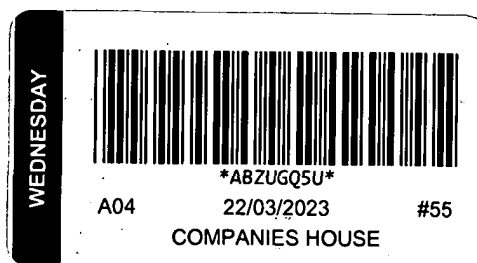


Registered number: 06736355

**ANNUAL REPORT AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021
FOR
EVESTMENT ALLIANCE (UK) LIMITED**



EVESTMENT ALLIANCE (UK) LIMITED

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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EVESTMENT ALLIANCE (UK) LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2021**

DIRECTORS:

Ronald Pruitt (appointed on 15 February 2023)
Eugene William Luciani (resigned on 30 April 2022)
Jean Phillipe Quittot (appointed on 30 April 2022 resigned on 17 February 2023)

REGISTERED OFFICE:

22 Bishopsgate
London
EC2N 4AJ

REGISTERED NUMBER:

06736355 (England and Wales)

INDEPENDENT AUDITORS:

BKL Audit LLP
Chartered Accountants and Statutory Auditors
35 Ballards Lane
London
N3 1XW

Strategic Report

The directors present their strategic report for the year ended 31 December 2021.

Review of the Business

eVestment Alliance (UK) Limited's (the 'Company's') principal activities during the year were to provide our clients a suite of cloud-based analytics, intelligence and database population solutions to help them make data-driven decisions, identify and capitalize on global investment trends and better position their funds for success. Principal users of eVestment products are institutional investment consultants, institutional investors and institutional asset managers.

In 2021, the Company's continued revenue growth was driven by new client subscriptions and client retention.

The principal performance indicators for the company are turnover and profitability.

| | 2021 | 2020 |
|----------------|-------------|-------------|
| | £ | £ |
| Turnover | 13,404,999 | 12,582,360 |
| Operating loss | (5,711,386) | (159,442) |
| Net assets | (4,344,814) | 1,434,006 |

Management evaluates other important performance indicators including, but not limited to: client retention rates; new subscription sales; client satisfaction; client service response times; and product level performance.

The business strategy of the Company continues to be retention of current and attraction of new clients by offering quality data, analytics and database population tools.

Principal Risks and Uncertainties

The principal risks and uncertainties affecting the Company are considered to be competition from other companies which provide investor analytics or database population solutions; operational risks associated with product development; and economic factors that impact the Company.

The management of the business and directors of the Company meet on a regular basis and this includes an assessment of the key business risks. Risks are in turn escalated to NASDAQ Global Risk Management and the risk committee of the Company's ultimate parent company, NASDAQ Inc.

Competitive Risk

The landscape for institutional investment analytics and database population solutions is varied and fragmented, with various database providers and standalone analytics solutions, though few can provide both on a global scale. The Company believes that competition in the asset management industry will continue to intensify, leading to further firm consolidation to achieve higher economies of scale.

The Company believes that clients are increasingly looking for single source providers capable of addressing a broad range of needs within a single platform. Management believes this provides the business with a competitive advantage.

Economic conditions and market risk factor

The Company performance is impacted by a number of factors, including general economic conditions, market volatility, and other factors that are generally beyond its control. To the extent that global or national economic conditions weaken, its business is likely to be negatively impacted. Adverse market conditions could reduce client demand for its services and the ability of clients and other counterparties to meet their obligations. Poor economic conditions may result in a reduction in the demand for the Company's products, which would adversely affect the

Strategic report (continued)

business, financial condition and operating results. Because we have operations in several countries including the United States of America, United Kingdom, Hong Kong, and Australia, we are exposed to currency risk.

With clients located in various countries the Company also manages its liquidity risk by applying cash collection and continuously reviewing cash balances.

Operational Risk

Our role in the global marketplace may place us at greater risk for a cyber attack or other security incidents. Our systems and operations are vulnerable to damage or interruption from security breaches, hacking, data theft, denial of service attacks, human error, natural disasters, power loss, fire, sabotage, terrorism, computer viruses, intentional acts of vandalism and similar events. The success of our business depends on our ability to keep up with rapid technological and other competitive changes affecting our industry. Specifically, we must complete development of, successfully implement and maintain performance, capacity, reliability and speed required by our business and our regulators, as well as by our clients.

Any impairments due to human error could impact our clients and risk reputational damage and are measured and managed closely by the Corporate Solutions Client Services and Operations leadership team. Human and product/technology impairments are closely monitored, and are reviewed on a regular basis.

Credit Risk

The business is exposed to credit risk from clients. Fees may not be fully collected due to bankruptcy, lack of liquidity, operational failure, or other reasons. Credit risk and outstanding fees are reviewed by management on a quarterly basis.

COVID-19 Risk

Following the outbreak of the COVID-19 pandemic in 2020, operations began to normalize again in the second half of 2021, with the easing of global restrictions and many offices reopening. The Company has implemented return to office (RTO) processes gradually, and travel for business has also started to resume.

The Company's underlying sales and margins remain stable while management continue to take mitigating actions to reduce costs, limit losses, optimize cash flows and preserve liquidity. The Company has considered the effects of COVID-19 in estimates used in the calculation of its assets and liabilities. No significant effects on the Company's operations have been identified both in the year and after the balance sheet date.

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

Ronald Pruitt

Ronald Pruitt
Director

Date: 16/03/2023

EVESTMENT ALLIANCE (UK) LIMITED
Registered number: 06736355

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the audited financial statements of Evestment Alliance (UK) Limited (the "Company") for the year ended 31 December 2021.

PRINCIPAL ACTIVITY

The principal activity in the year under review was that of a web-based comprehensive investment information and analytic technology.

DIRECTORS

The directors of the Company who were in office during the year and up to the date of signing of the financial statements were:

Eugene William Luciani (resigned 30 April 2022)
Jean Phillipe Quittot (appointed on 30 April 2022, resigned 17 February 2023)
Ronald Pruitt (appointed on 15 February 2023)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Future developments

The existing customer base is expected to be maintained in 2022. The business strategy of the Company continues to be retention of current and attraction of new clients by offering quality data, analytics and database population tools.

Results and dividends

The Company's loss for the period after taxation amounted to £5,778,820 (2020: £2,363,676). The Company does not pay dividends.

EVERESTMENT ALLIANCE (UK) LIMITED
Registered number: 06736355

Going Concern

In accordance with their responsibilities, the directors of the Company have considered the appropriateness of the going concern basis, which has been used in the preparation of these financial statements. The Company's ultimate parent company, Nasdaq, Inc. has confirmed that they will continue to provide financial support to the Company for at least 12 months from the date of approval of these accounts. As a result, the Directors believe that the Company is well placed to manage its business risks.

The Directors have a reasonable expectation that the Company has adequate resources and support to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Disclosure of Information to the Auditors

So far as each director who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditors are unaware. The directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

During the year, Berg Kaprow Lewis LLP acted as auditor to the company until 31 March 2022. On 31 March 2022, Berg Kaprow Lewis LLP transferred its audit business to a new LLP, BKL Audit LLP. The directors consented to treating the appointment of Berg Kaprow Lewis LLP as extending to BKL Audit LLP with effect from 1 April 2022.

Under section 487(2) of the Companies Act 2006, BKL Audit LLP will be deemed to have been reappointed as auditors 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 by:

Ronald Pruitt

.....
Ronald Pruitt – Director

Date: 16/03/2023

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| EVESTMENT ALLIANCE (UK) LIMITED |
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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVESTMENT ALLIANCE (UK) LIMITED

Opinion

We have audited the financial statements of Evestment Alliance (UK) Limited (the 'Company') for the year ended 31 December 2021, which comprise the Statement of comprehensive income, the Balance sheet, 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 December 2021 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

In auditing the financial statements, we have concluded that the director's 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 director with respect to going concern are described in the relevant sections of this report.

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| EVESTMENT ALLIANCE (UK) LIMITED |
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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVESTMENT ALLIANCE (UK) LIMITED
(CONTINUED)**

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The director is responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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 Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report has 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 Director's 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was 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 Director's report and from the requirement to prepare a Strategic report.

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| EVESTMENT ALLIANCE (UK) LIMITED |
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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVESTMENT ALLIANCE (UK) LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Director's responsibilities statement set out on page 1, the director is 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 director determines 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 director is 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 director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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.

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:

- Enquiring of management and those charged with governance around actual and potential litigation and claims;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risks of management override of controls, including walkthrough, testing of journal entries and other adjustments for appropriateness.

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

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| EVESTMENT ALLIANCE (UK) LIMITED |
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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EVESTMENT ALLIANCE (UK) LIMITED
(CONTINUED)**

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit 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 Auditors' Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

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

Michael Wedge FCA

Michael Wedge FCA (Senior Statutory Auditor)

for and on behalf of
BKL Audit LLP

Chartered Accountants
Statutory Auditor

London
Date: 16/03/2023

| STATEMENT OF COMPREHENSIVE INCOME | | | | |
|---|-------------|--------------|--|--------------|
| FOR THE YEAR ENDED 31 DECEMBER 2021 | | | | |
| | | | | |
| | | 2021 | | 2020 |
| | Note | £ | | £ |
| Turnover | 3 | 13,404,999 | | 12,582,360 |
| Administrative expenses | | (12,547,437) | | (12,741,802) |
| Exceptional administrative expenses | 4 | (6,568,948) | | |
| Operating Profit/(Loss) | 5 | (5,711,386) | | (159,442) |
| Amounts written off investments | 12 | - | | (2,333,350) |
| Interest receivable and similar income | 6 | 59 | | 20,611 |
| PROFIT/(LOSS) BEFORE TAXATION | | (5,711,327) | | (2,472,181) |
| Tax on profit/(loss) | 10 | (67,493) | | 108,505 |
| PROFIT/(LOSS) FOR THE FINANCIAL YEAR | | (5,778,820) | | (2,363,676) |
| | | | | |
| | | | | |

There was no other comprehensive income for 2021 and 2020 other than those disclosed in the statement of comprehensive income.

The notes on pages 13 to 22 form part of these financial statements.

BALANCE SHEET
AS AT 31 DECEMBER 2021

| | | 2021 | As restated 2020 |
|---|------|---------------------|---------------------|
| | Note | £ | £ |
| FIXED ASSETS | | | |
| Tangible assets | 11 | 1,600 | 2,242 |
| Investments | 12 | - | - |
| | | <u>1,600</u> | <u>2,242</u> |
| CURRENT ASSETS | | | |
| Debtors: amounts falling due after more than 1 year | 13 | 891,809 | 1,169,725 |
| Debtors: amounts falling due within 1 year | 13 | 4,355,979 | 4,396,011 |
| Cash at bank and in hand | | <u>2,164,387</u> | <u>6,667,496</u> |
| | | 7,412,175 | 12,233,232 |
| CREDITORS | | | |
| Amounts falling due within one year | 14 | <u>(11,638,534)</u> | <u>(10,687,710)</u> |
| NET CURRENT ASSETS | | <u>(4,226,359)</u> | <u>1,545,520</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | (4,224,759) | 1,547,762 |
| Creditors: amounts falling due after more than one year | 15 | <u>(120,055)</u> | <u>(113,756)</u> |
| NET ASSETS | | <u>(4,344,814)</u> | <u>1,434,006</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 17 | 1 | 1 |
| Profit and loss account | | <u>(4,344,815)</u> | <u>1,434,005</u> |
| TOTAL SHAREHOLDERS' FUNDS | | <u>(4,344,814)</u> | <u>1,434,006</u> |

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

Ronald Pruitt

.....
Ronald Pruitt – Director

Date: 16/03/2023
.....

The notes on pages 13 to 22 form part of these financial statements.

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

| | Called up share capital | Profit and loss account | Total shareholders' funds |
|--|------------------------------------|------------------------------------|--|
| | £ | £ | £ |
| At 1 January 2021 | 1 | 1,434,005 | 1,434,006 |
| Comprehensive income for the year | | | |
| Loss for the financial year | - | (5,778,820) | (5,778,820) |
| Total comprehensive income for the year | - | (5,778,820) | (5,778,820) |
| At 31 December 2021 | 1 | (4,344,815) | (4,344,814) |

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

| | Called up share capital | Profit and loss account | Total shareholders' funds |
|--|------------------------------------|------------------------------------|--|
| | £ | £ | £ |
| At 1 January 2020 | 1 | 3,797,681 | 3,797,682 |
| Comprehensive income for the year | | | |
| Loss for the financial year | - | (2,363,676) | (2,363,676) |
| Total comprehensive income for the year | - | (2,363,676) | (2,363,676) |
| At 31 December 2020 | 1 | 1,434,005 | 1,434,006 |

The notes on pages 13 to 22 form part of these financial statements.

EVESTMENT ALLIANCE (UK) LIMITED

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

1. GENERAL INFORMATION

Evestment Alliance (UK) Limited's principal activity in the year under review was that of a web-based comprehensive investment information and analytic technology company.

The Company is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is 22 Bishopsgate London EC2N 4AJ. The principal business address of the company is 22 Bishopsgate London EC2N 4AJ.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom 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 2.16).

The following principal accounting policies have been applied consistently throughout the year:

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" as the Company is considered to be a qualifying entity:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- 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 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Nasdaq Inc. as at 31 December 2021 and these financial statements may be obtained from the Group's website www.nasdaq.com.

2.3. Consolidation Exemption

The Company is a wholly-owned subsidiary of Evestment, Inc. whose parent company is Nasdaq, Inc. The Company is included in the consolidated financial statements of Nasdaq, Inc. which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 401 of Companies Act 2006.

2.4 Going concern

The directors consider that the Company has sufficient, appropriate resources to continue in operation for a period of at least 12 months from the date of the signing of these financial statements. In addition, the Company has the support of its ultimate controlling party, Nasdaq Inc.

~~For these reasons, the directors continue to adopt the going concern basis in preparing the annual report and financial statement.~~

EVESTMENT ALLIANCE (UK) LIMITED

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

2.5 Turnover

The Company derives its revenue primarily through fees from subscription agreements with customers that are mostly annual in term, payable in advance, contain no rights of return or cancellation and provide for automatic renewal. Subscription revenues are recognised ratably over the contract terms beginning on the commencement date of each contract. Amounts that have been invoiced are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met.

2.6 Tangible assets

Tangible 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 calculated, using the straight-line method, to allocate the depreciable amount to their residual values over their estimated useful lives, as follows:

| | |
|---------------------|-------------|
| Plant and machinery | - 3-5 years |
|---------------------|-------------|

2.7 Operating leases: Lessee

Leases that do not transfer all risk and rewards of ownership are classified as operating leases. Rentals paid under operating leases are charged to the profit or loss on a straight line basis over the period of the lease.

2.8 Debtors

Trade debtors are measured at the transaction price, and adjusted for foreign exchange.

2.9 Cash and cash equivalents

The Company considers deposits that can be redeemed on demand and investments that have maturities of less than three months when purchased to be cash equivalents.

2.10 Creditors

Short term creditors are measured at the transaction price, and adjusted for foreign exchange.

2.11 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Assets and liabilities in foreign currencies are translated into the functional currency at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are recognized in profit or loss.

2.12 Investments

Investments in a subsidiary company is held at cost less accumulated impairment losses, if any.

EVESTMENT ALLIANCE (UK) LIMITED

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

2.13 Employee Benefits

Defined contribution pension plan

The Company operates a defined contribution pension scheme. Contributions payable to the Company's pension scheme are charge to the profit and loss account in the period to which they relate.

Share based payments

Nasdaq Inc. has issued share options and restricted stock units to certain directors and employees of the Company. The Company recognises and measures share based payments as an expense based upon a reallocation from the ultimate parent, NASDAQ Inc. This allocation is based upon the actual vesting activity in the year for the Company's employees.

2.14 Provisions for liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

2.15 Taxation

The tax expense for the year is comprised of current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except for any change attributable to items that are already recognised as other comprehensive income or equity.

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.

2.16 Critical Accounting Judgements and Estimation Uncertainty

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. In the view of the directors there are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The Company estimates 5 years to be the average benefit of the revenue stream from a new contract won. As a result, sales commission and other costs of obtaining contracts for new business have been capitalized and amortized over 5 years.

EVEREST ALLIANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****3. TURNOVER**

The Company's turnover relates solely to the principal activity of the Company and arose within the United Kingdom, European Union, and other countries in the following proportion: 52% UK, 33% EU, 15% other (2020: 54% UK, 32% EU, 14% other).

4. EXCEPTIONAL ITEMS

The exceptional items relate to irrecoverable intercompany loans.

5. OPERATING PROFIT / LOSS

| | 2021 | 2020 |
|------------------------------|-------------|-------------|
| | £ | £ |
| Depreciation - owned assets | 641 | 17,218 |
| Auditors' remuneration | 24,600 | 16,165 |
| Foreign exchange differences | 17,213 | 331,757 |
| Pension costs | 167,802 | 178,006 |
| Operating Lease | - | 28,310 |

6. INTEREST RECEIVABLE AND SIMILAR INCOME

| | 2021 | 2020 |
|--------------------------|-------------|---------------|
| | £ | £ |
| Deposit account interest | <u>59</u> | <u>20,611</u> |

7. AUDITORS' REMUNERATION

| | 2021 | 2020 |
|---|---------------|---------------|
| | £ | £ |
| Fees payable to the Company's auditors for the audit of the Company's annual financial statements | <u>24,600</u> | <u>16,165</u> |
| Fees payable to the Company's auditors in respect of: | | |
| All other services | <u>5,575</u> | <u>5,720</u> |

EVESTMENT ALLIANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****8. EMPLOYEES**

Staff costs were as follows:

| | 2021 | 2020 |
|-----------------------|-------------------------|-------------------------|
| | £ | £ |
| Wages and salaries | 4,732,379 | 4,717,382 |
| Social security costs | 679,506 | 556,129 |
| Other Pension Costs | <u>167,802</u> | <u>178,006</u> |
| | <u>5,579,688</u> | <u>5,451,518</u> |

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

| | 2021 | 2020 |
|------------------|------------------|------------------|
| Management | 9 | 10 |
| Sales | 16 | 16 |
| Customer Support | 15 | 16 |
| Technology | <u>9</u> | <u>10</u> |
| | <u>49</u> | <u>52</u> |

9. DIRECTORS' EMOLUMENTS

For the year to 31 December 2021, the directors' emoluments were incurred by Evestment Inc. The directors of the Company are remunerated in respect of executive management services to the group as a whole. As a result it is not possible to make an accurate apportionment of their emoluments in respect of the subsidiaries.

EVESTMENT ALLIANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****10. TAX ON PROFIT****Analysis of the tax charge**

The tax charge (credit) on profit on ordinary activities for the period was as follows:

| | 2021 £ | 2020 £ |
|--|-----------------------------|-------------------------|
| Current tax: | | |
| UK corporation tax on profits for the period | 146,162 | - |
| UK corporation tax on profits for the prior period | <u> </u> | <u>(68,555)</u> |
| Total current tax | <u><u>146,162</u></u> | <u><u>(68,555)</u></u> |
| Deferred tax: | | |
| Origination and reversal of timing differences | 27,654 | (1,735) |
| Effect of changes in tax rates | <u>(106,323)</u> | <u>(38,215)</u> |
| Total deferred tax | <u><u>(78,669)</u></u> | <u><u>(39,950)</u></u> |
| Total tax per income statement | <u><u>67,493</u></u> | <u><u>(108,505)</u></u> |

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The charge for the period can be reconciled to the profit per the income statement as follows:

| | 2021 £ | 2020 £ |
|--|-----------------------------|-------------------------|
| Profit for the period | <u>(5,711,327)</u> | <u>(2,472,181)</u> |
| Tax on profit at standard UK tax rate of 19% (2020: 19%) | (1,085,152) | (469,714) |
| Effects of: | | |
| Expenses not deductible | 1,246,726 | 469,714 |
| Fixed asset differences | 779 | - |
| Utilisation of losses | (16,191) | - |
| Other timing differences | 27,654 | (1,735) |
| Tax rate changes | (106,323) | (38,215) |
| Adjustment relating to previous periods | <u> </u> | <u>(68,555)</u> |
| Tax charge (credit) for the period | <u><u>67,493</u></u> | <u><u>(108,505)</u></u> |
| Income tax expense reported in the income statement | <u><u>67,493</u></u> | <u><u>(108,505)</u></u> |

EVESTMENT ALLIANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****11. TANGIBLE ASSETS**

| | Plant and Machinery £ |
|---------------------------------|--------------------------------------|
| Cost | |
| At 1 January 2021 | 3,267 |
| Additions | - |
| Disposals | <u>-</u> |
| At 31 December 2021 | <u>3,267</u> |
| Accumulated Depreciation | |
| At 1 January 2021 | 1,025 |
| Charge for year | 642 |
| Disposals | <u>-</u> |
| At 31 December 2021 | <u>1,667</u> |
| Net book value | |
| At 31 December 2021 | <u><u>1,600</u></u> |
| At 31 December 2020 | <u><u>2,242</u></u> |

ESTVMENT ALLIANCE (UK) LIMITED

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

12. INVESTMENTS

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

TopQ Software Limited, Registered Number SC 434147

23 Silvermills Court, Ground Floor, Henderson Place Lane, Edinburgh EH3 5DG

| | | |
|---|--|--|
| Nature of business: Software development | 2021 | 2020 |
| | % | % |
| Class of shares | holding | holding |
| Ordinary | 0.00 | 100.00 |
| Investment in TopQ Software Limited, Registered Number SC 434147 | Shares in group undertakings £ 2021 | Shares in group undertakings £ 2020 |
| Cost | <u>2,333,350</u> | <u>2,333,350</u> |
| Impairment | <u>(2,333,350)</u> | <u>(2,333,350)</u> |
| Net book value | <u>-</u> | <u>-</u> |

The Company has chosen to impair the investment in its subsidiary TopQ Software Limited due to the uncertainty of the company's ability to continue as a going concern.

13. DEBTORS

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

| | | |
|---|------------------|------------------|
| | 2021 | 2020 |
| | £ | £ |
| Due after more than 1 year prepayments | <u>891,809</u> | <u>1,169,725</u> |
| Due within 1 year | | |
| Trade Debtors | 2,758,741 | 3,072,075 |
| Amounts due from group undertakings | 254,335 | 144,472 |
| Deferred Tax Asset | 443,448 | 364,780 |
| Other Debtors | 23,920 | 26,980 |
| Prepayments and Accrued Income | <u>875,534</u> | <u>787,704</u> |
| | <u>4,355,979</u> | <u>4,396,011</u> |

EVESTMENT ALLIANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

As restated

| | 2021 | 2020 |
|------------------------------------|--------------------------|--------------------------|
| | £ | £ |
| Trade Creditors | 9,049 | 8,428 |
| Amounts owed to group undertakings | 1,144,672 | 890,460 |
| Corporation tax | 146,162 | |
| Other Creditors | - | 103,051 |
| Taxation and Social Security | 390,988 | 308,271 |
| Accruals and deferred income | <u>9,947,662</u> | <u>9,491,258</u> |
| | <u>11,638,534</u> | <u>10,801,468</u> |

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

As restated

| | 2021 | 2020 |
|------------------------------|----------------|----------------|
| | £ | £ |
| Accruals and deferred income | <u>120,055</u> | <u>113,756</u> |

16. OPERATING LEASE COMMITMENTS

| | 2021 | 2020 |
|---|-------------|---------------|
| | £ | £ |
| Expiring: | | |
| Not later than one year | - | 13,628 |
| Later than 1 year and less than 5 years | - | - |
| | <u>-</u> | <u>13,628</u> |

EVESTMENT ALLIANCE (UK) LIMITED

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

17. CALLED UP SHARE CAPITAL

| Allotted, issued and fully paid: Number: | Class: | Nominal value: | 2021 £ | 2020 £ |
|---|----------|-------------------|-----------|-----------|
| 1 (2020:1) | Ordinary | 0.01 | <u>1</u> | <u>1</u> |

18. PENSION COMMITMENTS

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £167,802 (2020 - £178,006). No contributions were payable to or receivable from the fund at the reporting date (2020 - £5,563 receivable was included in creditors).

19. RELATED PARTY TRANSACTIONS

During the year, a management charge of £5,199,304 was debited in favour of the parent company, (2020: £5,381,481), based on a reseller agreement. As at December 31 2021, £899,402 is payable to the parent (2020: £890,460 payable).

20. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Nasdaq Inc is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements. Nasdaq, Inc is the ultimate controlling party and is incorporated in the United States of America.

21. PRIOR YEAR ADJUSTMENT

The comparative information in these financial statements have been restated from the figures previously reported in the prior year financial statements to reflect the reclassification of deferred income totaling £113,756 from short term creditors to long term creditors.