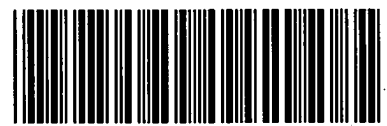


Company registration number 11686070 (England and Wales)

**SIG TECHNOLOGIES LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

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SIG TECHNOLOGIES LIMITED

COMPANY INFORMATION

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Directors	David Comerford-Green Bin Ren	(Appointed 1 April 2022) (Appointed 1 February 2023)
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Company number	11686070
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Registered office	4th Floor Phoenix House 1 Station Hill Reading Berkshire United Kingdom RG1 1NB
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Auditor	PricewaterhouseCoopers CI LLP 37 Esplanade St Helier Jersey JE1 4XA
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# **SIG TECHNOLOGIES LIMITED**

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# **SIG TECHNOLOGIES LIMITED**

## **DIRECTORS' REPORT**

### ***FOR THE YEAR ENDED 31 MARCH 2023***

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The directors present their annual report and financial statements for the year ended 31 March 2023.

#### **Principal activities**

SIG Technologies Limited ("SIGL" or "the Company") was incorporated in the United Kingdom on 20 November 2018 as a private limited company with limited liability under the Companies Act 2006.

SIG Technologies Limited is the principal operating entity of the SIG Technologies corporate group. SIG's principal business activity is the provision of financial research and analytics services to its clients via its online platform. As part of a restructure and simplification of the SIG Technologies corporate group, Systematic Investment Group LLP ("SLLP") transferred the entire business as a going concern on 10 March 2023 to SIGL. SIGL was a corporate member of SLLP until its dissolution on 10 October 2023.

#### **Results and dividends**

The Company's loss for the year was \$6,984,458 (2022: \$10,018,941).

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Linda Kilpatrick	(Resigned 1 February 2023)
Stuart Broadfoot	(Resigned 1 February 2023)
David Comerford-Green	(Appointed 1 April 2022)
Bin Ren	(Appointed 1 February 2023)

#### **Directors' interests**

The Directors do not have any direct interest in the issued share capital of the company however some of the directors do hold indirect interest in the form of shares in the parent company, SIG Technologies Holdings Limited ("SIGH").

#### **Directors' indemnities**

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

#### **Auditor**

PricewaterhouseCoopers CI LLP were reappointed as the Company's auditors and have expressed their willingness to continue in office.

#### **Disclosure of information to auditor**

The Directors confirm that, as at the date of approving this report:

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

# **SIG TECHNOLOGIES LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

### ***FOR THE YEAR ENDED 31 MARCH 2023***

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#### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

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

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

## **SIG TECHNOLOGIES LIMITED**

### **DIRECTORS' REPORT (CONTINUED)**

#### **FOR THE YEAR ENDED 31 MARCH 2023**

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##### **Principle risks and uncertainties**

The Company's activities expose it to certain risks as described below.

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company, resulting in financial loss to the Company. Cash and cash equivalents, sundry debtors and amounts due from affiliated entities represent the maximum exposure to credit risk. The Directors do not consider this to be a significant risk and mitigates it by not holding excess cash and ensuring only banking institutions with high credit ratings, as assigned by international rating agencies, are used. The counterparty credit risk of these institutions is subject to regular review.

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. To mitigate this risk the Company maintains cash balances in highly liquid bank accounts as well as maintaining a minimum capital balance and performing a monthly review of its liquidity position. The Company does not consider there to be any significant risk in liquidity or capital shortfall and has therefore not prepared a maturity analysis.

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, equity prices and credit spreads will affect the Company's income. The Company enters into transactions in currencies other than its functional currency. Consequently, the Company is exposed to the risk that the exchange rate of its currency may change in a manner that has an adverse effect on the future cash flows denominated in currencies other than the United States Dollar. The Company does not consider this to be a significant risk and mitigates it by holding cash in the currency in which the majority of its operating expenses arise.

##### **Events after the reporting date**

After the reporting date the Company continued the planned restructure of the Group, which involves the simplification of its structure. The restructure is complete to all intents and purposes. The key steps in the process were: (i) the transfer of ownership of SLLC from SIG UK (2) Limited ("SIG2") to SIGL and; (ii) the transfer of SLLP business to SIGL, as described in the directors report. The process for the closure of SUKH has begun.

No financial impact to the financial statements of the Company are expected post reporting date as a result of the transfer of SLLC's ownership to SIGL, due to the fact SLLC does not have issued share capital and no consideration is attached to the transfer.

As part of the ongoing restructure, it is intended to release the amounts owed to group undertakings referred to in note 15 of \$20,751,404 either by way of intercompany loan write off or capital contribution, which will result in an increase in the Company's reserves of \$20,751,404 in the year to 31 March 2024.

## **SIG TECHNOLOGIES LIMITED**

### **DIRECTORS' REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2023**

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#### **Going concern**

The financial statements have been prepared on a going concern basis. The Directors believe the business is well placed to manage its business risks successfully. After making enquiries, the Directors have a reasonable expectation that the Company has adequate capital, liquidity, and access to related party funding, to meet its current and long term obligations and to continue in operational existence for the foreseeable future.

- **Contract with Brevan Howard Capital Management LP ("BHCMLP"):**  
After the reporting date, SIGL secured a pivotal three-year contract with BHCMLP. The total value of this contract stands at \$14 million. As per the terms of the agreement, SIGL is entrusted with providing a range of software services to BHCMLP. Importantly, the contract stipulates a payment exceeding \$6 million in the inaugural year. The realization of this contract is anticipated to significantly enhance the company's cash inflows and fortify its financial position.
- **Capital Investment:**  
Reinforcing the company's financial stature is a substantial capital investment of \$8 million procured from Bin Ren, director and shareholder of the parent company SIG Technologies Holdings Limited. This infusion of capital is projected to augment our operational efficacy and position the company favourably in addressing its obligations in the short to medium term.
- **Amounts owed to group undertakings:**  
As part of the ongoing restructure, it is intended to release the amounts owed to group undertakings referred to in note 15 of \$20,751,404 either by way of intercompany loan write off or capital contribution, which will result in an increase in the Company's reserves of \$20,751,404 in the year to 31 March 2024.

Given the developments, management remains confident in SIGL's ability to continue as a going concern. However, it is pertinent to acknowledge that, like all business ventures, uncertainties exist. While proactive measures are in place to ensure the fruitful fruition of these opportunities, unforeseen challenges can emerge.

#### **Small companies exemption**

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

*Bin Ren*  
.....

15 December 2023

Date: .....

# Independent auditors' report to the members of SIG Technologies Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, SIG Technologies Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 March 2023; Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

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

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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



## **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

### **Auditors' responsibilities for the audit of the financial statements**

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 fraudulent manipulation of the financial statements (including management override of controls). Audit procedures performed by the engagement team included:

- enquiring with the management and the directors of the company as to any actual or suspected instances of fraud or non-compliance with laws and regulations;
- checking the minutes of meetings of the board of directors for matters relevant to the audit;
- testing the disclosures made in the financial statements, as well as in the Directors' report, for compliance with the requirements of the Companies Act 2006
- performing audit procedures to incorporate an element of unpredictability around the nature, timing and extent of our testing; and
- identifying and testing journal entries considered to be of higher fraud risk, and the evaluation of any business rationale for any significant or unusual transactions identified as being outside the normal course of business.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **Other required reporting**

### **Companies Act 2006 exception reporting**

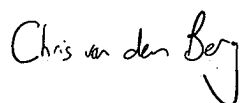
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Christiaan van den Berg (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Jersey  
18 December 2023

**SIG TECHNOLOGIES LIMITED****STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 \$	2022 \$
Turnover	3	1,121,058	11,943,028
Expenses	6	(12,225,447)	(12,072,743)
<b>Operating loss</b>	7	(11,104,389)	(129,715)
Intercompany balances written back/(off)	8	3,953,802	(9,989,551)
Impairment of fixed asset investments	10	(13,236)	-
Fair value gains and (losses) on foreign exchange		(846,158)	131,395
<b>Loss before taxation</b>		(8,009,981)	(9,987,871)
Tax credit/(charge)	9	249,625	(29,390)
<b>Loss for the financial year</b>		(7,760,356)	(10,017,261)
<b>Other comprehensive income</b>			
Currency translation gain/(loss) taken to retained earnings		775,898	(1,680)
<b>Total comprehensive loss for the year</b>		(6,984,458)	(10,018,941)

The income statement has been prepared on the basis that all operations are continuing operations.

The notes on pages 12 to 23 form part of these financial statements.

**SIG TECHNOLOGIES LIMITED****STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2023**

		<b>2023</b>		<b>2022</b>	
	<b>Notes</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Fixed assets</b>					
Tangible assets	<b>11</b>		65,457		98,617
Investments	<b>12</b>		-		13,227
			<u>65,457</u>		<u>111,844</u>
<b>Current assets</b>					
Debtors	<b>14</b>	3,632,256		620,787	
Cash at bank and in hand		1,960,659		853,876	
		<u>5,592,915</u>		<u>1,474,663</u>	
<b>Creditors: amounts falling due within one year</b>	<b>15</b>	<u>(22,661,642)</u>		<u>(11,605,319)</u>	
<b>Net current liabilities</b>			<u>(17,068,727)</u>		<u>(10,130,656)</u>
<b>Net liabilities</b>			<u>(17,003,270)</u>		<u>(10,018,812)</u>
<b>Capital and reserves</b>					
Called up share capital	<b>17</b>		129		129
Profit and loss reserves			<u>(17,003,399)</u>		<u>(10,018,941)</u>
<b>Total equity</b>			<u>(17,003,270)</u>		<u>(10,018,812)</u>

The notes on pages 12 to 23 form part of these financial statements.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

15 December 2023

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

*Bin Ren* .....

**Director**

Company registration number 11686070 (England and Wales)

**SIG TECHNOLOGIES LIMITED****STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2023**

	Share capital	Profit and loss reserves	Total
	\$	\$	\$
<b>Balance at 1 April 2021</b>	129	-	129
<b>Year ended 31 March 2022:</b>			
Loss for the financial year	-	(10,017,261)	(10,017,261)
<b>Other comprehensive loss:</b>			
Currency translation differences	-	(1,680)	(1,680)
Total comprehensive loss for the year	-	(10,018,941)	(10,018,941)
<b>Balance at 31 March 2022</b>	129	(10,018,941)	(10,018,812)
<b>Year ended 31 March 2023:</b>			
Loss for the financial year	-	(7,760,356)	(7,760,356)
<b>Other comprehensive income:</b>			
Currency translation differences	-	775,898	775,898
Total comprehensive loss for the year	-	(6,984,458)	(6,984,458)
<b>Balance at 31 March 2023</b>	129	(17,003,399)	(17,003,270)

The notes on pages 12 to 23 form part of these financial statements.

**SIG TECHNOLOGIES LIMITED****STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 \$	\$	2022 \$	\$
<b>Cash flows from operating activities</b>					
Cash generated from operations	22	943,135		755,424	
Income taxes refunded	9	222,828		-	
<b>Net cash inflow from operating activities</b>		<b>1,165,963</b>		<b>755,424</b>	
<b>Investing activities</b>					
Purchase of tangible fixed assets	11	(37,535)		(52,210)	
Proceeds from disposal of tangible fixed assets		4,658		-	
Purchase of subsidiaries	12	(9)		-	
<b>Net cash used in investing activities</b>		<b>(32,886)</b>		<b>(52,210)</b>	
<b>Net increase in cash and cash equivalents</b>		<b>1,133,077</b>		<b>703,214</b>	
Cash and cash equivalents at beginning of year		853,876		152,342	
Effect of foreign exchange rates		(26,294)		(1,680)	
<b>Cash and cash equivalents at end of year</b>		<b>1,960,659</b>		<b>853,876</b>	

The notes on pages 12 to 23 form part of these financial statements.

# SIG TECHNOLOGIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2023

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#### 1 Accounting policies

##### Company information

SIG Technologies Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor Phoenix House, 1 Station Hill, Reading, Berkshire, United Kingdom, RG1 1NB.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in United States Dollar. The functional currency of the Company, and the currency in which the accounting records are kept, is the Pound Sterling, which is translated accordingly. Monetary amounts in these financial statements are rounded to the nearest United States Dollar.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

#### 1.2 Going concern

The financial statements have been prepared on a going concern basis. The Directors believe the business is well placed to manage its business risks successfully. After making enquiries, the Directors have a reasonable expectation that the Company has adequate capital, liquidity, and access to related party funding, to meet its current and long term obligations and to continue in operational existence for the foreseeable future. Factors contributing to this expectation include:

- Contract with Brevan Howard Capital Management LP ("BHCMLP"):  
After the reporting date, SIG Technologies Limited (SIGL) secured a pivotal three-year contract with BHCMLP. The total value of this contract stands at \$14 million. As per the terms of the agreement, SIGL is entrusted with providing a range of software services to BHCMLP. Importantly, the contract stipulates a payment exceeding \$6 million in the inaugural year. The realization of this contract is anticipated to significantly enhance the company's cash inflows and fortify its financial position.
- Capital Investment:  
Reinforcing the company's financial stature is a substantial capital investment of \$8 million procured from Bin Ren, director and shareholder of the parent company SIG Technologies Holdings Limited. This infusion of capital is projected to augment our operational efficacy and position the company favourably in addressing its obligations in the short to medium term.
- Amounts owed to group undertakings:  
As part of the ongoing restructure, it is intended to release the amounts owed to group undertakings referred to in note 15 of \$20,751,404 either by way of intercompany loan write off or capital contribution, which will result in an increase in the Company's reserves of \$20,751,404 in the year to 31 March 2024.

Given the developments, management remains confident in SIGL's ability to continue as a going concern. However, it is pertinent to acknowledge that, like all business ventures, uncertainties exist. While proactive measures are in place to ensure the fruitful fruition of these opportunities, unforeseen challenges can emerge.

# SIG TECHNOLOGIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### 1 Accounting policies

(Continued)

##### 1.3 Turnover

Income and expenditure is accounted for on an accruals basis.

Turnover, which is stated net of value added tax, principally represents income from providing analytical and related services to clients.

##### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Leasehold improvements	5 year straight line
Computers	3 year straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits. The Company assesses at each reporting date whether tangible fixed assets are impaired.

##### 1.5 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

##### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

##### 1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

##### 1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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



# SIG TECHNOLOGIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### 1 Accounting policies

(Continued)

##### **Basic financial instruments**

Debtors are recognised initially at transaction price plus attributable transaction costs. Creditors are recognised initially at transaction price less attributable transaction costs. Following initial recognition, then adjusted for any impairment losses in the case of debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of the future payments discounted at a market rate of instrument for a similar debt instrument.

#### 1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### 1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

# SIG TECHNOLOGIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

### 1 Accounting policies

(Continued)

#### 1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

#### 1.14 Foreign exchange

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. At each period end presentational currency monetary items are then translated into the presentational currency using the closing rate.

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 the profit and loss account. The trading results of group undertakings are translated into sterling at the average exchange rates for the year. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income'.

#### 1.15 Group restructure

As part of the wider group restructure, SLLP transferred its business and business assets to the Company on 10 March 2023 (date of transfer). This has been accounted for as a "hive up" transaction where the assets and liabilities were transferred at their net book value at date of transfer.

Consequently, the Company also recognised turnover amounting to \$276,204 from 10 March to 31 March 2023 as a result of said transfer.

### 2 Significant judgement and estimates

In applying the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The Directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years. The significant judgements in the Financial statements relate to the carrying value of investments. Investments are held at cost less impairment and the Directors do not consider there to be any ground for impairment of investments in the current financial period.

### 3 Turnover

	2023	2022
	\$	\$
<b>Turnover analysed by class of business</b>		
Allocations from SLLP	352,057	10,638,051
Fee income from clients	769,001	1,304,977
	<u>1,121,058</u>	<u>11,943,028</u>

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****3 Turnover****(Continued)**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Turnover analysed by geographical market</b>		
UK	352,057	10,638,051
USA	769,001	1,304,977
	<u>1,121,058</u>	<u>11,943,028</u>

**4 Auditor's remuneration**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Fees payable to the company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the company	<u>30,055</u>	<u>22,831</u>

**5 Employees**

The average monthly number of persons (including directors) employed by the company during the year was:

<b>2023</b>	<b>2022</b>
<b>Number</b>	<b>Number</b>
<u>54</u>	<u>49</u>

Their aggregate remuneration comprised:

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Wages and salaries	6,444,382	6,463,309
Social security costs	827,113	760,173
Pension costs	114,797	109,778
	<u>7,386,292</u>	<u>7,333,260</u>

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****6 Expenses**

Expenses are split into the following categories:

	2023	2022
	\$	\$
Staff costs	7,386,292	7,333,260
Administrative expenses	3,920,719	3,292,471
Recruitment fees	625,304	1,054,764
Professional fees	222,437	284,275
Depreciation	70,695	107,973
	<u>12,225,447</u>	<u>12,072,743</u>

**7 Operating loss**

	2023	2022
	\$	\$
Operating loss for the year is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	70,695	107,973
Profit on disposal of tangible fixed assets	(4,658)	-
Operating lease charges	129,976	-
	<u>129,976</u>	<u>-</u>

**8 Intercompany balances written back/(off)**

	2023	2022
	\$	\$
Write back/impairment of intercompany balances	3,953,802	(9,989,551)
Other gains and losses	(13,236)	-
	<u>3,940,566</u>	<u>(9,989,551)</u>

Write backs of intercompany loans in the current year relate to the release of balances payable to SLLP and SIGH, as a result of the planned group restructure.

**9 Taxation**

	2023	2022
	\$	\$
<b>Current tax</b>		
Adjustments in respect of prior periods	(249,625)	29,390
	<u>(249,625)</u>	<u>29,390</u>

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****9 Taxation****(Continued)**

The actual (credit)/charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2023 \$	2022 \$
Loss before taxation	(8,009,981)	(9,987,871)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2022: 19.00%)	(1,521,896)	(1,897,695)
Tax effect of expenses that are not deductible in determining taxable profit	83,849	1,919,911
Tax effect of income not taxable in determining taxable profit	(772,885)	-
Change in unrecognised deferred tax assets	2,911,937	(22,216)
Adjustments in respect of prior years	-	29,390
Research and development tax credit in respect of prior years	(222,828)	-
Under/(over) provided in prior years	(26,797)	-
Effect of super deduction enhance capital allowances	(2,140)	-
Effect of increase in future tax rate applied to deferred tax	(698,865)	-
Taxation (credit)/charge for the year	(249,625)	29,390

The UK corporation tax rate is 19% (2022: 19%). This rate is the substantively enacted rate for the year ended 31 March 2023.

In the March 2021 Budget it was announced that legislation will be introduced in Finance Bill 2021 to increase the main rate of UK corporation tax from 19% to 25%, effective 1 April 2023. The expected future impact of this will be an increase in current tax charges for any profits taxed at the main rate.

The Company has tax adjusted losses carried forward of \$15,513,188 (2022: \$3,850,684) and timing differences relating to depreciation in excess of capital allowances of \$116,125 (2022: \$127,481), for which a net deferred tax asset of \$3,907,328 (2022: \$3,978,166 as restated following completion of R&D claim) has not been recognised, as the timing of future taxable profits arising within the Company against which to utilise these losses, is uncertain. The unrecognised deferred tax asset stated is calculated at 25%, being the rate of tax substantially enacted for future periods at the reporting date.

The unused tax losses do not have an expiry date.

**10 Impairments**

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2023 \$	2022 \$
In respect of:			
Fixed asset investments	12	13,236	-
Recognised in:			
Impairment of fixed asset investments		13,236	-

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****10 Impairments****(Continued)**

All investments in subsidiaries have been impaired at 31 March 2023 due to the planned restructure of the group resulting in SLLP and SUK2 being struck off post year-end. The investment held in SPTY has also been impaired due to the company's net liability position.

**11 Tangible fixed assets**

	Leasehold improvements	Computers	Total
	\$	\$	\$
<b>Cost</b>			
At 1 April 2022	15,397	305,105	320,502
Additions	-	37,535	37,535
Disposals	-	(20,377)	(20,377)
At 31 March 2023	15,397	322,263	337,660
<b>Depreciation and impairment</b>			
At 1 April 2022	3,606	218,279	221,885
Depreciation charged in the year	2,764	67,931	70,695
Disposals	-	(20,377)	(20,377)
At 31 March 2023	6,370	265,833	272,203
<b>Carrying amount</b>			
At 31 March 2023	9,027	56,430	65,457
At 31 March 2022	11,791	86,826	98,617

**12 Investments**

	Notes	2023 \$	2022 \$
Investments in subsidiaries	13	-	13,227

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 MARCH 2023****12 Investments (Continued)****Movements in investments in subsidiaries**

	<b>Shares in subsidiaries \$</b>
<b>Cost or valuation</b>	
At 1 April 2022	13,227
Additions	9
	<hr/>
At 31 March 2023	13,236
	<hr/>
<b>Impairment</b>	
At 1 April 2022	-
Impairment losses	13,236
	<hr/>
At 31 March 2023	13,236
	<hr/>
<b>Carrying amount</b>	
At 31 March 2023	-
	<hr/>
At 31 March 2022	13,227
	<hr/>

All investments in subsidiaries have been impaired at 31 March 2023 due to the planned restructure of the group resulting in SLLP and SUK2 being struck off post year-end. The investment held in SPTY has also been impaired due to the company's net liability position.

**13 Subsidiaries**

Details of the company's subsidiaries at 31 March 2023 are as follows:

<b>Name of undertaking</b>	<b>Registered office</b>	<b>Nature of business</b>
Systematic Investment Group LLP	4th Floor Reading Bridge House, George Street, Reading, United Kingdom, RG1 8LS	Provide analytical software and related services
SIG UK (2) Limited	4th Floor Reading Bridge House, George Street, Reading, United Kingdom, RG1 8LS	Dormant
SIG Technologies Australia PTY Ltd	Level 14/15 Castlereagh St, Sydney, NSW 2000 , Australia	Provide analytical software and related services
SIG Technologies (US) LLC	New Castle, DE, United States	Provide analytical software and related services

As of the financial year-end, it is important to note that SIG UK Holdings Limited ("SUKH") had not been struck off. However, subsequent to that date, the directors' initiated the process of being struck off.

SIG2 was dissolved on 5 September 2023 and SLLP was dissolved on 10 October 2023.

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****14 Debtors: amounts falling due within one year**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Trade debtors	215,378	-
Amounts owed by group undertakings	2,202,042	323,279
Other debtors	711,966	119,486
Prepayments and accrued income	502,870	178,022
	<u>3,632,256</u>	<u>620,787</u>

**15 Creditors: amounts falling due within one year**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Trade creditors	134,778	273,981
Amounts owed to group undertakings	20,751,404	10,319,064
Corporation tax	-	29,390
Other creditors	20,491	45,007
Accruals and deferred income	1,754,969	937,877
	<u>22,661,642</u>	<u>11,605,319</u>

Amounts owed to group undertakings are those due to SIG Technologies Holdings Limited. The amount is unsecured, interest free and repayable on demand. As part of the ongoing restructure of the group, the intention is to write off the balance payable in full in the subsequent financial year to 31 March 2024.

**16 Retirement benefit schemes**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	<u>114,797</u>	<u>109,778</u>

The Company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

**17 Share capital**

	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>Number</b>	<b>Number</b>	<b>\$</b>	<b>\$</b>
<b>Ordinary share capital</b>				
<b>Issued and fully paid</b>				
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>129</u>	<u>129</u>



# SIG TECHNOLOGIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### 18 Operating lease commitments

##### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2023 \$	2022 \$
Within one year	765,000	-
Between two and five years	458,500	-
	<u>1,223,500</u>	<u>-</u>

#### 19 Events after the reporting date

After the reporting date the Company continued the planned restructure of the Group, which involves the simplification of its structure. The restructure is complete to all intents and purposes. The key steps in the process were: (i) the transfer of ownership of SLLC from SIG2 to SIGL and; (ii) the transfer of SLLP business to SIGL, as described in the directors report. The process for the closure of SUKH has begun.

No financial impact to the financial statements of the Company are expected post reporting date as a result of the transfer of SLLC's ownership to SIGL, due to the fact SLLC does not have issued share capital and no consideration is attached to the transfer.

As part of the ongoing restructure, it is intended to release the amounts owed to group undertakings referred to in note 15 of \$20,751,404 either by way of intercompany loan write off or capital contribution, which will result in an increase in the Company's reserves of \$20,751,404 in the year to 31 March 2024.

#### 20 Related party transactions

##### Remuneration of key management personnel

The remuneration of key management personnel is as follows.

	2023 \$	2022 \$
Aggregate compensation	<u>295,647</u>	<u>-</u>

##### Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Sales 2023 \$	Sales 2022 \$
Other related parties	<u>216,535</u>	<u>-</u>

Sales made to other related parties relate to turnover recognised from BHCMLP.

**SIG TECHNOLOGIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2023****20 Related party transactions****(Continued)****Other information**

The Company has entered into a number of transactions with other entities in which Alan Howard, or a trust of which he is a beneficiary, directly or indirectly, holds the majority of the voting rights. These entities are considered related parties and details of the material transactions are set out below:

The Company recognised profit allocations from SLLP during the year ended 31 March 2023 of \$352,057 (2022: \$10,638,051). Following intercompany loan write offs of \$3,953,802 (2022: \$9,989,551), no balances were outstanding from SLLP at either reporting date.

The Company entered into a service agreement with SIGH whereby all costs incurred by SIGH were recharged to the Company. At the year end, the Company had a creditor balance with SIGH of \$20,751,403 (2022: \$10,316,004).

As a result of the group reconstruction and the hive up from SLLP, a balance of \$1,663,319 was transferred to the Company on 10 March 2023. At the year end, SLLC owed the Company \$2,186,586 (2022: \$408,231).

At the year end, SPTY, a wholly-owned subsidiary, owed the company \$15,456 (2022: \$nil).

**21 Ultimate controlling party**

The ultimate controlling party is Alan Howard. The immediate parent company is SIG Technologies Holdings Limited ("SIGH"), a company incorporated in Jersey. The smallest group in which the results of the company are consolidated is that headed by SIGH which has a registered office address of 1st Floor, Liberation House, Castle Street, St. Helier, JE1 1GL, Jersey.

**22 Cash generated from operations**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Loss for the year after tax	(7,760,356)	(10,017,261)
<b>Adjustments for:</b>		
Taxation (credited)/charged	(249,625)	29,390
Gain on disposal of tangible fixed assets	(4,658)	-
Fair value loss/(gain) on foreign exchange contracts	842,481	(131,395)
Depreciation and impairment of tangible fixed assets	70,695	107,973
Foreign exchange gains on cash equivalents	-	131,395
Other gains and losses	(3,940,566)	-
<b>Movements in working capital:</b>		
Increase in debtors	(3,011,469)	(338,451)
Increase in creditors	14,996,633	10,973,773
<b>Cash generated from operations</b>	<b>943,135</b>	<b>755,424</b>