Registered number: 07939901

# **VALUTRADES LIMITED**

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### **COMPANY INFORMATION**

**Directors** A. K. M. Bahirwani

L. A. Bonfield

H Campbell-Lamerton (appointed 1 April 2022)

G. A. Watkins N. Whitehead

Registered number

07939901

Registered office

51 Eastcheap

London EC3M 1JP

Independent auditors

Hillier Hopkins LLP

Chartered Accountants & Statutory Auditor

Radius House 51 Clarendon Road

Watford Hertfordshire WD17 1HP

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#### GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

#### INTRODUCTION

This document sets out the Strategic Report of Valutrades Limited (hereinafter referred to as "the Firm").

The financial statements of the company are drawn up for the year ended 31 December 2022. Except where otherwise indicated, all financial information is presented in GBP.

The company is a United Kingdom company limited by shares. It is both incorporated and domiciled in England and Wales. The address of its registered office is 51 Eastcheap, London, England, EC3M 1JP.

#### **BUSINESS REVIEW**

#### **Our Business**

Valutrades Limited is an online financial services business that offers clients trading of forex, CFDs and commodities via the Metatrader4 platform and FIX API connectivity. The firm has a full scope IFPRU €730K regulatory licence status, a higher regulatory prudential category, with the Financial Conduct Authority ("FCA").

#### **Business Model**

Valutrades business model maximises use of the extensive experience the management team has within the industry to deliver competitive products supported by high levels of customer service and relevant content encouraging client engagement.

#### Geographical Reach

Valutrades accepts clients from all regions of the world, where the firm is allowed to operate.

#### **Our Objectives**

Client Services: Clients are at the core of our business. We aim to provide high levels of customer service, as well as delivering educational content, to enhance our clients financial knowledge. Our ideology is to be a broker which people can trust and regularly communicate with, creating a loyal client base.

**Pricing:** Valutrades understand that one of the key considerations for our clients is the cost of trading. We look to always provide a competitively priced service, so our clients can focus on their trading strategies rather than cost

**Innovation:** We continually look to improve our clients trading experience by improving our systems to support the trading solutions offered. This includes building additions to our CRM system, onboarding additional payment solutions & supplying our clients with option to multiple trading indicators.

# Achieving our Objectives

**People:** Valutrades is committed to the recruitment of skilled and experienced people who have the determination and vision to help us build our firm into a market leader. We provide ongoing training to help the continuous development of our staff and value all staff's ideas and input.

Risk Management: Risk appetite is controlled via strong governance and oversight within defined risk parameters, approved by the board.

**Financial strength:** Valutrades maintains a capital and liquidity structure that is appropriate for the current size of the firm and for the future growth of the business. We have committed shareholders experienced in this industry willing to support the business.

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### **BUSINESS ENVIRONMENT**

#### **Market Overview**

Our market is a highly competitive market with numerous established companies. Our strategy for acquiring clients and retaining clients is to focus on excellent client service, competitive pricing and innovative technology. We believe in providing a personal experience tailored to an individual needs and engaging content. This helps engage with clients while keeping our marketing costs below industry averages.

### **Our People**

We recognise that developing people's skills and expertise is the right thing for them, for us and for our clients. We believe that with the right environment and motivation, all employees will reach their full potential with us. Each employee is treated the same and we encourage free speech where everyone can voice their ideas, this enables us to keep on improving our service to our clients.

#### **Equality and Diversity**

The company is committed to promoting and developing equality opportunity in all areas. We are an equal opportunities employer and do not discriminate on the grounds of gender, sexual orientation, marital or civil or partner status, gender reassignment, race, colour, nationality, ethnic or national origin, religion or belief, disability or age.

#### **Employee Gender Diversity**

	Female	Male
Employees	47%	53%

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### Principal risks and uncertainties

IFPRU 2.2.7 (2) of the FCA handbook refers to the identification and management of major sources of risk in specific categories where they are relevant to the Firm given the nature and scale of its business:

IFPRU 2.2.7 (2) of the FCA handbook refers to the identification and management of major sources of risk in specific categories where they are relevant to the Firm given the nature and scale of its business:

- Credit and Counterparty Risk
- Market Risk
- Liquidity Risk
- Foreign Exchange Risk
- Operational Risk
- Concentration Risk
- Residual Risk
- Business Risk
- Pension Obligation Risk

In terms of the remaining risk categories listed in IFPRU 2.2.7 (2):

Residual Risk, Securitisation Risk, Interest Rate risk, Group Risk and Risk of excessive leverage: Do not apply given the nature of Valutrades business model.

Credit and Counterparty Risk: The Company has a credit exposure to the banks with which it deposits funds and the counterparties with which it hedges its market positions. The Company mitigates this risk by ensuring diversification of counterparties and setting minimum levels of creditworthiness for Company counterparties.

Valutrades fully understands the impact of Credit and Counterparty Credit Risk on its business and therefore have put in place adequate controls and procedures to monitor these risks on a continuous basis. These would be monitored through use of technology through which reports would be generated for management review, real time identification of problem accounts, monitoring of exposure, and client margins.

Market Risk: Market risk is the vulnerability of firms to movements in the value of financial instruments held either by themselves, or by their clients. Valutrades is exposed to trading risk on any client positions which are not hedged, this risk is managed is minimised by being monitored and managed dynamically. When Valutrades hedges a position, the firm is not exposed to market risk as orders are matched.

Liquidity Risk: Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company has established policies and a liquidity risk management framework to manage its liquidity risk, including daily production of liquidity reports that summarise current liquidity and liabilities. Liquidity is monitored daily by the directors.

Foreign Exchange Risk: The firm incurs market risk in foreign currency movements on its own cash assets & liabilities held in foreign currencies. The Firm monitors its exposure on a day to day basis and hedges its exposure if required.

Operational Risk: Operational Risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. The Firm can count on operational support from the Directors should the need arise. However, as an independent firm, Valutrade's approach to mitigating operational risk is as follows:

- We have adequate working capital to cover expenses, savings would be held in highly rated bank deposits
- The recruitment, retention and motivation of high quality professionals

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

- · Appropriate apportionment of responsibilities amongst senior management
- A risk based monitoring plan, the outcomes of which are reported to the senior partners
- Robust policies and procedures in respect of regulatory compliance, anti-money laundering and finance
- Regular maintenance and update of IT systems
- Continual reviewing and upgrading of internal controls and procedures

Concentration Risk: Concentration Risk is the probability of loss arising from heavily lopsided exposure to a particular group of counterparties. Valutrades mitigates this risk by using multiple liquidity providers and placing the company cash with more than one bank.

Business Risk: Business Risk is the exposure of Valutrade's business to risk caused by uncertainty in the macroeconomic environment, with specific consideration of earnings volatility and cost overruns in severely adverse conditions.

Business Risk is managed with a mid-term focus and is assisted by careful development of business plans, appropriate management oversight and an embedded corporate governance framework. Strategic Risk can be a manifestation of business risk as it is any diversion away from the business plan/risk appetite statement, due to changes in the environment or because management is unable to deliver the strategy as intended.

Pension Obligation Risk: Pension obligation risk is the risk to a firm caused by its contractural or other liabilities to, or with respect to, a pension scheme (whether established for its employees or those of a related company or otherwise. It also means the risk that the firm will make payments or other contribution to, or with respect to, a pension scheme because of a moral obligation or because the firm considers that it needs to do so for some other reason.

Valutrades operate a pension scheme in line with Government expectations via a reputable pension provider. The pension contributions are calculated by an external payroll company and are processed alongside salary payments.

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### Financial key performance indicators

Valutrades uses the following key performance indicators to measure its financial and operational performance on delivering the strategic goals of the business.

- Revenue
- Gross Profit
- Profit before tax
- Retail client funds held

The following table shows the key performance indicators at 31 December 2022 against the same period in the prior year.

KPI	2022	2021	Change
Revenue	£6,489,019	£4,419,336	£2,069,683
Gross Profit	£3,572,778	£2,198,460	£1,374,318
Profit / (Loss) before Tax	£552,405	£464,585	£87,820
Retail client funds held	£3,365,158	£4,530,431	-£1,165,273

#### Looking forward

2022 was a good year for Valutrades with a modest profit achieved on top of continued growth in customer numbers and transactional volume. Whilst the effects of Covid and Ukraine war on volatility may have been reduced, concerns on high inflation and increasing interest rates assisted in continuing to provide volatility in financial markets. This resulted in an increase in the firm's income from transactional volume. Valutrades is also well positioned for a higher interest rate environment with positive cash balances and interest yielding bank accounts.

Looking forward, the end of 2022 and beginning of 2023 has highlighted the volatile nature of monthly income. However overall year to date performance is now where we expect it to be with a positive March and April.

There is no sign of a slowdown in volatility with recent bank failures the latest factor to continue the increased volatility in global financial markets and Valutrades expects this to impact positively on Valutrades profitability. Valutrades continues to invest in people and systems to ensure strong risk management.

The current business strategy has been in place since 2016 with results consistent with expectations. The firm will continue this strategy, with further investments in technology, staff and business relationships which will enhance Valutrades expected profitability. On top of existing investments in the Client Area and Quarch systems allowing Valutrades to scale efficiently with automation and reduced costs. Valutrades will further invest in new mobile app technology in 2023 and beyond.

Valutrades continues to operate as a principal dealer classed as an IFPRU730K firm and has seen the benefits of increasing its regulatory standing in 2018 which has helped improve customer trade execution and Valutrades profitability.

The shareholders continue to be supportive of the business which has been demonstrated through a commitment to reinvest profits, business expertise and infrastructural investment. The shareholders fully support the firms plans for 2023 and are excited for the future.

#### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### Directors' statement of compliance with duty to promote the success of the Group

#### Section 172(1) statement

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

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

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

#### **Our People**

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

#### **Business relationships**

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

#### Community and environment

The Company's approach is to use our position of strength to create positive change for the people and communities with which we interact.

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

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G. A. Watkins

Director

Date: 24-04-2023 | 10:53 PDT

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

#### Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' Reports may differ from legislation in other jurisdictions.

# Results and dividends

The profit for the year, after taxation, amounted to £735,007 (2021 - loss £471,549).

No dividends were paid or proposed during the year (2021 - £Nil).

#### **Directors**

The Directors who served during the year were:

A. K. M. Bahirwani

L. A. Bonfield

H Campbell-Lamerton (appointed 1 April 2022)

G. A. Watkins

N. Whitehead

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### **Future developments**

The company expects to continue with its present activities.

#### Greenhouse gas emissions, energy consumption and energy efficiency action

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

#### Disclosure of information to auditors

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

- so far as the Director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

#### Post balance sheet events

There have been no significant events affecting the Group since the year end.

#### **Auditors**

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

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

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G. A. Watkins

Director

Date: 24-04-2023 | 10:53 PDT

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VALUTRADES LIMITED

#### Opinion

We have audited the financial statements of Valutrades Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022, which comprise the Group Statement of Comprehensive Income, the Group and Company Balance Sheets, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2022 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

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

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

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

#### Other information

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

We have nothing to report in this regard.

#### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Group 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 Group Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements are not in agreement with the accounting records and returns;
- 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.

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

### 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 Group's and the parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

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

# Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures undertaken and the extent to which they are capable of detecting irregularities, including fraud is detailed below:

- Assessed the nature of the industry and sector, control environment and business performance including the remuneration incentives and pressures of key management;
- Assessed the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management. We consider the results of our enquiries of management about their own identification and assessment of the risks of irregularities;
- Any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
- the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations (including those applicable due to the Company's FCA registration);
- The matters discussed among the audit engagement team and involving relevant internal specialists, regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

We also obtained an understanding of the legal and regulatory frameworks that the Company operates in focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. We focused on laws and regulations that could give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006, Financial Conduct Authority regulations and relevant tax legislation..

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

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.

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

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

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

### Use of our report

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

-DocuSigned by:

# Simon Speller

Simon Speller FCA (Senior Statutory Auditor)

for and on behalf of Hillier Hopkins LLP

**Chartered Accountants Statutory Auditor** 

Radius House 51 Clarendon Road Watford Hertfordshire WD17 1HP Date: 24-04-2023 | 20:28 BST

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £
Turnover	4	6,489,019	4,419,336
Cost of sales		(2,916,241)	(2,220,876)
Gross profit		3,572,778	2,198,460
Administrative expenses		(3,028,842)	(2,642,035)
Operating profit/(loss)	5	543,936	(443,575)
Interest receivable and similar income	9	7,789	312
Interest payable and similar expenses	10	(16)	-
Profit/(loss) before tax		551,709	(443,263)
Tax on profit/(loss)	· 11	183,298	(28, 286)
Profit/(loss) for the financial year		735,007	(471,549)
Profit for the year attributable to:			
Owners of the parent company		735,007	(471,549) ————

There was no other comprehensive income for 2022 (2021:£NIL).

# VALUTRADES LIMITED REGISTERED NUMBER: 07939901

# CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2022

	Note		2022 £		- 2021 £
Fixed assets					
Tangible assets	13		18,859		17,746
Current assets					
Debtors: amounts falling due within one year	15	6,585,671		5, 193, 735	
Cash at bank and in hand	16	4,415,664		4,252,862	
		11,001,335		9,446,597	
Creditors: amounts falling due within one year	17	(6,306,798)		(5,485,954)	
Net current assets			4,694,537		3,960,643
Net assets			4,713,396		3,978,389
Capital and reserves					
Called up share capital	19		7,396,501		7,396,501
Profit and loss account	20		(2,683,105)		(3,418,112)
			4,713,396		3,978,389

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

DocuSigned by:

G. A. Watkins

Director

Date: 24-04-2023 | 10:53 PDT

# VALUTRADES LIMITED REGISTERED NUMBER: 07939901

# COMPANY BALANCE SHEET AS AT 31 DECEMBER 2022

	Note		2022 £		2021 £
Fixed assets					
Tangible assets	13		18,859		17,746
Investments	14		100		100
			18,959		17,846
Current assets					
Debtors: amounts falling due within one year	15	6,564,460		5, 172, 525	
Cash at bank and in hand	16	4,410,074		4,246,936	
		10,974,534		9,419,461	
Creditors: amounts falling due within one year	17	(6,304,323)		(5,483,480)	
Net current assets			4,670,211		3,935,981
Net assets			4,689,170		3,953,827
Capital and reserves					
Called up share capital	19		7,396,501		7,396,501
Profit and loss account brought forward		(3,442,674)		(2,949,803)	
Profit/(loss) for the year		735,343		(492,871)	
Profit and loss account carried forward			(2,707,331)		(3,442,674)
			4,689,170	•	3,953,827

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

DocuSigned by:

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G. A. Watkins

Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2021	7,396,501	(2,946,563)	4,449,938
Comprehensive income for the year			
Loss for the year	-	(471,549)	(471,549)
At 1 January 2022	7,396,501	(3,418,112)	3,978,389
Comprehensive income for the year			
Profit for the year	-	735,007	735,007
At 31 December 2022	7,396,501	(2,683,105)	4,713,396
	<del></del>		

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £	Profit and loss account £	Total equity
At 1 January 2021	7,396,501	(2,949,803)	4,446,698
Comprehensive income for the year Loss for the year	-	(492,871)	(492,871)
At 1 January 2022	7,396,501	(3,442,674)	3,953,827
Comprehensive income for the year Profit for the year	<u>.</u> ·	735,343	735,343
At 31 December 2022	7,396,501	(2,707,331)	4,689,170

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

•	2022 £	2021 £
Cash flows from operating activities	Ž.	£
Profit/(loss) for the financial year	735,007	(471,549)
Adjustments for:	ŕ	, , ,
Amortisation of intangible assets	_	1,828
Depreciation of tangible assets	10,059	9,284
Interest paid	16	, -
Interest received	(7,789)	(312)
Taxation charge	(183,298)	28,286
(Increase) in debtors	(1,208,638)	(826,380)
Increase in creditors	816,548	2,536,116
Net cash generated from operating activities	161,905	1,277,273
Cash flows from investing activities		
Purchase of tangible fixed assets	(11,172)	(16,292)
Interest received	7,789	312
Net cash from investing activities	(3,383)	(15,980)
Cash flows from financing activities		
Interest paid	(16)	-
Net cash used in financing activities	(16)	
Net increase in cash and cash equivalents	158,506	1,261,293
Cash and cash equivalents at beginning of year	4,252,862	2,991,569
Cash and cash equivalents at the end of year	4,411,368	4,252,862
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	4,415,664	4,252,862
Bank overdrafts	(4,296)	· · ·
	4,411,368	4,252,862

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. General information

Valutrades Limited is a limited company incorporated in the England and Wales, limited by share capital. Its registered office and principal place of business is 51 Eastcheap, London, EC3M 1JP.

The principal activity of the company is that of an online financial services business that offers clients trading of forex, CFDs and commodities via the Metatrader4 platform and FIX API connectivity.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

#### 2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being

#### 2.3 Going concern

The financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for a period of at least 12 months from following the approval of these financial statements.

The Directors consider it appropriate to prepare the financial statements on the going concern basis on the basis of its strong balance sheet at year end and recent profitability. The Directors have considered the impact of the current economic climate in their assessment.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 2. Accounting policies (continued)

#### 2.4 Foreign currency translation

#### Functional and presentation currency

The Company's functional and presentational currency is GBP.

#### Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

#### 2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue represents the difference between the total value of profitable trades and the total value of loss making trades including closed trades, open market positions, net brokerage costs and hedging gains or losses as at the balance sheet date.

### 2.6 Operating leases: the Group as lessee

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

#### 2.7 Interest income

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

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2. Accounting policies (continued)

#### 2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.9 Current and deferred taxation

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

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

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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

#### 2.10 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

#### 2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 2. Accounting policies (continued)

#### 2.11 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment

- Straight line over 3 years

Computer equipment

- Straight line over 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### 2.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.13 Debtors

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

#### 2.14 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

#### 2.15 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

### 2.16 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 2. Accounting policies (continued)

#### 2.17 Client bank accounts

The company operates designated client bank accounts in accordance with the Client Money regulations of the Financial Conduct Authority (FCA). These accounts do not represent funds of the Company and so the deposits are not recognised in the company's statement of financial position. See note 22 for details of the balances held.

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

The preparation of the financial statements in conformity with generally accepted accounting principles requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results in the future could differ from those estimates. In this regard, the Directors believe that the critical accounting policies where judgments or estimations are necessarily applied are summarised below.

#### **Depreciation and Intangible Assets**

The Directors have reviewed the asset lives and associated residual values of all fixed and intangible assets, and have concluded that asset lives and residual values are appropriate.

#### 4. Turnover

Turnover is attributable to multiple income streams, including: Margins, Rebates, Swaps, Hedging and Rental Income.

Analysis of turnover by country of destination:

	2022	2021
Linited Kinadon	6,489,019	£ 4,419,336
United Kingdom	6,489,019	4,419,330

### 5. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	2022 £	2021 £
Depreciation of tangible fixed assets	10,059	9,282
Amortisation of intangible assets	-	1,827
Fees payable to the Group's auditor and its associates for the audit of the Company's annual financial statements	9,945	9,945
Exchange differences	(202,944)	(28,535)
Other operating lease rentals	75,253	21,557
Defined contribution pension cost	15,470	14,135

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 6. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors and their associates:

	2022 £	2021 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements  Fees payable to the Group's auditor and its associates in respect of:	9,945	9,945
All other services	13,955	10,955

# 7. Employees

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

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Wages and salaries	769,402	729,410	769,402	729,410
Social security costs	74,910	70,956	74,910	70,956
Cost of defined contribution scheme	15,470	14,135	15,470	14,135
	859,782	814,501	859,782	814,501

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

	2022 No.	2021 No.
Management	4	3
Operations	14	13
	18	16

The Company has no employees other than the Directors, who did not receive any remuneration (2021 - £NIL)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

8.	Directors' remuneration		
		2022 £	2021 £
	Directors' emoluments Group contributions to defined contribution pension schemes	308,476 5,283	373,649 6,311
		313,759	379,960
	During the year retirement benefits were accruing to 3 Directors (2021 contribution pension schemes.	- 4) in respect	of defined
	The highest paid Director received remuneration of £114,266 (2021 - £123,36	80).	
	The value of the Group's contributions paid to a defined contribution pension highest paid Director amounted to £1,761 (2021 - £1,761).	on scheme in re	spect of the
9.	Interest receivable		
		2022 £	2021 £
	Other interest receivable	7,789 ———— —	312
10.	Interest payable and similar expenses		
		2022 £	2021 £
	Other loan interest payable	16 =	-
11.	Taxation		
		2022 £	2021 £
	Deferred tax		
	Origination and reversal of timing differences	(183,298) ====================================	28,286
	Taxation on (loss)/profit on ordinary activities	(183,298).	28,286

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 11. Taxation (continued)

# Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
Profit/(loss) on ordinary activities before tax	551,709 	(443,263)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)  Effects of:	104,893	(84,220)
Utilisation of tax losses	(104,893)	84,220
Unrelieved tax losses carried forward	(183,298)	28,286
Total tax charge for the year	(183,298)	28,286

# Factors that may affect future tax charges

As at the balance sheet date, the group had £2,448,792 (2021: £3,171,694) of unrelieved tax loss carried forward, which can be utilised against future trading profits within the group. Of these losses carried forward, £684,470 (2021: £1,839,756) have not been recognised as a deferred tax asset as the timing of these losses being utilised is deemed to be insufficiently certain to do so.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 12. Intangible assets

**Group and Company** 

· .	Computer software £
Cost	
At 1 January 2022	75,120
At 31 December 2022	75,120
Amortisation	
At 1 January 2022	75,120
At 31 December 2022	75,120
Net book value	•
At 31 December 2022	<u> </u>
At 31 December 2021	-

All of the Group's intangible fixed assets are held in the Parent company.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

13.	Tangible fixed assets	

Group and Company			
	Office equipment £	Computer equipment £	Total £
Cost or valuation	•		
At 1 January 2022	3,418	51,597	55,015
Additions	1,102	10,070	11,172
At 31 December 2022	4,520	61,667	66,187

At 1 January 2022	1,601	35,668	37,269
Charge for the year on owned assets	938	9,121	10,059

 Net book value

 At 31 December 2022
 1,981
 16,878
 18,859

 At 31 December 2021
 1,817
 15,929
 17,746

# 14. Fixed asset investments

Depreciation

Company

Investments in subsidiary companies £

Cost or valuation

At 1 January 2022 100

At 31 December 2022 100

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 14. Fixed asset investments (continued)

### Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name Class of shares Holding
Content (UK) Business Consulting Limited Ordinary 100%

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertaking were as follows:

Aggregate of share capital and reserves Content (UK) Business Consulting Limited

Aggregate of share capital and reserves Profit/(Loss)

24,226 (336)

#### 15. Debtors

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Trade debtors	-	11,090	-	11,090
Other debtors	879,073	449,114	857,862	427,903
Prepayments and accrued income	141,632	93,265	141,632	93,265
Deferred taxation	436,366	253,068	436,366	253,068
Broker debtors	5,128,600	4,387,198	5,128,600	4,387,199
	6,585,671	5,193,735	6,564,460	5,172,525

### 16. Cash and cash equivalents

2022 2021 £ £ Cash at bank and in hand 4,415,664 4,252,862	<b>2022</b> 20	21 f
£ £ £ Cash at bank and in hand 4,415,664 4,252,862	£	£
Cash at bank and in hand <b>4,415,664</b> <i>4,252,862</i>	-	~
	<b>4,410,074</b> <i>4,246,9</i>	36
Less: bank overdrafts (4,296) -	(4,296)	-

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

17.	<b>Creditors: Amounts</b>	falling	due wi	thin one year
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	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Bank overdrafts	4,296	-	4,296	-
Trade creditors	337,304	159,485	337,304	159,485
Other taxation and social security	30,062	48,148	30,062	48,148
Other creditors	289,611	226,725	289,611	226,725
Accruals and deferred income	26,219	25,386	23,744	22,912
Financial instruments	5,619,306	5,026,210	5,619,306	5,026,210
	6,306,798	5,485,954	6,304,323	5,483,480

### 18. Deferred taxation

# Group

				2022 £
At beginning of year				253,068
Charged to profit or loss				183,298
At end of year				436,366
The deferred tax asset is made up as follows:				
	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Tax losses carried forward	436,366	253,068	436,366	253,068

The deferred tax asset comprising of tax losses carried forward is calculated on basis of the available profits per the two year forecast available to offset against the tax losses carried forward.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 19. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
5,192,499 (2021 - 5,192,499) Ordinary A shares shares of £1.00 each 1,785,443 (2021 - 1,785,443) Ordinary B shares shares of £1.00 each 418,559 (2021 - 418,559) Ordinary C shares shares of £1.00 each	5,192,499 1,785,443 418,559	5,192,499 1,785,443 418,559
	7,396,501	7,396,501

#### 20. Reserves

#### Profit and loss account

Profit and loss account includes all the current and prior period retained profits and losses.

# 21. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £15,470 (2021 - £14,135). Contributions totalling £nil (2021 - £nil) were payable to the fund at the balance sheet date and are included in creditors.

#### 22. Commitments under operating leases

At 31 December 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group	- Group	Company	Company
	2022	2021	2022	2021
	£	£	£	£
Not later than 1 year	48,195	22,446	48,195	22,446

#### 23. Client Bank Accounts

The Group operates 14 client money bank accounts. At the reporting date the total balance of these accounts was £3,365,158 (2021 - £4,530,431).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 24. Related party transactions

The key management personnel of the Group are deemed to Group's directors, their remuneration is disclosed in note 8.

The Company has taken the exemptions under FRS102 to not disclose transactions entered into between two or more members of a group on the basis that all subsidiaries party to the transaction are wholly owned by such a member.

Transactions and balances with related parties during the year and at year end made by the group are as follows:

	2022 £	2021 £
Sales to entities with common ownership or control Balance forgiven expense in relation to entities with common ownership or	478,220	1,396,075
control	-	725
Amounts owed by entities with common ownership or control	797,482	410,465
·		

# 25. Controlling party

In the opinion of the directors there is no ultimate controlling party.