)	(1,632)
Total comprehensive income for the year	-	(1,632)	(1,632)
At 1 January 2021	2,800,000	(3,811,026)	(1,011,026)
Comprehensive income for the year			
Loss for the year	-	(13,315)	(13,315)
Total comprehensive income for the year	-	(13,315)	(13,315)
At 31 December 2021	2,800,000	(3,824,341)	(1,024,341)

The notes on pages 12 to 19 form part of these financial statements.

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

1. General information

Retail Merchant Group Limited is a private company limited by shares & incorporated in England and Wales. Its registered head office is located at Matrix House, 2 North Fourth Street, Milton Keynes, MK9 1NJ.

The principal activity of the Company during the year was that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

These financial statements replace the original financial statements, are now the statutory financial statements and are prepared as they were at the date of the original 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 (see note 3).

The following principal accounting policies have been applied:

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 Teya Holdings Ltd. as at 31 December 2021 and these financial statements may be obtained from the Company via the Registered Office address disclosed in the Company Information..

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.3 Going concern

The directors have considered the Company's net current liability position of £1.0m and notwithstanding the £13.3k loss for the year (2020: £1.6k), made appropriate enquiries of other group companies and reviewing forecasts of future group trading levels and cash flows covering at least 12 months from the date of these accounts, taking into account the group banking facilities currently available and expected to be available to the group. A letter of support has also been received from the ultimate parent company, Teya Holdings Ltd. (previously Salt Pay Co Ltd.)

As a result of the review and the support from Teya Holdings Ltd., the directors have a reasonable expectation that the Company has sufficient resources to continue in operation for the next 12 months and beyond. For this reason, the directors consider the adoption of the going concern basis in preparing the financial statements to be appropriate.

2.4 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of a state other than the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 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.

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)**2.8 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.

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.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position 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.

2.9 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.

2.10 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.

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)**2.11 Taxation**

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 reporting date in the countries where the Company operates and generates income.

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

Preparation of the financial statements requires management to make significant judgements and estimates. Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. In the course of preparing the financial statements, no critical judgements or significant uncertain estimates have been made in the process of applying the accounting policies.

Deferred tax asset

Deferred tax assets are reviewed at each reporting date. In considering their recoverability, the company assesses the likelihood of their being recovered within a reasonably foreseeable timeframe, taking into account the future expected profit profile and any potential legislative restrictions on use.

4. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor (no non-audit services have been provided):

	2021 £	2020 £
Fees payable to the Company's auditors for the audit of the Company's financial statements	16,500	2,000

5. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	747	(383)
	<u>747</u>	<u>(383)</u>

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

5. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is the same as (2020 - the same as) the standard rate of corporation tax in the UK of 19% (2020 - 19%) as set out below:

	2021 £	2020 £
Loss on ordinary activities before tax	<u>(12,568)</u>	<u>(2,015)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	<u>(2,388)</u>	<u>(383)</u>
Effects of:		
Other differences leading to an increase (decrease) in the tax charge	<u>3,135</u>	<u>-</u>
Total tax charge for the year	<u><u>747</u></u>	<u><u>(383)</u></u>

Factors that may affect future tax charges

Finance Act 2020 enacted provision to increase the UK Corporation tax rate to 19% from 1 April 2021 and accordingly the deferred tax at 31 December 2021 was calculated at this rate.
An increase in the standard rate of UK corporation tax from 19% to 25% with effect from 1 April 2023 was enacted on 10 June 2021.

6. Directors' remuneration

The Company is wholly owned by RMS Holdco Limited. RMS Holdco Limited is wholly owned by Teya Europe Ltd.(previously Salt Pay Europe Ltd), which is wholly owned by Teya Holdings Ltd. (previously Salt Pay Co Ltd). The directors of RMS Holdco Limited are directors for other the subsidiaries in the group and allocation of Directors remuneration corresponding to services rendered as officers of the company only is not reasonably practicable.

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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7. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2021	200
At 31 December 2021	<u>200</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Retail Merchant Services Limited	Third Floor, 20 Old Bailey, London, EC4M 7AN	Ordinary	100%
Retail Merchant Finance Limited	Third Floor, 20 Old Bailey, London, EC4M 7AN	Ordinary	100%

8. Debtors

	2021 £	2020 £
Amounts owed by group undertakings	2,936,027	2,936,027
Other debtors	3	383
	<u>2,936,030</u>	<u>2,936,410</u>

An impairment charge of £Nil (2020: Nil) was recognised against debtors.

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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9. Cash and cash equivalents

	2021	2020
	£	£
Cash at bank and in hand	7,927	7,995
	<u>7,927</u>	<u>7,995</u>

10. Creditors: Amounts falling due within one year

	2021	2020
	£	£
Amounts owed to group undertakings	3,951,998	3,953,631
Accruals and deferred income	16,500	2,000
	<u>3,968,498</u>	<u>3,955,631</u>

Amounts owed to group undertakings are interest-bearing loans payable 5 years from 31 December 2021 or such earlier date, as the Lender may specify by giving 2 business days' written notice.

As per the letter of support provided by Teya Holdings Ltd to the Company, should intra-Group debt be recalled, Teya Holdings Limited (the ultimate parent company) committed to provide the necessary financial support to the Company to repay the debt.

11. Financial instruments

	2021	2020
	£	£
Financial assets		
Financial assets measured at fair value through profit or loss	<u>7,927</u>	<u>7,995</u>

12. Reserves**Profit & loss account**

Includes all current and prior period retained profit and losses

RETAIL MERCHANT GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

13. Share capital

	2021 £	2020 £
Authorised, allotted, called up and fully paid		
2,800,000 (2020 - 2,800,000) Ordinary shares of £1.00 each	<u>2,800,000</u>	<u>2,800,000</u>

14. Related party transactions

The Company has availed of the exemption provided in FRS 102 Section 33 Related Party Disclosures not to disclose transactions entered with fellow group companies that are wholly owned within the group of companies of which the Company is a wholly owned member.

15. Post balance sheet events

In December 2023, the subsidiaries of the Company (Retail Merchant Finance Ltd. and Retail Merchant Services Ltd.) have transferred a portion of their customer base to another Teya group entity, Teya Solutions Ltd. This transaction may impact the recoverability of the Company's investment in both subsidiaries. The Directors have not valued the entire business as part of this transfer (only the part which was sold) and are therefore unable to provide a reliable estimate of such impairment at this time.

16. Controlling party

The Company is wholly owned by Teya Europe Ltd.(previously Salt Pay Europe Ltd), which is wholly owned by Teya Holdings Ltd. (previously Salt Pay Co Ltd).

The Company's ultimate parent company is Teya Holdings Ltd. (previously Salt Pay Co Ltd). Teya Holdings Ltd is incorporated in Cayman Islands, with a registered address at Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands.

Teya Holdings Ltd prepares the consolidated financial statements in which the financial statements of the Company are consolidated. Copies of the consolidated financial statements are publicly available from its registered address Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands.

Teya Holdings Ltd. is the parent of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2022.