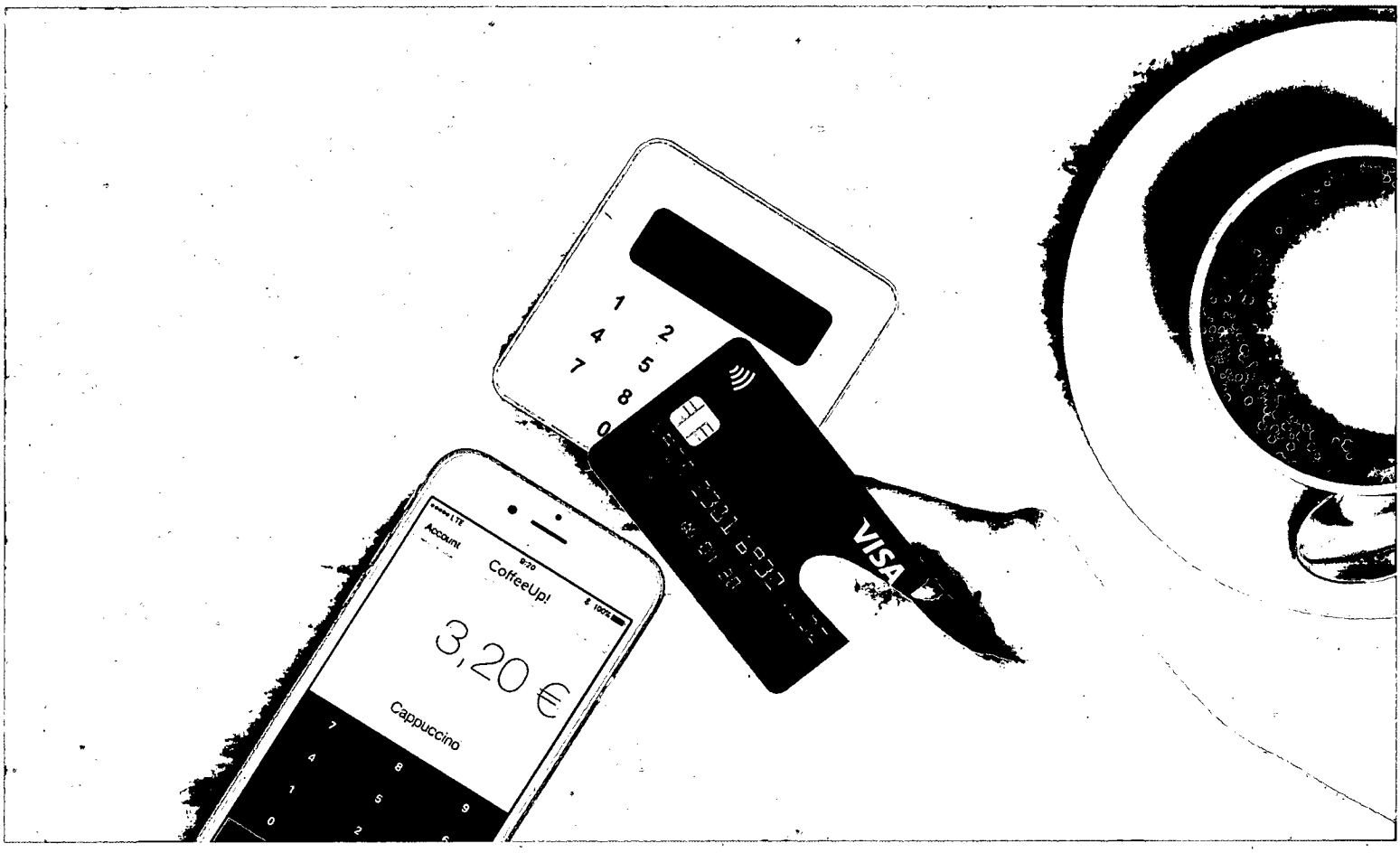

SumUp Payments Limited

Report and Financial Statements
For the year ended 31 December 2021

FRIDAY
ABB8WXT6
A03 26/08/2022 #166
COMPANIES HOUSE

SumUp Payment Limited
Contents

Company Information	3
Strategic report	4-5
Directors' Report	6-9
Independent Auditor Report	10-12
Statement of comprehensive income	13
Statement of financial position	14
Statement of cash flows	15
Statement of changes in equity	16
Notes to the financial statements	17-49

SumUp Payments Limited
Company Information

Company registration number
07836562

Secretary
C Byrne

Board of Directors
G Walsh
D Klein
S Delpy
K Shanahan

Registered office
16-20 Shorts Gardens
London
WC2H 9US

Solicitors
CasePro OOD
Edward Young Ltd

Auditors
Kreston Reeves LLP
Chartered Accountants & Statutory Auditors
Second Floor
168 Shoreditch High Street
London
E1 6RA

INTRODUCTION

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

RESULTS AND BUSINESS REVIEW

The principal activity of the company is the sale of hardware, monetary intermediation (payment services) and data processing. The company was authorised by the Financial Conduct Authority on 20 February 2013. During 2021 the Company proved the resilience of its business model and has kept its profitable position increasing profits for the financial year despite the drop in sales turnovers and because of efficient management of its cost base. The result after tax for the year is €1,187 thousand (2020: €185 thousand).

PRINCIPAL RISKS AND UNCERTAINTIES

Risk management is an integral part of the Company's business process. The executive Directors review risks on a regular basis and report to the Board of Directors.

The risks and uncertainties which are currently judged to have the largest impact on the Company's performance are noted below:

- General economic conditions may negatively affect consumer spending, resulting in declines in the merchant's turnover.
- The Company faces strong competition in its various markets and if it fails to compete successfully, market share and profitability may decline.
- The success of the Company is built upon an effective management team committed to achieving strong performance in each of the Company's divisions.
- Operational risk including technology and systems execution risk, business continuity planning and disaster recovery, information security breaches and data protection compliance, and general regulatory compliance.

FINANCIAL KEY PERFORMANCE INDICATORS

Though its current year operations resulted in higher profits as a result of management conscious decision to invest in its accretive customer expansion strategy, the Company has proven its business model is stable and sustainable.

	2021	**2020**
	€000's	**€000's**
Turnover	100,335	154,632
Net Assets	9,182	7,949
Profit for the financial year	1,187	185

STATEMENT AS TO COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE COMPANY

The Directors consider, both individually and collectively, that they have acted in the way that would most likely promote success for the benefit of its sole member in the decisions taken during the year ended 31 December 2021.

The Directors engage in setting, approving and executing the agreed strategic vision, direction and related policies. Other areas are regularly reviewed during each financial year including business performance, risk and compliance, shareholder engagement, and corporate responsibility matters. This is undertaken by consideration of reports in board meetings.

In reaching this conclusion the directors have considered their engagement with the following stakeholders and issues:

Customers: The Company seeks to build long-term trusted relationships with customers and seeks regular feedback on performance through its NPS engagement.

Employees: Employees are encouraged to participate in strategic and operational decision making where appropriate. There is regular communication in relation to short and long term direction by way of staff meetings, 6 monthly eNPS surveys, Talent Development Cycle and Talent Evolution Discussion process, the OKR process and informal meetings and social activities.

Community and the Environment: The Company aims to minimise its impact on the environment and local community.

Signed on behalf of the Board of Directors:

S Delpy

Steve Delpy
Director

Date : 09.08.2022

SumUp Payments Limited
Director's Report
For the year ended 31 December 2021

The Directors present herewith their report together with the audited financial statements for the year ended 31 December 2021.

SumUp Payments Ltd. (the "Company") is a private limited company registered in the United Kingdom, company number 07836562, with registered office at 16-20 Shorts Gardens, London, England, WC2H 9US, United Kingdom.

Directors

The Directors shown below have held office as Directors of the Company throughout the period and until the date of this report:

Mr. S. Delpy (appointed 16 January 2022)
Mr. G. Walsh
Mr. D. Klein
Mr. K. Shanahan
Mr J.Oakes (resigned 21 March 2022)

Principal Activities

The principal activities of the company are the sale of hardware, monetary intermediation (payment services) and data processing. The company was authorised by the Financial Conduct Authority on 20 February 2013.

Business Objectives

The Company's primary business objective is to grow the payment services activities in Europe (UK and Switzerland).

Results

The financial report for the year ended 31 December 2021 and the results herein are prepared in accordance with the applicable law and UK adopted international accounting standards. The statement of comprehensive income for the year ended 31 December 2021 and the statement of financial position as at 31 December 2021 are set out on pages 13 and 14 respectively. The result after tax amounts to a profit of EUR 1,187 thousand (2020 – profit of EUR 185 thousand).

Dividends

No dividend is proposed for the year ended 31 December 2021 (2020: € Nil).

Financial risk management

Details of the Company's financial risk management objectives and policies are set out in note 21 to the financial statements.

SumUp Payments Limited
Director's Report (continued)
For the year ended 31 December 2021

Events after the balance sheet date

On July 26th 2022 the board of directors of the Company took a decision for a capital increase in the amount of 4,029,188.71 GBP (4,765,000.01 EUR). The approved allotment is of 155,187 ordinary shares of nominal value of 0.01 GBP (0.118 EUR) per share with an attaching premium of 25.9535 GBP (30.6932 EUR) per share to SumUp Holdings Luxembourg S.a.r.l., for a total consideration of 4,029,188.71 GBP (4,765,000.01 EUR. The funds for this allotment of shares was paid in Euro, by the sole shareholder.

No other significant events between the year-end date and the date of signing of the financial statements, have been identified by the Board of Directors of SumUp Limited, which may require additional adjustments and/or disclosures in the Company's financial statements for the year ended 31 December 2021.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with the applicable law and 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 of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- present fairly the financial position, financial performance and cash flows of the company;
- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgments that are reasonable;
- provide additional disclosures when compliance with the specific requirements in IFRSs as adopted by the European Union are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company's financial position and financial performance;
- state whether the financial statements have been prepared in accordance with the applicable law and UK adopted international accounting standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the company's financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the directors listed on page 3 confirm to the best of their knowledge:

- the financial statements, prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit/loss of the company; and
- the Strategic Report and the Directors' Report include a fair review of the development and performance of the business and the position of the company together with a description of the principal risks and uncertainties that they face.

Going concern

The Company reported a profit EUR 1,187 thousand (2020 – profit of EUR 185 thousand), cash and cash equivalents EUR 78,714 thousand (2020 – EUR 22,737 thousand) and had net assets of EUR 9,182 thousand (2020 – EUR 7,949 thousand) as at the balance sheet date. Given the financial and liquidity position of the Company, its cash and cash equivalents balances as well as the ability to generate positive cash flows from its operation activities, the accounts have been prepared on a going concern basis.

The Board has assessed the appropriateness of the going concern basis of accounting when preparing the financial statements in accordance with accounting standards and guidance from the Financial Reporting Council ('FRC'). As part of that assessment, the directors have considered whether there are any material uncertainties relating to events or conditions (other than those with a remote probability of occurring) that may cast significant doubt upon the continuing use of the going concern basis of accounting in future periods, and the associated requirements to disclose these. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

In performing this assessment, the directors have considered all available information about the future, the realistically possible outcomes of events and changes in conditions and the realistically possible responses to such events and conditions that would be available to the directors.

Future developments

Into 2022 the Company had continued to successfully attract new merchants and plans to add new features and services to its merchant base.

Looking further forward, the Company will continue to invest in customer acquisition. It will also continue to invest in branding campaigns which have seen very positive results in 2021.

The Company will continue to launch new products and services, which will include hardware & feature development, as well as leveraging products offered through sister companies which have been recently acquired by the SumUp Group.

From 2021 the Company has been servicing only the domestic and Swiss markets post Brexit. As expected, this resulted in a drop in revenue and a much higher drop in the cost base as many of the services that were outsourced to intergroup companies were no longer required. SumUp Payments Limited has ensured and will continue to ensure a continuation of services without disruption to the transferred customers.

SumUp Payments Limited
Director's Report (continued)
For the year ended 31 December 2021

Statement As To Engaging With Employees

The Company's employees are fundamental to the success of the business. The Directors understand that it is critical to engage with and understand their views and to ensure that all employees' interests are considered. To strengthen employee engagement, the Directors promote and encourage all employees to raise any concerns or suggestions with senior management. The Company aligns its goals with employee input through the OKR process and it has provided a whistleblowing channel. During the period, the Company continued to invest in its employees through I.T. enabling work from home, training and development, and the ongoing implementation of the Company's diversity and inclusion initiative.

Statement As To Engaging With Suppliers, Customers And Other Stakeholders

Stakeholders of the Company include employees, shareholders, customers. suppliers, and the community in which it operates.

The Directors, both individually and collectively, consider that they have acted in good faith to promote the success of the Company for the benefit of its stakeholders as a whole (having regard to the matters set out in s172 of the Companies Act 2006) in the decisions taken during the period. In particular:

To ensure that the Board take account of the likely consequences of their decisions in the long term, they receive regular and timely information on all the key areas of the business including financial performance, operational matters, product performance, including risks and opportunities. The Company's performance and progress is also reviewed regularly at Board and senior management meetings.

In light of the nature of the business of the Company, during the financial year 2021 less than 40,000 kWh of energy has been consumed, therefore more detailed information is not disclosed.

The Directors' intentions are to behave responsibly toward all stakeholders and treat them fairly and equally, so that they all benefit from the long-term success of the Company.

Statement As To Disclosure Of Information To Auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the Directors have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

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

Signed on behalf of the Board of Directors:

S Delpy

Steve Delpy

Date: 09.08.2022

INDEPENDENT AUDITOR REPORT
TO THE SHAREHOLDERS OF SUMUP PAYMENTS LIMITED FOR THE YEAR ENDED 31 DECEMBER 2021

Opinion
We have audited the financial statements of SumUp Payments Limited (the 'company') for the year ended 31 December 2021 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, 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 of the group financial statements is applicable law and UK adopted international accounting standards in accordance with the provisions of the Companies Act 2006.
In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of the company's profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.
Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.
Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The 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 report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.
We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 directors' responsibilities statement (set out on page 7), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor 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.
Capability of the audit in detecting irregularities, including fraud
Based on our understanding of the company and industry, and through discussion with the directors and other management (as required by auditing standards), we identified the principal risks of non-compliance with laws and regulations related to health and safety, anti-bribery, employment law and compliance with FCA rules and regulations. We considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, Statement of Recommended Practice, taxation and pension legislation. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce expenditure, management bias in accounting estimates and judgemental areas of the financial statements such as the valuation of expected credit loss provisions and the transfer pricing adjustment. Audit procedures performed by the engagement team included:

- Discussions with management and assessment of known or suspected instances of noncompliance with laws and regulations (including health and safety) and fraud, and review of the reports made by management and internal audit; and
- Identifying and assessing the design effectiveness of controls that management has in place to prevent and detect fraud; and
- Performing analytical procedures to identify any unusual or unexpected relationships, including related party transactions, that may indicate risks of material misstatement due to fraud; and
- Identifying and testing journal entries, using data analytics techniques, in particular any manual entries made at the year-end for financial statement preparation; and
- Attending inventory takes in order to ensure no unexplained variances between inventory listings and inventory on site which might suggest misappropriation of business assets; and
- Reviewing the calculation of expected credit loss model to ensure that the underlying data used is accurate and that the calculation is in line with the requirements of IFRS 9; and
- Reviewing the calculation of the transfer pricing adjustment to ensure that the underlying data used is accurate and that the calculation is in line with the approved transfer pricing agreement.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.
As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the businesses' activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

Kreston Reeves LLP

Michael Cook BA(Hons) FCA (Senior Statutory Auditor)
For and on behalf of
Kreston Reeves LLP
Chartered Accountants
Statutory Auditor
London
Date: 24 August 2022

SumUp Payments Limited
Statement of comprehensive income
For the year ended 31 December 2021

	Note	2021 € '000	2020 € '000
Revenue	5,7	100,335	154,632
Cost of sales	6,8	(83,570)	(145,235)
Gross profit		**16,765**	**9,397**
Administrative expenses	9.1	**(15,947)**	**(9,193)**
Operating profit		**818**	**204**
Other non-operating income (expenses), net	9.2	**35**	**(19)**
Profit on ordinary activities before taxation		**853**	**185**
Income tax	10	334	-
Profit for the year		**1,187**	**185**
Comprehensive profit for the year		**1,187**	**185**

The notes on page 17 to 49 form an integral part of these financial statements.

There were no recognised gains and losses for 2021 or 2020 other than those included in the statement of comprehensive income.

SumUp Payments Limited
Company number 07836562
Statement of financial position
As at 31 December 2021

			2021 € '000		2020 € '000
Assets					
Non-current assets					
Property, plant and equipment	11	**371**		624	
Intangible assets	12	**421**		165	
Intercompany receivables	23	**561**		251	
Investments	13	**4,674**		1,521	
Deferred tax asset	14	**334**			
			6,361		2,561
Current assets					
Cash and cash equivalents	15	**78,714**		22,737	
Prepayments and Deposits	16	**2,874**		2,436	
Tax receivable		**1,449**		379	
Trade receivables	17	**18,354**		6,729	
Other receivables		**1,308**		1,198	
Intercompany receivables	23	**13,806**		20,828	
Inventory		**4,110**		6,548	
			120,615		60,855
Total assets			**126,976**		63,416
Equity					
Issued share capital and reserves					
Issued share capital	18	**6**		6	
Share Premium		**2,424**		2,424	
Other Reserves		**238**		192	
Retained earnings		**6,514**		5,327	
Shareholders' funds			**9,182**		**7,949**
Non-current liabilities					
Lease liabilities	19		**169**		268
Current liabilities					
Trade payables	20	**5,135**		1,668	
Lease liabilities	19	**101**		90	
Intercompany payables	23	**36,608**		36,258	
Payables to merchants	17	**71,525**		16,532	
Payables on social security		**56**		14	
Other current payables		**4,200**		637	
			117,625		55,199
Total liabilities			**117,794**		55,467
Total equity and liabilities			**126,976**		63,416

The notes on page 17 to 49 form an integral part of these financial statements.

The financial statements of SumUp Payments Limited (Company Number 07836562) were approved and authorized for issue by the Board of Directors and were signed on its behalf by:

Steve Delpy
Date: 09.08.2022

S Delpy

SumUp Payments Limited
Statement of cash flows
For the year ended 31 December 2021

		2021	2020
		€ '000	€ '000
Cash flows from operating activities			
Profit on ordinary activities before taxation		**853**	185
Adjustments to reconcile to cash flow used in operating activities			
Depreciation and amortisation		**188**	115
Share-based payment expense		**46**	192
(Increase) /Decrease in trade and other receivables		**(6,531)**	14,592
Decrease/(Increase) in inventory		**2,438**	(3,891)
Increase/(Decrease) in trade and other payables		**62,415**	(31,615)
Net cash inflow from operating activities		**59,409**	(20,422)
Cash flows from investing activities			
Payments to acquire property, plant and equipment		**(28)**	(223)
Payments to acquire intangible assets		**(163)**	(171)
Investments		**(3,153)**	(1,521)
Interest received		**-**	-
Net cash outflow from investing activities		**(3,344)**	(1,915)
Cash flows from financing activities			
Repayment of finance lease		**(88)**	-
Interest paid		**-**	-
Net cash outflow from financing activities		**(88)**	-
Net increase in cash and cash equivalents		**55,977**	(22,337)
Cash and cash equivalents at 1 January		**22,737**	45,074
Cash and cash equivalents at 31 December	**15**	**78,714**	22,737

The notes on page 17 to 49 form an integral part of these financial statements.

SumUp Payments Limited
Statement of changes in equity
For the year ended 31 December 2021

	Share capital	Share premium	Other reserves	Retained earnings	Total equity
	€ '000	€ '000	€ '000	€ '000	€ '000
Balance at 1 January 2020	6	2,424	-	5,142	7,572
Result for the year	-	-	-	185	185
Equity-settled share option benefits	-	-	192	-	192
Balance as at 31 December 2020	6	2,424	192	5,327	7,949
Balance at 1 January 2021	**6**	**2,424**	**192**	**5,327**	**7,949**
Result for the year	-	-	-	1,187	1,233
Equity-settled share option benefits	-	-	46	-	46
Balance as at 31 December 2021	**6**	**2,424**	**238**	**6,514**	**9,182**

The notes on page 17 to 49 form an integral part of these financial statements.

1. Corporate information

The financial statements of SumUp Payments Limited (the Company) for the year ended 31 December 2021 were authorised for issue in accordance with a resolution of the directors on 09.08.2022.

SumUp Payments Limited is a private limited company registered in the United Kingdom, company number 07836562, with registered office at 16-20 Shorts Gardens, London, England, WC2H 9US, United Kingdom.

The principal activity of the company is the sale of hardware, monetary intermediation (payment services) and data processing.

The company is registered in United Kingdom and authorised by the United Kingdom Financial Conduct Authority (FCA) to carry out the business of an Authorised Payment Institution under registration number 587718. This authorisation was granted with effect from 20 February 2013.

The Company is a 100% subsidiary of SumUp Holdings Luxembourg S.a R.L., the Company's holding company.

The Company's ultimate parent undertaking and controlling party ("Parent") is SumUp Holdings S.à.r.l., with a registered office at 20, rue Michel Rodange L - 2430 Luxembourg.

The parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up, and of which the Company is a member, is SumUp Holdings S.à.r.l., with a registered office at 20, rue Michel Rodange L - 2430 Luxembourg.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements are prepared in all material respects in accordance with the applicable law and UK adopted international accounting standards. The financial statements are presented in euro and all values are rounded to the nearest thousand (€000 or EUR '000), except when otherwise indicated.

The financial position, financial performance and cash flows for the year ended December 31, 2020 of the Company are presented in these financial statements as comparative information.

The Company is exempt from the obligation to prepare and deliver group financial statements as the Company and its subsidiary and associate results are consolidated by SumUp Holdings Sarl with the registered office at 153-155, rue du Kiem, L–8030 Strassen, Luxembourg, the consolidated financial statements of which are audited and publicly available.

Statement of compliance

The financial statements of SumUp Payments Limited have been prepared in accordance with the applicable law and UK adopted international accounting standards.

2.1 Basis of preparation (continued)

Going concern

The financial statements of the Company have been prepared on a going concern basis.

The Company reported a profit EUR 1,187 thousand (2020 – profit of EUR 185 thousand), cash and cash equivalents EUR 78,714 thousand (2020 – EUR 22,737 thousand) and had net assets of EUR 9,182 thousand (2020 – EUR 7,949 thousand) as at the balance sheet date. Given the financial and liquidity position of the Company, its cash and cash equivalents balances as well as the ability to generate positive cash flows from its operation activities, the accounts have been prepared on a going concern basis.

The Board has assessed the appropriateness of the going concern basis of accounting when preparing the financial statements in accordance with accounting standards and guidance from the Financial Reporting Council ('FRC'). As part of that assessment, the directors have considered whether there are any material uncertainties relating to events or conditions (other than those with a remote probability of occurring) that may cast significant doubt upon the continuing use of the going concern basis of accounting in future periods, and the associated requirements to disclose these. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

In performing this assessment, the directors have considered all available information about the future, the realistically possible outcomes of events and changes in conditions and the realistically possible responses to such events and conditions that would be available to the directors.

Current versus non-current classification

The Company 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 after the reporting period;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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;
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2.2 Summary of significant accounting policies

a) Revenue recognition

The Company is in the mobile point-of-sale business (mPOS).

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is executing payments on the behalf of its customers and for their account and is thus acting as an agent in all contracts with customers related to processing revenue. In all other contracts with customers the Company is the principal because it typically controls the goods or services before transferring them to the customer.

Sale of card readers and other equipment

Revenue from sale of card readers and other equipment is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of card readers provide customers with a right of return. The rights of return give rise to variable consideration.

Rights of return

Contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in IFRS 15 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Significant financing component

Generally, the Company does not receive short–term or long–term advances from its customers.

Non-cash consideration

The Company does not receive any non–cash consideration.

2.2 Summary of significant accounting policies (continued)

a) Revenue recognition (continued)

Cost to obtain a contract

The Company pays sales commission to its employees and to third parties for contracts that they obtain as part of short – term incentive package. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included under employee benefits and hired services) because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Rendering of payment services and processing revenue (fee income from providing transaction services)

The Company earns fee (from merchants and from acceleration) and commission income from a range of services it provides to its customers. Revenue from payment services (fee income) is recognised in point in time on successful completion of the underlying transaction, respectively on triggered by the merchant early settlement for revenue and cost for accelerated transactions.

Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in finance income in the statement of comprehensive income.

b) Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

2.2 Summary of significant accounting policies (continued)

b) Taxes (continued)

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Sales tax

Expenses and assets are recognised net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of sales tax included

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

c) Employee benefits

Short-term employee benefits include salaries, interim and annual bonuses, social security contributions and paid annual leave of current employees expected to be settled wholly within twelve months after the end of the reporting period. They are recognised as an employee benefit expense in the statement of comprehensive income or included in the cost of an asset when service is rendered to the Company and measured at the undiscounted amount of the expected cost of the benefit. Information on short-term employee benefits is disclosed in Note 9.

d) Fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the fixed assets and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of fixed assets are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of comprehensive income as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Computer equipment	3 years
Fixtures and fittings	3 years
Office equipment	4 years
Right of Use assets	Over the life of the lease term

An item of fixed asset and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of comprehensive income when the asset is derecognised.

2.2 Summary of significant accounting policies (continued)

d) Fixed assets (continued)

The residual values, useful lives and methods of depreciation of fixed assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

The Company has initiated refurbishment of the leased property and is carrying the work in progress of this refurbishment as asset under construction until the refurbishment is complete. After completion, the asset would be depreciated over the life of the lease term.

e) Share capital

Share capital represents the par value of shares issued. The proceeds from issued capital (issued price) above share par value are recorded as premium reserves. Any difference between issued price and contribution received is recorded as receivable for issued but not paid in capital in the statement of financial position.

f) Impairment of non-financial assets

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows 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. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company basis its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit and loss.

g) Financial instruments – initial recognition and subsequent measurement

Financial instruments of the Company as of 31 December 2021 are initially recognized and subsequently measured in accordance with IFRS 9. The Company has applied the following accounting policies under IFRS 9.

2.2 Summary of significant accounting policies (continued)

g) Financial instruments – initial recognition and subsequent measurement (continued)

Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through the statement of comprehensive income, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:
• Financial assets at amortised cost (debt instruments)
• Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
• Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
• Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)
This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the statement of comprehensive income when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes trade receivables, and receivables from acquirers.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis.

2.2 Summary of significant accounting policies (continued)

g) Financial instruments – initial recognition and subsequent measurement (continued)

Gains and losses on these financial assets are never recycled to the statement of comprehensive income. Dividends are recognised as other income in the statement of comprehensive income when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its non-listed equity investments under this category.
The Company holds equity investment in an entity incorporated in Colombia and has classified it as financial asset designed at fair value through OCI.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:
• The rights to receive cash flows from the asset have expired,or
• The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

Expected credit losses (ECLs) are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.2 Summary of significant accounting policies (continued)

g) Financial instruments – initial recognition and subsequent measurement (continued)

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.
Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the statement of comprehensive income, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

Loans and borrowings

This is the category relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of comprehensive income.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of comprehensive income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.2 Summary of significant accounting policies (continued)

h) Fair value measurement

The Company does not report any financial instruments, such as, derivatives and available-for-sale financial assets, as well as non-financial assets such as investment properties and property, plant and equipment, at fair value at each reporting date.

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 measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- 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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers or internal valuation experts are involved for valuation of significant assets and significant liabilities. Involvement of valuation experts is decided upon annually by the management.

The management decides, after discussions with the valuation experts, which valuation techniques and inputs to use for each case.

2.2 Summary of significant accounting policies (continued)

h) Fair value measurement (continued)

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The management, in conjunction with the valuation experts, also compares each the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

i) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks (net of outstanding deficits on current bank accounts) and on hand and short-term deposits with a maturity of three months or less. As payment institution cash and cash equivalents contain merchants' funds in current bank accounts of the Company, which are presented in note 15.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

j) Foreign currencies

The Company's financial statements are presented in Euros, which is also the company's functional currency. The Company is applying the foreign exchange rates published by European Central Bank.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange ruling at the reporting date. All differences are taken to the statement of comprehensive income with the exception of all monetary items that provide an effective hedge for a net investment in a foreign operation. These are recognised in other comprehensive income until the disposal of the net investment, at which time they are recognised in the statement of comprehensive income.

Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.2 Summary of significant accounting policies (continued)

k) Leases

The Company adopted a modified retrospective application with the cumulative effect of initially applying IFRS 16 Leases at the date of initial application with no restatement of comparative information. The Company is applying IFRS 16 Leases from 1 January 2019.

Company as a lessee

Identifying a lease

At the commencement date of the lease (the earlier date of the date of lease agreement or the date of acceptance of main terms of the agreement by all parties) the Company is making an assessment if the particular lease agreement is a lease or contains, a lease. Particular contract is assessed as lease or contains a lease if it conveys the right to control and use of an identified asset for a period of time in exchange for consideration.

In order to determine if a contract conveys the right to control and use of an identified asset the Company is assessing if it holds the following rights during the entire period of use:

- the right to obtain substantially all of the economic benefits from use of the identified asset;
- the right to direct the use of the identified asset.

Term of lease contract

In determining the lease term and assessing the length of the non-cancellable period of a lease, an entity determines the period for which the contract is enforceable. A lease is no longer enforceable when the lessee and the lessor each has the right to terminate the lease without permission from the other party with no more than an insignificant penalty.

The term of the lease contract is the non-cancellable period for which the Company has the right to use the underlying asset, together with both:

- periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
- periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

At the commencement date, the Company assesses whether the lessee is reasonably certain to exercise an option to extend or to purchase the underlying asset, or not to exercise an option to terminate the lease. The Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise, or not to exercise, the option, including any expected changes in facts and circumstances from the commencement date until the exercise date of the options. The Company reassesses the lease term upon the occurrence of a significant events or a significant change in circumstances that is within the control of the lessee and affects whether the lessee is reasonably certain to exercise an option not previously included in the determination of the lease term.

2.2 Summary of significant accounting policies (continued)

k) Leases (continued)

Recognition and initial measurement

At commencement date of lease contract the Company recognizes in the statement of financial position right-of-use asset and a lease liability.

The cost of the right-of-use asset comprise:
- the amount of initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the lessee;
- an estimate of cost to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The lessee incurs the obligation of those costs either at the commencement date or as a consequence of having used the underlying asset during a particular period.

The Company depreciates the right-of-use asset in accordance with IAS 16 requirements for the shorter of useful life of the underlying asset and the lease term, as follows:

• Office properties 4 to 10 years

If ownership of the underlying asset is transferred under the lease contract at its end, the Company depreciates the right-of-use asset in accordance with the underlying asset useful life. As of 31 December 2021, right-of-use assets are classified under tangible assets in the Company's statement of financial position.

Lease liabilities represent the present value of the following lease payments:
- fixed payments (including in-substance fixed payments), less any lease incentive receivables;
- variable lease payments that depend on an index or a rate;
- the exercise price of a purchase option, if the Company is reasonably certain to exercise that option;
- payments of penalties for termination of the lease, if the lease term reflects the Company exercising an option to terminate the lease;
- amounts expected to be payable by the lessee under residual value guarantees.

Lease payments are discounted using the interest rate implicit in the lease, if such can be readily determined. If that rate cannot be readily determined, the Company use the lessee's incremental borrowing rate.

The lease payments contain both a financial expense (interest) and repayment of the lease liability (principal). Financial expenses are recognized in the statement of comprehensive income (as profit or loss for the year) of the Company for the lease term on periodic basis.

Subsequent measurement

The Company applies a cost model for all its right-of-use assets. Right-of-use assets are presented in the Statement of financial position at cost of purchase, decreased with accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of lease liability.

2.2 Summary of significant accounting policies (continued)

k) Leases (continued)

The Company remeasures lease liabilities by discounting revised lease payments, if either:
- there is a change in the amounts expected to be payable under a residual value guarantee;
- there is a change in the future lease payments resulting from a change in an index or a rate used to determine those payments, including for example a change to reflect changes in market rentals rates following a market rent review. The Company remeasures the lease liability to reflect those revised lease payments only when there is a change in the cash flows.

The Company remeasures the lease liability by discounting revised lease payments, using a revised discount rate, if either:
- there is a change in the lease term;
- there is a change in the assessment of an option to purchase the underlying asset.

Lease modifications

The Company accounts for a lease modification as a separate lease if both:
- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to the stand-alone price to reflect the circumstance of the particular contract.

For other lease modifications, at the effective date of the lease modification the Company:
- allocates the consideration in the modified contract;
- determines the lease term of the modified lease contract;
- remeasures the lease liability by discounting the revised lease payments using a revised discount rate. The revised discount rate is determined as the interest rate implicit in the lease for the remainder of the lease term or the incremental borrowing rate of the lessee at the effective date of the modification.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to lease of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as an expense on a straight-line basis over the lease term. As of 31 December 2021, leases of low value assets of the Company are immaterial.

l) Inventories
Inventories held by the Company include card reader devices, mobile printers, peripheral devices and packages. Inventories are valued at the lower of cost and net realisable value. The Company writes down idle and obsolete inventories to their net realisable value. The definition of the write-down requires the management to assess the turnover rate of inventories and their possible realisation through sale.

Cost of acquisition of inventories includes all costs incurred in bringing each product to its present location and condition.

Cost of goods sold is measured using the weighted average method.

m) Investments in associates and subsidiaries

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but it is not control or joint control over those policies. A subsidiary is an entity over the Company has control

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company's investments in its associates and subsidiaries are accounted for at cost less accumulated impairment.

As of December 31, 2021 the Company has investment in equity shares of SUMUP SOCIEDADE DE CREDITO DIRETO S.A., Brazil which is reported as investments in associates.

As of December 31, 2021 the Company has investments in equity shares of SumUp Medios De Pagos Colombia S.A.S., Colombia reported as investments in subsidiaries.

n) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the profit or loss as the expense category that is consistent with the function of the intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the asset is derecognised.

Amortization is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Software and website development cost	7 years
Software and software licenses	2 to 4 years
Other intangible assets	2 to 4 years
Copyrights, trademarks & patents.	2 to 4 years

The Company does not have individually significant intangibles.

o) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 25.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, 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.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the financial statements:

Revenue recognition – Company as an agent

Based on the arrangements with its customers in particular the fact that the Company is executing payments on their behalf and for their account of its customers, the management has assessed that the Company is acting as an agent in all its contracts with customers related to processing transactions. Consequently, the reported gross revenue comprises the agent commission received for processing card payments.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Provision for expected credit losses of trade receivables and contract assets

The Company uses a provision matrix to calculate Expected credit losses (ECLs) for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating).

The provision matrix is based on the Company's historical observed default rates. The management assesses the impairment on the basis of an aging analysis of the receivables, previous experience, analysis of the solvency of the respective customer and changes in the agreed payment terms.

4a. Initial application of new amendments to the existing standards effective for the current reporting period

For the current financial year, the Company has adopted all new and/or revised standards and interpretations, issued by the International Accounting Standards Board (IASB) endorsed by the European Union and respectively, by the International Financial Reporting Interpretations Committee (IFRIC), which have been relevant to its activities.

The adoption of these standards and/or interpretations, effective for annual periods commencing on 1 January 2021, has not resulted in changes to the Company's accounting policy.

Interest Rate Benchmark Reform – Phase 2: Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

• A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest.
• Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued.
• Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component.

These amendments had no impact on the consolidated financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

Covid-19-Related Rent Concessions beyond 30 June 2021 Amendments to IFRS 16

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

The amendment was intended to apply until 30 June 2021, but as the impact of the Covid-19 pandemic is continuing, on 31 March 2021, the IASB extended the period of application of the practical expedient to 30 June 2022.The amendment applies to annual reporting periods beginning on or after 1 April 2021.

4b. Standards and amendments to the existing standards issued by IASB and adopted by the EU but not yet effective

The new or amended standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt theses new or amended standards, if applicable, when they become effective

4b. Standards and amendments to the existing standards issued by IASB and adopted by the EU but not yet effective (continued)

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement?
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The Company is currently assessing the impact the amendments will have on current practice.

Reference to the Conceptual Framework – Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The Board also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately.

At the same time, the Board decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements. The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively.

Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment — Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. The amendments are not expected to have a material impact on the Company.

4b. Standards and amendments to the existing standards issued by IASB and adopted by the EU but not yet effective (continued)

IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Company will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Company.

Amendments to IAS 12, Income Taxes

Amendments to IAS 12, Income Taxes, specify how entities should account for deferred income taxes on transactions such as leases and decommissioning obligations. In specified circumstances, entities are exempt from recognizing deferred income taxes when they recognize assets or liabilities for the first time. The amendments clarify that the exemption does not apply to transactions such as leases and decommissioning obligations and those entities are required to recognize deferred income taxes on such transactions.

The amendment is effective for annual reporting periods beginning on or after 1 January 2023 and the Company is currently evaluating the impacts of adopting these amendments on its financial statements.

5. Gross processing revenue

	2021	**2020**
	EUR'000	*EUR'000*
Income from merchant fees	83,822	132,046
Flexi pricing/Subsequent discounts	(42)	(1,161)
Income from issuing	1,380	1,502
	85,160	**132,387**

The Company provides its merchants with subsequent discounts and flexi pricing arrangements that depend on the volume of transactions processed. Such discounts are presented net of gross processing revenue.

Set out below is disaggregation of the Company's revenue from contracts with customers:

	2021	**2020**
	EUR'000	*EUR'000*
Gross processing revenue (Note 5)	85,160	132,387
Revenue from sale of goods and services (Note 7)	15,175	22,245
Total revenue from contracts with customers	**100,335**	**154,632**

6. Processing costs

	2021	2020
	EUR'000	*EUR'000*
Processing - Interchange cost	12,633	18,908
Processing - Acquiring cost	5,442	6,715
Processing - Scheme cost	4,100	6,611
Processing – Issuing costs	591	1,242
Bank charges on merchant payout accounts	2,280	2,300
Acquiring expenses	4	8
Chargebacks/Refunds/Impairment costs	1,345	628
	26,395	**36,412**

7. Revenue from sale of goods and services

	2021	2020
	EUR'000	*EUR'000*
Revenue from sale of card readers and other goods	14,867	22,063
Revenue for rent of POS Pro	36	51
Other revenue	272	131
	15,175	**22,245**

8. Cost of goods sold

	2021	2020
	EUR'000	*EUR'000*
Intercompany services	34,822	73,587
Card readers sold	19,809	30,038
Distribution and packaging costs	1,572	5,088
Other goods sold	972	110
	57,175	**108,823**

9.1 Administrative expenses

	2021	2020
	EUR'000	*EUR'000*
Administrative expenses from third parties	11,967	7,336
Salaries and salary-like expenses	3,746	1,544
Equity-settled share-based payments	46	192
Depreciation and amortization	188	115
Other	-	6
	15,947	**9,193**

Salaries and salary like expenses include Directors' remuneration totaling EUR 62 thousand for 2021 (2020: EUR 53 thousand), representing one Director remuneration of only salary and fees (see Note 23).

The average number of staff for the year ended 31 December 2021 was 29 employees (2020: 16 employees). As at 31 December 2021 the Company had 30 employees (2020: 21 employees).

9.2 Other non-operational income (expenses), net

	2021 *EUR'000*	2020 *EUR'000*
Interest income	59	10
Interest expenses	(24)	(29)
Other	-	-
	35	**(19)**

10. Income tax

Components of income tax expense:

	2021 *EUR'000*	2020 *EUR'000*
Current income tax charge	-	-
Deferred tax income (reversal of temporary difference)	334	-
Income tax credit reported in the statement of comprehensive income	**334**	**-**

Income tax reconciliation to the statement of comprehensive income is as follows:

	2021 *EUR'000*	2020 *EUR'000*
Profit before tax (EUR'000)	853	185
Income tax rates	19%	19%
Current income tax charge	162	35
Losses utilised	(159)	(35)
Tax effect of expenses/income not recognized in determining taxable profit	(3)	-
Income tax credit	-	-

Tax losses are available for offset against future profits of the Company entities in which the losses arose, and as of 31 December 2021 are totaling to EUR 1,762 thousand (31 December 2020: EUR 2,600 thousand).

Since 1st April 2017 there has been a single rate of corporation tax of 19% in place. From 1 April 2023, the profits of £50,000 or less, they will pay corporation tax at the small profits rate of 19%. Where a company's profits fall between £50,000 and £250,000, they will pay corporation tax at the main rate reduced by marginal relief. The upper and lower limits will be proportionally reduced for short accounting periods and where there are associated companies.

11. Property, plant and equipment

	Right of use assets *EUR'000*	Assets under construction *EUR'000*	Fixtures and Fittings *EUR'000*	Office equipment *EUR'000*	Computer Equipment *EUR'000*	Total *EUR'000*
Cost:						
At 01.01.2020	**484**	**41**	**1**	**-**	**21**	**547**
Additions	-	110	48	52	14	224
Disposals	-	-	-	-	-	-
At 31.12.2020	**484**	**151**	**49**	**52**	**35**	**771**
Additions	-	-	-	16	12	28
Disposals	-	-	-	-	-	-
Transfers	-	(151)	-	-	-	(151)
At 31.12.2021	**484**	**-**	**49**	**68**	**47**	**648**
Accumulated depreciation:						
At 01.01. 2020	(24)	-	(1)	-	(12)	(37)
Depreciation charge for the year	(97)	-	(4)	(3)	(6)	(110)
Disposals	-	-	-	-	-	-
At 31.12.2020	(121)	-	(5)	(3)	(18)	(147)
Depreciation charge for the year	(97)	-	(10)	(12)	(11)	(130)
Disposals	-	-	-	-	-	-
At 31.12.2021	**(218)**	**-**	**(15)**	**(15)**	**(29)**	**(277)**
Carrying value:						
At 31.12.2020	**363**	**151**	**44**	**49**	**17**	**624**
At 31.12.2021	**266**	**0**	**34**	**53**	**18**	**371**

12. Intangible assets

	Other intangibles *EUR'000*	Assets under construction *EUR'000*	Total *EUR'000*
Cost:			
At 01.01.2020	-	-	-
Additions	49	122	171
Disposals	-	-	-
At 31.12.2020	**49**	**122**	**171**
Additions	34	129	163
Disposals	-	-	-
Transfers	151	-	151
At 31.12.2021	**234**	**251**	**485**
Accumulated depreciation:			
At 01.01. 2020	-	-	-
Amortisation charge for the year	(6)	-	(6)
Disposals	-	-	-
At 31.12.2020	(6)	-	(6)
Amortisation charge for the year	(58)	-	(58)
Disposals	-	-	-
At 31.12.2021	**(64)**	**-**	**(64)**
Carrying value:			
At 31.12.2020	**43**	**122**	**165**
At 31.12.2021	**170**	**251**	**421**

13. Investments

The Company has investment in subsidiary in the amount of EUR 23 thousand as of 31.12.2021 (EUR 21 thousand as of 31.12.2020) and in associate in the amount of EUR 4,651 thousand as of 31.12.2021 (EUR 1,500 thousand as of 31.12.2020).

SumUp Sociedade De Credito Direto S.A. is associate of the Company, in which SumUp Payments owns 51% of the share capital. The management has assessed that the Company participates in the policy making process and also has material transactions with the investee and as a result has significant influence in SumUp Sociedade De Credito Direto S.A., Brazil, however as the other 49% of the associate are owned by SumUp Holdings Luxembourg Sarl, which is the ultimate controlling entity of SumUp Payments Ltd as well, the management of the Group has assessed that the control over SumUp Sociedade De Credito Direto S.A. is exercised by SumUp Holdings Luxembourg Sarl. The assessment has been validated also by the Central Bank of Brazil. The investment in the associate is carried at cost of the amount of EUR 4,651 thousand as of 31.12.2021 (EUR 1,500 thousand as of 31.12.2020) paid in cash. In 2021 the Company participates in capital increase two times in this associate, adding to the cost value of its investment amounts of EUR 1,562 thousand in January 2021and EUR 1,589 thousand in October 2021.

The Company has investment in equity shares of SumUp Medios De Pagos Colombia S.A.S., Colombia in the amount of 100% of the share capital of the subsidiary at the amount of EUR 23 thousand as of 31.12.2021 (EUR 21 thousand as of 31.12.2020) paid in cash.

14. Deferred tax asset

As of 31.12.2021, the Company has unused tax losses of EUR 1,762 thousand (31 December 2020: EUR 2,600 thousand) available for offset against future profits. At the end of this reporting period a deferred tax asset has been recognised in respect of EUR 334 thousand (2020: € Nil) for the unused tax losses carried forward since it is considered probable that there will be future taxable profits available. These tax losses may be carried forward indefinitely.

15. Cash and cash equivalents

	31.12.2021 *EUR'000*	**31.12.2020** *EUR'000*
Cash in bank	22,393	9,381
Merchants funds	56,321	13,356
	78,714	**22,737**

Cash at banks is mainly in EUR, CHF, BGN, GBP, CZK, DKK, HUF, NOK, PLN, SEK and USD accounts and earns interest at floating rates based on daily bank deposit rates.

16. Prepayments and deposits

	31.12.2021 *EUR'000*	**31.12.2020** *EUR'000*
Prepayments to suppliers	1,269	1,111
Other deposits	1,605	1,325
	2,874	**2,436**

17. Trade receivables and payables to merchants

Trade receivables include receivables from acquirers totalling EUR 16,711 thousand as of December 31, 2021 (2020: EUR 5,852 thousand). The rest of the balance is formed by trade receivables related to sales of goods and services at the amount of EUR 1,643 thousand (2020: EUR 877 thousand).

Acquirer is the financial institution or merchant bank (a merchant acquirer) which is contacted to authorize a credit card or debit purchase. The acquirer approves or declines the debit or credit card purchase amount. If approved the acquirer will then settle the transaction by placing the funds into the SumUp's account. At year end the Receivables from acquirer represent the accumulated balance of approved transactions processed in the last days of the year. Such balances are then settled in SumUp's Merchants funds account within the first days of the following year.

The Company is principally engaged in the provision of financial, technical and consulting services rendered to merchants and different payment service providers together with software development services. Payables to merchants are recognised on completion of the underlying transaction as this is when the payments are due to the merchants. At year end the Payables to merchants are the accumulated balance of approved transactions processed in the last days of the year. Such balances are then paid out to Merchant's account on the first days of the following year.

18. Share capital

Ordinary shares	**2021** *No*	**2021** *EUR'000*	**2020** *No*	**2020** *EUR'000*
At 1 January	500,000	6	500,000	6
Issue of share capital	-	-	-	-
At 31 December	**500,000**	**6**	**500,000**	**6**

Share capital consists 500,000 shares at par value of GBP 0.01. All shares are issued and fully paid.

19. Lease liabilities

The Company adopted a modified retrospective application with the cumulative effect of initially applying IFRS 16 Leases at the date of initial application with no restatement of comparative information. The Company is applying IFRS 16 Leases from 1 January 2019.

The Company recognizes lease liabilities, all of which are related to office rent agreements and rent of office related equipment. These lease liabilities are measured at present value of remaining lease payments, discounted with incremental borrowing rate of the Company. The average incremental borrowing rate of the Company applied to lease liabilities recognized in the statement of financial position is 4.10%.

The carrying amounts of right-of-use assets recognized and included under tangible assets are available in Note 11.

19. Lease liabilities (continued)

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2021	**2020**
	EUR'000	*EUR'000*
As at 1 January	358	464
Additions	-	-
Accretion of interest	14	16
Payments	(102)	(122)
As at 31 December	**270**	**358**
Short term lease liabilities as of 31 December	101	90
Long term lease liabilities as of 31 December	169	268

The end date of the lease liability is falling in 2024 and the whole long-term portion of the finance lease falls withing a maturity period from 1 year to 5 years.

The following are the amounts recognized in statement of comprehensive income:

	2021	**2020**
	EUR'000	*EUR'000*
Depreciation expense of right-of-use assets	97	97
Interest expense on lease liabilities	14	16
Total amount recognized in statement of comprehensive income	**111**	**113**

20. Trade payables

	3.12.2021	**31.12.2020**
	EUR'000	*EUR'000*
Payables to suppliers	5,135	1,668
	5,135	**1,668**

21. Financial risk management objectives and policies

This note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance.

The directors constantly monitor the financial risks to which the company is exposed, in order to detect those risks in advance and take the necessary action to mitigate them through regular review by the board.

The following section provides qualitative disclosures on the effect that these risks may have upon the company.

21.1. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include received loans, cash and cash equivalents and deposits.

21. Financial risk management objectives and policies (continued)

21.1. Market risk (continued)

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's is not exposed to risk of changes in market interest rates as at 31 December 2021, as the borrowings of the Company are contracted and bearing fixed interest rates, thus changes in the interest rate levels do not impact the Company's profit/loss before tax figures.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

21.1.1. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

To mitigate the Company's exposure to foreign currency risk, non-Euro cash flows are monitored in accordance with Company's risk management policies. Generally, Company's risk management procedures distinguish short-term foreign currency cash flows from long-term cash flows. Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

The Company operates internationally and is exposed to foreign exchange risk, primarily the GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Company entity.

21.2. Credit risk

Credit risk is the risk that counterparty fails to discharge an obligation to the Company. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

Financial assets

	2021	**2020**
	EUR'000	*EUR'000*
Deposits	1,605	1,325
Trade receivables	18,354	6,729
Related party receivables	14,367	21,079
Cash and cash equivalents	78,714	22,737
Other receivables	1,308	1,198
	114,348	**53,068**

21. Financial risk management objectives and policies (continued)

21.2. Credit risk (continued)

a) Impairment of financial assets

The Company has one main type of financial assets that are subject to the expected credit loss model - trade receivables for sales of inventory and from the provision of services.

While cash and cash equivalents and receivables from acquirer are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables and other receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2021 and the corresponding historical credit losses experienced with this period.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 5 years past due.

Impairment losses on trade receivables are presented as bad debt provisions, part of other operating expenses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

21.3. Liquidity risk

The Company manages its liquidity needs by monitoring scheduled payments for financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available investor/creditor commitments in order to determine headroom or any shortfalls. This analysis shows that available investor/creditor commitments are expected to be sufficient over the lookout period.

21. Financial risk management objectives and policies (continued)

21.3. Liquidity risk (continued)

The Company maintains cash to meet its liquidity requirements for 30-day periods at a minimum. As at 31 December 2021 and 2020, the Company's liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Payables	*On demand*	*Less than 6 months*	*6 to 12 months*	*1 to 5 years*	*Over 5 years*	*Total*
At 31.12.2021	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*
Trade payables	-	5,135	-	-	-	**5,135**
Payables to merchants	71,525	-	-	-	-	**71,525**
Payables to related parties	-	36,608	-	-	-	**36,608**
Lease liabilities	-	56	55	169	-	**270**
Other payables	-	4,200	-	-	-	**4,200**
	71,525	**45,999**	**55**	**169**	**-**	**117,738**

Payables	*On demand*	*Less than 6 months*	*6 to 12 months*	*1 to 5 years*	*Over 5 years*	*Total*
At 31.12.2020	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*	*EUR'000*
Trade payables	-	1,668	-	-	-	**1,668**
Payables to merchants	16,532	-	-	-	-	**16,532**
Payables to related parties	-	36,258	-	-	-	**36,258**
Lease liabilities	-	45	45	268	-	**358**
Other payables	-	637	-	-	-	**637**
	16,532	**38,608**	**45**	**268**	**-**	**55,453**

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

21.4. Capital Management

The Company maintains a good capital structure that ensures financial stability and provides a solid foundation for ongoing development of business operations. The management oversees the Company's capital structure and financial management, approves matters related to expenses, investments and financing and continuosly monitors the Company's exposure to financial risks.

The Company defines capital as total equity according to the statement of financial position of EUR 9,182 thousand (2020: EUR 7,949 thousand).

22. Fair value of financial instruments

The fair value of financial assets, e.g. cash and cash equivalents, deposits, receivable, trade payables and payable to related parties approximate their carrying amounts due to the short-term maturities of these instruments.

23. Related party disclosures

Related parties' transactions and outstanding balances are presented in the table below. All transactions with related parties were made on terms equivalent to arms length transactions.

	Sales	Purchases	Loan transfers	Interest income/ (expense)	Loans receivable/ (payable)	Trade receivables	Trade payables
	2021 EUR '000	2021 EUR '000	2021 EUR '000	2021 EUR '000	31.12.2021 EUR '000	31.12.2021 EUR '000	31.12.2021 EUR '000
SumUp Holdings Sarl	-	-	-	-	-	63	(9)
SumUp Holdings Lux Sarl	-	-	-	-	-	9,878	-
SumUp Holdings CH AG	-	(2)	-	-	-	-	-
SumUp Payments SA	-	-	-	-	-	-	-
SumUp EU Payments UAB	-	-	-	-	-	54	(589)
SumUp Inc.	-	-	-	-	-	358	-
SumUp EOOD	-	-	-	-	-	653	(58)
Juwel 148 VV UG	-	-	-	-	-	-	-
Payleven Germany Gmbh	21	-	-	-	-	-	-
Debitoor UK Ltd	22	-	-	-	-	26	(20)
Payleven Holding Gmbh	-	(4)	-	-	-	323	(3)
Payleven Ltd	1,990	-	-	-	-	-	-
SumUp MG Holdings Sarl	-	-	-	-	-	317	-
ECI Debitoor ApS	-	-	-	-	-	-	-
SumUp Real Estate GmbH	-	(2)	-	-	-	9	(2)
SumUp Limited	3,651	(36,165)	-	-	-	-	(35,141)
SumUp Services Gmbh	989	(6,560)	-	-	-	212	(401)
SumUp Medios De Pagos Colombia S.A.S.	-	-	(250)	59	561	9	-
Keysi Europe EOOD	-	-	-	-	-	1,584	-
SumUp MG ApS	-	-	-	-	-	23	-
Good Till Co Ltd	36	(337)	-	-	-	292	(365)
Paysolut UAB	-	(10)	-	-	-	-	(20)
SumUp Participations	-	-	-	-	-	5	-
	6,709	**(43,080)**	**(250)**	**59**	**561**	**13,806**	**(36,608)**

23. Related party disclosures (continued)

	Sales	Purchases	Loan transfers	Interest income/ (expense)	Loans receivable/ (payable)	Trade receivables	Trade payables
	2020 EUR '000	2020 EUR '000	2020 EUR '000	2020 EUR '000	31.12.2020 EUR '000	31.12.2020 EUR '000	31.12.2020 EUR '000
SumUp Holdings Sarl	-	-	-	-	-	59	(9)
SumUp Holdings Lux Sarl	-	-	-	-	-	8,406	-
SumUp Holdings CH AG	-	-	-	-	-	2	-
SumUp Payments SA	-	-	-	-	-	139	-
SumUp EU Payments UAB	-	-	-	-	-	151	(15)
SumUp Inc.	39	-	-	-	-	335	-
SumUp EOOD	-	-	-	-	-	647	(58)
Juwel 148 VV UG	-	-	-	-	-	-	(2,001)
Payleven Germany Gmbh	-	-	-	-	-	-	(21)
Debitoor UK Ltd	-	-	-	-	-	-	(18)
Payleven Holding Gmbh	-	-	-	-	-	148	(2)
Payleven Ltd	-	-	-	-	-	20	(9)
SumUp MG Holdings Sarl	-	-	-	-	-	111	-
ECI Debitoor ApS	22	-	-	-	-	22	-
SumUp Limited	-	(73,586)	-	-	-	-	(34,125)
SumUp Services Gmbh	-	(1,601)	-	-	-	9,333	-
SumUp Medios De Pagos Colombia S.A.S.	-	-	(240)	11	251	259	-
Keysi Europe EOOD	-	-	-	-	-	1,196	-
	61	**(75,187)**	**(240)**	**11**	**233**	**20,828**	**(36,258)**

Compensation of key management personnel

	2021 *EUR'000*	2020 *EUR'000*
Short-term employee benefits	62	53
	62	**53**

The amounts disclosed in the table are the amounts recognized as expenses during the reporting period related to key management personnel. The Company has not entered into other transactions with key management personnel, except as the defined in the table above.

The Company has one Director for which has accrued Salaries and salary-like expenses for 2021 totaled EUR 62 thousand (2020: one Director and Salaries and salary-like expenses totaled EUR 53 thousand). The other directors did not receive remuneration for their role as they were remunerated by other company within SumUp group. The value of services they provide is estimated to be EUR 19 thousand for 2021 (2020: EUR 18 thousand).

There are no Director accruing benefits under a money purchase pension scheme (2020: none). No director has received benefits in the form of pension contributions during 2021 and 2020. No shares were granted to directors as part of their emoluments.

24. Changes in liabilities arising from financing activities

	1 January 2021	*Cash flows*	*Accrued interest*	*31 December 2021*
	EUR'000	*EUR'000*	*EUR'000*	*EUR'000*
Interest-bearing loans and borrowings	18	-	-	18
	18	**-**	**-**	**18**

25. Share-based payment

Equity-settled share option plan

The Company has implemented a share option plan for members of the management and key employees of the Company.

The virtual option plan is managed by a shareholder of SumUp Holdings S.à.r.l., namely SumUp Participations Ltd. Allotment letters are signed off by SumUp Participations Ltd. with the Option Holders meaning the virtual option plan provides with contractual claims against SumUp Participations Ltd. to payment in cash or granting of non-cash consideration providing exercise conditions are met. However, the virtual option plan does not grant to Option Holders upon exercise of the virtual options the right to assume shares of SumUp Participations Ltd.

The options carry neither rights to dividends nor voting rights.

Options may be exercised only in case of Exercise events to the date of their expiry. Exercise events are defined as:

- Sale and transfer of at least 75% of the shares of the Parent (SumUp Holdings S.à.r.l.) in one or a series of related transactions;
- Sale and transfer of all material assets of the Parent (SumUp Holdings S.à.r.l.) within one or more related transactions;
- Listing of the Parent (SumUp Holdings S.à.r.l.) on a stock exchange.

Options are exercisable at a strike price agreed on the date of granting the virtual options. The vesting period is between zero and 48 months. If the options remain unexercised after a period of fifteen years from the date of grant the options expire. Not vested options are forfeited if the employee leaves the SumUp Group of entities before the options vest.

25. Share-based payment (continued)

Details of the share options outstanding during the year are as follows.

	2021 *Number of share options*
Outstanding at beginning of year	909,617
Granted during the year	62,184
Exercised during the year	(207,588)
Expired during the year	(18,030)
Outstanding at the end of the year	746,183
Exercisable at the end of the year	-

The weighted – average value of options granted during the year was EUR 2.08 (2020: EUR 0.22).

The following table list the inputs to the models used for the virtual option plan for the years ended 31 December 2021:

	2021
Weighted average fair values at the measurement date	4.19
Dividend yield (%)	-
Expected volatility (%)	55.75
Risk-free interest rate (%)	(0.62)
Weighted average share price (EUR)	4.19

The Company recognised total expenses of EUR 46 thousand (2020: EUR 192 thousand) related to equity-settled share-based payment transactions in 2021 (Note 9.1).

The measurement date for the transactions with the Option Holders, employed by the Company, is the grant date, i.e. the date when the allotment letter is signed. As of the grant and measurement date the Parent is not listed. The fair value of the virtual options is estimated at the grant date using the Black-Scholes model, taking into consideration the terms and conditions of which the virtual options were granted.

26. Events after the balance sheet date

On July 26th 2022 the board of directors of the Company took a decision for a capital increase in the amount of 4,029,188.71 GBP (4,765,000.01 EUR). The approved allotment is of 155,187 ordinary shares of nominal value of 0.01 GBP (0.118 EUR) per share with an attaching premium of 25.9535 GBP (30.6932 EUR) per share to SumUp Holdings Luxembourg S.a.r.l., for a total consideration of 4,029,188.71 GBP (4,765,000.01 EUR. The funds for this allotment of shares was paid in Euro, by the sole shareholder.

There were no other significant events between the year-end date and the date of signing of the financial statements, affecting the Company, which require adjustment to or disclosure in the financial statements.

27. Contingent liabilities/other pledges

On 7th July 2021 SumUp Payments Limited entered into an English Law Debenture as part of its accession to the Senior Loan finance agreement of its parent, which includes the following security:

- a share charge over its shares (given by SumUp Holdings Luxembourg S.a R.L.)
- security over any intercompany receivables owing to it (as lender) by another Obligor or Security Provider (as borrower)
- security over its material bank accounts maintained in England & Wales and
- a floating charge over all its assets and/or rights.

On 28th July 2021 SumUp Payments Limited entered into a share pledge as a part of SumUp Soluçoes de Pagamento Brasil Lada's (its subsidiary) accession to the Senior Loan finance agreement of SumUp SumUp Holdings Luxembourg S.a.r.l. , which provides for a share pledge over the shares of SumUp Soluçoes de Pagamento Brasil Ltda, granted by SumUp Payments Limited and SumUp Holdings Luxembourg S.a.r.l., its two parent companies.