EBURY PARTNERS LIMITED
REGISTERED NUMBER: 07086058

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS
For the year ended 30 April 2022

Ebury

EBURY PARTNERS LIMITED

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Year ended 30 April 2022

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COMPANY INFORMATION

DIRECTORS	Salvador Garcia Andres Juan Manuel Fernández Lobato Laurel Bowden Stephen James Byrne Dirk Ludwig Marzluf Sergio Lires Rial Stewart Wilkinson Javier San Felix Garcia (appointed 23 June 2022)
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STRATEGIC REPORT

Ebury Partners Limited (the "Company") together with its subsidiaries, otherwise referred to as "Ebury" or the "Group", is a financial services specialist providing foreign exchange products, money transfer services, cash management solutions, trade finance and other currency services to Small and Medium-sized Enterprises ("SMEs") and our banking and non-banking partners through our 24 global operations.

Since 2009, our transaction banking solutions have been available across all industries, removing global financial barriers many organisations face, particularly when trading internationally.

Ebury provides a financial services experience and value proposition that our customers and stakeholders find beneficial.

PRINCIPAL ACTIVITIES OF THE COMPANY AND THE GROUP

Ebury provides commercial and deliverable foreign exchange and cash management solutions to SMEs, mid-corporates, banking partners and non-banking financial institution partners throughout its global branch network. For a detailed listing of these operations and locations please see Note 14 'Investments – Company'.

Ebury provides the following financial and other non-financial services to its clients:

- risk management solutions associated with cross-border trading;
- international payment and cash management services;
- tailored currency services and solutions;
- global network coverage and expertise;
- Recovery Loan Scheme ("RLS") trade finance and credit facilities; and
- an integrated technological and operational platform that allows for process automation, innovative data and expert analysis.

BUSINESS INFORMATION (CONTINUED)

The Group details below the financial services it provides to its customers:

SOLUTIONS

Businesses face risks and financial barriers within the global economy. Our innovative solutions offer a way to manage this risk, eliminate barriers and borders and, in the process, add value to our clients and their stakeholders. The key solutions we offer to our clients are summarised below:

- risk management;
- international payments;
- mass payments;
- currency accounts;
- collections;
- e-commerce solutions;
- trade finance;
- institutional solutions; and
- application programming interface ("API").

With us, there are no borders

The key distinguishing features we provide to our clients include:

- **Client service**
  Clients with an Ebury account have their dedicated Relationship Manager ("RM") who works with them to create solutions that meet the business's specific needs.

- **We work with you in mind**
  We constantly develop our technology and capabilities to be in line with our client's ever-changing needs.

- **Global flexibility**
  Our multilingual team of over 1,000 employees spanning 32 offices and over 21 countries, provides our customers access to local expertise and the opportunity to utilise our global reach.

- **Online platform**
  Our online platform allows customers to perform quick and easy transactions, manage their funds and access our capabilities through our secure portal.

BUSINESS INFORMATION (CONTINUED)

ABOUT EBURY'S SOLUTIONS

We believe that, for businesses to prosper and grow, there needs to be as few boundaries as possible. Our solutions minimise and eliminate boundaries for our clients by providing a competitive value proposition. We discuss Ebury's solutions in more detail below:

RISK MANAGEMENT

Mitigate Foreign Exchange ("FX") risk with our tailored solutions. We support our clients to protect their business from market fluctuations:

- **Understanding your needs** - We listen to our clients' needs and provide the right information to make informed decisions.
- **A strategy that suits you** - Our range of FX, trade finance and cash management solutions can be tailored to our client's structure and goals.
- **Dedicated RM** - We provide our clients with access to their dedicated RM who supports their financial decisions to ensure our solutions work optimally for our clients.

Risk management - Products

Our risk management solution includes several types of products and strategies and continues to expand. We have highlighted three of our most popular products below. These products allow our clients to lock in FX rates to protect their business from future currency market volatility:

- **Fixed Forward Contracts** - Lock in a currency rate up to five years in advance.
- **Window Forward Contracts** - Window Forward Contracts provide our clients the flexibility to lock in a rate and use it whenever required within a given period.
- **Non-deliverable Forwards** - Our clients use Non-deliverable Forwards to manage their exposure to international operations and/or to protect themselves when working with non-deliverable exotic currencies.

INTERNATIONAL PAYMENTS

Pay all over the world, quickly and securely using:

- **Extensive capabilities** - Pay suppliers, employees and business partners all over the world in over 130 currencies.
- **Global and local** - We cover both cross-border and domestic payment routes including collections solutions.
- **Fast and reliable** - You can trust that your payments will arrive on time, with most currencies arriving on the same day.
- **Integrated solutions** - Make payments online, through your RM, via API integration with your Enterprise Resource Planning ("ERP") or Treasury Management System ("TMS").

BUSINESS INFORMATION (CONTINUED)

MASS PAYMENTS

Send mass payments in multiple currencies at the click of a button expediting the process with fewer resources and a stronger control process:

- **Wide-reaching** - Ebury's worldwide payment capabilities and FX solutions allow our clients to pay employees and suppliers correctly, on a timely basis, and in the currency they require.
- **Reduce risk** - Ebury's mass payments solution minimises the risk of manual error by automating clients' processes for high-volume payments.
- **Dedicated team** - Our clients benefit from an experienced team focused on payroll and global disbursements solutions.
- **Save time** - Ebury's mass payments capabilities allow our clients to eliminate fragmented banking relationships and simplify complex reconciliations.

CURRENCY ACCOUNTS

We offer the accounts our clients need, in the currency and countries their customers want. Our clients can use their accounts to collect currencies internationally making the process easier than ever:

- **Get account details in your name** - This includes an account number and other necessary information to make or receive payments in a given currency.
- **Collect and hold money in multiple currencies** - Clients can convert their balances from one currency to another or use them to make payments.
- **Get in-country account details in your name to collect locally** - Our clients can use their currency accounts to receive funds from their customers and business partners without a local presence. This reduces friction and costs of transactions and adds value to our clients and their stakeholders.

COLLECTIONS

Collect through Ebury in 35+ currencies and benefit from cross-border and in-country collections:

- **Simple** – Clients using our service can streamline and simplify their back-office operations by collecting money globally without the need for multiple bank accounts or a local presence.
- **Win customers** – Ebury's collection capabilities allow our clients to gain a competitive advantage and increase customer satisfaction by pricing and accepting payments in the currency of their customers' preference.
- **Easy and secure –** Our clients can view their funds easily online, repatriate funds at competitive FX rates and make payments quickly and securely.
- **Integrated Solution** – Ebury's clients can access FX, financing and payment solutions to manage their finances and grow their business with their dedicated RM.

BUSINESS INFORMATION (CONTINUED)

E-COMMERCE SOLUTIONS

We offer our clients the facility to collect locally in 35+ currencies on their own e-commerce platforms, using personalised account details provided by us:

- **Simple** – Clients using our service can streamline and simplify their e-commerce back-office operations by collecting money in up to 15 countries without the need for multiple bank accounts or a local presence.

- **Convenient** – We are a participant in the Amazon PSP program, allowing sellers to utilise our services to provide their Amazon disbursement solution needs.

- **Easy and secure –** Our clients can view their funds easily online and save on fees and on transaction time.

- **Integrated Solution** – Our e-commerce clients can access FX, financing and payment solutions to manage their finances and grow their business.

TRADE FINANCE

Our trade finance solution, available to both importers and exporters, provides our clients with credit to help finance international trade.

Importers - Pay suppliers earlier and improve liquidity:

- **Pay as you go** - There are no up-front or hidden fees, providing our clients with added flexibility to use the facility whenever they like without incurring unnecessary costs.

- **Pay us back 150 days later** - Our clients can increase their liquidity through lengthening payment terms.

- **Your goods are yours** - We take no collateral, which means our clients see no impact on any existing credit lines they have.

Exporters - Provide your clients with buyer's credit to finance international or domestic trades:

- **Pay as you go** - There are no up-front or hidden fees, which provides our clients with added flexibility to use the facility whenever they like without incurring unnecessary costs.

- **Receive payment straight away** - Our clients can receive funds immediately with their buyers repaying when the invoice is due (up to 120 days later). This enhances liquidity for our clients and allows them to trade with a greater range of customers as well as being able to strengthen their liquidity management.

- **Your goods are yours** - We take no collateral from our clients, which means there is no impact on any existing credit lines they have.

BUSINESS INFORMATION (CONTINUED)

INSTITUTIONAL SOLUTIONS ("EIS")

We offer capital management solutions tailored to the needs of investment funds, corporate service providers and other clients with unique needs:

- **Risk management** – we offer tailored risk management solutions to enable fund managers to deploy capital across the world at pace, meaning no back-office delays. Our offerings include unsecured hedging facilities to enable our clients to focus on efficiently deploying capital rather than self managing foreign exchange risk.

- **Easy and cost saving –** Clients can also plug the service into portfolio companies to achieve further cost and time synergies to maximise investment returns.

- **Collect and hold money in multiple currencies** – we offer local account details in over 10 currencies, and foreign currency accounts in an additional 20 currencies, in addition to converting and paying monies in more than 130 currencies worldwide.

API

The Ebury API helps our clients fund and manage their international business by making trading and payments easy to integrate into their applications:

- **For our customers** - Ebury's API has the capability to automate clients' accounts receivable and payable processes and enable real-time FX hedging and risk management.

- **For our partners** - By embedding Ebury's API capabilities into their applications our partners can extend their product offering by adding cross-border global transaction banking to their services.

API core functionality

Our clients choose how and where to deploy their application, and we provide the means to integrate foreign exchange functionality into their application. The API is modular with the following core areas of functionality:

- **Quotes** - Get live rates, either estimated or a short-lived quote that you can use to book a trade.

- **Trades** - Use a quote to execute a trade.

- **Payments** - Use trades to fund payments.

- **Multi payments** - Wraps trades, beneficiary management and payments into a bulk operation, allowing many payments to be made across multiple currencies.

- **Account management** - Profile updates, beneficiary management and other items.

STRATEGIC REPORT

A. CHIEF EXECUTIVE OFFICER'S STATEMENT

Chief Executive Officer ("CEO") presents his statement to the Group Strategic Report along with the audited Financial Statements of Ebury Partners Limited, the Company and the Group, for the year ended 30 April 2022. The Group comprises the Company and its wholly-owned subsidiaries (detailed in Note 14 'Investments – Company' to the Financial Statements).

As the world emerged from the initial upheavals of the Covid-19 pandemic during FY22 and learned to manage the impacts, we recognised as a Group that our priority needed to be ensuring Ebury was well placed to benefit from the opportunities arising as economies recovered and our clients and potential new clients sought to recover, adapt and expand again.

A revised, refocused strategy, with key pillars that prioritise meeting the needs of clients, with the recognition that to do this requires investment in products, people, operations, compliance and technology is at the heart of our business. Our shareholders understand our vision, and despite the challenges for the Group during the pandemic have, and are, continuing to invest in us because they have confidence in our ability to deliver.

We have a product roadmap that resulted in significant investment into technology and operations during the year. We are committed to offering an integrated and innovative range of products to our clients that enables us to provide a comprehensive service, increasing both client satisfaction and client retention. Several product pilots are either underway or nearing launch, including our new Options product range, initially launched in Australia but already expanded into Canada and Switzerland. As the impacts of the pilot are assessed and as regulatory approvals are obtained we expect to continue this expansion into further locations.

We continue to expand our Front Office teams globally so we are well placed to deliver on our revenue generation goals, and seek to ensure our remuneration strategies reward strong performance. Integral, though, to our strategy is continuing investment in Compliance, and we are committed to ensuring that our Compliance teams and our compliance policies grow and adapt in line with the expansion of Ebury to ensure our standards meet ever increasing regulatory, taxation and legal requirements in all our locations worldwide.

Whilst FY22 was a year of investment in the business, we are already starting to see the benefits of this emerging, with both our client base and average revenues per client increasing FY22 compared to FY21 (see our Business Review section for more details). Although the Group made a loss for the year of £34.1 million (2021: £58.3m) on an IFRS basis, looking at our Adjusted Performance results, which management believe is a more appropriate indicator of the growth of the business, the Group is delivering a loss for the year of only £1.4m (2021: £56.7m). See section H 'Financial Key Performance Indicators' for further details of both IFRS and Adjusted Performance results.

Furthermore, this growth is emerging not just from our traditional European locations but also from operations around the globe. Canada achieved IFRS revenue of £2.9m for FY22 (£3.6m on an Adjusted Performance basis), compared to less than £1m for FY21 (IFRS and Adjusted Performance basis), and we have opened a second office in Vancouver. Our Australian operations are expanding: we now have four offices in the country, and we successfully launched our new Options product pilot out of Australia at the end of April 2022. Brazil was also growing and the announced acquisition in May 2022 of Brazilian based Bexs Banco and Bexs Pay (together: "Bexs"), subject to regulatory approval, will only increase the significance of this location to the Group.

We are conscious that there are ongoing risks to the global economy from the situation in Ukraine/Russia and other macroeconomic pressures. These are being monitored closely, with actions identified to respond on a timely basis to new developments impacting the Group. However, based on current performance, we are not identifying impacts requiring changes to the current Group strategy.

We are very proud of the way we have emerged from the pandemic during the year, and how we are starting to see our strategy delivering for the Group even in the current period of economic uncertainty. We believe the outlook for the business is positive. We will continue managing our costs and investment to grow risk-adjusted returns in an appropriate manner that aligns short-term decisions with the long-term interests of the business.

A. CHIEF EXECUTIVE OFFICER'S STATEMENT (CONTINUED)

I would like to thank our employees for their continuing relentless hard work and dedication year after year. I am proud of our achievements this year and look forward confidently to the next year and beyond. Finally, I would like to thank our customers, partners, suppliers and all other stakeholders for their continued support and trust in Ebury.

Juan Manuel Fernández Lobato

Chief Executive Officer

B. BUSINESS REVIEW

During FY21, the world was severely impacted by the outbreak of COVID-19. Ebury's business was also affected by the situation due to the lockdowns in different jurisdictions and closure of non-essential businesses.

In FY22, the situation was more controlled and Ebury had a strategy ready to return the Group to normal growth levels. As a Group, we identified the key pillars to achieving our strategy and focused on ensuring we implemented this:

- Activity - We ensured we had well managed and organised teams, maintained morale and brought activity up to and above historical levels.
- High Value - We prioritised and focused on higher-value clients. The key here was for all of us to take ownership for producing quality files and making sure we brought in profitable clients, within defined thresholds, to grow our business.
- Cross selling - We drove every opportunity to match the right products to the right clients and their needs.

Ebury has defined a clear roadmap to ensure we are able to improve our product offering to continue to meet our clients' needs. During the year we put all the resources in place to ensure our commercial and product strategy were aligned to ensure we have the best possible offering for our clients:

- New segments:
  - New vertical markets where the traditional banking sector has not yet focused, to increase our client base.
  - New sectors where we are still not present and where we believe there is a significant growth opportunity.

- Inorganic growth:
  - We announced in May 2022 the acquisition of Bexs that will enable us to expand our presence in the region (see Note 28).
  - We continue to review other opportunities to enhance our product offering, geographical expansion and new vertical markets.

IFRS revenues are £109.8m (2021: £106.9m), On an Adjusted Performance basis, which eliminates certain timing differences in the recognition of revenue under IFRS based on valuation methodology (see Section H for further details), Ebury succeeded in growing revenues by 34% to £149.4m, from £110.1m in prior year, and this includes an increase in new business activity to £28m for the year ended 30 April 2022. This is mainly driven by the growth of the Front Office teams and the correct operational processes in place, after implementing changes to keep pace with ever-changing regulatory requirements. The number of onboarded accounts has increased to 4,573 in FY22 from 3,316 in FY21 (+38%).

The quality of the accounts that we have onboarded during the year has increased from an average expected revenue of £8k in April 2021 to £10k in April 2022. It is important to note that in April 2020 this number was only £3k. As a Group, we are more and more focused on delivering profitability. For us, this strategy is driven both by the efforts of the Commercial teams to continue to grow and expand the business, and by increased efficiencies in the Back Office teams to be able to support this growth in a scalable manner.

We have closely managed our cost base to ensure we were efficient whilst remaining compliant, resulting in a decrease of £12.4m in total administrative expenses for the financial year, to £111.6m. Non-operating costs decreased from a net total of £9.1m to net £0.9m.

In the unaudited results for the post year end seven month period to 30 November 2022 we continue to see a growing business delivering strong revenues of over £123m (unaudited) (FY2022: £109.8m), mainly driven by an extraordinarily strong performance by the Commercial teams, whilst costs continued to be managed, improving profitability.

C. STRATEGY

The Group's strategy is to provide global transactional banking services to internationally trading SMEs, who otherwise have limited or no access to such services.

The key pillar of the strategy is building a global technology and data-enabled platform to deliver transactional services, coupled with credit provision tailored to the needs of our SME customers.

We believe that in order for a business to prosper and grow there needs to be as few boundaries as possible. Since 2009, our FX solutions have been working across all industries, and removing global financial barriers many organisations face.

As we move to a post-pandemic business environment, Ebury continues to focus on building our growth story, brought into focus through key strategic pillars designed to enable us to reach our objectives:

- Strategic Partnership with Santander - We continue to deepen our relationship with Santander, which is supporting our commercial expansion in relevant markets and helping to drive our acquisition of relevant prospects for our solutions.

- EIS - We are focusing our commercial teams on solving problems for the fund space through our Ebury Institutional Solutions brand.

- Expansion of our product suite to encompass MIFID and Options - We are pleased to continue supporting our clients with a wider breadth of products which support their complex requirements. Plans to expand to offer additional derivative products such as Options, will deepen our relationships with existing customers whilst helping to support new business in certain key markets.

- Brazil - We have chosen to invest in expanding our team in Brazil, and growing our footprint through strategic acquisitions which build our Brand in the region.

  We see huge potential in the Latin American market, particularly supporting our customers in the e-commerce space and look forward to driving our growth in the region.

- Partnerships - We continue to support our growth through strategic partnerships, with a focus in the last 12 months on making this a global effort, expanding out from the traditional UK/EEA markets.

- Through focusing our commercial team through these strategic pillars we expect to see continued strong growth in the post-pandemic environment.

D. PRODUCT AND TECHNOLOGY DEVELOPMENTS & ROADMAP

Ebury is establishing itself as a product led business in order to solidify our differentiated position in the increasingly crowded Fintech and financial services sector. Our product strategy is ambitious, but we have already secured the substantial investment in our product roadmap that will enable us to continue this development activity through the current financial year and beyond.

Our product strategy will enable Ebury to be a more embedded financial services partner to our clients, providing comprehensive solutions for: cash management, payments, lending and FX risk management activity. Furthermore, our capabilities are packaged and tailored to meet the needs of our clients based on their sector and geography, creating resonance with clients and differentiation from banks and other competitors. Clients are seeing Ebury as a full service financial partner meeting all their banking requirements more effectively and at a lower cost than the traditional banking sector.

As we execute on product strategy we are benefitting from the work completed during the year ended 30 April 2022, which saw Ebury deliver on projects that are foundational for our growth ambitions. Highlights include:

Technology:

- New vendors for critical commercial deliveries were identified and work was started ensuring smooth launches in the current year for the planned launches of our mobile app; pre-funded debit card; new FX options and forwards products; and enhanced onboarding.
- Four core domains were moved to new service architecture aligned to our service based technology plan.
- We also implemented new, event-driven infrastructure. This will ensure future scalability and improve time to market for new developments.

Data:

- We rolled out a dynamic pricing engine for online spot trading driving up both revenue and FX trading volumes.
- Approximately 30 new regulatory reports were delivered reinforcing full European market infrastructure regulation ("EMIR") & safeguarding compliance.

Digital, CX and Payments:

- We introduced improvements to our online platform (EBO) by offering more self-service tools and the redesign of the currency conversion and payments journeys, reducing the number of clicks and improving ease of navigation, to improve client satisfaction feedback.
- We focused heavily on automating aspects of our Trade Finance solution with the digitization of alerts, repayments and, where possible, documentation.
- We started preparing for the industry shift to ISO, delivering on our first milestone of connecting to the SWIFT FINPlus network, designed to facilitate ISO 20022 compliant messaging.

Financial Crime:

- We migrated Screening and Transaction Monitoring workstreams to more powerful vendors and data sources, further safeguarding against financial crime risk.
- We strengthened and improved the efficiency of our client KYC/onboarding with a new Customer Life Cycle Management system, and country-specific Identity and Verification. This work will underpin the future roll out of a fully digital client onboarding experience expected in approximately the next two years.

Treasury and Finance:

- Finance and Treasury teams have broader access to accurate and timely data, including exceptions and extraordinary situations identification and reporting, with better systems integration. Processes are faster and more efficient.

Looking forward:

Ebury is well positioned to continue executing on our product strategy, with many of the commercial outcomes expected to materialise in this current financial year.

E. OPERATIONS

During the year ended 30 April 2022 Ebury Operations have invested significantly in back office risk management systems and processes:

- We designed, tested and implemented a new CRM system, which allows us to better manage complex regulatory frameworks and support Ebury's international expansion / rapid growth. Following a period of phased local pilots across over 20 locations the official go-live occurred in May 2022.
- We migrated all screening processes (Payment and Client Data Screening) to a new screening provider, allowing the Group greater ability to customise and align the reporting of results to Ebury's risk appetite, providing better quality alerts and increased data coverage.
- We upgraded our existing Transaction Monitoring platform, which allowed Ebury to design and implement a new Transaction Monitoring Framework to more effectively mitigate financial crime risk associated with our client base and products. This has driven a 40% decrease in alert volumes, whilst increasing both the quality of alerts and the number of internal suspicious activity reports ("SARs") reported to the Compliance function.

We continue to make efficiencies and reduce manual processes:

- Synergies were identified between Transactional Operations and Financial Crime Operations which led to the amalgamation of both functions in March 2022 under the management of the Group Head of Operations.
- A Transactional Operations Transformation Plan was created in order to uplift the existing Transactional Operations processes. This encompassed knowledge and management based training, a management structure review, and new management information, controls and procedures. A number of automation and efficiency initiatives were also built into the Product Roadmap, currently in the discovery phase.
- One of the key efficiency initiatives launched in the past year has been the successful Online Campaign which looks to reduce offline payments and trades requested by our customers.

We continue to improve the way we mitigate risk, implement controls and govern our operation:

- Our compliance to regulatory standards are best evidenced by our Quality Assurance rates which remain above industry standard for both Onboarding, Reassessment, Transaction Monitoring and Client Data Screening.

Looking forward:

We continue to review our transactional coverage model to ensure that we are able to support and service our global clients and, as a consequence, are looking to potentially expand our operations to new sites in the foreseeable future.

We are investing into our Trade Finance Operations function. As part of the Operations Transformation Programme, we have released capacity, reduced client documentation requirements and provided training to the Front Office. This has helped drive a 50% reduction in trade rejections and a 30% increase in trade value. This activity is expected to increase throughout the current financial year.

F. COMPLIANCE

In line with international best practice, Ebury adopts a three lines of defence model. Within this model, the 2nd line Compliance function is, and has been, engaged across multiple projects alongside the 1st line Operations team in respect of enhancements to Ebury's policies, procedures, systems and controls.

Key developments include:

- Ongoing material investment into the new Customer Lifecycle Management function for "KYC" onboarding, ongoing monitoring and offboarding. This has been a key strategic goal, driven by the Chief Compliance Officer.
- The Compliance team continues to grow, ensuring a local presence in subsidiary and branch offices of Ebury globally. The restructuring of the Financial Crime Compliance ("FCC") team was successfully completed, streamlining decision making and driving efficiency of review without compromising on the detail or quality of risk management.
- Analysis and assessment channels are now better defined by the creating of distinct teams within FCC. This includes FCC Advisory, FCC Escalations, FCC Investigations, Quality Assurance and FCC Sanctions.
- Development of the Financial Crime Transformation Programme ("FCTP"), designed to coordinate Ebury's progress on a number of financial crime related work streams, including recommendations made by various stakeholders, both internal and external to the Group.
- Regulatory and advisory. Implementation of a dedicated team responsible for the provision of regulatory advisory to all branches. This team is the Central hub for coordination within the Compliance department and lead team in regulatory communications. Responsible for branch applications, passporting notifications and other regulatory matters both in the UK and abroad. The team has been enhanced with expertise to further assist with the remediation works for the UK MiFID Investment Firm.
- Engagement with external consultants to drive significant enhancements to the internal governance structures, including appropriate channels for Management Information ("MI") reporting and escalation of exposure to risk from local offices to Group. This has significantly enhanced the quality of monthly and bi-monthly reporting into senior management committees, such as the Financial Crime Executive Committee, and to the Group and UK subsidiary company Boards. This ensures that any risks are effectively captured and necessary remedial action is swiftly taken.
- Engagement with an external training consultant to assist in the development of the Financial Crime Training Academy aimed at developing a more robust training plan for delivery of financial crime training to the Group, including mandatory training, ad-hoc "lunch and learns" and e-learning.
- Development of Ebury's Client Risk Rating ("CRR") methodology prior to the integration into the new client lifecycle management system. Ebury's product and compliance teams worked alongside our external providers in order to ensure the team was sufficiently developed prior to migrating to the new platform.

The Compliance team is continually assessed by the Chief Compliance Officer in liaison with the wider Executive Committee to ensure that the team is adequately resourced, with the appropriate skills and experience, and with access to the necessary tools, in order to support the business in its growth and ambition in a sustainable manner, whilst ensuring that Ebury remains committed to the principles of ongoing compliance with all applicable laws and regulations in the jurisdictions in which it operates.

The delivery of ongoing enhancements to Ebury's policies, procedures, systems and controls will continue throughout 2022 and into 2023, alongside the development of compliance horizon scanning to manage, analyse, interpret and respond to forthcoming and expected regulatory change.

G. RISK MANAGEMENT

Enterprise Risk Management

All activities undertaken by Ebury carry an associated risk. The purpose of managing risk is to allow us to take advantage of potential business opportunities to truly remove borders for our clients while managing potential adverse effects.

We have designed our risk framework and associated policies and procedures to support the business and risk owners to make clear, informed and transparent decisions.

Risk is managed using our Enterprise Risk Management Framework agreed with the Board, which describes Ebury's approach to risk management, ensuring that the risk management is in line with the business objectives of Ebury, and the regulations and regulatory expectations under which Ebury operates.

There is a continuous improvement approach to Enterprise Risk Management, and policies, processes and internal controls have been further developed during the year. Key initiatives have been investing in additional staff, implementing new risk culture rhythm and setting an operational resilience programme which has set Impact Tolerances on our Important Business Services, mapped the services and is enhancing all contingency procedures. We believe that this approach allows us to make decisions on analytical assessments that have been arrived at by using a simple yet effective framework covering incident management, risk assessment processes, risk appetite thresholds and a clear process for treating, terminating, transferring or tolerating risk in a way that minimises opportunity cost and maximises protection against adverse events.

Three Lines of Defence

To mitigate its exposure to risk the Group operates a three lines of defence ("LoD") model which ensures there is a clear delineation of responsibilities between the ownership and management of risk ("1LoD"), oversight and challenge ("2LoD") and independent validation and assurance ("3LoD").

The first line of defence (1LoD) takes risks and is responsible and accountable for the ongoing management of such risks. This includes identifying, assessing and reporting exposures to risk, taking into account Ebury's risk appetite and policies, procedures and controls.

The second line of defence (2LoD) includes an independent Risk Management function and an independent and effective Compliance function. The Risk Management function complements the business line's risk activities through its monitoring and reporting responsibilities.

The third line of defence (3LoD) consists of an independent and effective internal audit function. Among other things, it provides independent review and objective assurance on the quality and effectiveness of Ebury's internal control system, the first and second lines of defence and the risk governance framework, including links to organisational culture, as well as strategic and business planning, compensation and decision-making processes.

Governance of our risk framework is exercised by our second line committees, providing effective oversight and challenge. The Group Risk Management Office, which is the Groups top level risk committee, is the key mechanism for this. Each subsidiary has a local Risk Management Office, which is a second line committee that reviews, challenges and supports on incidents and breaches, risks, risk mitigation plans, and internal control effectiveness. Local Risk Management Offices feed into the subsidiaries Board and to Group level Committees. Group Committees consist of: Financial Crime Executive Committee, Non-Financial Risk Committee, Assets and Liability Committee, and Client Money and Safeguarding Committee. The Group level committees feed into the Group Risk Management Office which reports to the Board.

G. RISK MANAGEMENT (CONTINUED)

Risk Appetite Framework

Ebury Partners has defined three different levels of appetite for risk (Eager, Cautious and Averse) to support the articulation of the Firm's risk appetite. The level of risk appetite for each risk type is determined in the Group Risk Appetite framework and periodically reviewed. For those risks assessed that are falling outside of appetite or within tolerance, further actions are required to mitigate or treat the risk.

Risk and Control Self-Assessment Process

Ebury's global footprint (products, services, partnerships, technology platforms) is evolving, which means there is a greater need to focus on Operational Risk Management. This is a key discipline and all Executives at Ebury, regardless of their location, are accountable for identifying and reporting Operational Risk exposure, incidents and issues. They are accountable for establishing and maintaining appropriate operational controls throughout the organisation to maintain the integrity of Ebury's activities. One of the key activities through which Operational Risk Management is implemented throughout the organisation is the Risk and Control Self-Assessment ("RCSA") Standard.

The RCSA Standard provides a consistent and unified approach to the identification and assessment of risks and controls across the organisation. The objective of the RCSA is to identify the Inherent Risks in each area of responsibility, and the appropriate controls to facilitate the effective management of these risks at any given time.

Principal Risks and Uncertainties

Our risk taxonomy is split into four core components of Financial Risks, Operational Risks, Legal and Regulatory Risks, and Growth and Strategy Risks which break down further into different Level 1 and Level 2 categories.

Our Group operations expose us to a variety of financial and non-financial risks. We provide a summary of the principal risks, and the uncertainties giving rise to risk, that the Group is managing, and emerging areas of interest for the coming financial year, together with the mitigating actions taken by the Group to manage those risks.

Principal Risks	Mitigating actions
Regulatory Reporting The roll-out of the European Anti-Money Laundering Directive 5 ("AMLD5") across our areas of operations has seen a marked increase in the required regulatory reporting including numerous branch reporting across our European entity and branches. The varying European regulators have taken different approaches in their implementation of the directive, including requiring a number of different data sets, data presentation and technical implementations to provide them with the data required. It is an ongoing challenge to maintain the constantly evolving reporting requirements, including the upcoming enforcement of the 6th directive ("AMLD6").	• Ebury is implementing robust processes and an ongoing programme of reporting activity that will ensure we are always on top of the required reporting. • In addition, we are making further enhancements to automate this where possible for the future (Horizon Scanning solutions).
Financial Crime Operating FX services and trade finance brings a risk of criminals abusing our products and services. Our exposure has not changed significantly during the financial year.	We have continued to develop and improve our management of financial crime risk by improving the governance and key risk indicators.

Principal Risks	Mitigating actions
Liquidity Risk A key risk to manage is that Ebury may have insufficient liquidity to fund resources to meet its financial obligations as they fall due.	• We ensure this is not the case by daily tracking of liquidity, performing a weekly remodelling, and a bi-monthly forecasting of our liquidity position. • The different capital adequacy requirements are tracked on a monthly basis during the different Risk Management Offices' meetings. • We stress tested our capital and liquidity requirements and have a defined process to take robust management action should it be required.
Execution, Delivery and Process Management There is a risk that we could incur losses due to inadequate or failed internal processes which differ from expected losses.	• Being a high growth firm with a global footprint requires us to be agile and seize business opportunities when they present themselves. • To mitigate the risk of internal processes failing we have built out an internal control framework aligned to the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") model and conduct first, second and third line control testing.
Security The ever increasing threat landscape of cyber criminals and attempts to compromise the confidentiality, integrity and availability of businesses and their data is a key non-financial risk. Our security team performs ongoing and continuous monitoring of our environments and has built a robust security management framework which seeks to continually improve the control environment and prevent, detect and respond to suspicious events.	• Our security team performs ongoing and continuous monitoring of our environments. • Additionally, it has built a robust security management framework which seeks to continually improve the control environment and prevent, detect and respond to suspicious events.
Covid-19 We believe the impact of the Covid-19 pandemic on client behaviours has reduced significantly during the financial year and we have not seen a marked increase in default rates.	• Our credit risk controls have proved robust in the face of economic pressure to our clients and we have not seen a marked increase in default rates. • We continue to track any impacts including which sectors are affected and have tailored marketing and sales strategies to take account of the changing conditions.

Principal Risks	Mitigating actions
Regulatory Changes Regulators throughout our areas of operations are continuing to increase the amount of regulatory change, particularly drawing e-money institutions into the fold of regulatory controls and oversight. This has resulted in further investment and projects to improve our control environment and ensure we meet our regulatory requirements. Key projects for this have included the strengthening of our 2LoD and building out more enhanced processes for operational resilience, third party risk management and outsourcing, and capital requirements. The strengthening of the 2LoD allows Ebury to better assess key and emerging risks by identifying existing risks and monitoring the existing controls and their efficiencies, organising risk forums where the emerging risks are discussed.	• Key projects for this have included the strengthening of our second line and building out more enhanced processes for operational resilience, third party risk management and outsourcing, and capital requirements. • The strengthening of the 2LoD allows Ebury to better assess key and emerging risks by identifying existing risks and monitoring the existing controls and their efficiencies, organising risk forums where the emerging risks are discussed.

Principal Risks	Mitigating actions
Macroeconomic We are particularly mindful of macroeconomic risks and volatility as, while major economies worldwide emerge from the COVID-19 pandemic, lockdown and restrictions, new concerns such as the Ukrainian conflict, international sanctions, rising inflation and Central Bank policies may impact performance and can drive currency volatility. In particular, we are focused on the potential recessionary impact of the significant tightening of monetary policy across our geographies that is inevitable in order to bring inflationary pressures under control.	• In credit, we remain mindful of the effect of the phasing out of state-support programs for SMEs. • We have stepped up our monitoring of the swap risk exposure, in particular as it pertains to the EUR/USD interest rate curve to protect against the impact of potential Federal Reserve hikes, and have increased our portfolio-wide hedges against said exposure. • The potential for increased volatility in currency markets as a result of these monetary policy changes post COVID-19 means that we are especially vigilant about our liquidity buffer requirements, where to ensure liquidity remains sufficient to sustain our current businesses and future growth plans. • The strengthening of the 2LoD allows Ebury to better assess key and emerging risks by identifying existing risks and monitoring the existing controls and their efficiencies, organising risk forums where the emerging risks are discussed. • The credit risk team closely monitor the wider macro-economic outlook, to ascertain whether there is any impact on the counterparty Expected Credit Losses, and factor this into their expected credit loss modelling accordingly, incorporating in the model the latest externally available information. • This monitoring included upgrading or downgrading our appetite for credit risk per country and per sector as appropriate in response to leading macroeconomic indicator as well as the early signals which may come from the performance of our credit portfolio • As in prior year the Board took consideration of: the overall economic outlook for the markets in which it operates; the risk of adverse impact on the customers of the Company; and our estimates contained within the Expected Credit Loss ("ECL") model. The Board concluded that based on the available information at the reporting date, as well as up to the date of signing of the Financial Statements, there were insufficient indicators to warrant creation of a portfolio level adjustment, and as such the model continued to provide the optimal and intended credit loss allowances by counterparty.

H. FINANCIAL KEY PERFORMANCE INDICATORS

The Board of Directors and management use a range of key performance indicators to target, measure and assess the performance of the business. These Key Performance Indicators ("KPIs") not only assist in the performance assessment but also help in evaluating whether the Group is delivering on its strategy and ultimately creating shareholder value.

UK-Adopted International Accounting Standards ("IFRS") v "Adjusted Performance" Alternative Performance measure

Our reported results are prepared in accordance with IFRS as detailed in the Financial Statements starting on Page 36 of this document.

Our internal results are prepared on the basis of IFRS with adjustments reflecting management entries, referred to here as "Adjusted Performance". The Adjusted Performance takes into account items and measurement techniques which do not meet the criteria for recognition and measurement under IFRS. However, these techniques are relevant to how management makes decisions and assesses the overall performance of the global business.

We present non-IFRS Adjusted Performance measures to compare and contrast our internal with external reporting to identify and quantify items management believes to be significant, providing insights into how management assesses period-on-period performance.

'Adjusted performance" results and KPIs' and related data may not sum due to rounding. Percentages are calculating on underlying figures before rounding.

To derive Adjusted Performance we adjust for:

- the portion of the revenue on derivative contracts (Window Forwards) yet to be accounted for under IFRS, which management calculate to be the economic value of the contract as at the reporting date;
- the effect on the commission accrual resulting from reporting the Adjusted Performance net revenue for the reporting period; and
- the effect of IFRS 16 'Leases' on accounting for leasehold properties. The Adjusted Performance measures exclude right of use assets and lease liabilities and recognise only lease payments as they fall due.
- the effect, if any, from significant items which distort year-on-year comparisons. Adjustment for these items, where made, helps with the understanding of the key drivers and underlying trends in the business.

A reconciliation between the loss and Statement of Financial Position reported under IFRS and management's Adjusted Performance results is shown in the Strategic Report tables below, which forms the basis of how we calculate the performance indicators shown in the tables in this section.

H. FINANCIAL KEY PERFORMANCE INDICATORS (CONTINUED)

Reconciliation between reported IFRS to management's Adjusted Performance measure - Loss for the financial year ended 30 April 2022

The table below reconciles the IFRS reported figures to management's Adjusted Performance measure which the Board of Directors uses to monitor, manage and make decisions:

		2022			2021		
		IFRS	Adj.*	Adjusted Performance	IFRS	Adj.*	Adjusted Performance
	Footnotes	£m	£m	£m	£m	£m	£m
Revenue	(i)	**109.8**	**39.6**	**149.4**	**106.9**	**3.2**	**110.1**
Cost of sales	(ii)	(29.6)	(6.8)	(36.4)	(31.8)	(1.6)	(33.4)
Gross profit		**80.2**	**32.8**	**113.0**	**75.1**	**1.6**	**76.7**
Gross margin (%)	(iii)	**73%**		**76%**	**70%**	**51%**	**70%**
Overheads	(iv)	(103.1)	(0.1)	(103.2)	(112.6)	-	(112.6)
EBITDA**		**(22.9)**	**32.7**	9.8	**(37.5)**	**1.6**	**(35.9)**
EBITDA margin (%)	(v)	**(21)%**		**7%**	**(35)%**	**51%**	**(37)%**
Depreciation & Amortisation***		(8.5)	-	(8.5)	(11.4)	-	(11.4)
EBIT****		**(31.4)**	**32.7**	**1.3**	**(48.9)**	**1.6**	**(47.3)**
Finance and other non-operating costs		(0.9)	-	(0.9)	(9.0)	-	(9.0)
(Loss)/profit before tax		**(32.3)**	**32.7**	**0.4**	**(57.9)**	**1.6**	**(56.3)**
Tax on ordinary activities		(1.8)	-	(1.8)	(0.4)	-	(0.4)
Loss for the year		**(34.1)**	**32.7**	**(1.4)**	**(58.3)**	**1.6**	**(56.7)**

* *"Adj" Adjustments*
** *"EBITDA" Earnings Before Interest, Taxation, Depreciation and Amortisation*
*** *Depreciation of property, plant and equipment and amortisation of intangibles*
**** *"EBIT" Earnings Before Interest and Taxation*

H. FINANCIAL KEY PERFORMANCE INDICATORS (CONTINUED)

Footnotes

Adjusted performance results are based on IFRS, adjusted for the following:

(i) IFRS valuation of window forward contracts
Window forward contracts permit clients to exercise options at any point during a "window" period. These products are economically hedged using fixed exercise date forward contracts placed with third party liquidity provider banks.

The initial and subsequent measurement of open forward contracts with liquidity providers is fair value based on a quoted market price. IFRS permits any gain or loss arising from cost and initial valuation, and subsequent revaluation, of these financial instruments to be taken immediately to the Income Statement. However, the measurement of window forward contracts with clients is based on internal models, taking into account certain market data, but also historical drawdown behaviour, as well as other internal model inputs, and is subject to FX risk. IFRS requires any gain or loss arising from the use of these models to be recognised over time. This gives rise to an accounting timing mismatch between the valuation treatment of window forwards and the valuation of the financial instruments economically hedging them.

Adjusted Performance revenue, used by the Board to assess performance, adjusts for this timing difference by comprising the IFRS valuations of all trades, adjusted to include the full gain on initial recognition of the open window forward client contracts, consistent with the treatment under IFRS of the trades economically hedging those contracts. This results in Adjusted Performance revenue £39.6m higher than IFRS for the financial year (2021: £3.2m).

(ii) 'Cost of sales' adjustment of £(6.8)m (2021: £(1.6)m), reflects the higher (2021: higher) commission costs associated with the higher (2021: higher) 'Revenue' on an Adjusted Performance basis.

(iii) 'Gross margin %' = gross profit / revenue

(iv) 'Overheads' - Administrative expenses as disclosed in the 'Consolidated Statement of Comprehensive Income, adjusted for depreciation and amortisation. There is a £0.1m difference arising from minor differences between IFRS and Adjusted Performance, such as the application of IFRS 16 'Leases' lease accounting for IFRS reporting, reversed out and replaced with rental payments due on an Adjusted Performance basis.

(v) 'EBITDA margin %' = EBITDA / revenue

H. FINANCIAL KEY PERFORMANCE INDICATORS (CONTINUED)

Reconciliation between reported IFRS to management's Adjusted Performance measure - Summarised Statement of Financial Position as at 30 April 2022

The table below reconciles the IFRS reported figures to management's Adjusted Performance measure which the Board of Directors uses to monitor, manage and make decisions:

		2022			2021		
		IFRS	Adj.	Adjusted Performance	IFRS	Adj.	Adjusted Performance
	Footnotes	£m	£m	£m	£m	£m	£m
Total non-current assets		**110.8**	**-**	**110.8**	**78.4**	**-**	**78.4**
Derivative assets	(vi)	376.6	39.6	416.2	119.0	3.2	122.2
Total other current assets		616.9	-	616.9	458.7	-	458.7
Total current assets		**993.5**	**39.6**	**1,033.1**	**577.7**	**3.2**	**580.9**
Total non-current liabilities		**(66.3)**	**-**	**(66.3)**	**(23.3)**	**-**	**(23.3)**
Trade and other payables	(vii)	(566.9)	(6.9)	(573.8)	(400.9)	(1.6)	(402.5)
Total other current liabilities		(421.7)	-	(421.7)	(244.2)	-	(244.2)
Total current liabilities		**(988.6)**	**(6.9)**	**(995.5)**	**(645.1)**	**(1.6)**	(646.7)
Net assets/(liabilities)		**49.4**	**32.7**	**82.1**	**(12.3)**	**1.6**	**(10.7)**
Total equity	(viii)	**49.4**	**32.7**	**82.1**	**(12.3)**	**1.6**	**(10.7)**

Footnotes

Adjusted Performance results are based on IFRS, adjusted for the following:

(vi) Statement of Financial Position impact of measuring net revenue using an Adjusted Performance measure which accounts for the full expected economic value of open window forward contracts as they arise, unlike the current IFRS fair value approach, which recognises the full expected economic value of certain forward contracts over time. The £39.6m (2021: £3.2m) difference reflects the gross timing difference on contracts open at year-end.

(vii) Statement of Financial Position impact of measuring 'Cost of sales' using the Adjusted Performance measure, £(6.8)m (2021: £(1.6)m), which reflects a higher (2021: higher) commission accrual due to higher (2021: higher) Adjusted Performance 'Net revenue'. Also £(0.1)m other minor adjustments.

(viii) The 'IFRS' change in 'Total equity' from £(12.3)m as at 30 April 2021 to £50.1m as at 30 April 2022 is comprised of:

Changes in total equity	**£m**
30 April 2021 - Total Equity	**(12.3)**
Equity movements	95.2
Loss for the year	(34.1)
Other movements	0.6
30 April 2022 - Total Equity	**49.4**

I. SECTION 172 STATEMENT

Ebury strives to provide a financial services experience and a value proposition that all of our stakeholders find beneficial. We have over 1,000 employees worldwide. We engage with a wide range of suppliers all around the world and have many shareholders, all of which are Ebury stakeholders. The Directors have a responsibility under Section 172 of the Companies Act 2006 to consider the interests of our stakeholders in their strategic decision-making to promote the success of the Company for the benefit of the members as a whole. This is part of their duty to promote the Company's longer-term viability and prospects.

During the financial year ended 30 April 2022 the Board identified the following key stakeholders (third parties whose interests we should take into account when making a decision):

- Employees
- Shareholders
- Clients
- Suppliers
- The environment
- Regulatory bodies (Including auditors)

The Board evaluates all relevant matters to identify the impact on our stakeholders, ensuring that the Executive Directors and Senior Management fully consider stakeholders' interests. Decisions made can result in compromises between our stakeholder groups. However, the Board endeavours to ensure that all stakeholders are treated fairly. Below are examples of how we foster business relationships with, and consider the interests of a number of, our stakeholders.

Employees

Our Executive Directors, senior management and the Board engage with all of our employees regularly. Heads of Departments hold weekly catch-up calls where employees can share updates and raise any questions they may have. Ebury has an open culture and operates a regular engagement survey which gives the leadership team valuable feedback. The feedback contributes to the continuous improvement of our culture.

I. SECTION 172 STATEMENT (CONTINUED)

Shareholders

Shareholders comprise anyone who owns Ebury shares. Shareholders range from large multinational investors to employees and individuals. Our Co-CEOs during the financial year, Juan Lobato and Salvador Garcia Andres, have regular interaction with our major shareholders to ensure Ebury fully understands their interests.

Clients

Our client-based focus is to deliver a high quality service that aims to minimise and eliminate boundaries by providing a competitive value proposition. We aim to engage with our clients through open communication channels and first-class customer service. Clients with an Ebury account have their dedicated RM who works with them to meet the business' specific needs. The continuous dialogue offers customers the opportunity to provide feedback, which we can be used in our strategic decision-making. This accessibility is key to placing our customer's interests at the forefront of our decisions, as well as playing a key role in developing our product offering. We value transparency and provide clients with our online platform to allow customers to view, manage and perform transactions through a secure portal.

Suppliers

We work with in excess of 2,500 suppliers and partners locally and internationally. Our suppliers provide services across a range of jurisdictions and geographies. Integrity is central to our business relationships and we only engage with suppliers who share our values. We have robust systems and processes in place to ensure that we understand their processes and that their interests and values align with our own.

Environment

We recognise the importance of our environmental responsibilities and monitor the impacts of running our business on the environment. We design and implement policies to reduce any negative impact caused by Ebury's activities. We encourage sustainability and introduce initiatives to minimise our net impact on the environment and reduce our carbon footprint. Our Head Office is supplied with 100% certified renewable electricity.

Regulators

We are regulated in all countries that we operate. We proactively engage with the local regulators wherever possible to ensure new regulatory requirements are effectively implemented. We are committed to an honest and cooperative relationship with our regulators and have a dedicated regulatory and compliance team to support this. Our team reports to the Board and the Senior Management Team to ensure Ebury maintains the highest standards of regulatory conduct.

I. SECTION 172 STATEMENT (CONTINUED)

Examples of matters considered/approved by the Board during the financial year include:

Matter considered/approved	**Stakeholder impacts**
Acquisition of Bexs / Consideration of financing of the business.	Responsible and considered acquisitions activity, offering significant potential for synergies and enhancing our product and technological capabilities to our clients, combined with measured discussions on the financing of the business, is good for all stakeholders. It enables the Group to meet its growth ambitions; enables us to meet the needs of our clients; provides shareholders with potential returns on their investment, which in turn enables the Board to obtain further investment in the Group to continue to expand its ambitions, providing new opportunities for suppliers and employees. Synergies and investment in new technology ensure the Group is managed efficiently, reducing the impact on the environment.
Review of employee survey and leadership 360 review results.	Understanding employee feedback enhances the Board's ability to oversee policies that meet the needs of its employees; to communicate on matters of importance to its employees and be aware of the impact of its business decisions on employees.
Russia/Ukraine conflict- impact on clients and processes, including collaboration measures with certain key suppliers to manage the impact.	The Board's interest in major events is not limited to the economic impact. The Board understands the importance of active involvement in the wider implications, as that helps set the right culture both across the organisation and with our suppliers in regards to areas such as compliance with laws and regulation.
Approval of new product pilots.	New product launches ensure the Group continues to meet the needs of our clients, and provide new employment opportunities.

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

Juan Manuel Fernández Lobato
Director

1 February 2023

DIRECTORS' REPORT

The Directors present their report with the Financial Statements of the Company and the Group for the year ended 30 April 2022.

DIRECTORS

The Directors of the Company, who were in office during the year and up to the date of signing the Financial Statements unless otherwise stated, were:

DIRECTORS	Juan Manuel Fernández Lobato (CEO)
	Salvador Garcia Andres (resigned as CEO from 1 May 2022)
	Laurel Bowden
	Stewart Wilkinson
	Stephen James Byrne
	Sergio Lires Rial
	Dirk Ludwig Marzluf
	Javier San Felix Garcia (appointed 23 June 2022)
	Rami Aboukhair Hurtado (resigned 5 April 2022)

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the Directors and Executive Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors and Executive Directors.

GOING CONCERN

The Directors are confident that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future, hence they continue to adopt the going concern basis in preparing the annual Financial Statements.

During the year to 30 April 2022 and to date of signing of the Financial Statements our capital and liquidity positions were primarily affected by:

i. Capital raising of £95m during the financial year to 30 April 2022 from Santander and other shareholders; and
ii. Refinancing of the Groups debt facility, including financing to facilitate the Group's purchase of Bexs.

During the financial year ending 30 April 2022 the Company raised £95m from existing shareholders, £35m in August 2021 and a further £60m in April 2022. As a result, the Santander Group's ("Santander") investment in the Group increased from 50.4% to 54.5% of the 'A' ordinary shares. This new capital is ensuring the Group has the capital in place to fund its expansion ambitions. Subsequent to the year end Santander has purchased existing shares to take its 'A' Ordinary shareholding to 66.91%, in a further sign of confidence in the potential of the Group.

Furthermore, the €250m revolving credit facility with Santander renewed annually to 30 June 2022, has been replaced by a new, three year agreement in force from 1 July 2022 to 30 June 2025, giving two facilities, a one year facility for €125m and a three year facility for €225m, collectively to fund both the working capital and internal growth ambitions of the Group, and the recently announced acquisition of Bexs (see Note 28 for details). Co-guarantors of this agreement are the Company, EPUK, EPBE, EPF, EMP and EMP Holdco.

GOING CONCERN (CONTINUED)

Historically, over the course of the past four years, equity injections have taken place each year through various funding rounds. These capital injections are allowing the Group to accelerate its expansion, both by internal growth and by acquisition, to maintain on-going investment in infrastructure and technology, and to address the more complex global transactional needs of its customers.

Where the Group does identify a need for additional capital, the contributions if required would be sought from existing shareholders. Over the course of the Going Concern assessment period, being twelve months from the date of approval of the Financial Statements, we are not anticipating any further equity contributions, though our equity holders stand ready and available to assist as and when required.

Furthermore, under certain scenarios and where the Board deems it appropriate alternative actions would be taken prior to any request for additional equity. This includes raising more debt from Santander as well as adopting cost minimisation strategies, and taking cost cutting and other measures.

We have stress tested and reverse tested our budget and the Directors are confident that the Group has adequate resources to continue in operational existence for the foreseeable future. We have also carried out a sensitivity analysis on the forecasting process, assuming a range of decreases in revenue between 5% and 25%, with prudent assumptions as to the related impact on costs (0% to 15% decrease), which has demonstrated that under reasonably possible and probable outcomes the Group has sufficient capital and available resources to meet its financial obligations and adhere to its regulatory capital requirements over the course of 12 months from the date of approval of the Financial Statements. Furthermore, the Directors are of the opinion that, based on these tests, the Company and the Group should be able to operate within the current borrowing facilities and comply with all financing covenants.

In addition to forecasting and sensitivity analyses, Ebury is constantly running various credit stress scenarios at the client level using credit ratings mapped to external ratings agencies to assess the potential maximum credit loss, as part of scenario planning. In addition to testing covenants and checking the liquidity position and outlook of the Company and the Group, we are running and analysing credit scenarios on a weekly basis. We believe that these actions allow us to best mitigate adverse market conditions.

Liquidity levels remain robust. Total Group cash balances on the Statement of Financial Position as at 30 April 2022 were £567.4m (2021: £413.4m), including safeguarded and other client cash of £460.1m (2021: £351.6m), and non-client cash of £107.4m (2021: £61.8m). Ebury total cash increased by £154.0m compared to 2021. Non-client cash increased by £45.6m compared to 2021 and is inclusive of debt facility related cash.

Group borrowings decreased to £121.7m (2021: £161.1m).

The Company and the Group are fully aware of various risks associated with the high growth ambitions of the Group. These risk factors are well understood and regularly monitored. An excellent oversight of risks allows the management team and Board of Directors of the Group to react and respond in a nimble way and ensure that the business is appropriately funded over the next 12 months horizon. On that basis, the Directors of the Company and Group believe that there is a reasonable expectation that the Company and Group have adequate resources to continue trading for the foreseeable future.

DIRECTORS' REPORT

RESULTS AND DIVIDENDS

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

STRATEGIC REPORT

The Company and the Group have chosen, in accordance with Section 414C of the Companies Act 2006, to set out the following information in the Group Strategic Report, which would otherwise be required to be disclosed in the Directors' Report:

- future prospects and developments;
- financial risk management; and
- principal risks and uncertainties.

The Directors do not recommend payment of a dividend (2021: £Nil).

ENVIRONMENT

The Company and the Group recognise the importance of their environmental responsibilities. The Group monitors its impact on the environment, and looks to design and implement policies to reduce any damage that might be caused by its activities. Initiatives designed to minimise the Company and the Group's net impact on the environment include safe disposal of electronic equipment, recycling and reducing energy consumption.

The Company and each subsidiary of the Company consumed less than 40,000 kWh of energy in the UK in the reporting period and is exempt from reporting under Streamlined Energy and Carbon Reporting ("SECR").

EMPLOYEES

The Company and the Group firmly believe that employees should be kept informed on all relevant aspects of the Group's business. The use of email, intranet, blogs, and regular meetings are dedicated to the effective flow of information and ideas facilitating this belief.

There are several activities across the Group, which take place at our various locations, to encourage employee involvement, for example, local and Group level communication activities, health and wellbeing initiatives, gender diversity initiatives and investment into learning and development.

There is a comprehensive employee handbook in place and management guidance documents that provide step-by-step instruction on handling important compliance matters such as the right to work and sponsorship procedures.

EQUAL OPPORTUNITIES

The Company and the Group believe in, and wholeheartedly supports, the principle of providing equal opportunities to all applicants for employment and all colleagues and oppose all forms of discrimination on the grounds of race, colour, nationality, ethnic or national origin, age, religion or philosophical belief, sex, gender reassignment, marital or civil partner status, sexual orientation, pregnancy, maternity or disability. The Company and the Group do not operate differentials in salary or contractual terms based on any of these factors.

EQUAL OPPORTUNITIES (CONTINUED)

The policy applies to every colleague who is involved in any aspect of the management of employment and to all colleagues who make decisions or recommendations concerning recruitment, remuneration, promotion, training, demotion, transfer and other terms, conditions or privileges of employment. It also applies to all colleagues in their relations with other colleagues. This includes giving full and fair consideration (having regard to the person's particular aptitudes and abilities) to applications for employment that disabled persons (as defined in the Equality Act 2010) make to the Group. We are committed to providing reasonable adjustments, training, and development and to continuing to support the career, of those protected by the Equality Act 2010.

The Group fully supports the rights and opportunities of all people to seek, obtain and hold employment without discrimination or harassment and has adapted all employment policies in line with changes in legislation, including age discrimination, flexible working, and harassment in the workplace.

REMUNERATION

The Group's Remuneration Policy links remuneration to achieving the Group's strategic objectives, sustained high performance and creating long-term stakeholder value through a combination of short and long-term rewards.

Total compensation is linked to performance, alignment with Ebury corporate values, behaviour, conduct and long-term stakeholder interests. As such, the Group does not reward inappropriate or excessive risk-taking behaviour and conduct that is not acceptable to our core values and other activities that jeopardise the long-term value and sustainability of the Company and the Group.

The remuneration structure for employees is closely aligned with that of the Executive Directors and Senior Management, the primary exception being the degree of participation in the Group's Management Incentive Plan ("MIP").

A significant proportion of the potential remuneration of the Executive Directors and Senior Management is variable and performance-related in order to ensure alignment with shareholder interests.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with UK-Adopted International Accounting Standards.

Company law requires the Directors to prepare the Financial Statements for each financial year. Under that law, the Directors have elected to prepare the Financial Statements in accordance with UK-Adopted International Accounting Standards. 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 the Group and of the profit or loss of the Group for that year. In preparing these Financial Statements, the Directors are required to:

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

STATEMENT OF DIRECTORS' RESPONSIBILITIES (CONTINUED)

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company and the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's and the Group's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's and the Group's auditors are aware of that information.

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

Juan Manuel Fernández Lobato
Director

1 February 2023

Independent Auditors' Report to the Members of Ebury Partners Limited

Opinion on the Financial Statements

In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 April 2022 and of the Group's loss for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with UK-Adopted international accounting standards;
- the Parent Company Financial Statements have been properly prepared in accordance with UK-Adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the Financial Statements of Ebury Partners Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 April 2022 which comprise the consolidated statement of comprehensive income, consolidated Statement of Financial Position, Company Statement of Financial Position, consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, consolidated Statement of Cash Flows, Company Statement of Cash Flows and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-Adopted international accounting standards and, as regards the Parent Company Financial Statements, as applied in accordance with the provisions of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the Financial Statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 Group's and Parent 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.

Independent Auditors' Report to the Members of Ebury Partners Limited

Other information

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

Other Companies Act 2006 reporting
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 Group and Parent 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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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 Statement of Directors' responsibilities, 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 Group's and the Parent 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 Group or the Parent 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.

Extent to which the audit was 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 have obtained an understanding of the legal and regulatory frameworks applicable to the entity and we have enquired of management to identify how the entity is complying with those frameworks and whether there were any known instances of non-compliance.

We considered the entity's control environment that has been established to prevent, detect and deter fraud. We then assessed the risk of susceptibility of the entity's Financial Statements to material misstatement, including how fraud might occur.

Our assessment of the Group's revenue cycle identified that it is largely automated in nature. We tested the reconciliation of trading data to the trial balance on a total basis for all entities and tested a sample of reconciling items. We recalculated the realised and unrealised gain/loss on FX contracts in total and we performed sample testing to agree trades back to source documentation and market data.

In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments in the general ledger.

We considered the following to be risk areas for potential fraudulent financial reporting given the high level of judgement and estimation involved: carrying value of investments, impairment of financial assets, fair value of financial instruments, and capitalisation of development costs. Our audit procedures have focused on significant judgements made by management and we have evaluated whether there was any evidence of bias that represented a risk of material misstatement due to fraud.

We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and discussed how and where these might occur and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the Financial Statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the Financial Statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities . This description forms part of our auditor's report.

Independent Auditors' Report to the Members of Ebury Partners Limited

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:
Peter Smith
0F308806BCF046B...

Peter Smith (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
1 February 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 30 April 2022

	Notes	2022 £'000	2021 £'000
Revenue	3 (A)	109,848	106,933
Cost of providing services		(29,642)	(31,812)
Gross profit		**80,206**	**75,121**
Administrative expenses	5, 6	(111,595)	(124,001)
Operating loss	5	**(31,389)**	**(48,880)**
Finance income	8 (b)	292	314
Finance expense	8 (a)	(7,329)	(12,158)
Net gain on financial instruments held at fair value through profit and loss		3,377	1,866
Other income		2,728	926
Loss on ordinary activities before tax		**(32,321)**	**(57,932)**
Income tax expense	9 (a)	(1,755)	(338)
Loss for the year		**(34,076)**	**(58,270)**
Other comprehensive income net of income tax			
Exchange differences on translation of foreign operations		647	639
Total comprehensive loss for the period		**(33,429)**	**(57,631)**

The Notes on pages 45 to 105 form part of these Financial Statements.
There are no discontinued operations arising during the year.

EBURY PARTNERS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 April 2022

	Notes	30 April 2022 £'000	30 April 2021 £'000
NON-CURRENT ASSETS			
Intangible assets	**10**	25,897	26,946
Property, plant and equipment	**11**	2,007	2,051
Right-of-use assets	**12**	10,112	11,575
Investments	**13**	11,191	5,687
Derivative financial instruments	**15**	61,589	32,145
TOTAL NON-CURRENT ASSETS		**110,796**	**78,404**
CURRENT ASSETS			
Derivative financial instruments	**15**	376,614	119,032
Trade and other receivables	**16**	49,397	45,237
Cash and cash equivalents	**17**	567,447	413,420
TOTAL CURRENT ASSETS		**993,458**	**577,689**
TOTAL ASSETS		**1,104,254**	**656,093**
NON-CURRENT LIABILITIES			
Derivative financial instruments	**20**	(55,485)	(10,322)
Lease liabilities due after one year	**12**	(7,859)	(9,733)
Deferred tax	**9**	(2,920)	(3,236)
TOTAL NON-CURRENT LIABILITIES		**(66,264)**	**(23,291)**
CURRENT LIABILITIES			
Trade and other payables	**18**	(566,911)	(400,920)
Derivative financial instruments	**20**	(296,033)	(79,447)
Borrowings	**21**	(121,745)	(161,139)
Lease liabilities due within one year	**12**	(3,875)	(3,613)
TOTAL CURRENT LIABILITIES		**(988,564)**	**(645,119)**
TOTAL LIABILITIES		**(1,054,828)**	**(668,410)**
NET ASSETS / (LIABILITIES)		**49,426**	**(12,317)**
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT			
Share capital	**22**	35	29
Share premium		251,527	156,361
Retained earnings		(203,944)	(169,868)
Foreign exchange translation reserve		1,808	1,161
TOTAL EQUITY		**49,426**	**(12,317)**

The Notes on pages 45 to 105 form part of these Financial Statements.

EBURY PARTNERS LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION

As at 30 April 2022

	Notes	30 April 2022 £'000	30 April 2021 £'000
NON-CURRENT ASSETS			
Investments	**14**	235,096	167,279
TOTAL NON-CURRENT ASSETS		**235,096**	**167,279**
CURRENT ASSETS			
Trade and other receivables	**16**	50,685	137,400
Cash and cash equivalents		60,206	139
TOTAL CURRENT ASSETS		**110,891**	**137,539**
TOTAL ASSETS		**345,987**	**304,818**
CURRENT LIABILITIES			
Trade and other payables	**18**	(8,130)	(17,038)
Borrowings	**21**	(121,745)	(161,139)
TOTAL CURRENT LIABILITIES		**(129,875)**	**(178,177)**
TOTAL LIABILITIES		**(129,875)**	**(178,177)**
NET ASSETS		**216,112**	**126,641**
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT			
Share capital	**22**	35	29
Share premium		251,527	156,361
Retained earnings		(35,450)	(29,749)
TOTAL EQUITY		**216,112**	**126,641**

COMPANY STATEMENT OF FINANCIAL POSITION

As at 30 April 2022

The total comprehensive loss of the Company for the financial year ended 30 April 2022 totalled £5,701k (2021: £13,515k).

The Financial Statements on pages 36 to 105 were approved by the Board of Directors on 1 February 2023 and signed on its behalf by:

Juan Manuel Fernández Lobato
Director
Ebury Partners Limited, Registered Number: 07086058

The Notes on pages 45 to 105 form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 30 April 2022

	Note	Share capital	Share premium	Retained earnings	Foreign exchange translation reserve	Total Equity
		£'000	£'000	£'000	£'000	£'000
As at 1 May 2020		**29**	**156,208**	**(111,598)**	**522**	**45,161**
Loss for the financial year		-	-	(58,270)	-	(58,270)
Currency translation differences		-	-	-	639	639
Shares issued		-	153	-	-	153
As at 30 April 2021		**29**	**156,361**	**(169,868)**	**1,161**	**(12,317)**
Loss for the financial year		-	-	(34,076)	-	(34,076)
Currency translation differences		-	-	-	647	647
Shares issued	22	6	95,166	-	-	95,172
As at 30 April 2022		**35**	**251,527**	**(203,944)**	**1,808**	**49,426**

The Notes on pages 45 to 105 form part of these Financial Statements.

EBURY PARTNERS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

Year ended 30 April 2022

	Note	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance as at 1 May 2020		**29**	**156,208**	**(16,234)**	**140,003**
Loss for the financial year		-	-	(13,515)	(13,515)
Shares issued		-	153	-	153
Balance as at 30 April 2021		**29**	**156,361**	**(29,749)**	**126,641**
Loss for the financial year		-	-	(5,701)	(5,701)
Shares issued	22	6	95,166	-	95,172
Balance as at 30 April 2022		**35**	**251,527**	**(35,450)**	**216,112**

The Notes on pages 45 to 105 form part of these Financial Statements.

EBURY PARTNERS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 April 2022

	Notes	2022 £'000	2021 £'000
Cash flows from operating activities			
Loss before tax		(32,321)	(57,932)
Adjustments for			
Depreciation of property, plant and equipment	11	1,010	1,124
Depreciation of right-of-use assets	12	3,601	4,157
Amortisation of intangible assets	10	7,515	6,128
(Increase)/decrease in other financial assets		(283,201)	72,989
Increase/(decrease) in other financial liabilities		261,749	(46,897)
Non-cash movements on cash: ECL movements			
FX charge to the Income Statement		(2,796)	4,055
Non-cash movement on cash: movement on ECL		133	(186)
Non-cash movements on borrowings	21	431	16,696
Non-cash movement on investments		(2,884)	(526)
Interest on lease liabilities	12	718	951
Net cash (used in) / generated from operating activities before working capital changes		(46,045)	559
(Increase)/decrease in trade and other receivables		(4,800)	(31,538)
Increase/(decrease) in trade and other payables		163,493	(369,539)
Tax paid		(535)	(667)
Net cash generated from / (used in) operating activities		112,113	(401,185)
Cash flows from investing activities			
Purchase of property, plant and equipment	11	(966)	(308)
Decrease/(increase) in investment in SPV	13	(2,620)	2,584
Capitalisation of development costs	10	(6,466)	(6,365)
Net cash used in investing activities		**(10,052)**	**(4,089)**
Cash flows from financing activities			
Proceeds from issue of share capital		95,172	153
Repayment of borrowings		(38,655)	(149,637)
Drawdown of borrowings		-	178,451
Borrowing transaction costs	21	-	(1,020)
Payment of lease liabilities		(4,229)	(5,105)
Net cash generated from financing activities		**52,288**	**22,842**

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

	Notes	2022 £'000	2021 £'000
Effect of exchange rates and other non-cash movements on cash and cash equivalents		(322)	(1,196)
Net increase/(decrease) in cash and cash equivalents in the year		**154,027**	**(383,628)**
Cash and cash equivalents at the beginning of the financial year		**413,420**	**797,048**
Cash and cash equivalents at the end of the financial year	**17**	**567,447**	**413,420**

The Notes on pages 45 to 105 form part of these Financial Statements.

COMPANY STATEMENT OF CASH FLOWS

Year ended 30 April 2022

	Note	2022 £'000	2021 £'000
Cash flows from operating activities			
Loss before tax		(5,701)	(13,515)
Adjustments for:			
Non-cash movements on borrowings	21	431	5,919
Depreciation of right-of-use assets		-	4
FX charge to the Income Statement		104	5,446
Net cash used in operating activities before working capital changes		(5,166)	(2,146)
Decrease/(increase) in trade and other receivables		85,445	(109,208)
Decrease in trade and other payables		(8,908)	(492)
Net cash generated from/(used in) operating activities		**71,371**	**(111,846)**
Cash flows from investing activities			
Increase in investments	13	(67,817)	(81,272)
Net cash used in investing activities		**(67,817)**	**(81,272)**
Cash flows from financing activities			
Proceeds from issue of share capital		95,172	153
Drawdown of borrowings	21	-	156,153
Repayment of borrowings	21	(38,655)	-
Borrowing transaction costs	21	-	(950)
Net cash generated from financing activities		**56,517**	**155,356**
Effect of exchange rates and other non-cash movements on cash and cash equivalents		(4)	-
Net change in cash and cash equivalents in the year		**60,067**	**(37,762)**
Cash and cash equivalents at the beginning of financial year		**139**	**37,901**
Cash and cash equivalents at the end of the financial year		**60,206**	**139**

The Notes on pages 45 to 105 form part of these Financial Statements.

1. GENERAL INFORMATION

Ebury Partners Limited ("EPL") is a private limited company, limited by shares incorporated and domiciled in England & Wales. The Company's registered office is Third Floor, 80-100 Victoria Street, Cardinal Place, London, United Kingdom, SW1E 5JL.

The principal activities of the Company and the Group are set out in the Group Strategic Report.

2. SIGNIFICANT ACCOUNTING POLICIES

These Financial Statements have been prepared in accordance with UK-Adopted International Accounting Standards and in conformity with the requirements of the Companies Act 2006.

The Financial Statements have been prepared on a historical cost basis, except for certain financial instruments carried at fair value. Financial instruments at fair value include a change for the year ended 2022 to recognise the investment in subordinated loan of the SPV at fair value, including the fair value of income due from the SPV in respect of the subordinated loan as it becomes due, and not when cash settled as previously reported (see note 13).

The summary below details the significant accounting policies applied in the preparation of these Financial Statements. Accounting policies were applied consistently to all years presented unless otherwise stated.

Judgements made by the Directors in the application of those accounting policies that have a significant effect on the Financial Statements and estimates with a substantial risk of material adjustment in the next financial year are disclosed in Note 2(f).

(a) Basis of consolidation

The consolidated Financial Statements comprise the Company and its controlled subsidiaries as at 30 April 2022.

Entities governed by voting rights are consolidated when the Company controls the necessary voting rights either directly or indirectly. In other cases, IFRS 10 determines control as more complex and requires a degree of judgement in assessing factors such as exposure to or rights to variable returns, exposure to liabilities and obligations associated with control and the ability to use power to affect returns. Throughout the period incorporated within the Financial Statements, the Company consolidated only wholly-owned entities.

The Company adopted the acquisition method of accounting for its subsidiaries. Under this method, the results of subsidiary undertakings acquired or disposed of during the year are included in the Consolidated Statement of Comprehensive Income from the date of acquisition or up to the date of disposal.

Investment in subsidiaries is stated at cost net of impairment losses. Total impairment losses for the financial year were £nil (2021: £nil).

Special Purpose Vehicle ("SPV")

The Group has an SPV, SME Trade Finance B.V ("the SPV") set up through Ebury Partners Finance Limited ("EPF"), for the purposes of purchasing trade finance loans issued by EPF and other members of the Group. As at 30 April 2022 the SPV is funded by a senior loan of €45m from the Group's business partner, NIBC Bank BV ("NIBC"), and a subordinated loan from EPF. The subordinated loan allows the Group to earn revenue through subordinated loan fees receivable, management fees and loan spreads, whilst paying interest to the senior tranche as well as insurance premiums to manage the risk of the portfolio.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of consolidation (continued)

The Group acts as administrator to the SPV as well as selling trade finance loans to the vehicle. The set up of the SPV is within tightly defined terms and conditions which results in Group having no decision-making powers over the vehicle as well as not being exposed to the SPV's risks and rewards.

On the basis that Group has no decision-making power to affect returns, together with the risks/rewards assessment, the Group has determined that the SPV is not under its control and is not consolidated. The investment representing the subordinated loan to the SPV is valued at fair value, including a credit valuation adjustment ("CVA") to reflect credit risk (see Note 13 'Investments - Group')

Further details of transactions with the SPV are given in note 25.

(b) Standards adopted during the year ended 30 April 2022

The Group has adopted the following amendments and improvements to IFRS. The impact of adoption is not significant to the Group's results.

	IASB Effective Date Periods commencing on or after:
IBOR reform and its Effects on Financial Reporting – phase 2	1 January 2021
IFRS 16 'Leases': Covid-19-Related Rent Concessions beyond 30 June 2021	1 April 2021

(c) Business combinations and goodwill

On acquisition of a subsidiary undertaking, the assets, liabilities and contingent liabilities of the subsidiary are measured at their fair values at the acquisition date. Where the fair value of the consideration transferred exceeds the fair value of the identifiable net assets acquired, the excess is recognised as goodwill, as set out in IFRS 3.

Where the fair value of the consideration transferred is less than the fair value of the identifiable net assets acquired, the difference is recognised in the Consolidated Statement of Comprehensive Income in the period of the acquisition and is known as a bargain purchase.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Functional and presentation currency

The Financial Statements are presented in Sterling ("£"), which is also the functional currency of the Company and the Group. All amounts, unless otherwise stated, have been rounded to the nearest thousand pounds. The abbreviations 'bn', 'm' and 'k', represent billions (thousands of millions), millions and thousands, respectively.

(e) Going concern

The Company and the Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report.

The Group reported a loss for the year of £34.2m (2021: £58.3m) and net assets of £49.4m (2021: net liabilities of £12.3m).

In assessing the going concern status of the Group, the Directors considered the current Statement of Financial Position, working capital requirements, the forecast financial projections, plans for future capital raising and the impact of announced acquisitions. We have conducted sensitivity analysis, stress and reverse testing, assuming a range of decreases in revenue between 5% and 25%, with prudent assumptions as to the related impact on costs (0% to 15% decrease). It was concluded that under both probable and possible scenarios the Company has sufficient and adequate capital to meet its obligations over the course of the next 12 months from the date of approval of the accounts without the need for further capital from shareholders.

Liquidity levels remain robust. Total cash balances held on the Statement of Financial Position as at 30 April 2022 were £567.4m (2021: £413.4m), which includes safeguarded cash of £369.4m (2021: £281.0m), other client money outside of regulatory requirements of £90.7m (2021: £70.6m), and Group's own cash of £107.3m (2021: £61.8m), inclusive of debt facility-related cash.

Group borrowings decreased from £161.1m as at 30 April 2021 to £121.7m as at 30 April 2022.

Our current capital and liquidity positions are primarily affected by:

i. Equity injections from the majority shareholders Santander Group ("Santander") of £23.7m and £60m in August 2021 and April 2022 respectively, and from other investors of £11.3m in August 2021; and
ii. Roll over of the Group's existing revolving credit facility ("RCF") with Santander;

In July 2020, Ebury Partners Limited reached an agreement with Banco Santander S.A. to finance a one-year €250m RCF. Under the arrangement, the Group repaid any existing facilities with other parties in full, and made additional funds available for investment and working capital requirements. During the year to 30 April 2021 EPUK, EPBE and EPF were added as co-guarantors. This facility was renewed for one year from 1 July 2021.

The Group entered into a new agreement with Banco Santander S.A. with effect from July 2022, to refinance the existing €250.0m RCF agreement into a new €350.0m RCF with two tranches – a three year €225.0m tranche, and a one year €125.0m renewable tranche. Ebury Mass Payments Holdco Limited and Ebury Mass Payments Limited were added to this agreement as co-guarantors, along with the Company, EPUK, EPBE and EPF.

Cash is used for financing the growth of the business and its assets base including working capital financing. This allows the entity to continue implementing its growth strategy without significant impediments. Liquidity is further protected by the new RCFs totalling €350.0m.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Going concern (continued)

The Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. The Company and the Group, therefore, continue to adopt the going concern basis in preparing its Financial Statements and have the ability to continue as a going concern.

(f) Accounting judgements and estimates

The preparation of the Company's and the Group's Financial Statements requires management to make judgements, estimates, and assumptions that affect the reported amounts of income, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and assumptions which resulted in significant judgements by management, and which may impact the carrying amount of assets and liabilities within the next financial year are discussed below:

Fair value of financial instruments
The fair value of financial instruments is determined based on quoted market prices, where available, or on estimates using present values. Those techniques are significantly affected by the assumptions used, including discount rates and estimates of future cash flows.

Fair value measurements for derivative financial instruments are obtained from quoted market prices ("Level 1") and/or valuation models ("Level 2") as appropriate. Quoted market prices are sourced from well-known price providers. Fair values for over-the-counter derivatives are based on well-established valuation models (e.g. discounted cash flows). Market quotes of the input variables are generally used as the parameters for the models. The main inputs, taken from markets into the models, are foreign exchange spot rates and foreign exchange ticks (for foreign currency forwards). Further details of valuation techniques are detailed in our Fair value measurement of derivative financial instruments policy detailed in Note 2 'Significant Accounting Policies'. The movement on financial instruments at fair value is included in 'Revenue' in the Consolidated Statement of Comprehensive Income in respect of unrealised profit on derivatives arising in the ordinary course of business, and in 'Net profit / (loss) on financial instruments held at fair value through profit and loss' in the Consolidated Statement of Comprehensive Income in respect of derivatives held for hedging Group financing activity.

The Group investment in the subordinated loan to the SPV is measured at fair value using a valuation model, because there is no active market for such an investment. The main inputs are actual and estimated cash flows arising under the terms of the agreement, and the discount rate used to discount these cash flows. The cash flows comprise the subordinated loan fee receivable, based on the net cash surplus arising in the SPV; and the repayment of the subordinated loan based on the earliest date that the agreement may be terminated by the Senior Lender, as Ebury do not have legal right to extend the agreement unilaterally. The discount rate is management's subjective assessment of the return required by a third party investor. It is based on a review of the rate of return required by the current Senior Lender and by potential mezzanine lenders in exchange for taking on a lower level of risk in the SPV than the subordinated loan lender; and also by benchmarking this against the returns offered by similar trade finance businesses where this information is available, and justifying the resulting range against the return currently earned by Ebury.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Accounting judgements and estimates (continued)

Expected credit loss and CVA
The provision for credit losses and other credit impairment charges is calculated based on incurred losses for the Group's pool of short-term loans as well as expected credit losses. Incurred losses were determined by a review of each loan and the expected credit loss on the loan. Expected credit losses were determined in line with our ECL policy detailed in Note 2 'Significant Accounting Policies'. Details of the ECL allowance as at 30 April 2022 are given in Note 27 'Financial Risk Management And Financial Instruments'.

CVA adjustments are made to fair valued financial instruments to reflect counterparty credit risk. A separate CVA is calculated for each financial asset in-scope, for each counterparty, determined in line with our financial assets at fair value through profit or loss policy detailed in Note 2 'Significant Accounting Policies'. Details of CVAs as at 30 April 2022 are given in Note 27 'Financial Risk Management And Financial Instruments'.

Leases
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by assessing the Group's external financing sources and relevant interest rates to determine a proxy rate based on borrowings for a loan of similar term, and with similar security, to obtain an asset of similar value. Leases were recognised and disclosed in line with IFRS 16 detailed in Note 2 'Significant Accounting Policies'. See Note 12 'Right-of-use assets' for details of the value of lease liabilities recognised as at 30 April 2022, and the related interest charge for the year.

Capitalised development costs
Capitalised development costs relate to the costs incurred by the Group in developing the bespoke trading platforms which are utilised within the Group and by third parties. See Note 10 'Intangible Assets' for details of capitalised software development costs.

Judgement is required in respect to determining which costs are suitable for capitalisation. These have been restricted to internal salaries and other payroll costs incurred in respect of the development of clearly defined projects to enhance the Group's internally generated software. The costs must be separately identifiable in order to meet the criteria for capitalisation.

Impairment reviews
Judgement is required in determining whether tangible and intangible assets, including property, plant and equipment, right-of-use assets, capitalised development costs and acquired customer relationships, have suffered any form of impairment. Management considers a range of factors, including the actual and forecast economic performance of the assets or the businesses to which they relate; customer churn rates; obsolescence due to technological advances; as well as other economic factors which may indicate a contraction in expected demand for the associated services supported by the Group's software platforms. Impairment reviews were determined in line with our impairment policy detailed in Note 2 'Significant Accounting Policies'. There is no impairment arising under IAS 36 'Impairment of assets' during the year ending 30 April 2022.

Judgement is required in determining whether there is any impairment in the Company's investment in subsidiaries. Management reviews its subsidiaries for indicators of impairment, including changes to the macroeconomic environments in which they operate, changes to legislation and regulation impacting their business models and internal factors such as budgets and forecasts. See Note 14 'Investments' for details of gross and net carrying values.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Accounting judgements and estimates (continued)

Other key estimates and judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Financial Statements are included in the following Notes:

Note 26 – recognition and measurement of contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

(g) Revenue and associated cost of sales

The Group has the following revenue streams:

- *Revenue within the scope of IFRS 9*

  i. Foreign exchange
  ii. Trade finance

- Revenue within the scope of IFRS 15

  iii. Payment fees
  iv. Account fees

The revenue streams and associated costs are discussed below:

i. Foreign exchange

Revenue is measured as the spread between the cost and the selling price of spot and/or forward contracts entered into by the Group. Payment is due on Delivery Day, being the date the Company exchanges monies with the client to complete the trade

Revenue also includes open contract positions as of the period-end, which are revalued to market value, being the spot value as at 30 April, including the trading positions entered into by the Group to reduce the exposure risk for these forward contracts.

The Group enters into FX contracts to manage its currency exposure on its Euro-denominated loan financing facility. The gains and losses on these contracts are recorded in the 'Consolidated Statement of Comprehensive Income' within the category 'Net gain/(loss) on financial instruments held at fair value through profit and loss'.

The Group provides its clients the ability to trade FX instruments that are both inside and outside of the scope of Markets in Financial Instruments Directive ("MiFID"), otherwise referred to MiFiD and non-MiFID products.

MiFID products relate to non-deliverable Foreign Exchange ("FX") forwards ("NDFs") and deliverable FX Forwards, where they are purchased by the client other than for the purpose of facilitating payment of identifiable goods or services or foreign direct investment.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Revenue and associated cost of sales (continued)

Non-MiFID products in the Groups revenue stream include:

- Deliverable FX spot contracts, delivered within a specified number of days.
- Deliverable FX forward contracts, purchased by the client for the purposes of facilitating payment for identifiable goods or services.
- Deliverable FX forward contracts, purchased by the client for the purposes of facilitating payment for identifiable foreign direct investment.
- Open contract positions as of period-end, entered into by the Group to reduce the risk exposure to forward contracts.

Any clients who wish to trade a MiFID product are required to be on-boarded by Ebury Partners Markets Limited, a wholly-owned subsidiary of Ebury Partners Limited. All Non-MiFID customers are on-boarded by one of the other companies within the wholly-owned Group depending on the relevant jurisdiction applicable to the client.

ii. Trade finance

Trade finance revenues represent income in the form of subordinated loan fees and servicing fees received from the sale of import and export financing and the provision of operational and technical support to the SPV. Revenue is recognised net of early repayment discounts and the cost of funding, in the Consolidated Statement of Comprehensive Income in the financial year in which the Group's obligations are fulfilled.

iii. Payment fees

Payment fees include international payment, mass payment, cash management, and collection fees that are transactional-based services earned upon the completion of the service on an accrual basis. Fees are due on entering into the contract.

iv. Account fees

Ebury currency account fees relate to revenue earned from customers who hold accounts with the Group, payable up to 12-months in advance. Given the performance obligations for these contracts, revenue is earned over time for the right to access the service, and records any deferred income arising on the unearned portion in the Statement of Financial Position.

(h) Foreign currencies

Transactions denominated in foreign currencies are translated at the exchange rate on the date of the transaction. At each period end date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the period end date. All differences are taken to the Consolidated Statement of Comprehensive Income for the period. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

The exchange differences arising from the retranslation of the opening net investment in subsidiaries are recognised in other comprehensive income and taken to the foreign exchange translation reserve in equity. On disposal of a foreign operation, the cumulative translation differences are transferred to profit or loss as part of the gain or loss on disposal.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by assessing the Group's external financing sources and relevant interest rates to determine a proxy rate based on borrowings for a loan of similar term, and with similar security, to obtain an asset of similar value.

A corresponding asset is recognised as a Right of Use ("ROU") asset at the same commencement date when the leased asset is made available to use. Lease payments are allocated between the liability and finance expense. The finance expense is recognised in profit or loss over the lease term. The ROU asset is depreciated over the shorter of the ROU asset's useful economic life and the lease term on a straight-line basis. In determining the lease term, the Group considers all facts and circumstances to determine the most likely outcome whether to utilise break clauses and shorten the lease, or extend the lease beyond the lease term by utilising an option in the contract.

(j) Pensions and other post-employment benefits

The Group provides access to a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in independently administered funds. The amount charged to profit or loss represents the contributions payable to the scheme in respect of the financial year.

(k) Taxation

The tax expense represents the sum of the current tax charge or credit and movements on deferred tax.

Current tax

The current tax charge in the Consolidated Statement of Comprehensive Income is based on taxable profit for the financial year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because certain items of income or expense are treated differently for taxation purposes. This includes both temporary timing differences and permanent differences in taxation treatment. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted as at the reporting date.

Deferred tax

Deferred tax liabilities are provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the asset can be utilised.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted as at the date of the Statement of Financial Position and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Current / Non-current classification

The Group presents assets and liabilities in the Statement of Financial Position based on current/non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months of the reporting date; or
- cash or cash equivalents, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; and
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

(m) Impairment

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date in line with IAS 36 'Impairment of assets', to determine whether there is any indication of impairment. If any such indications exist, the asset's recoverable amount is estimated. Goodwill is tested for impairment annually.

Based on the Group structure, its financing arrangements, the overall strategy, as well as from a booking and operational perspective, the Group takes the view that cash flows cannot be separately identified for the purposes of assessing impairment, and therefore deems there to be one Cash Generating Unit ("CGU") otherwise known as the Group, and hence, the assessment is performed at the Group level.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

The recoverable amount of assets is greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows using three year forecasts of the Group are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Intangible assets

Development costs

Intangible assets include development costs in respect of the Group's bespoke trading platforms. Intangible assets are stated at cost less accumulated amortisation and impairment losses.

Customer relationships

Customer relationships comprise customers acquired as part of the acquisition activity of the Group and have finite lives that are measured at cost less accumulated amortisation and any accumulated impairment losses.

The cost, or deemed cost, less the estimated residual value of each asset, is amortised in equal instalments over its estimated useful life from the time it is acquired or becomes operational, as follows:

Asset category	Useful life
Development costs	33.33% straight-line
Customer relationships	8% - 25% straight-line

Development costs are only capitalised when all of the following criteria are met:

- completion of the intangible asset is technically feasible so that it will be available for use or sale;
- the Group intends to complete the intangible asset and use or sell it;
- the Group has the ability to use or sell the intangible asset;
- the intangible asset will generate probable future economic benefits;
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development can be measured reliably.

Management assesses costs against the above criteria. Where development costs do not meet the above criteria, they are expensed as incurred. Expenditure on research is expensed as incurred.

Impairment reviews are undertaken annually to determine if there are indicators of impairment requiring a formal impairment assessment, or more frequently if events or changes in circumstances indicate a potential impairment (see note 2m).

The carrying value of the intangible asset is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Property, plant and equipment

Property, plant and equipment are stated at cost or deemed cost, less accumulated depreciation and impairment provisions. Cost includes all expenditure that is directly attributable to the acquisition of the items. The cost, or deemed cost, less the estimated residual value of each asset is depreciated in equal instalments over its estimated useful life from the time it becomes operational, as follows:

Asset category	Useful life
Leasehold improvements:	Straight-line over the term of the lease
Furniture and fittings:	25% straight-line
Office equipment:	25% straight-line
Motor vehicles:	25% straight-line

Impairment reviews are undertaken annually to determine if there are indicators of impairment requiring a formal assessment of recoverable amounts, or more frequently if events indicate a potential impairment (see note 2m).

(p) Fair value measurement of derivative financial instruments

The Group measures derivative financial instruments at fair value at each Statement of Financial Position date.

The Group issues foreign exchange forward contracts to clients and buys/sells similar contracts with liquidity providers to cover its position as a market maker or to manage its foreign exchange exposure risk. The Group has not designated any derivatives for hedge accounting treatment.

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All derivative assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole. All foreign exchange forward contracts are categorised within Level 2.

Hierarchy	Valuation technique
Level 1	Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Investments

Investments in subsidiaries are recorded initially at cost. Subsequently investment in subsidiaries are valued at cost less provisions for impairment. Investment in SPVs are valued at fair value in accordance with IFRS 9, including a CVA to reflect credit risk. Investment in SPV is categorised as Level 3 within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole.

(r) Financial instruments

Classification and measurement

Classification and measurement of financial assets depends on how these are managed by the business as well as the contractual cash flow characteristics of the product offering.

These factors determine whether the financial assets are measured at amortised cost, Fair Value through Other Comprehensive Income ("FVOCI") or Fair Value through Profit or Loss ("FVTPL").

Financial assets and liabilities are recognised in the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument. The Group classifies its financial assets as either financial assets at fair value through profit or loss or financial assets measured at amortised cost.

The Group classifies its financial liabilities as either financial liabilities at fair value through the profit or loss or financial liabilities at amortised cost.

Initial recognition, and derecognition

At initial recognition, an entity measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability. The costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit).

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial asset is derecognised primarily when the rights to receive cash from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Offsetting of financial assets and financial liabilities

Where there is a legally enforceable right to set off the recognised amounts and an intention to settle on a net basis or to realise the asset and the liability simultaneously, financial assets and financial liabilities are offset and the net amount is presented in the Statement of Financial Position.

Provided below is a summary of the significant accounting policies related to financial assets and liabilities.

i. Financial assets

Financial assets include derivative financial instruments, investment in subordinted loan, trade and other receivables, loans, and cash and cash equivalents. Financial assets are classified at initial recognition as either financial assets at fair value through profit or loss or loans and trade and other receivables measured at amortised cost.

SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Financial instruments (continued)

A Financial assets at amortised cost

Short-term loan receivables

Loans are initially stated at their fair value plus transaction costs, then subsequently at amortised cost using the effective interest method, if applicable, less an ECL provision. A detailed description of how an ECL provision is calculated is shown below within 'Impairment of financial assets'.

Trade and other receivables

Trade and other receivables are initially stated at their fair value plus transaction costs, then subsequently at amortised cost using the effective interest method, if applicable, less an ECL provision. A detailed description of how an ECL provision is calculated is shown below within 'Impairment of financial assets'.

Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and in hand, short-term deposits with an original maturity of three months or less, and bank overdrafts. For the purpose of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts and ECL provision. A detailed description of how an ECL provision is calculated is shown below within 'Impairment of financial assets'.

Client – Safeguarded

This refers to Cash and cash equivalents held on behalf of the Group's clients in Safeguarding accounts which fall within the scope of the 'Electronic Money Regulations' ("EMR") for EPUK, within the scope of 'PSD2 transposition into the law of March 2018' for EPBE and within the scope of various other laws and regulations requiring the ring-fencing of, and enhanced levels of monitoring and control over, cash and cash equivalents for a number of other Group entities in other locations. Also, certain other cash and cash equivalent balances which the Group chooses to maintain as if regulated Safeguarded balances. Safeguarding requirements protect funds received for the provision of payment service or e-money that the Group issues to clients.

B Financial assets at fair value through profit or loss

Financial assets held at fair value through profit or loss comprise the Group's foreign exchange currency contract assets, which are held for trading and to manage foreign exchange exposure risk and investment in the SPV. Financial assets at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value presented as revenue in the Statement of Comprehensive Income.

A separate CVA is calculated for each financial asset in-scope, and for each counterparty to which the entity has exposure. The CVA is calculated by taking the product of Probability of Default ("PD"), the Loss Given Default ("LGD") and the Exposure At Default ("EAD").

Impairment of financial assets designated at FVTPL relates to the CVA made to the fair value to recognise counterparty credit risk: the risk that the counterparty will default on some or all of the fair value due.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Financial instruments (continued)

ii. Impairment of financial assets and other credit-related adjustments

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset is impaired, or should be subject to other credit related adjustments

There are two main methods for measuring financial assets held by the Group:

A. *Assets measured at amortised cost; and*
B. *Assets* designated at FVTPL. We discuss how we apply these two methods for measuring financial assets held by the Group below:

A Assets measured at amortised cost

IFRS 9 'Financial Instruments' requires the Group to calculate ECL provisions on all assets measured at amortised cost.

Impairment of financial assets – Calculating ECL

Our ECL methodology uses a three-stage process that incorporates both internal and external data to formulate an ECL provision. The resulting total ECL provision is recorded against the financial asset in the Statement of Financial Position and the movement is recorded as an expense through the Consolidated Statement of Comprehensive Income. The three-stage process is detailed below:

Stage 1 *12-month ECLs are recognised*
In this stage a financial asset is unimpaired and there is no significant, identifiable increase in credit risk. The Group recognises ECLs resulting from default events possible within the next 12-months. The ECL provision is recorded net against the financial asset in the Statement of Financial Position and the movement is recorded as an expense through the Consolidated Statement of Comprehensive Income.

Stage 2 *Lifetime ECLs are recognised*
For financial assets that have experienced a significant increase in credit risk since initial recognition, the Group recognises a lifetime ECL provision, calculated as the total of all possible default events over the financial asset's expected life.

This is determined via a combination of internal and external factors which include changes in risk ratings, collection history and other factors which are indicative of a significant increase in credit risk. For certain high volume and low value products, including account and payments fees, we use the simplified methodology permitted under IFRS 9, employing aging as the key criteria with 30 days past due as the initial key indicator.

Stage 3: *Impaired and otherwise in default on which a lifetime ECL is recognised*
Financial assets on which there is objective evidence of impairment are considered to be in default, otherwise referred to as credit impaired. Financial assets categorised as Stage 3 have objective evidence of credit impairment and are determined by the Risk department and reviewed in conjunction with Financial Control on a case-by-case basis.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Financial instruments (continued)

The Risk department determines whether a financial asset is credit-impaired and in Stage 3 by considering internal and external factors which provide objective evidence of impairment and include:

- significantly overdue contractual payments of principal and interest;
- indications from a trade finance customer that full repayment of the loan is unlikely due to economic or legal reasons relating to the customer's' financial condition;
- other indications that trade finance customers are considered to be in default; and

objective indicators affecting other financial assets which indicate default.

ECL provisions are calculated by taking the product of the PD, LGD and the EAD. The three components are described below:

Component	Explanation
PD	The probability of default represents the expected probability a counterparty defaults and is calculated for Stage 1 as a 12-month PD (no indicative deterioration) and a lifetime PD (indicative deterioration since initial recognition) for Stages 2 and 3.
LGD	The loss given default represents the expected percentage loss when default occurs. This takes into account collateral, recovery costs and the time value of money.
EAD	The exposures at default represent the net exposure when default occurs, less any repayments received up to the reporting date.

The data sources used to develop the ECL model reflect forward-looking probabilities of defaults, which take into account all available information relevant to the assessment including past events, current conditions and economic conditions at the reporting date.

B. Assets designated at FVTPL

Financial assets designated at FVTPL include a CVA made to the fair value of financial assets to account for the possibility that the counterparty may default on their liabilities as they fall due.

A separate CVA is calculated for each financial asset in-scope, and for each counterparty to which the entity has exposure. The CVA is calculated by taking the product of PD, LGD and EAD, which are discussed in detail above.

iii. Financial liabilities

Financial liabilities include trade and other payables, borrowings and other financial liabilities including amounts due to clients. Amounts due to clients includes amounts deposited by clients and settlements due to clients; also collateral from clients held as security. Financial liabilities are classified on initial recognition as either financial liabilities at fair value through profit or loss or as financial liabilities at amortised cost.

Financial liabilities are derecognised when, and only when, the relevant obligations are discharged, cancelled or expire.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Financial instruments (continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost relate to borrowings and trade and other payables, and are initially stated at their fair value plus transaction costs, then subsequently at amortised cost using the effective interest method. Interest-related charges are recognised as finance costs in the Consolidated Statement of Comprehensive Income.

Fees paid on the establishment of borrowing facilities are recognised as transaction costs of the facility and amortised over the period of the facility.Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss relate to the Group's derivative contract liabilities, which are held for trading and to manage foreign exchange exposure risk. Financial liabilities at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value presented as revenue in the Consolidated Statement of Comprehensive Income.

Financial liabilities designated at FVTPL are net of any Debit Valuation Adjustment ("DVA") required. A DVA recognises the impact of the credit risk of the Company or the Group on the fair value of the Company or Group's liabilities. After assessing the DVA for the Company and the Group we have determined that the quantum is negligible as a result of the entities within the Group being sufficiently capitalised to meeting their current and future obligations as and when they fall due.

(s) Equity

Equity comprises the following:

- share capital represents the nominal value of all classes of equity shares and is calculated as nominal value per share multiplied by number of shares issued;
- share premium represents the excess over nominal value of the fair value of the consideration received for equity shares, net of incremental costs directly attributable to their issue. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12;
- foreign exchange translation reserve comprises movements arising from the currency retranslation of the opening net investment in the foreign subsidiaries of the Group; and
- retained earnings represent accumulated realised and unrealised profits and losses from incorporation, including acquisitions from the date of acquisition.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Share-based payments

The Group operates an equity-settled share-based compensation plan known as the Management Incentive Plan ("MIP") for certain employees, under which the entity offers the opportunity to buy equity shares of the Company, generally at fair value. The fair value of the shares is determined by an independent valuation of the shares as at the date of issue. The fair value, less any consideration received from the employees for the shares, is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. If there are no vesting conditions unmet at the date of issue the shares vest immediately.

Further details are provided in Note 23.

(u) Government and other grants

Grants receivable are recognised when there is reasonable assurance that the Group has complied with the relevant conditions, and having regard to the established history of such claims. Grants received before all relevant conditions are met are deferred on receipt and expensed when the Group is satisfied that it has complied with these conditions. Revenue recognised in respect of Government grants is disclosed in Note 3 'Revenue'.

(v) New standards, amendments, and interpretations

At the date of authorisation of these Financial Statements, the following new standards, amendments, and interpretations to existing standards potentially relevant to the Group have been published but are not yet effective and have not been adopted early by the Company or the Group. The Group has not yet assessed the impact of these new standards. Management anticipates that all of the pronouncements will be adopted in the Company's and the Group's accounting policies for the first period beginning after the effective date of the pronouncement.

IFRS	IASB Effective Date Periods commencing on or after:
Annual Improvements to IFRSs - 2018-2020 cycle	1 January 2022
IAS 37 'Provisions, Contingent Liabilities and Contingent Assets'(Amendment – Onerous Contracts – Cost of Fulfilling a Contract)	1 January 2022
IFRS 3 'Business Combinations' (Amendment – Reference to the Conceptual Framework)	1 January 2022
IAS 1 'Presentation of Financial Statements' (Amendment – Classification of Liabilities as Current or Non-current)	1 January 2023
IAS 1 'Presentation of Financial Statements' and IFRS Practice Statement 2 (Amendment – Disclosure of accounting policies)	1 January 2023
IAS 8 'Accounting policies', Changes in Accounting Estimates and Errors (Amendment - Definition of Accounting Estimates)	1 January 2023
IAS 12 'Income Taxes' (Amendment –Deferred Tax related to Assets and Liabilities arising from a Single Transaction)	1 January 2023

3. REVENUE

The accounting standard 'Revenue - IFRS 15' requires the disaggregation of revenue from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The extent to which the Group's revenue is disaggregated for the purposes of this disclosure depends on the facts and circumstances of the Group's contracts with customers. The Group follows the five revenue recognition steps, which are to:

- identify the contract;
- identify separate performance obligations;
- determine the transaction price;
- allocate the transaction price to performance obligations; and
- recognise revenue when each performance obligation is satisfied.

The Group provides commercial and deliverable foreign exchange and cash management solutions to SMEs, mid-corporates, banking partners and non-banking financial institution partners, together called as Customers, throughout its global branch network. The Group generates revenue from contracts with customers (including revenue related to a discontinued operation) and other revenue from government grants.

The table A below includes the disaggregation of revenue by revenue from contracts with customers and revenue from government grants:

A. Revenue streams

	2022 £'000	2021 £'000
Revenue from contracts with customers	**108,194**	**105,543**
Government grants	1,654	1,390
Other revenue	**1,654**	**1,390**
Total revenue	**109,848**	**106,933**

The revenue from contracts with customers is generated from the following four lines of business as detailed in Note 2(g):

- Foreign exchange;
- Trade finance;
- Account fees; and
- Payment fees.

Foreign exchange business is subject to FX risk on open positions, including Window Forward Contracts that may be settled at any point within a contractually agreed period, but this risk is managed by the use of forward and spot contracts economically hedging these positions. See Note 27 'Financial Risk Management And Financial Instruments' for further details.

3 REVENUE (CONTINUED)

B. Disaggregation of revenue from contracts with customers

The four lines of business have been grouped together into the following two broad categories:

- Revenue measured and recognised IFRS 9; and
- Revenue measured and recognised IFRS 15.

	2022 £'000	2021 £'000
Measured and recognised under IFRS 9:		
Foreign exchange	89,062	92,169
Trade finance	3,953	1,404
	93,015	**93,573**
Measured and recognised under IFRS 15:		
Payment fees	12,880	8,731
Account fees	2,299	3,239
	15,179	**11,970**
Total revenue from contracts with customers	**108,194**	**105,543**

Following the requirements under 'Revenue - IFRS 15', the Group recognises revenue when a performance obligation is satisfied by transferring a service to a customer. A performance obligation may be satisfied at 'a point in time' or 'over time'.

Table C below includes the revenue from contracts with customers disaggregated based on the time of the fulfilment of services following the nature of contracts with customers.

C. Timing of revenue recognition

	Services transferred at a point in time		Services transferred over time		Total	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Measured and recognised under IFRS 9:						
Foreign exchange	89,062	92,169	-	-	89,062	92,169
Trade finance	-	-	3,953	1,404	3,953	1,404
	89,062	**92,169**	**3,953**	**1,404**	**93,015**	**93,573**
Measured and recognised under IFRS 15:						
Payment fees	12,880	8,731	-	-	12,880	8,731
Account fees	-	-	2,299	3,239	2,299	3,239
	12,880	**8,731**	**2,299**	**3,239**	**15,179**	**11,970**
Total revenue from contracts with customers	**101,942**	**100,900**	**6,252**	**4,643**	**108,194**	**105,543**

4. CAPITAL MANAGEMENT

Management's objective with respect to capital management is to ensure that sufficient working capital is available to settle liabilities as they fall due.

The Group seeks to finance all operational working capital requirements from cash flows generated from operating activities. Following the impact of the Covid-19 pandemic, working capital requirements are supported by the Group's loan facility (see Note 21).

The Group runs stringent and conservative liquidity and capital management processes. The funding requirements primarily comprise:

(i) capital requirements associated with future dated payments and intra-day liquidity;
(ii) collateral buffer arising from the collateral posting asymmetry between hedging banks and SME clients; and
(iii) funding for major acquisitions

Management undertakes a weekly review of the adequacy of the Group's available capital and resources to meet the funding requirements.

The funding outlook and requirements are re-forecast under various scenarios each month to ensure the Group is fully funded for an 18-24 month period.

As part of the scenario analysis, a number of stress tests are carried out to assess potential maximum losses in case of a significant downturn. The level of capital is in excess of the capital requirements set by the FCA and other regulatory authorities.

In the financial year ended 30 April 2020, Ebury Partners Limited signed an agreement with Banco Santander to invest in Ebury Partners Limited. The partnership enables Ebury to continue to improve its value proposition, supported by a leading financial institution, allowing Ebury to invest in new ways to serve SMEs trading internationally and continue the growth in the business.

The proceeds of issuances of shares to Santander have to be used for general corporate purposes of the Company, as well as other entities within the Group, to strengthen the capital base and implement the Company and the Group's growth strategy.

5. OPERATING LOSS – GROUP

(a) The operating loss before taxation is stated after charging/(crediting):	Notes	2022 £'000	2021 £'000
Total fees payable to all auditors of the Company and its subsidiary undertakings:			
- for the audit of the Group		705	706
- for non-audit services		138	244
Other professional fees		10,185	22,095
Amortisation of intangible assets	10	7,515	6,128
Depreciation of property, plant, and equipment			
- owned by the Group	11	1,010	1,124
- right-of-use assets	12	3,601	4,157
Lease payments for short-term rentals	12	747	438
Gain on derecognition of right-of-use assets	12	(84)	(259)
Change in expected credit loss charges and other credit impairment charges		6,210	3,942
(Gain) / loss on foreign exchange		(2,796)	4,055
IT and telephony		7,876	7,970
Irrecoverable taxes		2,053	7,950
Travel & Subsistence		922	212
Loss/(gain) on disposal of fixed assets		9	(15)

(b) Fees for audit and non-audit services to the Group payable to the Company's and the Group's auditor, BDO LLP and its associates:

	2022 £'000	2021 £'000
Audit fees payable	539	470
Non-audit fees payable	138	189
	677	**659**

(c) Fees payable by Ebury Partners Limited to BDO:

	2022 £'000	2021 £'000
(i) Audit fees payable to BDO comprise the following:		
- audit of the Group	87	76
- audit of the Group's subsidiaries	452	376
- other audit related assurance services	-	18
	539	**470**
(ii) Fee payable for non-audit services:		
- Taxation services	54	156
- FCA client assets reporting	37	18
- Other non-audit services	47	15
	138	**189**

6. STAFF COSTS - GROUP

(a) Staff costs

	2022 £'000	2021 £'000
Wages and salaries	68,895	61,717
Social security costs	9,385	8,341
Pension costs	567	404
	78,847	**70,462**

The above staff costs include costs of all staff directly employed by the Group and includes staff costs capitalised during the year of £5,133k (2021: £5,316k).

(b) Average employee numbers

The average monthly number of persons (including Executive Directors) employed by the Group during the financial year was:

	2022 Number	2021 Number
Sales and marketing	508	521
Operations	272	251
Management and administration	331	285
	1,111	**1,057**

7. DIRECTORS' REMUNERATION AND KEY MANAGEMENT PERSONNEL - GROUP

(a) Directors' remuneration for the financial year

	2022 £'000	2021 £'000
Aggregate emoluments	**1,146**	**1,197**

The aggregate emoluments do not include the loan balances at the year-end shown below in (d). There were no Directors' accrued retirement benefits during year (2021: £nil)

(b) Directors' remuneration – The highest-paid Director

The highest-paid Director received remuneration of £501k (2021: £674k).

(c) Key management compensation

Key management includes Directors (Executive and Non-Executive) as well as members of the 'C monthly meeting', a subset of the Group Executive Committee ("GEC"). This is a change in the definition compared to prior year, reflecting the changing role and composition of the GEC as the Group continues to grow. Management believe that the change more accurately meets the definition of key management in IAS 24 'Related Parties' as 'those persons having authority and responsibility for planning, directing, and controlling the activities of the entity'. The compensation paid or payable to key management for employee services is shown below, together with comparatives restated for the definition change:

	2022 £'000	2021 Restated £'000
Salaries and other short-term employee benefits	4,151	5,443
Termination benefits	-	341
Post employment benefits	10	48
	4,161	**5,832**

(d) Key management personnel' loan accounts

The following balance summarises the loan balances for key management personnel at the year-end.

	2022 £'000	2021 £'000
Balance as at 30 April	**136**	**211**

Post-year-end and prior to signing the Financial Statements, key management personnel repaid a total of £53.5k (2021:£nil) of the total balance outstanding. The loans are non-interest bearing and are repayable on the earlier of the occurrence of certain events relating to the ownership of the Group or the employee leaving the Group.

8. FINANCE COSTS - GROUP

(a) Interest payable and similar charges	2022 £'000	2021 £'000
Borrowing facilities	992	6,840
Borrowing costs	4,703	4,332
Overdraft facilities	916	30
Lease interest charge	718	956
	7,329	**12,158**

(b) Interest receivable and similar income	2022 £'000	2021 £'000
Interest income	**292**	**314**

Borrowing and overdraft facilities costs comprise facility commitment and other fees payable in respect of facilities available to the Group. Borrowing facility costs for the year ended 30 April 2021 included accelerated amortisation of the costs of the previous facility, which was replaced by a new Santander facility in June 2020. Borrowing costs comprise interest on borrowings.

9. TAXATION - GROUP

(a) Taxation charge

	2022 £'000	2021 £'000
Current tax charge		
- current period	2,204	655
- prior periods	(133)	
Deferred tax credit	(316)	(317)
Total tax charge for the financial year	**1,755**	**338**

(b) Loss before taxation

	2022 £'000	2021 £'000
Factors affecting the total tax charge for the financial year		
Loss before taxation	(32,321)	(57,932)
Loss before taxation multiplied by the standard rate of UK corporation tax of 19% (2021: 19%)	(6,141)	(11,007)
Impact of differently taxed overseas profits in overseas locations	269	12
Effects of:		
Non-deductible expenses	1,104	1,059
Adjustment in respect of prior periods	(133)	-
Utilisation of previously unrecognised tax losses	(27)	-
Impact of deferred tax not recognised in respect of losses and other timing differences	6,683	10,274
Total tax charge for the financial year	**1,755**	**338**

(c) Deferred tax
Deferred tax liability of £2,920k (2021: £3,236k) comprises deferred tax on acquired intangibles.

(d) Tax losses and deferred taxation
As at the date of the Statement of Financial Position, the Group has estimated tax losses and other timing differences of £156,297k (2021: £121,511k). Deferred tax assets have not been recognised due to the recoverability uncertainty.

(e) Tax rates
The March 2021 Budget announced a further increase to the main rate of corporation tax, substantively enacted at the reporting date, to 25% from 1 April 2023.

10. INTANGIBLE ASSETS - GROUP

	Goodwill	Internally generated software development costs	Customer relationships	Total
	£'000	£'000	£'000	£'000
Cost or valuation				
At 1 May 2020	221	12,876	20,901	33,998
Additions	-	6,365	-	6,365
At 30 April 2021	**221**	**19,241**	**20,901**	**40,363**
At 1 May 2021	221	19,241	20,901	40,363
Additions	-	6,466	-	6,466
At 30 April 2022	**221**	**25,707**	**20,901**	**46,829**
Accumulated Amortisation				
At 1 May 2020	28	6,680	581	7,289
Charge for the year	-	4,263	1,865	6,128
At 30 April 2021	**28**	**10,943**	**2,446**	**13,417**
At 1 May 2021	28	10,943	2,446	13,417
Charge for the year	-	5,654	1,861	7,515
At 30 April 2022	**28**	**16,597**	**4,307**	**20,932**
Net book value				
At 30 April 2021	**193**	**8,298**	**18,455**	**26,946**
At 30 April 2022	**193**	**9,110**	**16,594**	**25,897**

Internally generated software development costs

Development costs are directly attributable to the design and testing of identifiable and unique software associated with the Group's back and front office systems.

Amortisation for the year is recorded in administrative expenses in the Consolidated Statement of Comprehensive Income.

Research and development costs not meeting the criteria for capitalisation and therefore expensed in the Income Statement in the financial year totalled £3,298.9k

11. PROPERTY, PLANT AND EQUIPMENT – GROUP

	Leasehold improvements £'000	Furniture and fittings £'000	Office equipment £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 May 2020	2,555	429	2,681	54	5,719
Additions	90	218	-	-	308
At 30 April 2021	**2,645**	**647**	**2,681**	**54**	**6,027**
At 1 May 2021	2,645	647	2,681	54	6,027
Additions	385	69	512	-	966
Disposals	(41)	-	-	(2)	(43)
At 30 April 2022	**2,989**	**716**	**3,193**	**52**	**6,950**
Accumulated depreciation					
At 1 May 2020	1,227	219	1,357	49	2,852
Charge for the year	470	163	486	5	1,124
At 30 April 2021	**1,697**	**382**	**1,843**	**54**	**3,976**
At 1 May 2021	1,697	382	1,843	54	3,976
Charge for the year	460	104	446	-	1,010
Disposals	(41)	-	-	(2)	(43)
At 30 April 2022	**2,116**	**486**	**2,289**	**52**	**4,943**
Net book value					
At 30 April 2021	**948**	**265**	**838**	**-**	**2,051**
At 30 April 2022	**873**	**230**	**904**	**-**	**2,007**

12. RIGHT-OF-USE ASSETS

As part of its ongoing operations, the Group has entered into various lease arrangements including leasehold property and motor vehicles. Details of its lease arrangements are presented below:

(a) Right-of-use assets

	Leasehold property	Motor vehicles	Total
	£'000	£'000	£'000
Cost			
At 1 May 2020	17,880	260	18,140
Additions	2,408	141	2,549
Derecognition of right-of-use assets[1]	(1,211)	(48)	(1,259)
At 30 April 2021	**19,077**	**353**	**19,430**
At 1 May 2021	19,077	353	19,430
Additions	2,047	167	2,214
Derecognition of right-of-use assets[1]	(2,326)	(41)	(2,367)
At 30 April 2022	**18,798**	**479**	**19,277**
Accumulated depreciation			
At 1 May 2020	4,441	132	4,573
Charge for the year	4,021	136	4,157
Derecognition of right of use assets	(859)	(16)	(875)
At 30 April 2021	**7,603**	**252**	**7,855**
At 1 May 2021	7,603	252	7,855
Charge for the year	3,516	85	3,601
Derecognition of right of use assets	(2,272)	(19)	(2,291)
At 30 April 2022	**8,847**	**318**	**9,165**
Net book value			
At 30 April 2021	**11,474**	**101**	**11,575**
At 30 April 2022	**9,951**	**161**	**10,112**

Footnotes

[1]: Derecognition of right-of-use assets is as result of disposals of expired lease agreements and modification of prior year leases. The Group recognised a net gain of £84k (2021: £259k) on derecognition and presented the gain as part of 'Gain on derecognition of right-of-use assets' (see Note 5).

12. RIGHT-OF-USE ASSETS (CONTINUED)

(b) Lease liabilities – Movement schedule

	Leasehold property £'000	Motor vehicles £'000	Total £'000
At 1 May 2020	15,465	120	15,585
Additions	2,432	141	2,573
Interest	940	11	951
Payments	(4,968)	(152)	(5,120)
Derecognition of lease liabilities[1]	(630)	(13)	(643)
At 30 April 2021	**13,239**	**107**	**13,346**
At 1 May 2021	13,239	107	13,346
Additions	2,113	141	2,254
Interest	712	6	718
Payments	(4,140)	(89)	(4,229)
Derecognition of lease liabilities[1]	(160)	-	(160)
Foreign exchange movements	(195)	-	(195)
At 30 April 2022	**11,569**	**165**	**11,734**

Footnotes
[1]: During 2022, the Group derecognition of lease liabilities is the result of existing leases as well as changes to pre-existing lease terms. The Group recognised a net gain of £84k (2021: £259k) on derecognition and presented the gain as part of 'Gain on derecognition of right-of-use assets' (see Note 5).

(c) Lease liabilities - Maturity analysis

	30 April 2022		
	Leasehold property £'000	**Motor vehicles £'000**	**Total £'000**
Maturity analysis - contracted undiscounted cash flows			
Less than one year	3,789	77	3,866
One to five years	8,773	111	8,884
More than five year	328	-	328
Total undiscounted lease liabilities	**12,890**	**188**	**13,078**

Lease liabilities included in the Statement of Financial Position calculated by taking the present value of contracted cash flows and applying a discount rate of 3.5% on new leases arising in the year (2021: 3.5%):

Current	3,804	71	3,875
Non-current	7,765	94	7,859
Total discounted lease liabilities	**11,569**	**165**	**11,734**

12. RIGHT-OF-USE ASSETS (CONTINUED)

	30 April 2021		
	Leasehold property £'000	**Motor vehicles £'000**	**Total £'000**
Maturity analysis - contracted undiscounted cash flows			
Less than one year	4,012	71	4,083
One to five years	9,853	41	9,894
More than five year	1,110	-	1,110
Total undiscounted lease liabilities	**14,975**	**112**	**15,087**
Current	3,546	67	3,613
Non-current	9,693	40	9,733
Total discounted lease liabilities	**13,239**	**107**	**13,346**

(d) Lease amounts recognised in the profit or loss

	2022 £'000	**2021 £'000**
Leases under IFRS 16		
Interest on lease liabilities	718	951
Depreciation of right-of-use assets	3,601	4,157
Expenses relating to leases of low-value assets	747	438
Net gain on derecognition of leases	(84)	(259)
	4,982	**5,287**

13. INVESTMENTS – GROUP

	2022 £'000	2021 £'000
Investments at fair value	11,191	5,687

Investments at fair value relate to the Group's share of an SPV subordinated loan. See Note 2 'Significant Accounting Policies' for further details on the SPV and Note 25 'Related Parties Transactions' for details of all transactions with the SPV.

The investment is measured at fair value and stated net of CVA of £844k (2021: £1,048k). Refer to Note 27 for more details.

Fair value is measured using a discounted cash flow modelling approach. The key inputs are estimated cash flows arising from the investment in the subordinated loan, comprising estimated returns receivable on the investment and an estimate of the timing of repayment of the subordinated loan. . Income is due once realised as a cash surplus within the SPV, provided certain SPV KPIs are met. Income due is now being settled regularly once agreed between the Company and the SPV. Under the loan agreement the Senior Lender has the option to withdraw from the agreement from 31 December 2022 and then all monies due to subordinated loan holder will be received within two years of the termination date. Average historical loan terms is 150 days.

The discount rate is based on a review of the rate of return required by the current Senior Lender and by potential mezzanine lenders in exchange for taking on a lower level of risk in the SPV than the subordinated loan lender; and also by benchmarking this against the returns offered by similar trade finance businesses where this information is available, and justifying the resulting range against the return currently earned by Ebury. Following this review, the discount rate selected was 12%

CVA is recognised against the fair value based on PD multiplied by LGD multiplied by EAD of the loans held in the SPV,

14. INVESTMENTS - COMPANY

	Investment in subsidiaries £'000
Cost	
At 1 May 2020	86,007
Additions	81,272
At 30 April 2021	**167,279**
At 1 May 2021	167,279
Additions	67,817
At 30 April 2022	**235,096**
Net carrying value of investments	
At 30 April 2021	**167,279**
At 30 April 2022	**235,096**

Additions comprise investment in share issued by existing, wholly owned subsidiary undertakings, of:

	2022 £'000	2021 £'000
EPBE	33,621	32,956
EPUK	20,000	47,000
EPCA	5,764	-
EPCH	3,921	-
EPHK	2,795	-
EPBR	1,716	599
EPAU	-	717
	67,817	**81,272**

14. INVESTMENTS – COMPANY (CONTINUED)

Investment in subsidiaries

The following tables detail the subsidiaries of the Company and/or the Group during the year to 30 April 2022 unless otherwise stated.

In each case, the Company has a 100% interest in the ordinary share capital of the entity either through direct share ownership or indirectly through one of the wholly-owned subsidiaries in the Group detailed below:

Name of subsidiary	Place of incorporation or registration	Share Class
Ebury Partners UK Limited	England and Wales	£0.01 Ordinary
Ebury Technology Limited	England and Wales	£0.01 Ordinary
Ebury Partners Finance Limited	England and Wales	£1.00 Ordinary
Foreign Exchange Solutions S.L.	Spain	€0.01 Ordinary
Foreign Exchange Solutions (UK) Limited	England and Wales	£1.00 Ordinary
Ebury Partners SA (Pty) Ltd	South Africa	ZAR1.00 Ordinary
Ebury Partners Markets Limited	England and Wales	£1.00 Ordinary
Ebury Partners Canada Limited	Canada	CAD $0.01 Ordinary
Ebury Partners Belgium NV	Belgium	€1.00 Ordinary
Ebury Finance Belgium NV	Belgium	€1.00 Ordinary
Ebury Partners Hong Kong Ltd	Hong Kong	HK $1.00 Ordinary
Ebury Partners Holdings Limited	England and Wales	£1.00 Ordinary
Ebury Partners Switzerland AG	Switzerland	CHF 0.51 Ordinary
Ebury Partners Australia Pty Ltd	Australia	AUS $1.00 Ordinary
Beetobee Limited (1)	England and Wales	£1.00 Ordinary
Ebury Partners China Limited	China	RMB1.00 Ordinary
Ebury Mass Payments Holdco Ltd	England and Wales	£0.01 Ordinary
Ebury Mass Payments Ltd	England and Wales	£0.01 Ordinary
Ebury Payments PTE Ltd	Singapore	SGD $1.00 Ordinary
Ebury Brasil Participacoes Ltda	Brazil	R$1.00 Ordinary
Ebury Facilitadora De Pagamentos Ltda	Brazil	R$1.00 Ordinary
Ebury Brasil Consultoria Ltda	Brazil	R$1.00 Ordinary

(1) Dissolved on 12 April 2022

14. INVESTMENTS – COMPANY (CONTINUED)

Investment in subsidiaries (continued)

Name of subsidiary	Holding	Registered address	Major business activity	Subsidiary during the year
Ebury Partners UK Limited	Direct	(a)	FX brokerage	Full year
Ebury Technology Limited	Direct	(a)	Trading platform provider	Full year
Ebury Partners Finance Limited	Direct	(a)	Trade finance provider	Full year
Foreign Exchange Solutions S.L.	Indirect	(b)	Technological R&D	Full year
Foreign Exchange Solutions (UK) Limited	Indirect	(a)	Technological R&D	Full year
Ebury Partners SA (Pty) Ltd	Direct	(c)	Non-trading	Full year
Ebury Partners Markets Limited	Direct	(a)	FX brokerage	Full year
Ebury Partners Canada Limited	Direct	(d)	FX brokerage	Full year
Ebury Partners Belgium NV	Direct	(e)	FX brokerage	Full year
Ebury Finance Belgium NV	Direct	(e)	FX brokerage	Full year
Ebury Partners Hong Kong Ltd	Direct	(f)	FX brokerage	Full year
Ebury Partners Holdings Limited	Direct	(a)	Inactive Holding Co.	Full year
Ebury Partners Switzerland AG	Direct	(g)	FX brokerage	Full year
Ebury Partners Australia Pty Ltd	Direct	(h)	FX brokerage	Full year
Beetobee Limited	Direct	(a)	Non-trading	Dissolved 12 April 2022
Ebury Partners China Limited	Direct	(i)	Marketing Co.	Full year
Ebury Mass Payments Holdco Ltd	Direct	(j)	Holding Co.	Full year
Ebury Mass Payments Ltd	Indirect	(j)	Mass payment solutions	Full year
Ebury Payments PTE Ltd	Indirect	(k)	Mass payment solutions	Full year
Ebury Brasil Participacoes Ltda	Direct	(l)	Holding Co.	Full year
Ebury Facilitadora De Pagamentos Ltda	Direct	(l)	Non-trading	Full year
Ebury Brasil Consultoria Ltda	Indirect	(l)	Affiliate partnering	Full year

14. INVESTMENTS – COMPANY (CONTINUED)

Registered address

The registered address and country of incorporation of each subsidiary listed above are:

(a) Third floor, 80-100 Victoria Street, Cardinal Place, London, SW1E 5JL, England & Wales
(b) Calle Puerta Del MAR, 15, 29005, Malaga, Spain
(c) 7th Floor Mandela Rhodes Place, Corner Wale and Burg Streets, Cape Town, 8001, South Africa
(d) Suite 2600, Three Bentall Centre, PO Box 49314, 595 Burrard Street, Vancouver, BC V7X1L3, Canada
(e) Avenue des Arts 52-2, 1000, Bruxelles, Brussels, Belgium
(f) Suite 1701, 17/F, Sino Plaza, 256 - 257 Gloucester Road, Causeway Bay, Hong Kong, Hong Kong
(g) Bahnhofstrasse 61, CH- 8001 Zürich, Switzerland
(h) Level 6, 580 George Street, Sydney NSW 2000, Australia
(i) Room 1877, Unit 2, 18/F (15/F) , No. 222 Yan'an East Road, Huangpu District, Shanghai, China
(j) Lynton House, 7-12 Tavistock Square, London, United Kingdom, WC1H 9LT
(k) 9 Battery Road, 15 - 107 MYP Centre, 049910, Singapore
(l) Rua Capitão Antônio Rosa, 409, Jardim Paulistano, São Paulo, CEP 01443-010, Brazil

Business

- *Non-trading:* Since incorporation and up to the date of signing the Financial Statements the subsidiary is a non-trading entity without clients or trading activity.
- *Holding Co.* : Holding Company which forms part of the Group legal framework holding shares in active entities of the Group. Since incorporation and up to the date of signing the Financial Statements the subsidiary is itself a non-trading entity without clients or trading activity.
- *FX Brokerage*: The continuation of a foreign exchange brokerage business as a regulated entity and/or the performance of non-regulated activities help facilitate the operation of the Group's principal activity, of acting as a regulated foreign exchange brokerage firm.
- *Marketing Co.*: A marketing company carrying out marketing activities, which promotes the products and services offered by Group entities.
- *Mass payment solutions*: A company providing high volume currency and payment solutions.
- *Affiliate partnering:* Providing foreign exchange services to third party clients, utilising our resources, systems and processes but under client branding.
- *Inactive Holding Co.* : Entity incorporated as a Holding Company which forms part of the Group legal framework, but holds no shares in entities of the Group. Since incorporation and up to the date of signing the Financial Statements the subsidiary is itself a non-trading entity without clients or trading activity.

14. INVESTMENTS – COMPANY (CONTINUED)

Branch Offices open during the year ended 30 April 2022

The following table details the branch offices of the Group during the year to 30 April 2022

All branches are operated and controlled either by the Company or one of the wholly-owned subsidiaries shown in the table above.

Branch offices open during the year ended 30 April 2022

Country	Office type	Name	Registered address	Business	Registration date
Spain	2	Ebury Partners UK Sucursal en Espana	(a)	Inactive	26 Feb 14
Netherlands	9	Ebury Partners UK Limited	(b)	Inactive	1 Jun 14
Switzerland	2	Ebury Partners UK Limited - Zweigniederlassung Zurich	(m)	Inactive	17 Oct 16
France	2	Ebury Partners UK Limited	(c)	Inactive	7 Apr 17
Netherlands	3	Ebury Partners Markets Ltd	(b)	FX brokerage	29 Jun 17
Germany	2	Ebury Partners UK Limited - Zweigniederlassung Deutschland	(e)	Inactive	11 Aug 17
Greece	2	Ebury Partners UK Limited - Greece	(f)	Inactive	5 Sept 17
Poland	2	Ebury Partners UK Limited Spółka z Ograniczoną Odpowiedzialnością Oddział w Polsce	(g)	Inactive	23 Oct 17
Portugal	2	Ebury Partners UK Limited - Sucursal em Portugal	(h)	Inactive	23 Oct 17
Australia	8	Ebury Partners UK Limited	(u)	FX brokerage	15 Mar 18
Romania	2	Ebury Partners UK Limited Londra Sucursala Bucuresti	(i)	Inactive	16 Mar 18
Italy	2	Ebury Partners UK Limited	(d)	Inactive	29 Mar 18
Czech	2	Ebury Partners UK Limited - Odštěpný Závod	(j)	Inactive	22 May 18
Portugal	4	Ebury Partners Belgium - Sucursal Em Portugal	(h)	FX brokerage	27 Sept 18
Italy	4	Ebury Partners Belgium SA/NV	(d)	FX brokerage	19 Oct 18
Austria	9	Ebury Partners UK Limited	(n)	Inactive	3 Jan 19
Luxembourg	2	Ebury Partners UK - Luxembourg Branch	(o)	Inactive	28 Jan 19
Luxembourg	4	Ebury Partners Belgium - succursale luxembougeoise/Niederlassung Luxemburg	(o)	FX brokerage	25 Jan 19
Poland	4	Ebury Partners Belgium NV Spółka Akcyjan Oddział w Polsce	(g)	FX brokerage	28 Jan 19

14. INVESTMENTS – COMPANY (CONTINUED)

Branch Offices – Open during the year ended 30 April 2022 (continued)

Branch offices open during the year ended 30 April 2022

Country	Office type	Name	Registered address	Business	Registration date
Spain	1	Ebury Technology Sucursal en Espana	(a)	Trading platform provider	20 Jan 19
Romania	4	Ebury Partners Belgium NV Bruxelles - Sucursala Bucuresti	(i)	FX brokerage	15 Feb 19
Netherlands	4	Ebury Partners Belgium SA/NV	(b)	FX brokerage	1 Mar 19
Greece	4	Ebury Partners Belgium Ελληνικο Υποκαταστημα	(f)	FX brokerage	2 Apr 19
Abu Dhabi	1	Ebury Partners UK Limited	(p)	FX brokerage	18 Apr 19
France	4	Ebury Partners Belgium (succursale française)	(c)	FX brokerage	19 Apr 19
Czech	4	Ebury Partners Belgium N.V. pobočka	(j)	FX brokerage	25 Apr 19
Ireland	2	Ebury Partners UK Limited - Ireland	(r)	Inactive	27 Nov 19
Germany	4	Ebury Partners Belgium NV - Zweigniederlassung Deutschland	(e)	FX brokerage	15 Jul 19
Ireland	4	Ebury Partners Belgium NV - Ireland	(r)	FX brokerage	26 Sept 19
Spain	4	Ebury Partners Belgium Sucursal en España	(a)	FX brokerage	16 Sept 19
Bulgaria	2	Ebury Partners UK Limited - Bulgaria	(q)	Inactive	4 Oct 19
Spain	3	Ebury Partners Markets Sucursal en Espana	(a)	FX brokerage	19 Nov 19
Italy	3	Ebury Partners Markets LTD	(d)	FX brokerage	30 Oct 19
Bulgaria	4	Ebury Partners Belgium NV - Bulgaria	(q)	FX brokerage	16 Oct 19
UAE	1	Ebury Partners UK Limited - DIFC branch	(l)	FX brokerage	15 Oct 20

Branch Offices opened and closed and overseas company registrations during the year

The table below details the Branch Offices opened during the financial year.

Branch offices opened or overseas company registrations made during the year ended 30 April 2022

Country	Office type	Name	Registered address	Business	Registration date
Australia	5	Ebury Partners Finance Ltd – Australia branch	(k)	Trade finance	8 June 21
New Zealand	6	Ebury Partners Australia Pty Ltd - New Zealand	(v)	inactive	23 Mar 22

14. INVESTMENTS – COMPANY (CONTINUED)

The table below details the Branch Offices closed during the financial year.

Branch offices closed during the year ended 30 April 2022					
Country	**Office type**	**Name**	**Registered address**	**Business**	**Closed**
Australia	3	Ebury Partners Markets Ltd - Australia	(k)	FX brokerage	4 May 2021
UK	7	Foreign Exchange Solutions SL, UK Branch	(s)	Inactive	4 Feb 22
Cyprus	5	Ebury Partners UK Limited - Cyprus	(t)	Inactive	23 Mar 22
Cyprus	5	Ebury Partners Belgium NV - Cyprus	(t)	FX brokerage	11 April 22

Branch Offices – notes

- *1*: Branch office of Ebury Partners UK Limited. See the subsidiary table contained within this Note for further detail on this entity and its activities.
- 2: Branch office of Ebury Partners UK Limited, inactive following transfer of EU business from EPUK branch to EPBE branch and Swiss branch to Ebury Partners Switzerland AG during the financial year ended 30 April 2021.
- 3: Branch office of Ebury Partners Markets Limited. See the subsidiary table above for further detail on this entity and its activities.
- 4: Branch office of Ebury Partners Belgium NV. See the subsidiary table for further details on this entity and its activities.
- 5: Branch office of Ebury Partners Finance Limited
- 6: Overseas company registration by Ebury Partners Australia Pty Ltd.
- 7: Branch office of Foreign Exchange Solutions S.L. The entity is inactive for both the current year, prior year and up to and including the date of filing the Financial Statements
- 8: Branch office of Ebury Partners UK Limited, inactive from July 2021 following transfer of business from EPUK branch to Ebury Partners Australia Pty Limited.
- 9: Branch office of Ebury Partners UK Limited, inactive following transfer of EU business from EPUK branch to EPBE branch during the financial year ended 30 April 2021 and dissolved post year end. EPUK Netherlands was deregistered on 6 December 2022 and EPUK Austria on 3 January 2023.

INVESTMENTS – COMPANY (CONTINUED)

Registered address

The registered address and country of each branch office listed above are summarised below:

(a) Paseo de la Castellana, 202 Edificio Castellana 200, Planta 5, 28046 Madrid, Spain

(b) Claude Debussylaan, 261082MD, Amsterdam, Netherlands

(c) 52-56, 52B Rue De La Victoire, 75009, Paris, France

(d) Via Filippe Sassetti, n. 32, 20142, Milano, Italy

(e) 5th Floor, Georg-Glock-Strasse 3, 40474, Düsseldorf, Germany

(f) 4th Floor, 50 Agiou Konstantinou, Marousi, 151 24, Greece

(g) ul. Królewska 18, 00-103 Warszawa, Poland

(h) Av. Da Liberdade, nº 225, 4º dtº, 1250-142, Lisboa, Portugal

(i) 19 - 21 Primaverii Boulevard, 2nd Floor, Room 2, Bucharest, district 1, Romania

(j) Stodolní 1428/9, Ostrava, 702 00, Czechia

(k) Level 6, 580 George Street Sydney, NSW 2000

(l) Unit GA-00-SZ-L1-RT-162 , GA-00-SZ-L1-RT-164, Level 1, Gate Avenue - South Zone, Dubai International Financial Centre, Dubai, 507062, United Arab Emirates

(m) Bahnhofstrasse 61,8001 Zürich, Switzerland

(n) Albert Hall, Albertgasse 35, 1080 Wien, Austria

(o) 45, avenue de la liberté, L - 1931 Luxembourg

(p) Al Kathem Tower, Office 614, Abu Dhabi Global Market, Sowwah Square, Al Maryah Island, Abu Dhabi, UAE

(q) 8, Iskar Str., Fl. 3, Sofia 1000, Bulgaria

(r) Alexandra House The Sweepstakes, Ballsbridge, Dublin, D04 C7H2, Ireland

(s) Third floor, 80-100 Victoria Street Cardinal Place, London, SW1E 5JL, United Kingdom

(t) Kyriakou Matsi 16, Eagle House, 6th Floor, Agioi Omologites, 1082 Nicosia, Republic of Cyprus

(u) Level 1, 53 Berry Street North Sydney NSW 2060, Australia

(v) Level 4, 123 Victoria Street, Christchurch Central, Christchurch, 8013, NZ

15. DERIVATIVE FINANCIAL INSTRUMENTS - FINANCIAL ASSETS GROUP

		2022 £'000	2021 £'000
Foreign exchange currency contract assets			
	- Non-current	61,589	32,145
	- Current	376,614	119,032
		438,203	**151,177**

Foreign exchange currency contract assets comprise IFRS mark-to-market ("MtM") valuation, the Group's forward contracts with clients, and banking liquidity providers, depending on whether client contracts and the position with hedging banks (excluding collateralisation) are in-the-money or out-of-the-money.

16. TRADE AND OTHER RECEIVABLES - GROUP & COMPANY

GROUP	2022 £'000	2021 £'000
Trade receivables	6,861	5,056
Client collateral	6,526	2,184
Short-term loans receivable	25,131	25,783
Other receivables	7,507	8,326
Prepayments	3,372	3,888
	49,397	**45,237**

'Trade receivables' primarily relates to trades past maturity date where the client experienced a negative MtM and the Group is awaiting settlement of the outstanding balance. In addition 'Trade receivables' includes fee income earned on our account services and fees earned on the execution of mass-payment transactions. 'Trade receivables' are stated net of expected credit loss provisions of £4,211k (2021: £2,102k). Trade receivables written off during the year were £77k (2021:£4,859k).

'Client collateral' assets receivable relate to amounts posted by the Group as security with banking counterparties, otherwise referred to as our liquidity providers. 'Client collateral' is stated net of expected credit loss provisions of £2k (2021: £3k).

'Short-term loans receivable' relates to trade finance loans held on the Statement of Financial Position and stated net of expected credit loss provisions of £929k (2021: £2,574k). The total amount of 'Short-term loan receivable' written off during the year amounted to £4,997k (2021: £1,561k) and related to loans fully provided in either the current or prior years.

'Other receivables' include rental deposits and other items arising in the ordinary course of business. 'Other receivables' is stated net of expected credit loss charges and other credit impairment charges of £121k (2021: £110k).

The maximum exposure to credit risk at the reporting date is the carrying value before expected credit losses of each class of receivables mentioned above.

16. TRADE AND OTHER RECEIVABLES - GROUP & COMPANY (CONTINUED)

Expected credit losses were determined in line with our ECL policy detailed in Note 2 'Significant Accounting Policies'. Further information about the Group's exposure to credit and market risks and expected credit loss provisions for trade and other receivables is included in Note 27.

Due to the short term nature of these receivables, the carrying value is assumed to approximate their fair value.

	2022	2021
COMPANY	**£'000**	**£'000**
Amounts due from Group undertakings	49,708	136,501
Prepayments	108	36
VAT - due from HMRC	112	-
Other receivables	757	863
	50,685	**137,400**

'Amounts due from Group undertakings' are unsecured, non-interest bearing and are repayable on demand. Due to the short-term nature of these receivables, the carrying value is assumed to approximate their fair value.

ECL on trade and other receivables is stated net of expected credit loss charges and other credit impairment charges of £1k (2021: £nil).

17. CASH AND CASH EQUIVALENTS - GROUP

			2022 £'000	2021 £'000
Cash and cash equivalents			567,447	413,420
			567,447	**413,420**
Cash and cash equivalents at 30 April comprise:				
		Notes		
Cash and cash equivalents	Group	*1*	107,357	61,817
	Total Group		**107,357**	**61,817**
	Client - Safeguarded	*2*	369,364	281,055
	Client - Other	*3*	90,726	70,548
	Total Client cash		**460,090**	**351,603**
		4	**567,447**	**413,420**

Notes

1 Group: This comprises Cash and cash equivalents held by the Group, not held on behalf of clients, within bank accounts otherwise referred to as business, office, investment, margin, regulatory and other accounts.

2 Client - Safeguarded: This refers to Cash and cash equivalents held on behalf of the Group's clients in Safeguarding accounts which fall within the scope of the EMR for EPUK, within the scope of 'PSD2 transposition into the law of March 2018' for EPBE and within the scope of various other laws and regulations requiring the ring-fencing of, and enhanced levels of monitoring and control over, cash and cash equivalents for a number of other Group entities in other locations. Also, certain other cash and cash equivalent balances which the Group chooses to maintain as if regulated Safeguarded balances. Safeguarding requirements protect funds received for the provision of payment service or e-money that the Group issues to clients.

3 Client - Other: This refers to all other clients Cash and cash equivalents which aren't within 'Client – Safeguarded' accounts, and primarily include collection and settlement accounts.

4 'Cash and cash equivalents' include all categories aforementioned above; Group, Client - Safeguarded and Client - Other. Cash and cash equivalents are stated net of expected credit loss charges totalling £265k (2021: £132k). Cash and cash equivalents exclude £28k (2021: £1,498k) Client Money and Custody Assets ("CASS") which, being client assets held in statutory trust not controlled by the Group, are not disclosed as part of on-balance-sheet cash.

18. TRADE AND OTHER PAYABLES - GROUP & COMPANY

GROUP	2022 £'000	2021 £'000
Amounts due to clients	530,607	358,202
Trade payables	2,432	2,434
Deferred income	657	2,490
Other taxation and social security	4,185	4,642
Other payables	267	7,774
Accruals	28,159	24,762
Legal and regulatory provision	604	616
	566,911	**400,920**

'Amounts due to clients' relate to liabilities to customers including customer balances, and collateral comprising the Initial Amount deposited ("IA"), and Contribution Margin ("CM"). As at 30 April 2022, the Company held 'Total client cash' in its bank accounts totalling £460,090k (2021: £351,603k) comprising client money safeguarded and client money other, as detailed in Note 17 'Cash and cash equivalents'. The difference between the 'Total client cash' and 'Amounts due to clients' is the balance of £70,517k (2021: £6,599k) and includes the timing difference associated with liquidity providers collateral payable, client collateral due and payable, and other amounts due and payable to clients.

'Legal and regulatory provision' comprises provision for legal and regulatory matters where the Group expects a settlement to arise in accordance with IAS 37 'Provisions, Contingent Liabilities and Contingent Assets'. See also Note 19.

Due to the short-term nature of trade and other payables the carrying value is assumed to approximate to their fair value.

COMPANY	2022 £'000	2021 £'000
Amounts due to Group undertakings	1,267	470
Trade payables	56	52
Deferred income	-	1,649
Other taxation and social security	-	706
Other payables	3	7,503
Accruals	6,804	6,658
	8,130	**17,038**

'Deferred income' for 2021 included the unutilised element of a £2.5m BCR grant received through Pool E of the Capability and Innovation Fund ("CIF") to develop the lending products of the Group. The deferred income was released to various subsidiary companies when they complied with the relevant terms of the grant.

19. PROVISIONS

	Legal and regulatory provisions £'000
At 1 May 2020	-
Charge for the year	616
At 30 April 2021	**616**
At 1 May 2021	616
Utilised	(386)
Release of provisions unutilied	(288)
Additions	658
Charge for the year	370
Other	4
At 30 April 2022	**604**

Legal and regulatory provisions comprise provisions recognised under IAS 37 'Provisions, Contingent Liabilities and Contingent Assets'.

20. DERIVATIVE FINANCIAL INSTRUMENTS - FINANCIAL LIABILITIES GROUP

		2022 £'000	2021 £'000
Foreign exchange currency contract liabilities			
	- Current	296,033	79,447
	- Non-current	55,485	10,322
		351,518	**89,769**

Foreign exchange currency contract liabilities comprise IFRS IFRS mark-to-market ("MtM") valuation, the Group's forward contracts with clients, and banking liquidity providers, depending on whether client contracts and the position with hedging banks (excluding collateralisation) are in-the-money or out-of-the-money.

21. BORROWINGS

GROUP AND COMPANY	2022 £'000	2021 £'000
Interest-bearing facility – current draw down	**121,745**	**161,139**

Borrowings comprise amounts drawn down under a €250 million facility with Santander. The facility was granted initially from 1 July 2020 and was renewed for a further year on 1 July 2021 on similar terms. Co-guarantors of these agreements for the year ending 30 April 2022 were the Company, EPUK and EPBE.

Borrowings are secured by fixed and floating charges which exist over the assets of the Company.

Borrowings are initially stated at their fair value plus transaction costs, then subsequently at amortised cost using the effective interest method.

Borrowings currency denomination

The carrying amounts of the Group and Company borrowings are denominated in the following currencies:

			2022 £'000	2021 £'000
Borrowings	-	Euro	21,154	61,060
	-	UK Pound	100,591	100,238
Transaction issuance costs	-	Euro	-	(145)
	-	UK Pound	-	(14)
Total net borrowings			**121,745**	**161,139**

Net cash/borrowings

An analysis of the Group net cash / borrowings and the Company borrowings is shown below:

Group	**At 1 May 2021 £'000**	**Cash flows £'000**	**Non-cash charges £'000**	**At 30 April 2022 £'000**
Total cash and cash equivalents	**413,420**	**154,349**	**(322)**	**567,447**
Group and Company				
Transaction issuance costs	159	-	(159)	-
Borrowings due in less than one year	(161,298)	38,655	898	(121,745)
Borrowings	**(161,139)**	**38,655**	**739**	**(121,745)**
Net Cash / Borrowings	**252,281**	**193,004**	**417**	**445,702**

Non-cash charges include amortisation of transaction issuance costs, movements in expected credit loss provisions and foreign exchange movements. Cash flows include receipts, payments and borrowings repaid.

21. BORROWINGS (CONTINUED)

Undrawn borrowing facilities
The Group and the Company have the following undrawn borrowing facilities:

	Currency	Facility	2021 £'000	2020 £'000
Expiring within one year	Euro/GBP	RCF	**88,749**	**56,366**

22. SHARE CAPITAL

	A	D	E	F	Total
Number of ordinary shares					
At 1 May 2020 and 30 April 2021	**2,442,158**	**279,434**	**147,501**	**147,501**	**3,016,594**
Issuance	**310,168**	**-**	**90,693**	**73,729**	**474,590**
At 30 April 2022	**2,752,326**	**279,434**	**238,194**	**221,230**	**3,491,184**
Nominal value per share (£)	0.01	0.01	0.01	0.01	-
Aggregate nominal value					
At 30 April 2021 (£'000)	**24**	**3**	**1**	**1**	**29**
At 30 April 2022 (£'000)	**28**	**3**	**2**	**2**	**35**

'A' Ordinary shares

'A' ordinary share have attached to them voting, dividend and capital distribution rights.

Other ordinary share classes

The 'D' ordinary shares, the 'E' Ordinary shares and the 'F' Ordinary shares have attached to them certain capital distribution rights. They do not have voting rights or rights to dividends.

The above information relates to the Company's issued share capital as at 30 April 2022. The Articles permit other share classes to be issued which may alter the rights or the order of priority of the holders of the issued share capital at 30 April 2022 as set out above.

Share issues

On 23 August 2021 128,575 'A' ordinary shares were issued to existing shareholders for total consideration of £35.1m. On 28 April 2022 181,593 'A' Ordinary shares were issued to existing shareholders for total consideration of £60.0m.

On 23 August 2021 64,793 'E' ordinary shares were issued for total consideration of £34k. On 25 November 2021 25,900 'E' ordinary shares were issued for total consideration of £14k.

22. SHARE CAPITAL (CONTINUED)

On 23 August 2021 and 24 September 2021, 73,229 and 500 'F' ordinary shares respectively were issued for total consideration of £39k.

Dividends – all share classes

Dividends of the Company will be distributed among shareholders pro-rata to their respective shareholdings based on the right conferred and applicable to them as detailed above and in the articles of association.

23. SHARE-BASED COMPENSATION

Management Incentive Plan

Ebury Partners Limited has issued class D, E and F class shares (the "Growth Shares") under a MIP to certain managers of Ebury Partners Limited. The Growth Shares participate in any value achieved above hurdles achieved upon an exit event. There are separate hurdles for both D shares and the E/F shares, the D shares based on the A shares value achieved and the E/F share based on the A shares value achieved and the D shares hurdle being achieved.

The fair value of the employee share purchase plan has been measured using "Unrestricted Market Value" ("UMV"), which is defined as "what would be the market value of the employment-related securities immediately after the chargeable event but for any restrictions." The most recent valuation of the shares within this plan as at the dates of issue was undertaken in May 2020. The fair value per subject share was measured as £0.53.

Number of growth shares in issue as part of the management incentive plan:

	'D' Ordinary Shares	'E' Ordinary Shares	'F' Ordinary Shares
At 1 May 2020	**279,434**	**147,501**	**147,501**
Shares sold	(139,996)	-	-
At 30 April 2021	**139,438**	**147,501**	**147,501**
Shares purchased at fair value	-	90,693	73,729
Shares sold	(26,804)	(350)	-
At 30 April 2022	**112,634**	**237,844**	**221,230**

90,693 E shares and 73,729 F shares issued were allocated to employees across the Group during the year for consideration of £0.53 per share. As the shares were sold to employees at fair value there is no cost to the Company.

During the year ended 30 April 2021, 139,990 D shares were sold from employees to Santander at the price of £158.85 following the completion of the strategic partnership with Santander in April 2020.

Sale or transfer of the shares is restricted, Shares may only be sold on the occurrence of certain events, or when the employee leaves the Group at the option of the Board.

24. ULTIMATE CONTROLLING PARTY

To 27 April 2022 the Board of Directors does not consider there to be an ultimate controlling party of Ebury Partners Limited. From 28 April 2022, following the purchase by Santander of shares issued by the Company and taking Santander's investment in the Group to 54.5%, the Board of Directors consider Banco Santander SA to be the ultimate controlling party of Ebury Partners Limited.

25. RELATED PARTY TRANSACTIONS

Key management personnel

Details of remuneration paid to key management personnel are set out in Note 7 to the Financial Statements. There were no other related party transactions with key management personnel outwith the remuneration payable for their services as employees and/or Directors and Directors' loans with the Group..

Key management personnel transactions

As at 30 April 2022 EPUK had an 'other receivable' of £147k (2021: £138k) due from Elizabeth Partners Limited, an entity owned 50% by Juan Manual Fernandez Lobato, CEO of the Company. .

Company - transactions with wholly-owned subsidiaries

The table below details the balances with all wholly owned subsidiaries at the end of the current and prior year.

	2022	**2022**	**2021**	**2021**
	£'000	**£'000**	**£'000**	**£'000**
	Receivable	Payable	Receivable	Payable
Ebury Partners UK Limited	49152	-	135,505	-
Ebury Technology Limited	521	-	986	-
Ebury Partners Belgium N.V.	21	(1,223)	-	(427)
Ebury Partners Canada Ltd	-	(43)	-	(43)
Ebury Partners Finance Ltd	3	-	3	-
Ebury Partners China Ltd	9	-	7	-
Ebury Partners Markets Limited	-	(1)	-	-
Ebury Partners Australia (Pty) Ltd	1	-	-	-
Ebury Partners Switzerland AG	1	-	-	-
	49,708	**(1,267)**	**136,501**	**(470)**

These amounts are unsecured, non-interest bearing and repayable on demand.

Santander

As at 30 April 2022 Santander had an interest of 54.5% (2021: 50.1%) in the Company. Post year end Santander purchased further existing 'A' ordinary shares from existing shareholders to take its shareholding to 66.91% as at the date of signing these Financial Statements. Details of the €250m borrowing facility with Santander, and amounts drawn and undrawn, as at 30 April 2022 are given in Note 21. The Group has bank accounts in the ordinary course of business with Santander as at 30 April 2022 totalling £1.2m in corporate bank accounts and £1.2m in client accounts.

25. RELATED PARTY TRANSACTIONS (CONTINUED)

SPV

In December 2016 the Company, through its wholly-owned subsidiary, EPF, and business partner NIBC, set up an SPV for the purposes of purchasing trade finance loans issued EPF using an initial senior loan facility totalling €20m. With the growth of the business, the commitment now stands at €45m (fully drawn)

NIBC financed the SPV with a senior loan totalling 90.0% of the total facility. The Group financed the remaining 10.0% of the total loan facility via a subordinated loan. Details of the current carrying value of the subordinated loan investment are given in Note 13 'Investments'.

The initial agreement signed in December 2016 was made between EPF (as seller, subordinated lender and servicer), SME Trade Finance B.V (as Borrower and Purchaser), NIBC Bank N.V (as Senior Lender and Facility Agent), TMF Trustee Limited (as Security Trustee), Intrum Justitia Nederland B.V (as back-up servicer), ABN AMRO Bank N.V (as Account Bank) and Stichting SME Trade Finance (as Borrower Shareholder). Subsequently, Ebury Partners Belgium SA/NV has been added as a seller

The SPV pays a fee comprising the cash surplus arising from its activities to EPF as a return on the subordinated loan together with service fees to the Group for facilitating and servicing the Trade Finance portfolio within the SPV.

During the year the Group, through its wholly owned subsidiaries, sold loans to the SPV totalling £99m (2021:£117m). EPF sold £88m and Ebury Partners Belgium SA/NV sold £11m.

During the year EPF charged service fees to the SPV of £128k (2021:£292k). Subordinated lending ecluding the impact of the change in accounting policy (see Note 3 'Revenue') earned income for the Group of £0.4m (2021: £0.4m). The impact of the change in accounting policy resulted in an additional £2.3m booked to revenue for the year ending 30 April 2022 (see Note 3 'Revenue')

26. CONTINGENCIES AND COMMITMENTS

As at the year-end, fixed and floating charges exist over the assets of the Company, EPUK and EPBE, in respect of a loan drawn down from a credit facility made available to the Company by Santander.

From 1 July 2022, the Company is co-guarantor of the two new facilities (a one year facility for €125m and a three year facility for €225m) provided by Santander to EPL.

The Company has committed to providing financial support to its subsidiary entities sufficient to enable them to meet their financial obligations as they become due for a period not less than 12 months from the date of signing the Financial Statements prepared for the financial year ended 30 April 2022.

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Financial instruments

The principal financial assets of the Group are cash and cash equivalents, derivative financial instruments, short term loan receivables and trade and other receivables. The Group's principal financial liabilities relate to borrowings, derivative financial instruments and trade and other payables. The Group has detailed these items in the table below, categorising these balances by valuation methodology.

The main purpose of these financial instruments is to generate sufficient working capital for the Group to continue its operations.

The Group's operations expose it to a variety of financial risks that include credit risk and liquidity risk. The Group discusses its financial instruments and how it manages its financial risks below.

Group

Credit Risk

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The policies set out by the Board of Directors are implemented in the Group's Risk and Treasury departments jointly under the direct responsibility of the Group Chief Risk Officer and Chief Financial Officer.

The Group's exposure to credit risk is limited to the carrying amount of financial assets recognised at the date of the Statement of Financial Position, summarised below. All tables for the year ending, and as at, 30 April 2021 have been restated to clarify the disclosure of Investments from amortised cost to fair value, and reclassifying the previously reported ECL as a CVA:

(a) Financial assets

At 30 April 2022	**Measured at amortised cost**	**Measured at fair value through profit and loss**	**Total**
	£'000	**£'000**	**£'000**
Trade receivables	6,861	-	6,861
Cash and cash equivalents	567,447	-	567,447
Client Collateral	6,526	-	6,526
Short-term loans receivables	25,131	-	25,131
Other receivables	7,507	-	7,507
Investments	-	11,191	11,191
Derivative financial instruments	-	438,203	438,203
	613,472	**449,394**	**1,062,866**

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial assets (continued)

At 30 April 2021	Measured at amortised cost £'000	Measured at fair value through profit and loss £'000	Total £'000
Trade receivables	5,056	-	5,056
Cash and cash equivalents	413,420	-	413,420
Client Collateral	2,184	-	2,184
Short-term loans receivables	25,783	-	25,783
Investments	-	5,687	5,687
Other receivables	8,326	-	8,326
Derivative financial instruments	-	151,177	151,177
	454,769	**156,864**	**611,633**

Credit risk is the risk of incurring a financial loss from a counterparty which fails to meet its obligation under a contract, which is primarily associated with derivative financial instruments, short-term loans to clients, trade and other receivables, Investments and cash and cash equivalents.

The Group undertakes continuous robust credit analysis before setting and varying credit limits and/or accepting trades from new and existing clients. All open positions are monitored in real-time and, where appropriate, steps are taken to mitigate this risk through the use of the credit recovery process.

The credit risk on cash and cash equivalents is limited due to the correspondent bank's strong credit ratings assigned by external independent rating agencies.

The credit risk on short-term loans to clients and trade receivables is mitigated by the Risk department conducting a daily analysis of the on-Statement of Financial Position balances.

Investments relate to the SPV subordinated loan investment. Credit risk is mitigated by the Risk department conducting a daily analysis of the SPV loan portfolio.

The exposure to credit risk is reflected in the tables below which detail the gross carrying amounts classified by credit quality. Credit risk arises across all financial assets, though historically losses typically occurred on short-term loans receivable, and, as a result, our disclosures focus primarily on this area.

(b) Distribution of financial assets by credit quality

All financial assets open during the year are considered in-scope for expected credit loss provision assessment except derivative financial instruments which are measured at fair value through profit and loss.

The table below classifies the Group's financial assets as at 30 April 2022, into six credit quality categories which are determined using a combination of internally developed credit rating grades and external ratings attributed by rating agencies. Typically lower credit rating grades such as sub-standard and credit-impaired have proportionally higher allowances for ECL and CVAs. The 'rating' categories of 'strong', 'good', 'satisfactory' and 'sub-standard' are all Stage 1, whilst the category of 'credit impaired' encompasses Stage 2 and Stage 3

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

(b) Distribution of financial assets by credit quality (continued)

As at 30 April 2022	Gross carrying/nominal amount								
	Rated	Rated	Rated	Rated	Rated	Internal risk rating			
	Strong	Good	Satisfactory	Sub-standard	Credit impaired	Satisfactory	Total	ECL/CVA Allowance	Net
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
In-scope for IFRS 9									
Trade receivables	-	170	118	104	8,717	1,963	11,072	(4,211)	6,861
Cash and cash equivalents	283,677	280,317	22	3,696	-	-	567,712	(265)	567,447
Client collateral	6,428	-	-	100	-	-	6,528	(2)	6,526
Short-term loans receivable	-	-	-	-	1,731	24,329	26,060	(929)	25,131
Other receivables	27	-	20	-	28	7,553	7,628	(121)	7,507
Total in scope	**290,132**	**280,487**	**160**	**3,900**	**10,476**	**33,845**	**619,000**	**(5,528)**	**613,472**
Out-of-scope for IFRS 9									
Investments	-	-	-	12,035	-	-	12,035	(844)	11,191
Derivative financial instruments	346,562	26,738	17,286	10,038	56	38,522	439,202	(999)	438,203
Total gross carrying amount on the Statement of Financial Position	**636,694**	**307,225**	**17,446**	**25,973**	**10,532**	**72,367**	**1,070,237**	**(7,371)**	**1,062,866**
Percentage of total credit quality	59.5%	28.7%	1.6%	2.4%	1.0%	6.8%	100.0%		

As at 30 April 2021	Gross carrying/nominal amount								
	Rated	Rated	Rated	Rated	Rated	Internal risk rating			
	Strong	Good	Satisfactory	Sub-standard	Credit impaired	Satisfactory	Total	ECL/CVA Allowance	Net
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
In-scope for IFRS 9									
Trade receivables	89	136	156	145	4,874	1,758	7,158	(2,102)	5,056
Cash and cash equivalents	408,520	2,250	-	1,678	1,009	95	413,552	(132)	413,420
Client collateral	-	2,087	-	100	-	-	2,187	(3)	2,184
Short-term loans receivable	7,804	10,142	3,829	386	4,873	1,323	28,357	(2,574)	25,783
Other receivables	-	-	-	-	7	8,429	8,436	(110)	8,326
Total in scope	**416,413**	**14,615**	**3,985**	**2,309**	**10,763**	**11,605**	**459,690**	**(4,921)**	**454,769**
Out-of-scope for IFRS 9									
Investments	-	-	-	6,735	-	-	6,735	(1,048)	5,687
Derivative financial instruments	97,754	19,163	7	17,682	7	16,921	151,534	(357)	151,177
Total gross carrying amount on the Statement of Financial Position	**514,167**	**33,778**	**3,992**	**26,726**	**10,770**	**28,526**	**617,959**	**(6,326)**	**611,633**
Percentage of total credit quality	83.3%	5.5%	0.6%	4.3%	1.7%	4.6%	100%		

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

(c) Summary of financial assets on which the impairment requirements in IFRS 9 are applied

	30 April 2022			30 April 2021		
	Gross carrying amount £'000	Allowance for ECL £'000	Net carrying amount £'000	Gross carrying amount £'000	Allowance for ECL £'000	Net carrying amount £'000
Trade receivables	11,072	(4,211)	6,861	7,158	(2,102)	5,056
Cash and cash equivalents	567,712	(265)	567,447	413,552	(132)	413,420
Client collateral	6,528	(2)	6,526	2,187	(3)	2,184
Short-term loans receivable	26,060	(929)	25,131	28,357	(2,574)	25,783
Other receivables	7,628	(121)	7,507	8,436	(110)	8,326
Total gross carrying amount on the Statement of Financial Position	**619,000**	**(5,528)**	**613,472**	**459,690**	**(4,921)**	**454,769**

(d) Summary of credit risk by stage distribution and ECL coverage by financial asset at 30 April 2022

The table below details the financial asset's credit risk by stage distributions and ECL coverage at 30 April 2022. The financial assets recorded in each stage have the following characteristics:

Stage 1: 12-month expected credit losses are recognised for financial assets that have not deteriorated in credit quality since initial recognition or deterioration in Ebury's Credit Risk Rating ("ECRR").

Stage 2: Lifetime expected credit losses are recognised for financial assets which have deteriorated significantly in credit quality since initial recognition.

Stage 3: Lifetime expected credit losses are recognised for financial assets where there is clear objective evidence of impairment which is either publicly known or observed through our interactions with the client.

As at 30 April 2022	Gross carrying amount				Allowance for ECL				ECL Coverage			
	Stage				Stage				Stage			
	1 £'000	2 £'000	3 £'000	Total £'000	1 £'000	2 £'000	3 £'000	Total £'000	1 %	2 %	3 %	Total %
Trade receivables	2,257	8,552	263	11,072	(5)	(3,943)	(263)	(4,211)	0.22%	46.11%	100.00%	38.03%
Cash and cash equivalents	565,638	2,074	-	567,712	(223)	(42)	-	(265)	0.04%	2.03%	0.00%	0.05%
Client collateral	6,528	-	-	6,528	(2)	-	-	(2)	0.03%	0.00%	0.00%	0.03%
Short-term loans receivable	24,329	-	1,731	26,060	(261)	-	(668)	(929)	1.07%	0.00%	38.59%	3.56%
Other receivables	7,600	-	28	7,628	(95)	-	(26)	(121)	1.25%	0.00%	92.86%	1.59%
Total gross carrying amount on the Statement of Financial Position	**606,352**	**10,626**	**2,022**	**619,000**	**(586)**	**(3,985)**	**(957)**	**(5,528)**	**0.10%**	**37.50%**	**47.33%**	**0.89%**

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

(d) Summary of credit risk by stage distribution and ECL coverage by financial asset at 30 April 2022 (continued)

As at 30 April 2021	Gross carrying amount				Allowance for ECL				ECL Coverage			
	Stage				Stage				Stage			
	1	2	3	Total	1	2	3	Total	1	2	3	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	%	%	%	%
Trade receivables	2,284	3,079	1,795	7,158	(43)	(1,050)	(1,009)	(2,102)	1.88%	34.10%	56.21%	29.37%
Cash and cash equivalents	412,544	1,008	-	413,552	(112)	(20)	-	(132)	0.03%	1.98%	-	0.03%
Client collateral	2,187	-	-	2,187	(3)	-	-	(3)	0.14%	-	-	0.14%
Short-term loans receivable	23,483	-	4,874	28,357	(83)	-	(2,491)	(2,574)	0.35%	-	51.11%	9.08%
Other receivables	8,429	-	7	8,436	(103)	-	(7)	(110)	1.22%	0.00%	100.00%	1.30%
Total gross carrying amount on the Statement of Financial Position	**448,927**	**4,087**	**6,676**	**459,690**	**(344)**	**(1,070)**	**(3,507)**	**(4,921)**	**0.08%**	**26.18%**	**52.53%**	**1.07%**

Reconciliation of changes in ECL allowance

	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
As at 1 May 2021	448,927	(344)	4,087	(1,070)	6,676	(3,507)	459,690	(4,921)
Transfers due to changes in credit risk:								
From stage 1 to stage 2	(1,917)	240	1,917	(240)	-	-	-	-
From stage 1 to stage 3	(734)	141	-	-	794	(141)	60	-
From stage 2 to stage 1	93	(47)-	(93)	47	-	-	-	-
From stage 2 to stage 3	-	-	(163)	81	163	(81)	-	-
From stage 3 to stage 2	-	-	563	(280)	(563)	280	-	-
Net change in financial assets	159,899	(573)	4,311	(2,516)	80	(2,665)	164,290	(5,754)
FX and other	84	(3)	4	(7)	36	(7)	(124)	(17)1
Charge for the year	159,983	(576)		(2,523)	116	(2,672)	164,414	(5,771)
Utilised	-	-	-	-	(5,164)	5,164	(5,164)	5,164
As at 30 April 2022	606,352	(586)	10,626	(3,985)	2,022	(957)	619,000	(5,528)

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

(e) ECL - Credit risk profile by grade for financial assets measured at amortised cost

The table below details the gross carrying amount of the Group's financial assets and the allowance for ECL categorised by Ebury Credit Risk Rating and stage distribution. Higher ECRR ratings reflect a higher PD.

As at 30 April 2022			Gross carrying amount				Allowance for ECL				ECL Coverage			
			Stage				Stage				Stage			
Credit risk rating	PD range From	To	1	2	3	Total	1	2	3	Total	1	2	3	Total
	%	%	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	%	%	%	%
ECRR 1	0.20	0.27	290,134	-	-	290,134	(69)	-	-	(69)	0.02%	0.00%	0.00%	0.02%
ECRR 2	0.45	0.61	280,360	-	-	280,360	(140)	-	-	(140)	0.05%	0.00%	0.00%	0.05%
ECRR 3	0.71	1.08	127	-	-	127	-	-	-	-	0.00%	0.00%	0.00%	0.00%
ECRR 4	1.28	2.22	81	-	-	81	-	-	-	-	0.00%	0.00%	0.00%	0.00%
ECRR 5	2.64	2.64	33,919	2	-	33,921	(365)	(1)	-	(366)	1.08%	50.00%	0.00%	1.08%
ECRR 6	2.84	3.93	17	-	-	17	-	-	-	-	0.00%	0.00%	0.00%	0.00%
ECRR 7	7.42	7.50	1,714	2,170	-	3,884	(12)	(113)	-	(125)	0.70%	5.21%	0.00%	3.22%
ECRR 8*	20	99	-	8,454	1,609	10,063	-	(3,871)	(543)	(4,414)	0.00%	45.79%	33.75%	43.86%
ECRR 9	100	100	-	-	413	413	-	-	(414)	(414)	0.00%	0.00%	100.24%	100.24%
Total gross carrying amount on the Statement of Financial Position			**606,352**	**10,626**	**2,022**	**619,000**	**(586)**	**(3,985)**	**(957)**	**(5,528)**	**0.10%**	**37.50%**	**47.33%**	**0.89%**

As at 30 April 2021			Gross carrying amount				Allowance for ECL				ECL Coverage			
			Stage				Stage				Stage			
Credit risk rating	PD range From	To	1	2	3	Total	1	2	3	Total	1	2	3	Total
	%	%	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	%	%	%	%
ECRR 1	0.20	0.27	416,413	-	-	416,413	(103)	-	-	(103)	0.02%	-	-	0.02%
ECRR 2	0.45	0.61	7,218	-	-	7,218	(16)	-	-	(16)	0.22%	-	-	0.22%
ECRR 3	0.71	1.08	7,397	-	-	7,397	(23)	-	-	(23)	0.31%	-	-	0.31%
ECRR 4	1.28	2.22	3,983	-	-	3,988	(27)	-	-	(27)	0.68%	-	-	0.68%
ECRR 5	2.64	2.64	11,607	-	-	11,607	(151)	-	-	(151)	1.30%	-	-	1.30%
ECRR 6	2.84	3.93	486	-	-	486	(10)	-	-	(10)	2.06%	-	-	2.06%
ECRR 7	7.42	7.50	1,823	-	-	1,823	(14)	-	-	(14)	0.77%	-	-	0.77%
ECRR 8*	20	99	-	4,087	6,317	10,404	-	(1,070)	(3,148)	(4,218)	-	26.18%	49.83%	40.54%
ECRR 9	100	100	-	-	359	359	-	-	(359)	(359)	-	-	100.00%	100.00%
Total gross carrying amount on the Statement of Financial Position			**448,927**	**4,087**	**6,676**	**459,690**	**(344)**	**(1,070)**	**(3,507)**	**(,4,921)**	**0.08%**	**26.18%**	**52.53%**	**1.07%**

*We deem the PD rate to be appropriate measurement for stage 2 and 3 risk, which incorporates lifetime credit loss allowance and actual credit losses

(f) ECL Scenario analysis

The Group's ECL model adopts the use of three scenarios, representative of our view of forecast economic conditions, sufficient to calculate an unbiased change in expected credit loss charges and other credit impairment charges.

The model includes a 10% deterioration, base case zero movement and 10% improvement in the credit ratings which would ordinarily take place as a result of changes in the future economic environment.

These scenarios did not yield a significant impact on the quantum of ECL.

Liquidity Risk

The Group's long-term funding strategy is to generate sufficient working capital to settle liabilities as they fall due. At present working capital requirements are supported by the loan facility.

Liquidity risk is managed through cash flow forecasting to ensure any additional working capital requirements are identified promptly.

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

The Group maintains sufficient headroom on its undrawn committed borrowing facility at all times so that the Group does not breach borrowing limits or covenants.

The Group's carrying amount of financial liabilities recognised as at the Statement of Financial Position date is:

At 30 April 2022	Financial liabilities at amortised cost £'000	Liabilities at fair value through profit and loss £'000	Total £'000
Borrowings	121,745	-	121,745
Derivative financial instruments	-	351,518	351,518
Trade and other payables	562,069	-	562,069
	683,814	**351,518**	**1,035,332**

At 30 April 2021	Financial liabilities at amortised cost £'000	Liabilities at fair value through profit and loss £'000	Total £'000
Borrowings	161,139	-	161,139
Derivative financial instruments	-	89,769	89,769
Trade and other payables	398,430	-	398,430
	559,569	**89,769**	**649,338**

The Group's financial liabilities recognised as at the Statement of Financial Position date have contractual maturities as follows:

At 30 April 2022	Up to one year £'000	After one year £'000	Total £'000
Borrowings	121,745	-	121,745
Trade and other payables	562,069	-	562,069
Financial liabilities at fair value through the profit or loss			
Derivative financial instruments			
- Foreign exchange currency contracts	296,033	55,485	351,518
	979,847	**55,485**	**1,035,332**

Foreign exchange currency contracts due after one year includes £701k (2021: £nil) due after more than five years.

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

At 30 April 2021	**Up to one year £'000**	**After one year £'000**	**Total £'000**
Borrowings	161,139	-	161,139
Trade and other payables	398,430	-	398,430
Financial liabilities at fair value through profit or loss			
Derivative financial instruments			
- Foreign exchange currency contracts	79,447	10,322	89,769
	639,016	**10,322**	**649,338**

The above contractual maturities reflect the payment obligations which may differ from the carrying value of the liabilities at the Statement of Financial Position date.

Foreign exchange risk

Assets and liabilities are measured at the transaction price agreed with the customer or counterparty with any assets or liabilities in a foreign currency being revalued at the Statement of Financial Position date. The potential impact of foreign exchange rate movements is considered to be immaterial as substantially all of the Group's positions are fully economically hedged with a number of counterparty banks. No undue counterparty risk is considered to result from this activity.

Market risk

The Group provides its clients with foreign exchange risk management services that expose it to market risk, mainly in the form of foreign exchange risk from various currency exposures, and primarily with respect to USD and EUR. The Group's exposures to different currencies are monitored by the Treasury department on a daily basis.

No sensitivity analysis for market risk has been disclosed as such risk is substantially eliminated through the use of hedging instruments as described below.

The Group's Treasury department mitigates market risk through the use of hedging instruments in the form of foreign exchange forwards contracts and foreign exchange options. These contracts mitigate the risk arising from movements in foreign exchange rates, from commercial transactions, or recognised assets or liabilities, denominated in a currency that is not the Group's functional currency, between the date of contract inception and completion. Elimination of this risk also provides reasonable certainty as to the amount of future cash flows.

27. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

COMPANY

Financial instruments of the Company comprise trade and other receivables, cash and cash equivalents, trade and other payables and borrowings, all measured at amortised cost.

The Company's maximum exposure to credit risk on its financial assets is limited to the carrying amount recognised at the date of the Statement of Financial Position. There is an ECL allowance against the Company's financial assets of £16k (2021:£Nil).

The Company's financial liabilities are all contractually due to mature within one year. There is no difference between the contractual maturity value, based on payment obligations, and the carrying value in the Statement of Financial Position.

28. EVENTS AFTER THE REPORTING PERIOD

Acquisition of Bexs

On 11 May 2022 the Company announced the signing of an agreement to begin the process of acquiring 100% of the Brazilian fintech Bexs, which includes the businesses Bexs Banco (foreign exchange) and Bexs Pay (payments). Bexs brings to the Group globally scalable solutions, combined with in-depth expertise in currency regulation. In 2021, Bexs handled over 30 million transactions integrating foreign exchange with the local solution Pix (instant payment), and its total foreign exchange transactions exceeded the R$ 20 billion mark. To date Bexs has already processed international payments (in&out) for more than 50 million Brazilians. The acquisition offers Bexs a new portfolio of potential customers and offers Ebury opportunities to utilise its technology in other locations. The acquisition is subject to regulatory approval which has not been obtained as at the date of signing the Financial Statements.

Legal cases

Events subsequent to the balance sheet date, including changes in market conditions and exchange rates, along with new open forward positions, resulted in a significant increase in the MtM value of the open forward book of an Ebury client. As of 30 April, the MtM balance of the open forward contracts of this client was £1.2m. The Company closed out the client's positions during October 2022 as a result of an increase in the MtM value to £10.6m. The Company is now in litigation with the client regarding this receivable. Based on management's assessment and the advice of experts, a provision of £2.1m has been recorded against the receivable as of the signing date of the Financial Statements. Management considers this to be a non-adjusting event and therefore has not included this provision in the Statement of Financial Position as at 30 April 2022.

Share issues

On 25 July 2022 the Company issued 50,054 'E' ordinary shares for consideration of £38k and 75,011 'F' ordinary shares for consideration of £56k. On 21 December 2022 the Company issued 900 'E' ordinary shares and 418 'F' ordinary shares for total consideration of £1k

SPV funding arrangements

As allowed under the terms of the SPV agreement NIBC, the Senior lender to the Trade Finance SPV in which EPF has a subordinated loan interest (see note 25), gave notice after the year end of its intention to withdraw from the agreement from the permitted date of 31 December 2022. Subsequently, this has been extended to 31 March 2023. NIBC will continue to fund their existing loan commitment until all loans in force at the date of withdrawal have matured, and therefore there is no change in EPF's, or the Group's, exposure as subordinated loan lender to the SPV as a result of this withdrawal,. An exercise to identify a partner to a new agreement to allow the activities of the SPV to continue is underway.

ABBREVIATIONS

Currencies/Values

£	Sterling
$	United States dollar
€	Euro
AUS$	Australian dollar
BRL	Brazilian real
CAD$	Canadian dollar
CHF	Swiss franc
HK$	Hong Kong dollar
RMB	Chinese renminbi
R$	Brazilian real
SGD	Singapore dollar
ZAR	South African rand
bn	Billions
m	Millions
k	Thousands

A

Adj	Adjustments
Alcentra	Alcentra Limited
AML	Anti Money Laundering
AMLD5	European Anti-Money Laundering Directive 5
AMLD6	European Anti-Money Laundering Directive 6
APAC	Asia Pacific
API	Application Programming Interface

B

BCP	Business Continuity Plan
BCR	Banking Competition Remedies
BMKB	Borgstelling MKB-kredieten the Netherlands Government's Guarantee for SME Credit Guarantee Scheme

C

CASS	Client money and custody assets
CBILS	Coronavirus Business Interruption Loan Scheme
CEO	Chief Executive Officer
CGU	Cash Generating Unit
CIF	Capability and Innovation Fund
CM	Contribution Margin
CVA	Credit Valuation Adjustment
COSO	The Committee of Sponsoring Organizations of the Treadway Commission
COVID-19	Coronavirus disease
CRR	Client Risk Rating

D

DIFC	Dubai International Financial Centre

E

EAD	Exposure At Default
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest tax depreciation amortization
ECL	Expected Credit Loss
ECRR	Ebury's Credit Risk Rating
EEA	European Economic Area
EIS	Ebury Institutional Solutions
EMIR	European market infrastructure regulation
EMP	Ebury Mass Payments Limited
EMP Holdco	Ebury Mass Payments Holding Company Limited
EMR	Electronic Money Regulations
EPAU	Ebury Partners Australia (Pty) Ltd
EPBE	Ebury Partners Belgium NV
EPBR	Ebury Brasil Participacoes LTDA and Ebury Facilitadora de pagamentos LTDA
EPCA	Ebury Partners Canada Ltd
EPCH	Ebury Partners Switzerland AG
EPF	Ebury Partners Finance Limited
EPHK	Ebury Partners HK Ltd
EPL	Ebury Partners Limited the Company and its subsidiaries
EPM	Ebury Partners Markets Limited
EPUK	Ebury Partners UK Limited
ERP	Enterprise Resource Planning
EU	European Union
EUR	Euro

F

FCA	Financial Conduct Authority
FCC	Financial Crime Compliance
FCTPF	Financial Crime Transformation Programme
FVOCI	Fair Value Through Other Comprehensive Income
FVTPL	Fair Value Through Profit and Loss
FX	Foreign Exchange
FY	Full Year to 30 April

ABBREVIATIONS (Continued)

I

IA	Initial Amount deposited
ICO	Instituto de Crédito Oficial the Spanish Governments business interruption loan scheme
IAS	International Accounting Standards
IFRS	International Financial Reporting Standings
IFRIC	International Financial Reporting Interpretations Committee
ISA	International Standards on Auditing

K

KPI	Key Performance Indicators
KYC	Know Your Customer

L

LGD	Loss Given Default
LoD	Line of Defence

M

M&A	Mergers and Acquisitions
MI	Management Information
MiFID	Markets in Financial Instruments Directive
MIP	Management Incentive Plan
MtM	Mark to Market

N

NBB	National Bank of Belgium
NDFs	Non-Deliverable Forwards.
NIBC	NIBC Bank N.V.

P

P&L	Profit and loss
PD	Probability of Default

R

RCF	Revolving Credit Facility
RCSA	Risk and Control Self-Assessment Standard
RLS	Recovery Loan Scheme
RM	Relationship Manager
ROU	Right of Use asset
RO	Registered Offices

S

SECR	Streamlined Energy and Carbon Reporting
SEPA	Single European Payments Area
SMEs	Small and Medium-sized Enterprises
SPV	Special Purpose Vehicle
STP	Straight through processing payments
SIC	Standard Interpretation Committee

T

TMS	Treasury Management System

U

UAE	United Arab Emirates
UK	United Kingdom of Great Britain and Northern Ireland
UMV	Unrestricted Market Value
US	United States of America
USD	United States Dollar

Y

YoY	Year on Year

Numbers

1LoD	First Line of Defence*
2LoD	Second Line of Defence*
3LoD	Third Line of Defence*