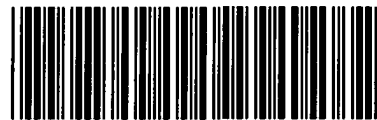

CSL CAPITAL (UK) LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

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CSL CAPITAL (UK) LIMITED

COMPANY INFORMATION

Directors	O Balogun B Achary
Registered number	11818051
Registered office	43 - 44 New Bond Street London United Kingdom W1S 2SA
Independent auditor	Kreston Reeves LLP 168 Shoreditch High Street London E1 6RA

CSL CAPITAL (UK) LIMITED

CONTENTS

	Page
Group strategic report	1 - 2
Directors' report	3 - 4
Directors' responsibilities statement	5
Independent auditor's report	6 - 9
Consolidated Statement of Profit or Loss and Other Comprehensive Income	10
Company Statement of Profit or Loss and Other Comprehensive Income	11
Consolidated statement of financial position	12 - 13
Company statement of financial position	14 - 15
Consolidated statement of changes in equity	16 - 17
Company statement of changes in equity	18 - 19
Consolidated statement of cash flows	20
Company statement of cash flows	21
Notes to the consolidated financial statements	22 - 61

CSL CAPITAL (UK) LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Introduction

The directors present their strategic report on CSL Capital (UK) Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31 December 2023.

Principal activities

The principal activity of the Company and the Group is the provision of financial intermediary services.

Business review

The Group's results are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 10.

The Group had revenue of £5,162,968 in the year ended 31 December 2023 (2022: £3,504,539). The Group's profit after tax for the 2023 year was £949,790 (2022: £397,143). On 31 December 2023, the Group had net assets of £3,118,665 (2022: £2,180,075).

The Company had revenue of £4,774,674 in the year ended 31 December 2023 (2022: £3,214,310). The net profit of the Company for the year was £748,638 (2022: £436,271). On 31 December 2022, the Company had net assets of £2,976,184 (2022: £2,227,546).

Principal risks and uncertainties

The Group's activities, as outlined above, expose it to a variety of financial, operational and systems, compliance, key personnel, and execution risks. Each principal risk and how this is assessed and managed is outlined below except for the financial risks and uncertainties which are outlined in Note 26 of the financial statements. Financial risk management and disclosures are also disclosed in Note 26 of the financial statements. The capital requirements of CSL Capital (UK) Limited are calculated in accordance with FCA regulations. The capital of the Group is monitored regularly considering any potential changes within the business.

Operational and systems risk is the risk that derives from possible deficiencies relating to the Group's information technology specifically relating to risks associated with information flows to and from clients. The information technology systems the Group uses are non-complex, and it has outsourced technical support, backup and disaster recovery systems.

Compliance risk is the risk of financial loss, including fines and other penalties, which may arise from noncompliance with laws and regulations. CSL Capital (UK) Limited is authorised and regulated by the FCA. Any changes in the regulatory framework and directives relating to the Group's services and operations could expose the Group to considerable risk. This risk is limited to a significant extent due to the supervision applied by the Compliance function, the use of external compliance advisors, as well as by monitoring controls applied by the Group.

Moreover, due to the geographical focus of its business, the Group's compliance/ regulatory risks include the risk of not being able to ensure best execution and the risk of money laundering. The Group mitigates this risk by ensuring only counterparties who can provide best execution to its clients will be sought. The Group's Money Laundering Reporting Officer/ Compliance Officer will on-board clients as required by regulation and regularly monitor the quality of orders executed/ activities by its counterparties. The Group has a robust anti-money laundering policy and procedure in place, including a risk-based customer due diligence. Moreover, the Group's business will be undertaken by the same personnel from another member of the Group the Group belongs to, where they will be following the same procedures and processes.

CSL CAPITAL (UK) LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

Key personnel risk is the risk that the departure of key personnel could significantly affect the business. The transmission of orders for the Group is a relatively straight forward process which other members of staff can temporarily step in to replicate if an employee left the Group. As the Group operates in the United Kingdom, it has access to a vast talent pool to hire a suitable replacement for any departing staff member. Furthermore, it would be possible for the Group to second staff from other parts of the Group it belongs to, if required.

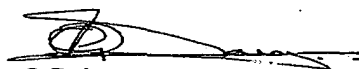
Execution risk is the risk that the Group does not achieve its objectives. The Group has the benefit of experienced personnel and directors with a deep knowledge of the business and the UK regulatory environment which mitigates this risk. In addition, the Board of Directors includes representatives of the Group who will have oversight of the overall strategy to ensure targets are being met.

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

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a Director to have regard, among other matters, to: the likely consequences of any decision in the long term; the interests of the company's employees; the need to foster the company's business relationships with suppliers, customers and others; the impact of the company's operations on the community and the environment; the desirability of the company maintaining a reputation for high standards of business conduct; and the need to act fairly with members of the Company.

The Directors of the CSL Capital (UK) Limited acknowledge their duty to promote the success of the Group for the benefit of shareholders as a whole, having regard to a number of broader matters including the likely consequences of decisions for the long term, the need to act fairly between members of the company, and the company's wider relationships including the regulator and the financial institutions it cooperates with. This is to ensure that any engagement with the Group's stakeholders is considered effective and will contribute in a sustainable way to the Group's long-term strategy. The means of communication to the stakeholders include but are not limited to regular meetings, communication and disclosures through the official website of the Company. The Board is always alert in identifying and resolving any issues that might arise with customers, employees or any other stakeholder and receives regular updates from management to ensure that these issues will not negatively impact the Company.

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



O Balogun
Director

Date: 21-Feb-2024

CSL CAPITAL (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

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

General Information

CSL Capital (UK) Limited (the 'Company') is a private limited company, limited by shares, incorporated and domiciled in England and Wales. The Company's registered office is at 43 - 44 New Bond Street, London, United Kingdom, W1S 2SA. The Company is directly controlled by CSL Stockbrokers Limited, registered in Nigeria, which owns 75% of the company's shares. The Company's ultimate controlling party is FCMB Group Plc, registered in Nigeria. The Company is registered with the Financial Conduct Authority ("FCA") and operates under the license no. 913994.

Results and dividends

The profit for the year, after taxation and minority interests, amounted to £940,046 (2022 - £400,262).

During 2023, the Company did not declare any dividends to its shareholders (2022: £Nil).

Directors

The directors who served during the year were:

O Balogun
B Achary

Future developments

The business expansion and growth of financial intermediary services remain the focus of the management of CSL Capital (UK) Limited. FX brokerage services are to be extended to other Africa countries on the progress recorded in Nigeria. In early 2022, Bank of Ghana granted FX brokerage license to CSL Capital (UK) Limited and has been subsequently renewed in 2024.

CSL Capital (UK) is also positioned to carry out/facilitate equity and fixed income brokerage services for offshore investors desirous in investing in Africa and vice versa in 2024.

CSL Pay Limited, a subsidiary of CSL Capital UK Limited has commenced business operations in Nigeria and planning to expand to other African countries like Ghana, Zambia in partnership with FINCODE Ltd, CSL's tech partner.

Capital management

Financial risk management policies and objectives for capital management are outlined in the principal risks and uncertainties section of the strategic report on pages 1 and 2, and in note 26 to the financial statements.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

CSL CAPITAL (UK) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Post year end events

After the year end, the immediate controlling party of CSL Capital UK, CSL Stockbrokers Limited, has agreed to sell 30% of its holding in CSL Capital UK Limited to Charlotte Capital Trust, which will result in a change in control of CSL Capital UK. The FCA has approved for CSL Stockbroker Limited's divestment of the Company and at the time of signing this report, the relevant paperwork is being prepared to complete the transfer of shares.

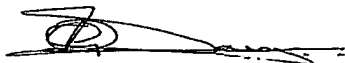
There have been no other significant events affecting the Group since the year end.

Auditor

Kreston Reeves LLP was appointed as auditor for the year ended 31 December 2023.

The auditor, Kreston Reeves 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.



O Balogun

Director

Date: 21-Feb-2024

CSL CAPITAL (UK) LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2023**

The directors are responsible for preparing the Group strategic report, Directors' report and the consolidated financial statements, in accordance with applicable law.

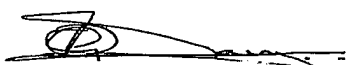
Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law they have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the UK.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the UK, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Approved by the board and signed on its behalf.



O Balogun

Director

Date: 21-Feb-2024

CSL CAPITAL (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CSL CAPITAL (UK) LIMITED

Opinion

We have audited the financial statements of CSL Capital (UK) Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2023 which comprise the Consolidated statement of profit or loss and other comprehensive income, the Company statement of profit or loss and other comprehensive income, the Consolidated statement of financial position, the Company statement of financial position, the Consolidated statement of changes in equity, the Company statement of changes in equity, the Consolidated statement of cash flows, the Company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies set out on pages 23 - 29. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and the parent Company's affairs as at 31 December 2023 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the United Kingdom;
- the parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the United Kingdom; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the 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.

CSL CAPITAL (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CSL CAPITAL (UK) LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual report, other than the financial statements and our auditor's 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement on page 5, 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.

CSL CAPITAL (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CSL CAPITAL (UK) LIMITED (CONTINUED)

Auditor's responsibilities for the audit of the financial statements

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

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:

Capability of the audit in detecting irregularities, including fraud

Based on our understanding of the group and industry, and through discussion with the directors and other management (as required by auditing standards), we identified that the principal risks of non compliance with laws and regulations related to health and safety, anti bribery and employment law. We considered the extent to which non compliance might have a material effect on the financial statements.

We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and taxation and pension legislation. We communicated identified laws and regulations throughout our team and remained alert to any indications of non compliance throughout the audit. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks related to posting inappropriate journal entries to increase revenue or reduce expenditure, management bias in accounting estimates and judgemental areas of the financial statements. Audit procedures performed by the group engagement team included:

- Discussions with management and assessment of known or suspected instances of non-compliance with laws and regulations (including health and safety) and fraud, and review of the reports made by management; and
- Assessment of identified fraud risk factors; and
- Challenging assumptions and judgements made by management in its significant accounting estimates; and
- Checking and reperforming the reconciliation of key control accounts; and
- Confirmation of related parties with management, and review of transactions throughout the period to identify any previously undisclosed transactions with related parties outside the normal course of business; and
- Performing analytical procedures with automated data analytics tools to identify any unusual or unexpected relationships, including related party transactions, that may indicate risks of material misstatement due to fraud; and
- Reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with relevant tax and regulatory authorities; and
- Review of significant and unusual transactions and evaluation of the underlying financial rationale supporting the transactions.

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.

CSL CAPITAL (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CSL CAPITAL (UK) LIMITED (CONTINUED)

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Group's and the parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for the audit opinion.

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

Use of our report

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

Kreston Reeves LLP

Michael Cook BA(Hons) FCA (Senior statutory auditor)

for and on behalf of
Kreston Reeves LLP

Statutory Auditor

168 Shoreditch High Street
London
E1 6RA

Date: 21 February 2024

CSL CAPITAL (UK) LIMITED

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Note	2023 £	2022 £
Revenue	6	5,162,968	3,504,539
Cost of sales		(2,209,020)	(1,335,339)
Gross profit		<u>2,953,948</u>	<u>2,169,200</u>
Administrative expenses		(1,685,194)	(1,544,626)
Profit from operations		<u>1,268,754</u>	<u>624,574</u>
Finance income	11	45,558	7,604
Finance expense	11	(42,318)	(56,505)
Profit before tax		<u>1,271,994</u>	<u>575,673</u>
Tax expense	12	(322,204)	(157,596)
Profit from continuing operations		<u>949,790</u>	<u>418,077</u>
Profit/(loss) on discontinued operations, net of tax	13	-	(20,934)
Profit for the year		<u>949,790</u>	<u>397,143</u>
Other comprehensive income:			
Items that will or may be reclassified to profit or loss:			
Exchange gains arising on translation on foreign operations		(11,200)	2,896
Total comprehensive income		<u><u>938,590</u></u>	<u><u>400,039</u></u>
Profit for the year attributable to:			
Owners of the parent		940,046	400,262
Non-controlling interests		9,744	(3,119)
		<u><u>949,790</u></u>	<u><u>397,143</u></u>
Total comprehensive income attributable to:			
Owners of the parent		928,846	403,158
Non-controlling interests		9,744	(3,119)
		<u><u>938,590</u></u>	<u><u>400,039</u></u>

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
AS AT 31 DECEMBER 2023

	2023 £	2022 £
Revenue	4,774,674	3,214,310
Cost of sales	(2,314,070)	(1,304,081)
Gross Profit	2,460,604	1,910,229
Administrative expenses	(1,458,097)	(1,340,698)
Profit from operations	1,002,507	569,531
Financial income	45,198	6,872
Finance expense	(33,886)	(13,001)
Profit before tax	1,013,819	563,402
Tax expense	(265,181)	(127,131)
Profit for the year	748,638	436,271

CSL CAPITAL (UK) LIMITED
REGISTERED NUMBER: 11818051

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

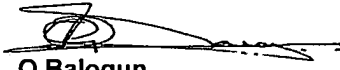
	Note	2023 £	2022 £
Assets			
Non-current assets			
Property, plant and equipment	14	246,658	388,701
Intangible assets	15	53,952	56,830
Other non-current investments	16	92,430	92,430
		<u>393,040</u>	<u>537,961</u>
Current assets			
Trade and other receivables	19	407,493	213,492
Cash and cash equivalents	28	3,214,397	1,878,459
		<u>3,621,890</u>	<u>2,091,951</u>
		<u>4,014,930</u>	<u>2,629,912</u>
Total assets			
Liabilities			
Non-current liabilities			
Loans and borrowings	21	-	74,262
Deferred tax liability	12	7,325	25,616
		<u>7,325</u>	<u>99,878</u>
Current liabilities			
Trade and other payables	20	801,389	283,140
Loans and borrowings	21	87,551	66,819
		<u>888,940</u>	<u>349,959</u>
Total liabilities		<u>896,265</u>	<u>449,837</u>
Net assets		<u>3,118,665</u>	<u>2,180,075</u>

CSL CAPITAL (UK) LIMITED
REGISTERED NUMBER: 11818051

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2023

	Note	2023 £	2022 £
Issued capital and reserves attributable to owners of the parent	23		
Share capital	22	100,000	100,000
Foreign exchange reserve		(11,763)	(563)
Retained earnings		2,983,803	2,043,757
		<u>3,072,040</u>	<u>2,143,194</u>
Non-controlling interest		46,625	36,881
TOTAL EQUITY		<u><u>3,118,665</u></u>	<u><u>2,180,075</u></u>

The financial statements on pages 10 to 61 were approved and authorised for issue by the board of directors and were signed on its behalf by:


O Balogun
Director

Date: 21-Feb-2024

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED
REGISTERED NUMBER: 11818051

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

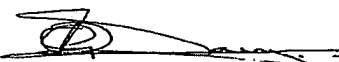
	Note	2023 £	2022 £
Assets			
Non-current assets			
Property, plant and equipment	14	243,838	388,701
Intangible assets	15	197	1,302
Other non-current investments	16	811,512	811,512
		<u>1,055,547</u>	<u>1,201,515</u>
Current assets			
Trade and other receivables	19	193,133	241,011
Cash and cash equivalents	28	2,450,491	1,187,811
		<u>2,643,624</u>	<u>1,428,822</u>
Total assets		<u>3,699,171</u>	<u>2,630,337</u>
Liabilities			
Non-current liabilities			
Loans and borrowings	21	-	74,262
Deferred tax liability	12	7,063	25,616
		<u>7,063</u>	<u>99,878</u>
Current liabilities			
Trade and other payables	20	628,373	236,094
Loans and borrowings	21	87,551	66,819
		<u>715,924</u>	<u>302,913</u>
Total liabilities		<u>722,987</u>	<u>402,791</u>
Net assets		<u>2,976,184</u>	<u>2,227,546</u>

CSL CAPITAL (UK) LIMITED
REGISTERED NUMBER: 11818051

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2023

	Note	2023 £	2022 £
Issued capital and reserves attributable to owners of the parent	23		
Share capital	22	100,000	100,000
Retained earnings		2,876,184	2,127,546
TOTAL EQUITY		2,976,184	2,227,546

The financial statements on pages 10 to 61 were approved and authorised for issue by the board of directors and were signed on its behalf by:



O Balogun
Director

Date: 21-Feb-2024

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Share capital £	Foreign exchange reserve £	Retained earnings £	Total attributable to equity holders of parent £	Non- controlling interest £	Total equity £
At 1 January 2023	100,000	(563)	2,043,757	2,143,194	36,881	2,180,075
Comprehensive income for the year						
Profit for the year	-	-	940,046	940,046	9,744	949,790
Other comprehensive income	-	(11,200)	-	(11,200)	-	(11,200)
Total comprehensive income for the year	-	(11,200)	940,046	928,846	9,744	938,590
At 31 December 2023	100,000	(11,763)	2,983,803	3,072,040	46,625	3,118,665

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

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

	Share capital £	Foreign exchange reserve £	Retained earnings £	Total attributable to equity holders of parent £	Non- controlling interest £	Total equity £
At 1 January 2022	100,000	(3,459)	1,643,495	1,740,036	-	1,740,036
Comprehensive income for the year						
Profit for the year	-	-	400,262	400,262	(3,119)	397,143
Other comprehensive income	-	2,896	-	2,896	-	2,896
Total comprehensive income for the year	-	2,896	400,262	403,158	(3,119)	400,039
Contributions by and distributions to owners						
Allotment of shares in subsidiary	-	-	-	-	40,000	40,000
Total contributions by and distributions to owners	-	-	-	-	40,000	40,000
At 31 December 2022	100,000	(563)	2,043,757	2,143,194	36,881	2,180,075

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Share capital £	Retained earnings £	Total equity £
At 1 January 2023	100,000	2,127,546	2,227,546
Comprehensive income for the year			
Profit for the year	-	748,638	748,638
Total comprehensive income for the year	-	748,638	748,638
At 31 December 2023	100,000	2,876,184	2,976,184

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

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

	Share capital £	Retained earnings £	Total equity £
At 1 January 2022	100,000	1,691,275	1,791,275
Comprehensive income for the year			
Profit for the year	-	436,271	436,271
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	436,271	436,271
	<hr/>	<hr/>	<hr/>
At 31 December 2022	100,000	2,127,546	2,227,546
	<hr/>	<hr/>	<hr/>

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	2023 £	2022 £
Cash flows from operating activities			
Profit for the year		949,790	397,143
Adjustments for			
Depreciation of property, plant and equipment	14	149,937	149,409
Amortisation of intangible fixed assets	15	2,878	1,183
Finance expense	11	42,318	56,505
Shares purchased through provision of services		-	40,000
Income tax expense	12	322,204	157,596
		<u>1,467,127</u>	<u>801,836</u>
Movements in working capital:			
(Increase)/decrease in trade and other receivables		(194,001)	40,914
Increase/(decrease) in trade and other payables		344,878	(55,745)
		<u>1,618,004</u>	<u>787,005</u>
Cash generated from operations			
Income taxes paid		(172,140)	(271,629)
		<u>1,445,864</u>	<u>515,376</u>
Net cash from operating activities			
Cash flows from investing activities			
Purchases of property, plant and equipment		(7,894)	(5,382)
Purchase of intangibles	15	-	(7,093)
Payments to acquire financial assets		-	(92,430)
		<u>(7,894)</u>	<u>(104,905)</u>
Net cash used in investing activities			
Cash flows from financing activities			
Interest paid on corporation tax liability		(31,099)	(43,504)
Payment of lease liabilities		(59,733)	(77,350)
		<u>(90,832)</u>	<u>(120,854)</u>
Net cash used in financing activities			
Net increase in cash and cash equivalents		<u>1,347,138</u>	<u>289,617</u>
Cash and cash equivalents at the beginning of year		1,878,459	1,585,946
Exchange (loss)/gains on cash and cash equivalents		(11,200)	2,896
		<u>3,214,397</u>	<u>1,878,459</u>
Cash and cash equivalents at the end of the year	28		

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

**COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Note	2023 £	2022 £
Cash flows from operating activities			
Profit for the year		748,638	436,271
Adjustments for			
Depreciation of property, plant and equipment	14	149,877	149,409
Amortisation of intangible fixed assets	15	1,105	1,183
Finance expense	11	33,886	13,001
Loss on sale of discontinued operations, net of tax	13	-	64,026
Income tax expense	12	265,181	127,131
		<u>1,198,687</u>	<u>791,021</u>
Movements in working capital:			
Decrease in trade and other receivables		47,876	3,975
Increase/(decrease) in trade and other payables		262,417	(1,064,530)
		<u>1,508,980</u>	<u>(269,534)</u>
Cash generated from operations			
Income taxes paid		(158,886)	(237,541)
		<u>1,350,094</u>	<u>(507,075)</u>
Cash flows from investing activities			
Purchases of property, plant and equipment		(5,014)	(5,382)
Proceeds on sale of financial assets		-	240,100
		<u>(5,014)</u>	<u>234,718</u>
Cash flows from financing activities			
Interest paid on corporation tax liability		(22,667)	(3,614)
Payment of lease liabilities		(59,733)	(77,350)
		<u>(82,400)</u>	<u>(80,964)</u>
Net increase/(decrease) in cash and cash equivalents		<u>1,262,680</u>	<u>(353,321)</u>
Cash and cash equivalents at the beginning of year		1,187,811	1,541,132
Cash and cash equivalents at the end of the year	28	<u><u>2,450,491</u></u>	<u><u>1,187,811</u></u>

The notes on pages 22 to 61 form part of these financial statements.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. General information

CSL Capital (UK) Limited (the 'Company') is a limited company incorporated and domiciled in England and Wales. The Company's registered office is at 43 - 44 New Bond Street, London, United Kingdom, W1S 2SA. These consolidated financial statements comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group companies'). The Group's principal activity is the provision of financial intermediary services.

The monthly average number of employees during the year ended 31 December 2023 was 5 (2022: 5). Details of employee and director remuneration are included in notes 9 and 10 to the financial statements.

2. Basis of preparation

The Group's consolidated and the Company's individual financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations as adopted by the UK (collectively IFRSs). They were authorised for issue by the Company's board of directors on 21 February 2024.

Details of the Group's accounting policies, including changes during the year, are included in note 3.

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the Group accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The areas where judgments and estimates have been made in preparing the consolidated financial statements and their effects are disclosed in note 5.

2.1 Basis of measurement

The financial statements have been prepared on the historical cost basis, except where otherwise stated in the Accounting policies.

2.2 Changes in accounting policies

i) New standards, interpretations and amendments effective from 1 January 2023

There are no new standards, interpretations or amendments effective from 1 January 2023 that have had an impact on either the Group's or the Company's financial statements.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

2. Basis of preparation (continued)

ii) New standards, interpretations and amendments not yet effective

The following new accounting standards and interpretations have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the company:

- Amendments to IAS 1: Classification of Liabilities as Current or Non-current (effective date 1 January 2024 - early adoption permitted)
- Amendments to IAS 1: Non-current Liabilities with Covenants (effective date 1 January 2024 - early adoption permitted)
- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback (effective date 1 January 2024 - early adoption permitted)
- Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements (effective date 1 January 2024 – early adoption permitted)
- Amendments to IAS 21: Lack of Exchangeability (effective date 1 January 2025 - early adoption permitted).

None of these are expected to have a material impact on the company in the current or future reporting periods and on foreseeable future transactions.

3. Accounting policies

3.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at this time that decisions need to be made, including voting patterns at previous shareholders' meetings.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.1 Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.2 Going concern

Having paid due regard to the Group's projected results during the twelve months from the date the financial statements are approved and anticipated cashflows, the directors consider the going concern basis to be appropriate in preparing the financial statements.

3.3 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.3 Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

3.4 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue at the date of execution of trade between its customer and supplier. Each contract is for a specified number of performance obligations.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Rendering of services

Revenue from providing services is recognised in the accounting period in which the services are rendered.

For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.

Where contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. For service contracts including a goods element, revenue for the separate good is recognised at a point in time when the good is delivered, the legal title has passed and the customer has accepted the good.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management. In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.5 Leasing

The Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The incremental borrowing rate was determined by obtaining an indicative borrowing rate from the Group's bank for a loan of the same principal amount and duration as the lease itself.

The lease liability is included in the 'Loans and borrowings' line in the Consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Property, Plant and Equipment' line in the Consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 3.9.

3.6 Foreign currency

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.6 Foreign currency (continued)

- exchange differences on monetary items receivable from or payable to foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into pounds using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.8 Taxation

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.9 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives on a straight line basis. It is provided at the following range:

Office equipment	5 years useful life
Computer equipment	4 years useful life
IFRS 16 Right of use asset	5 years useful life

3.10 Intangible assets

(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Trademarks	4 years useful life
Licences	Indefinite useful life
Computer software	4 years useful life

Amortisation of intangible assets is included within Administrative expenses in the Statement of profit or loss and other comprehensive income.

(ii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3.11 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.12 Financial instruments

Financial assets

The Group classifies its financial assets in the following categories:

- those to be measured subsequently at fair value
- those to be measured at amortised cost

Management determines the classification of its financial assets at initial recognition. These assets arise from other financial assets where the objective is to hold their assets in order to collect contractual cash flows and the contractual cash flows are solely payments of the principal. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost less provision for impairment.

Fair Value through OCI

The group subsequently measures its unlisted investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Amortised Cost

The Group's financial assets held at amortised cost comprise cash and cash equivalents in the consolidated statement of financial position.

Financial liabilities

The Group classifies its financial liabilities in the category of financial liabilities at amortised cost.

All financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provision of the instrument.

Financial liabilities measured at amortised cost include payables to related parties which are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such liabilities are subsequently measured at amortised cost.

Unless otherwise indicated, the carrying values of the Group's financial liabilities measured at amortised cost represents a reasonable approximation of their fair values.

3.13 Non-controlling interests

For business combinations, the Group has the choice, on a transaction by transaction basis, to initially recognise any non-controlling interest in the acquiree which is a present ownership interest and entitles its holders to a proportionate share of the entity's net assets in the event of liquidation at either acquisition date fair value or, at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. Other components of non-controlling interest such as outstanding share options are generally measured at fair value. The Group has not elected to take the option to use fair value in acquisitions completed to date.

The total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

3. Accounting policies (continued)

3.14 Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of comprehensive income as a single line which comprises the post-tax profit or loss of the discontinued operation along with the post-tax gain or loss recognised on the re-measurement to fair value less costs to sell or on disposal of the assets or disposal groups constituting discontinued operations.

In accordance with IFRS 5, the prior year comparatives in the Statement of Comprehensive Income have been adjusted to present the loss on discontinued operations in that year as a single amount.

4. Functional and presentation currency

These consolidated financial statements are presented in pound sterling, which is the Group's functional currency. The Group generates income on foreign currency transactions that involve the exchange of USD for a local currency. The Group's USD currency is then converted into GBP. All amounts have been rounded to the nearest pound, unless otherwise indicated.

5. Accounting estimates and judgments

The preparation of the financial statements requires management to make estimates and assumptions concerning the future. These estimates and judgements are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In preparing the financial statements, estimation is required in determining the useful lives of both tangible and intangible assets which forms the basis of the calculations of depreciation and amortisation, respectively, for the year. Further detail regarding the estimated useful lives of tangible and intangible assets can be found in the respective accounting policies and notes.

Judgement is required for a licence, acquired as part of an acquisition of a subsidiary, which is deemed to have an indefinite useful life as the value shown in the financial statements is assessed for impairment on annual basis.

Judgement is also required for the accounting for a lease under IFRS16. An incremental borrowing rate is required for the calculation and judgement is required in order to determine what is a suitable rate to use in this calculation.

Estimation is also required in determining the value of accruals as at the reporting date in respect of costs not yet invoiced. Where available, invoices raised after the reporting date have been used to provide exact values for the costs to be accrued.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

6. Revenue

The following is an analysis of the Group's revenue for the year from continuing operations:

	2023 £	2022 £
Commissions receivable	102,971	255,032
Fees receivable	5,059,997	3,249,507
	<u>5,162,968</u>	<u>3,504,539</u>

Analysis of revenue by country of destination:

	2023 £	2022 £
Rest of the world	<u>5,162,968</u>	<u>3,504,539</u>

The following is an analysis of the Company's revenue for the year from continuing operations:

	2023 £	2022 £
Fees receivable	<u>4,774,674</u>	<u>3,214,310</u>

Analysis of revenue by country of destination:

	2023 £	2022 £
Rest of the world	<u>4,774,674</u>	<u>3,214,310</u>

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

7. Expenses by nature

Group

	2023 £	2022 £
Depreciation	149,937	149,409
Amortisation	2,878	1,183
Foreign exchange (gain) / loss	28,415	(18,747)

Company

	2023 £	2022 £
Depreciation	149,877	149,410
Amortisation	1,105	1,183
Foreign exchange (gain) / loss	31,140	(19,865)

8. Auditor's remuneration

During the year, the Group obtained the following services from the Group's auditor:

	2023 £	2022 £
Fees payable to the auditor for the audit of the group	31,000	16,500
Fees payable to the auditor for the audit of the consolidated and parent Company's financial statements	22,000	16,500

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

9. Employee benefit expenses

Group

	2023 £	2022 £
Employee benefit expenses (including directors) comprise:		
Wages and salaries	540,064	436,800
National insurance	77,616	71,721
Defined contribution pension cost	2,642	2,516
	<u>620,322</u>	<u>511,037</u>

Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, including the directors of the Company listed on the Company Information page.

	2023 £	2022 £
Salary	394,188	348,387
Directors' fees	-	1,743
	<u>394,188</u>	<u>350,130</u>

The monthly average number of persons, including the directors, employed by the Group during the year was as follows:

	2023 No.	2022 No.
All staff	<u>5</u>	<u>5</u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

9. Employee benefit expenses (continued)

Company

	2023	2022
	£	£
Employee benefit expenses (including directors) comprise:		
Wages and salaries	531,351	436,800
National insurance	77,616	71,721
Defined contribution pension cost	2,642	2,516
	<u>611,609</u>	<u>511,037</u>

The monthly average number of persons, including the directors, employed by the Company during the year was as follows:

	2023	2022
	No.	No.
All staff	5	5
	<u>5</u>	<u>5</u>

10. Directors' remuneration

	2023	2022
	£	£
Directors' emoluments	<u>394,188</u>	<u>348,387</u>

In addition, to the above £Nil (2022: £1,743) of Director fees were paid during the year to the Directors of CSL Capital (Africa) Investment Management, a discontinued operation.

The highest paid director's emoluments were as follows:

	2023	2022
	£	£
Total emoluments and amounts receivable under long-term incentive schemes (excluding shares)	<u>352,188</u>	<u>320,347</u>
	<u>352,188</u>	<u>320,347</u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

11. Finance income and expense

Group

Recognised in profit or loss

	2023	2022
	£	£
Finance income		
Other interest receivable	45,558	7,604
Finance expense		
Bank interest payable	22,667	-
Interest on lease liabilities	6,203	9,387
Other loan interest payable	8,432	43,504
Other interest payable	5,016	3,614
Total finance expense	42,318	56,505
Net finance income/(expense) recognised in profit or loss	3,240	(48,901)

Company

Recognised in profit or loss

	2023	2022
	£	£
Finance income		
Other interest receivable	45,198	6,872
Finance expense		
Interest on lease liabilities	6,203	9,387
Other interest payable	27,683	3,614
Net finance expense recognised in profit or loss	11,312	(6,129)

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

12. Tax expense

12.1 Income tax recognised in profit or loss

Group

	2023	2022
	£	£
Current tax		
Current tax on profits for the year	327,243	158,887
Adjustments in respect of prior years	-	(13,310)
Overseas tax	13,252	30,475
Total current tax	340,495	176,052
Deferred tax expense		
Origination and reversal of timing differences	(18,291)	(18,456)
Total deferred tax	(18,291)	(18,456)
	322,204	157,596

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

12. Tax expense (continued)

12.1 Income tax recognised in profit or loss (continued)

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	2023 £	2022 £
Profit for the year	949,790	397,143
Tax expense	322,204	157,596
Profit before income taxes	1,271,994	554,739
Tax using the Group's domestic tax rate of 23.52% (2022: 19%)	299,173	105,400
Expenses not deductible for tax purposes, other than goodwill, amortisation and impairment	28,469	38,334
Fixed asset differences	-	(307)
Higher rate taxes on overseas earnings	151	22,624
Adjustments to tax charge in respect of prior periods	8,938	(13,311)
Changes in tax rates	(1,098)	(4,426)
Non-taxable income	(258)	(219)
Movement in deferred tax not recognised	(13,171)	(10)
Unrelieved tax losses carried forward	-	9,511
Total tax expense	322,204	157,596

Changes in tax rates and factors affecting the future tax charges

There were no factors that may affect future tax charges.

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

12. Tax expense (continued)

12.1 Income tax recognised in profit or loss (continued)

Company

	2023 £	2022 £
Current tax		
Current tax on profits for the year	283,734	158,888
Adjustments in respect of prior years	-	(13,310)
Total current tax	<u>283,734</u>	<u>145,578</u>
Deferred tax expense		
Origination and reversal of timing differences	(18,553)	(18,447)
Total deferred tax	<u>(18,553)</u>	<u>(18,447)</u>
	<u>265,181</u>	<u>127,131</u>
Total tax expense		
Tax expense excluding tax on sale of discontinued operation and share of tax of equity accounted associates and joint ventures	<u>265,181</u>	<u>127,131</u>

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	2023 £	2022 £
Profit for the year	748,638	436,271
Income tax expense (including income tax on associate, joint venture and discontinued operations)	265,181	127,131
Profit on ordinary activities before taxation	<u>1,013,819</u>	<u>563,402</u>
Tax using the Company's domestic tax rate of 23.52% (2022: 19%)	238,450	107,046
Expenses not deductible for tax purposes, other than goodwill, amortisation and impairment	27,829	38,129
Fixed asset differences	-	(307)
Adjustments to tax charge in respect of prior periods	-	(13,311)
Changes in tax rates	(1,098)	(4,426)
Tax charge for the period	<u>265,181</u>	<u>127,131</u>

Changes in tax rates and factors affecting the future tax charges

There were no factors that may affect future tax charges.

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

12. Tax expense (continued)

12.2 Current tax assets and liabilities

	2023	2022
	£	£
Corporation tax	(335,338)	(158,888)

12.3 Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the consolidated statement of financial position:

	2023	2022
	£	£
Deferred tax liabilities	(7,325)	(25,616)

	Opening balance £	Recognised in profit or loss £	Closing balance £
2023			
Origination and reversal of timing differences	(25,616)	18,291	(7,325)
	(25,616)	18,291	(7,325)

	Opening balance £	Recognised in profit or loss £	Closing balance £
2022			
Origination and reversal of timing differences	(44,072)	18,456	(25,616)
	(44,072)	18,456	(25,616)

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

13. Discontinued operations

The post-tax gain/(loss) on disposal of discontinued operations was determined as follows:

Related tax expense	-	(20,934)
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The financial performance of discontinued operations was as follows:

	2023 £	2022 £
Result of discontinued operations		
Revenue	-	12,473
Expenses other than finance costs	-	(33,407)
Finance costs		
Loss for the year	-	(20,934)

The statement of cash flows includes the following amounts related to discontinued operations:

Operating activities	-	(20,934)
Investing activities	-	-
Financing activities	-	-
Net cash from discontinued operations	-	(20,934)

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

14. Property, plant and equipment

Group

	Office equipment £	Computer equipment £	Other property, plant and equipment £	Total £
Cost or valuation				
At 1 January 2022	372,297	17,390	307,805	697,492
Additions	1,499	3,883	-	5,382
At 31 December 2022	373,796	21,273	307,805	702,874
Additions	-	7,894	-	7,894
At 31 December 2023	373,796	29,167	307,805	710,768
	Office equipment £	Computer equipment £	Other property, plant and equipment £	Total £
Accumulated depreciation and impairment				
At 1 January 2022	70,386	6,733	87,644	164,763
Charge for the year - owned	74,759	4,955	-	79,714
Charged financed for the year	-	-	69,696	69,696
At 31 December 2022	145,145	11,688	157,340	314,173
Charge for the year - owned	74,759	5,483	-	80,242
Charged financed for the year	-	-	69,695	69,695
At 31 December 2023	219,904	17,171	227,035	464,110
Net book value				
At 1 January 2022	301,911	10,657	220,161	532,729
At 31 December 2022	228,651	9,585	150,465	388,701
At 31 December 2023	153,892	11,996	80,770	246,658

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

14. Property, plant and equipment (continued)

The net book value of owned and leased assets included as "Property, plant and equipment" in the Consolidated statement of financial position is as follows:

	31 December 2023 £	31 December 2022 £
Property, plant and equipment owned	165,888	238,236
Right-of-use assets, excluding investment property	80,770	150,465
	<u>246,658</u>	<u>388,701</u>

Information about right-of-use assets is summarised below:

Net book value

	31 December 2023 £	31 December 2022 £
Property	<u>80,770</u>	<u>150,465</u>

Depreciation charge for the year ended

	31 December 2023 £	31 December 2022 £
Property	<u>69,695</u>	<u>69,696</u>

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

14. Property, plant and equipment (continued)

Company

	Office equipment £	Computer equipment £	Other property, plant and equipment £	Total £
Cost or valuation				
At 1 January 2022	372,297	17,390	307,805	697,492
Additions	1,499	3,883	-	5,382
At 31 December 2022	373,796	21,273	307,805	702,874
Additions	-	5,014	-	5,014
At 31 December 2023	373,796	26,287	307,805	707,888
	Office equipment £	Computer equipment £	Other property, plant and equipment £	Total £
Accumulated depreciation and impairment				
At 1 January 2022	70,386	6,733	87,644	164,763
Charge for the year - owned	74,759	4,955	-	79,714
Charge for the year - financed	-	-	69,696	69,696
At 31 December 2022	145,145	11,688	157,340	314,173
Charge for the year - owned	74,759	5,423	-	80,182
Charge for the year - financed	-	-	69,695	69,695
At 31 December 2023	219,904	17,111	227,035	464,050
Net book value				
At 1 January 2022	301,911	10,657	220,161	532,729
At 31 December 2022	228,651	9,585	150,465	388,701
At 31 December 2023	153,892	9,176	80,770	243,838

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

14. Property, plant and equipment (continued)

The net book value of owned and leased assets included as "Property, plant and equipment" in the Company Statement of financial position is as follows:

	31 December 2023 £	<i>31 December 2022 £</i>
Property, plant and equipment owned	163,068	238,236
Right-of-use assets, excluding investment property	80,770	150,465
	<u>243,838</u>	<u>388,701</u>

Information about right-of-use assets is summarised below:

Net book value

	31 December 2023 £	<i>31 December 2022 £</i>
Property	<u>80,770</u>	<u>150,465</u>

Depreciation charge for the year ended

	31 December 2023 £	<i>31 December 2022 £</i>
Property	<u>69,695</u>	<u>69,696</u>

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

15. Intangible assets

Group

	Trademarks £	Licences £	Computer software £	Total £
Cost				
At 1 January 2022	4,730	48,435	-	53,165
Additions	-	-	7,093	7,093
At 31 December 2022	4,730	48,435	7,093	60,258
At 31 December 2023	4,730	48,435	7,093	60,258
	Trademarks £	Licences £	Computer software £	Total £
Accumulated amortisation and impairment				
At 1 January 2022	2,245	-	-	2,245
Charge for the year - owned	1,183	-	-	1,183
At 31 December 2022	3,428	-	-	3,428
Charge for the year - owned	1,105	-	1,773	2,878
At 31 December 2023	4,533	-	1,773	6,306
Net book value				
At 1 January 2022	2,485	48,435	-	50,920
At 31 December 2022	1,302	48,435	7,093	56,830
At 31 December 2023	197	48,435	5,320	53,952

A licence held by the Group, with carrying amount £48,435, is deemed to have an indefinite useful life as it is attached to the life of the relevant Group entity, CSL Pay Ltd. As CSL Pay Ltd is considered a going concern, the directors do not deem there to be any need for any impairment of the license's value at the reporting date.

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

15. Intangible assets (continued)

Company

	Trademarks £
Cost	
At 1 January 2022	4,730
At 31 December 2022	<u>4,730</u>
At 31 December 2023	<u><u>4,730</u></u>
	Trademarks £
Accumulated amortisation and impairment	
At 1 January 2022	2,245
Charge for the year - owned	1,183
At 31 December 2022	<u>3,428</u>
Charge for the year - owned	1,105
At 31 December 2023	<u><u>4,533</u></u>
Net book value	
At 1 January 2022	2,485
At 31 December 2022	1,302
At 31 December 2023	<u><u>197</u></u>

16. Other non-current investments

Group

	Note	2023 £	2022 £
Fair value through other comprehensive income investments	18	<u><u>92,430</u></u>	<u><u>92,430</u></u>

Company

	Note	2023 £	2022 £
Investments in subsidiary companies	18	<u><u>811,512</u></u>	<u><u>811,512</u></u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

17. Fair value through other comprehensive income investments

	2023	2022
	£	£
1 January 2023	92,430	1
Additions	-	92,430
Disposals	-	(1)
31 December 2023	92,430	92,430
Less: non-current portion	(92,430)	(92,430)
 Current portion	 <u>-</u>	 <u>-</u>
 Fair value through other comprehensive income financial assets include the following:		
	2023	2022
	£	£
Unquoted securities	<u>92,430</u>	<u>92,430</u>

Financial assets measured at fair value through other comprehensive income include the Group's strategic equity investments not held for trading. The Group has made an irrevocable election to classify the equity investments at fair value through other comprehensive income rather than through profit or loss because this is considered to be more appropriate for these strategic investments.

In October 2022, the Group acquired 30,000 shares in Paycode Limited, a company incorporated in South Africa for £92,430. The Directors consider the consideration paid to be an accurate reflection of the fair value as at 31 December 2023.

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

18. Investments in subsidiaries

Details of the Group's material subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Company (%)	
			2023	2022
1) CSL Pay Ltd	provision of financial intermediary services	England and Wales	95	95
2) CSL Capital Limited	provision of financial intermediary services	Nigeria	100	100

The registered office address of CSL Pay Ltd is 43-44 New Bond Street, London, United Kingdom, W1S 2SA.

The registered office address of CSL Capital Limited is 44, Marina, Lagos, Lagos State.

19. Trade and other receivables

Group

	2023 £	2022 £
Trade receivables	314,665	19,811
Receivables from related parties	10,443	-
Total financial assets other than cash and cash equivalents classified as loans and receivables	325,108	19,811
Prepayments and accrued income	43,527	26,377
Other receivables	38,858	167,304
Total trade and other receivables	407,493	213,492
Total current portion	(407,493)	(213,492)

The carrying value of trade and other receivables classified as loans and receivables approximates fair value.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

19. Trade and other receivables (continued)

Company

	2023 £	2022 £
Trade receivables	96,099	19,811
Trade receivables - net	96,099	19,811
Receivables from related parties	24,626	40,100
Total financial assets other than cash and cash equivalents classified as loans and receivables	120,725	59,911
Prepayments and accrued income	43,358	26,377
Other receivables	29,050	154,723
Total trade and other receivables	193,133	241,011
Total current portion	(193,133)	(241,011)

20. Trade and other payables

Group

	2023 £	2022 £
Trade payables	123,927	-
Other payables	112,234	32,491
Accruals	204,863	62,323
Other payables - tax and social security payments	360,365	188,326
Total trade and other payables	801,389	283,140
Less: current portion - trade payables	(123,927)	-
Less: current portion - other payables	(472,599)	(220,817)
Less: current portion - accruals	(204,863)	(62,323)
Total non-current position	-	-

The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

20. Trade and other payables (continued)

Company

	2023 £	2022 £
Trade payables	4,632	-
Other payables	126,882	514
Accruals	183,237	49,463
Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	314,751	49,977
Other payables - tax and social security payments	313,622	186,117
Total trade and other payables	628,373	236,094
Less: current portion - trade payables	(4,632)	-
Less: current portion - other payables	(440,504)	(186,631)
Less: current portion - accruals	(183,237)	(49,463)
Total current portion	(628,373)	(236,094)
Total non-current position	-	-

The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

21. Loans and borrowings

Group

	2023 £	2022 £
Non-current		
Lease liabilities	-	74,262
	-	74,262
Current		
Lease liabilities	87,551	66,819
	87,551	66,819
Total loans and borrowings	87,551	141,081

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

21. Loans and borrowings (continued)

Company

	2023 £	2022 £
Non-current		
Lease liabilities	-	74,262
	-	74,262
Current		
Lease liabilities	87,551	66,819
	87,551	66,819
Total loans and borrowings	87,551	141,081

The currency profile of the Company's loans and borrowings is as follows:

GBP	87,551	141,081
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22. Share capital

Authorised

	2023 Number	2023 £	2022 Number	2022 £
Shares treated as equity				
Ordinary shares of £1.00 each	100,000	100,000	100,000	100,000
	100,000	100,000	100,000	100,000

Issued and fully paid

	2023 Number	2023 £	2022 Number	2022 £
Ordinary shares of £1.00 each				
At 1 January and 31 December	100,000	100,000	100,000	100,000

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

23. Reserves

Foreign exchange reserve

Includes the gains/ losses arising on retranslating the net assets of overseas subsidiaries into GBP.

Retained earnings

Includes all of the current year retained profit and the cumulative retained profit brought forward from earlier years.

24. Analysis of amounts recognised in other comprehensive income

	Foreign exchange reserve £
Year to 31 December 2023	
Exchange differences arising on translation of foreign operations	(11,200)
	<u>(11,200)</u>
	Foreign exchange reserve £
Year to 31 December 2022	
Exchange differences arising on translation of foreign operations	2,896
	<u>2,896</u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

25. Leases

Group

(i) Leases as a lessee

In 2020, the Group entered into a lease arrangement for property which is due to expire in 2025. The final lease payment is due to be made in December 2024.

Lease liabilities are due as follows:

	2023 £	2022 £
Contractual undiscounted cash flows due		
Not later than one year	87,551	77,350
Between one year and five years	-	71,628
	<u>87,551</u>	<u>148,978</u>
Lease liabilities included in the Consolidated Statement of Financial Position at 31 December	<u>87,551</u>	<u>141,081</u>
Non-current	-	74,262
Current	<u>87,551</u>	<u>66,819</u>

There is not deemed to be any significant liquidity risk in relation to lease liabilities.

The following amounts in respect of leases have been recognised in profit or loss:

	2023 £	2022 £
Interest expense on lease liabilities	<u>6,203</u>	<u>9,387</u>

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

25. Leases (continued)

Company

(ii) Leases as a lessee

In 2020, the Company entered into a lease arrangement for property which is due to expire in 2025. The final lease payment is due to be made in December 2024.

Lease liabilities are due as follows:

	2023 £	2022 £
Contractual undiscounted cash flows due		
Not later than one year	87,551	77,350
Between one year and five years	-	71,628
	<u>87,551</u>	<u>148,978</u>
Lease liabilities included in the Company Statement of Financial Position at 31 December	<u>87,551</u>	<u>141,081</u>
Non-current	-	74,262
Current	<u>87,551</u>	<u>66,819</u>

There is not deemed to be any significant liquidity risk in relation to lease liabilities.

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

25. Leases (continued)

Group and Company

Right-of-Use Assets

	Land and Buildings £	Total £
At 1 January 2022	220,161	220,161
Additions	-	-
Amortisation	(69,696)	(69,696)
At 31 December 2022	<u>150,465</u>	<u>150,465</u>
At 1 January 2023	150,465	150,465
Additions	-	-
Amortisation	(69,695)	(69,695)
At 31 December 2023	<u>80,770</u>	<u>80,770</u>

Lease liabilities

	Land and Buildings £	Total £
At 1 January 2022	209,044	209,044
Additions	-	-
Interest expense	9,387	9,387
Lease payments	(77,350)	(77,350)
At 31 December 2022	<u>141,081</u>	<u>141,081</u>
At 1 January 2023	141,081	141,081
Additions	-	-
Interest expense	9,387	9,387
Lease payments	(77,350)	(77,350)
At 31 December 2023	<u>73,118</u>	<u>73,118</u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

26. Financial instruments - fair values and risk management

26.1 Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	Carrying amount		
		FVOCI - equity instruments £	Amortised cost £	Total £
31 December 2023				
Financial assets measured at fair value				
Equity securities		92,430	-	92,430
Financial assets not measured at fair value				
Trade and other receivables	19	-	258,318	258,318
Financial liabilities measured at fair value				
Financial liabilities measured at amortised cost				
Financial lease liabilities	21	-	87,551	87,551
Trade payables	20	-	465,920	465,920
		<u> </u>	<u> </u>	<u> </u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

26. Financial instruments - fair values and risk management (continued)

26.1 Accounting classifications and fair values (continued)

		Carrying amount		
		FVOCI - equity instruments	Amortised cost	Total
		£	£	£
31 December 2022				
Financial assets measured at fair value				
Equity securities		92,430	-	92,430
Financial assets not measured at fair value				
Trade and other receivables	19	-	109,765	109,765
Financial liabilities measured at amortised cost				
Financial lease liabilities	21	-	141,081	141,081
Trade payables	20	-	115,489	115,489
		<u> </u>	<u> </u>	<u> </u>

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

26. Financial instruments - fair values and risk management (continued)

26.2 Financial risk management objectives

The Group is exposed through its operations to the following risks:

- Market risk - foreign exchange
- Credit risk
- Liquidity risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The Group uses financial instruments including cash, trade and other receivables and trade and other payables that arise directly from operations. Due to the simple nature of these financial instruments, there is no material difference between book and fair values, discounting would not give a material difference to the results of the company and the directors believe there are no material sensitivities that require additional disclosure.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

26. Financial instruments - fair values and risk management (continued)

26.3 Market risk

Foreign exchange risk arises when the Group enters into transactions denominated in a currency other than their functional currency. This is the main risk that the Group is exposed to, as it is involved in financial intermediary services that involve the receipt and payment of different currencies in the same transaction.

In the 2023 financial year the Group has been involved in such transactions and seeks to ensure there is little if any time difference between translations to minimise its exposure to foreign exchange risk.

Apart from these particular transactions, the Group aims to fund expenses and investments in the respective currency and to manage foreign exchange risk at a local level by matching the currency in which revenue is generated and expenses are incurred.

As of 31 December, the Group had exposure to foreign exchange risk through the amounts held in different currencies as listed below:

	Group 2023 £	2022 £
GBP	2,461,932	1,717,434
USD	743,128	122,415
NGN	9,337	38,610
	<u>3,214,397</u>	<u>1,878,459</u>

As of 31 December, the Company had exposure to foreign exchange risk through the amounts held in different currencies as listed below:

	Company 2023 £	2022 £
GBP	1,757,819	1,097,081
USD	692,672	90,730
	<u>2,450,491</u>	<u>1,187,811</u>

26.4 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Directors do not consider that there is any concentration of risk within either trade or other receivables. There are no impairments to trade or other receivables in each of the periods presented.

CSL CAPITAL (UK) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

26. Financial instruments - fair values and risk management (continued)

26.5 Liquidity risk management

Liquidity risk arises from the Group's management of working capital. It is the risk that it will encounter difficulty in meeting its financial obligations as they fall due. All the Group's financial liabilities, with the exception of IFRS 16 lease liabilities are due within one year.

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising returns to shareholders through the optimisation of debt and equity balances. During the year ended 31 December 2023, the Group was equity funded. Equity comprises share capital and retained losses.

The capital structure of the Group is managed and adjusted in light of changes to economic conditions and risks.

27. Related party transactions and ultimate parent undertaking

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

During the period, the company's immediate parent undertaking was CSL Stockbrokers Limited by virtue of its ownership of 75% of the share capital in CSL Capital (UK) Limited.

The ultimate controlling party is FCMB Group Plc, a listed company domiciled in Nigeria, whose registered office is at 44 Marina, Lagos. FCMB Group Plc produces consolidated financial statements that include the income, expenses, assets and liabilities from CSL Capital (UK) Limited.

The following transactions were carried out with related parties:

In the prior year, a loan was made to a director of CSL Capital (UK) Limited totalling £99,999. This balance attracted interest at 2% and was fully repaid during the 2022 year. In the prior year, a loan was made to a member of key management personnel of £6,500. This balance was subject to interest at 2% and during the 2023 year this was fully repaid.

At 31 December 2023, CSL Capital (UK) Limited was owed £24,626 (2022: £40,100) by its subsidiaries.

CSL Capital Limited, subsidiary of CSL Capital (UK) Limited, charged First City Monument Bank Limited, a member of the FCMB group, fees of £97,342 during the 2023 year (2022: £197,869).

CSL Capital Limited was charged interest by First City Monument Bank Limited totalling £8.903 during the 2023 year (2022: £43,504). CSL Capital Limited earned interest income from First City Monument Bank Limited totalling £360 during the 2023 year (2022: £732).

CSL CAPITAL (UK) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

28. Notes supporting statement of cash flows

Group

	2023 £	2022 £
Cash at bank available on demand	3,214,397	1,878,459
Cash and cash equivalents in the statement of financial position	3,214,397	1,878,459
Cash and cash equivalents in the statement of cash flows	3,214,397	1,878,459

Company

	2023 £	2022 £
Cash at bank available on demand	2,450,491	1,187,811
Cash and cash equivalents in the statement of financial position	2,450,491	1,187,811
Cash and cash equivalents in the statement of cash flows	2,450,491	1,187,811

29. Events after the reporting date

After the year end, the immediate controlling party of CSL Capital UK, CSL Stockbrokers Limited, has agreed to sell 30% of its holding in CSL Capital UK Limited to Charlotte Capital Trust, which will result in a change in control of CSL Capital UK. The FCA has approved for CSL Stockbroker Limited's divestment of the Company and at the time of signing this report, the relevant paperwork is being prepared to complete the transfer of shares.