REPORT OF THE DIRECTOR AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

<u>FOR</u>

NORTH CASPIAN OIL DEVELOPMENT LIMITED

G. George Associates Limited **Chartered Certified Accountants** and Statutory Auditors 12 Gateway Mews Ring Way London N11 2UT

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NORTH CASPIAN OIL DEVELOPMENT LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 31 December 2022

DIRECTOR:

S Zurke

REGISTERED OFFICE:

Piccadilly Business Centre

Aldow Enterprise Park

Manchester M12 6AE

REGISTERED NUMBER:

05481981 (England and Wales)

AUDITORS:

G. George Associates Limited

Chartered Certified Accountants

and Statutory Auditors 12 Gateway Mews

Ring Way London N11 2UT

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 December 2022

The director presents his report with the financial statements of the company for the year ended 31 December 2022.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an investment holding company.

DIRECTOR

M A Panteli held office from 1 January 2022 until after 31 December 2022 but prior to the date of this report. S Zurke was appointed as a director after 31 December 2022 but prior to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with UK-adopted international accounting standards. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

S Zurke - Director

Sleph Zelen

18 January 2024

Opinion

We have audited the financial statements of North Caspian Oil Development Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Profit or Loss, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and Notes to the Statement of Cash Flows, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the UK.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the UK; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

The director is responsible for the other information. The other information comprises the information in the Report of the Director, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other matter

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

- the information given in the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Director has 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 company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Director.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Director.

Responsibilities of director

As explained more fully in the Statement of Director's Responsibilities set out on page two, the director is 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 director determines 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 director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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. As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- We gained an understanding of the legal and regulatory framework applicable to the company and the industry in
 which it operates. We further considered the risk of acts by the company that could be contrary to the applicable
 laws and regulations, including fraud. We assessed the extent of compliance with the laws and regulations
 identified through making enquiries of management and through our commercial knowledge and experience with
 the investment holding company.
- We considered the company's compliance with laws and regulations that have a significant impact on the financial statements including, but not limited to UK-adopted international accounting standards, Companies Act 2006 and UK tax legislation.
- We assessed the susceptibility of the company's financial statements to material misstatement due to non-compliance, including obtaining an understanding of how fraud might occur, by making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.
- We addressed the risk of fraud through management bias and override of controls. Our procedures included, but
 were not limited to, performing analytical procedures to identify any unusual or unexpected relationships and
 testing journal entries to identify unusual transactions.
- In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to agreeing financial statement disclosures to underlying supporting documentation and enquiring of management as to actual and potential litigation and claims.

There are inherent limitations in our audit procedures described above. The more removed the laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

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 a Report of the Auditors 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.

Philip Onissiphorou (Senior Statutory Auditor) for and on behalf of G. George Associates Limited Chartered Certified Accountants and Statutory Auditors
12 Gateway Mews
Ring Way
London

Date: 14/01/2024

N11 2UT

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 31 December 2022

	Notes	31.12.22 \$	31.12.21 \$
CONTINUING OPERATIONS Revenue		-	-
Other operating income Administrative expenses		14,281 (28,066)	16,329 (33,093)
OPERATING LOSS		(13,785)	(16,764)
Finance costs	3	(135,325)	(135,073)
LOSS BEFORE INCOME TAX	4	(149,110)	(151,837)
Income tax	5	-	
LOSS FOR THE YEAR		<u>(149,110</u>)	<u>(151,837</u>)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 December 2022

•	31.12.22 \$	31.12.21 \$
LOSS FOR THE YEAR	(149,110)	(151,837)
OTHER COMPREHENSIVE INCOME	-	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>(149,110</u>)	<u>(151,837</u>)

STATEMENT OF FINANCIAL POSITION 31 December 2022

ASSETS	Notes	31.12.22 \$	31.12.21 \$
NON-CURRENT ASSETS			
Investment in associates	6	405	405
Investments	6	_	-
		405	405
CURRENT ASSETS			
Cash and cash equivalents	8	1,462	6,308
TOTAL ASSETS		1,867	6,713
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	9	90,310	90,310
Retained earnings	10	(3,632,801)	(3,483,691)
TOTAL EQUITY		(3,542,491)	(3,393,381)
LIABILITIES			
NON-CURRENT LIABILITIES	1.1	2.044.059	2,489,893
Trade and other payables	11	2,044,058	2,469,693
CURRENT LIABILITIES			
Trade and other payables	11	1,500,300	910,201
TOTAL LIABILITIES		3,544,358	3,400,094
TOTAL EQUITY AND LIABILITI	ES	1,867	6,713

The financial statements were approved by the director and authorised for issue on 18 January 2024 and were signed by:

S Zurke - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 December 2022

	Called up share capital \$	Retained earnings	Total equity \$
Balance at 1 January 2021	90,310	(3,331,854)	(3,241,544)
Changes in equity Total comprehensive income Balance at 31 December 2021	90,310	(151,837)	(151,837) (3,393,381)
Changes in equity Total comprehensive income		(149,110)	(149,110)
Balance at 31 December 2022	90,310	(3,632,801)	(3,542,491)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 December 2022

		31.12.22 \$	31.12.21 \$
Cash flows from operating activities Cash generated from operations	1	(28,509)	(29,107)
Net cash from operating activities		(28,509)	(29,107)
Cash flows from financing activities Loan from connected companies		23,663	23,608
Net cash from financing activities		23,663	23,608
			
Decrease in cash and cash equivalents Cash and cash equivalents at beginning of		(4,846)	(5,499)
year	2	6,308	11,807
Cash and cash equivalents at end of year	2	1,462	6,308

NOTES TO THE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 December 2022

1. RECONCILIATION OF LOSS BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	31.12.22 \$	31.12.21 \$
Loss before income tax	(149,110)	(151,837)
Interest payable accrued	135,325	135,073
Foreign exchange (gains)/losses	(14,281)	(16,329)
Increase/(decrease) in trade and other payables	(443)	3,986
Cash generated from operations	(28,509)	(29,107)

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 December 2022

	31.12.22 \$	1.1.22 \$
Cash and cash equivalents	1,462	6,308
Year ended 31 December 2021		
·	31.12.21	1.1.21
	\$	\$
Cash and cash equivalents	6,308	_11,807

3. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

		Cash changes	Non-cash changes		
	Opening balances	Loans received	Assigned loans & accrued interest \$	Foreign exchange difference \$	Closing balance
2021	3,233,443	23,608	135,073	(16,272)	3,375,852
2022	3,375,852	23,663	135,325	(12,181)	3,522,659

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 December 2022

1. STATUTORY INFORMATION

North Caspian Oil Development Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with UK-adopted international accounting standards and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Cash and cash equivalents

Cash represents cash in hand and deposits held on demand with financial institutions. Cash equivalents are short-term, highly-liquid investments with original maturities of three months or less (as at their date of acquisition). Cash equivalents are readily convertible to known amounts of cash and subject to an insignificant risk of change in that cash value.

In the presentation of the Statement of Cash Flows, cash and cash equivalents also include bank overdrafts. Any such overdrafts are shown within borrowings under 'current liabilities' on the Statement of Financial Position.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument.

Loans granted to other group companies are carried at amortised cost. The amortised cost is the amount at which the loan granted is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount, and minus any reduction for impairment of uncollectibility. All loans are recognised when cash is advanced to the borrower.

For the purpose of cash flow statements, cash and cash equivalents comprise cash at bank.

Borrowings are recorded initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method

A financial asset is derecognised when the rights to receive cash flows from the asset have expired and a financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

All income and expenses relating to financial assets that are recognised in profit and loss are presented within revenue, finance costs or other financial items.

The company does not hold any financial assets or financial liabilities measured at fair value through profit and loss or other comprehensive income. The company does not hold any hedging instruments, or transferred financial assets.

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

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 December 2022

2. ACCOUNTING POLICIES - continued

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Investments in associates

Investments in associate undertakings are recognised at cost less impairment.

Foreign currencies

Assets and liabilities in foreign currencies are translated into US \$ at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into US \$ at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

The presentation currency used in the financial statements for the year ended 31 December 2022 is US \$ and its functional currency is also US \$.

3. NET FINANCE COSTS

	31.12.2	2 31.12.21
	\$. \$
Finance costs:		
Interest payable	135,32	135,073

4. LOSS BEFORE INCOME TAX

The loss before income tax is stated after charging/(crediting):

	31.12.22	31.12.21
	\$	\$
Auditors' remuneration	19,991	22,089
Auditors' remuneration for non audit work	2,499	2,694
Foreign exchange differences	<u>(14,281</u>)	<u>(16,329</u>)

5. INCOME TAX

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2022 nor for the year ended 31 December 2021.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 December 2022

6. INVESTMENTS

INVESTMENTS	Interest in associate \$
COST At 1 January 2022 and 31 December 2022	405
NET BOOK VALUE At 31 December 2022	405
At 31 December 2021	405

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Associated company

North Caspian Oil Development LLP

Registered office: Office 202a, Building 15/107, Pavilion no. 15-5, Timiryazeva St. 42, Bostandykskly District,

Almaty, Republic of Kazakhstan Nature of business: Exploration of oil

Class of shares: holding Ordinary 50.00

Aggregate capital and reserves
Loss for the year

31.12.22
\$
(140,751,400)
(12,625,837)
(2,181,497)

The above investments are made in Limited Liability Partnerships which do not have share capital. The investments relate to the company's interest in the charter capital and value of property of the Limited Liability Partnerships.

7. FINANCIAL ASSETS AND LIABILITIES

Financial assets measured at amortised cost

The company holds the following financial assets measured at amortised cost:

	31.12.2022	31.12.2021
	\$	\$
- Cash and cash equivalents	1,462	6,308

Financial liabilities measured at amortised cost

The company holds the following financial liabilities measured at amortised cost:

	31.12.2022	31.12.2021
	\$	\$
-Trade and other payables	21,699	24,242
-Borrowings	3,522,659	3,375,852

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 December 2022

8. CASH AND CASH EQUIVALENTS

	Bank accounts	3		,	31.12.22 \$ <u>1,462</u>	31.12.21 \$ <u>6,308</u>
9.	CALLED UP	SHARE CAPITAL				
	Allotted, issue Number:	d and fully paid: Class:		Nominal	31.12.22	31.12.21
				value:	\$	\$
	50,000	Ordinary		£1	90,310	90,310
10.	RESERVES					
						Retained earnings
	At 1 January 2 Deficit for the		÷			(3,483,691) (149,110)
	At 31 Decemb	er 2022				(3,632,801)
11.	TRADE AND	OTHER PAYABLE	es.			
					31.12.22 \$	31.12.21
	Current:					\$
	Other creditors Accrued expen				1,478,601 21,699	885,959 24,242
	rectued expen	363				
					1,500,300	910,201
	Non-current:					
	Other creditors	:			2,044,058	2,489,893
	Aggregate amo	ounts			3,544,358	3,400,094

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 December 2022

12. RELATED PARTY DISCLOSURES

The following balances are included within trade and other payables classified as current and non-current liabilities on the statement of financial position:

Related party	Interest rate	Repayable by	Balance as at 31/12/2022	Balance as at 31/12/2021 \$
Daccor Limited	n/a	on demand	628,890	632,414
Daccor Limited	6%	31/12/2023	562,613	547,020
Daccor Limited	6%	29/12/2023	82,662	57,760
T.V.A. Anstalt	5%	31/12/2023	34,127	32,877
T.V.A. Anstalt	5.5%	31/12/2023	43,625	41,700
T.V.A. Anstalt	6%	31/12/2023	59,539	56,779
T.V.A. Anstalt	9.35%	31/12/2023	63,521	59,781
T.V.A. Anstalt	n/a	on demand	3,624	-
North Caspian Oil Development LLP	15.5%	03/04/2024	460,861	436,836

The following is included within interest payable on the statement of profit and loss for the year:

	Interest payable	Interest payable
Related party	for 31/12/2022	for 31/12/2021
	\$	\$
Daccor Limited	26,625	26,374
T.V.A. Anstalt	9,675	8,562
North Caspian Oil Development LLP	24,025	24,025
Waldberg Holdings Limited	-	1,112

Relationship with related parties:

- a) Daccor Limited is a UK registered parent company of North Caspian Oil Development Limited.
- b) T.V.A Anstalt is a Liechtenstein registered company controlled by the ultimate beneficial owner.
- c) North Caspian Oil Development LLP is a Limited Liability Partnership incorporated in Republic of Kazakhstan and an associate of North Caspian Oil Development Limited.
- d) Waldberg Holdings Limited is a company incorporated in the republic of Cyprus controlled by the ultimate beneficial owner until 9 February 2022. Waldberg Holdings Limited is not related to North Caspian Oil Development Limited after this date.

The above balances are unsecured and no guarantees were given or received in respect of the above transactions.

13. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Mr Vasily Anisimov, a non-UK resident individual.

North Caspian Oil Development Limited is a wholly owned subsidiary of Daccor Limited, a parent undertaking registered in United Kingdom.

Daccor Limited is a wholly owned subsidiary of Domeltino Foundation, a parent undertaking registered in Liechtenstein.

Domeltino Foundation is controlled by Mr Vasily Anisimov.