

**GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MAY 2022**  
**FOR**  
**SILVERBIRD GLOBAL LIMITED**

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**FOR THE YEAR ENDED 31 MAY 2022**

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**SILVERBIRD GLOBAL LIMITED**  
**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 31 MAY 2022**

**DIRECTORS:**

M Faldin  
F G Destin  
G Karpovskii

**REGISTERED OFFICE:**

1 Kings Avenue  
London  
N21 3NA

**REGISTERED NUMBER:**

12585400 (England and Wales)

**AUDITORS:**

AGK Partners  
Chartered Accountants & Statutory Auditors  
1 Kings Avenue  
London  
N21 3NA

**GROUP STRATEGIC REPORT  
FOR THE YEAR ENDED 31 MAY 2022**

**Introduction**

Silverbird Global Limited is authorised by the FCA as an Electronic Money Institution.

The board have a long-term view to deliver profitability and value to the shareholders, best achieved through innovation, reputation and high standards.

The board ensures the business is fundamentally strong from an operational, compliance and financial position, to be able to deliver the business plan, through a strong management team and key partner relationships.

The company is ideally placed, with strong foundations, to continue profitable growth and roll out additional functionality.

**REVIEW OF BUSINESS**

During the year ended 31 May 2022 the company and the group continued to strengthen its existing banking partnerships.

The company and the group achieved an increase in turnover whilst also achieving a substantial improvement in profitability, by providing a quality, reliable service competitively priced.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The board review principle risks and uncertainties that the company and the group faces, assessing their potential impact, and mitigating where appropriate.

Silverbird Global Limited controls process encompasses the following: Risk Register, compliance monitoring, Supervisory Reviews and Reporting.

The Risk Register comprehensively details the associated mitigation systems and processes and acknowledges that as a technology company, the business has increased risks associated with threats to the IT system. Risk due to competition, industry change and consolidation is of general concern to Fin-tech companies, and as a company authorised by FCA, changes to regulations could result in a restriction on current trade, or additional compliance requirements.

Silverbird Global Limited has identified inflation as a risk, as it is to the entire commercial world. At the same time, the company has options to leverage labour in low-cost regions, which minimises the above risk.

**FINANCIAL KEY PERFORMANCE INDICATORS**

During the year ended 31 May 2022 the company and the group started generating revenue from the payment platform. Number of clients and revenue number showed significant positive dynamics throughout the year.

**Operational performance indicators**

Customer opinion is vital for the success and direction of the company; therefore, customer rating is an important measure, in gauging satisfaction levels and improvements.

Over 80% of customers give 5-start rating to Silverbird.

**FUTURE DEVELOPMENTS**

As the company and the group continues to deliver on its business plan, additional functionality is planned for launch throughout 2022 and beyond, as well as expansion into new territories.

The key to our long-term success is to ensure customers satisfaction, our planned new services will complement and enhance our products, promoting increased customer usage and retention.

The number of SMEs involved in cross-border trade will continue to grow. So will Silverbird which helps merchants grow their businesses by removing the barriers to entry that traditional banking have put in their way. These blocks are not only unfair but unnecessary.

**GROUP STRATEGIC REPORT  
FOR THE YEAR ENDED 31 MAY 2022**

**ENGAGEMENT WITH CUSTOMERS, PARTNERS AND OTHERS**

Silverbird began in 2020 as the smarter, digital alternative to traditional banking, and our core belief hasn't changed. SMEs deserve an equal right to participate in the global economy, no matter their size or location.

By making payments borderless, limitless and affordable, we deliver the most fundamental ingredient of trade: freedom.

**ON BEHALF OF THE BOARD:**

M Faldin - Director

5 June 2023

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 MAY 2022**

The directors present their report with the financial statements of the company and the group for the year ended 31 May 2022.

**DIVIDENDS**

No dividends will be distributed for the year ended 31 May 2022.

**EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements.

**DIRECTORS**

The directors who have held office during the period from 1 June 2021 to the date of this report are as follows:

S Faldin - resigned 8 July 2021  
G Babilashvili - resigned 8 July 2021  
M Faldin - appointed 8 July 2021  
F G Destin - appointed 8 July 2021  
G Karpovskii - appointed 8 July 2021

**DIRECTORS' LIABILITY INSURANCE**

The company and the group maintained throughout the year, and continues to maintain, qualifying third party indemnity insurance covering the directors of the company.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

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

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

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director 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 group's auditors are aware of that information.

**AUDITORS**

The auditors, AGK Partners, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

M Faldin - Director

5 June 2023

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF SILVERBIRD GLOBAL LIMITED**

### **Opinion**

We have audited the financial statements of Silverbird Global Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 May 2022 which comprise the Consolidated Statement of Profit or Loss, the Consolidated 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 and Notes to the Consolidated 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 group's and of the parent company's affairs as at 31 May 2022 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the UK;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the UK and as applied in accordance with the provisions of the Companies Act 2006; 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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 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 and 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.

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, 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.

### **Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF**  
**SILVERBIRD GLOBAL LIMITED**

**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 Report of the Directors.

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 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 Statement of Directors' Responsibilities set out on page four, 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 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.



## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF SILVERBIRD GLOBAL LIMITED**

### **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.

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognize non-compliance with applicable laws and regulations.
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the electronic money institution sector.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation, data protection, anti-bribery and employment.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, 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.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities, including fraud 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;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators and the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF**  
**SILVERBIRD GLOBAL LIMITED**

**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.

Alekos Christofi FCCA (Senior Statutory Auditor)  
for and on behalf of AGK Partners  
Chartered Accountants & Statutory Auditors  
1 Kings Avenue  
London  
N21 3NA

5 June 2023

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**  
**FOR THE YEAR ENDED 31 MAY 2022**

	Notes	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
<b>CONTINUING OPERATIONS</b>			
Revenue		247,625	-
Cost of sales		<u>(219,995)</u>	<u>-</u>
<b>GROSS PROFIT</b>		27,630	-
Administrative expenses		<u>(3,547,807)</u>	<u>(874,010)</u>
<b>OPERATING LOSS</b>		<u>(3,520,177)</u>	<u>(874,010)</u>
Finance income	5	437	-
<b>LOSS BEFORE INCOME TAX</b>	6	<u>(3,519,740)</u>	<u>(874,010)</u>
Income tax	7	<u>-</u>	<u>-</u>
<b>LOSS FOR THE YEAR</b>		<u>(3,519,740)</u>	<u>(874,010)</u>
Loss attributable to:			
Owners of the parent		<u>(3,519,740)</u>	<u>(874,010)</u>

The notes form part of these financial statements

**SILVERBIRD GLOBAL LIMITED (REGISTERED NUMBER: 12585400)**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 MAY 2022**

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
<b>LOSS FOR THE YEAR</b>	(3,519,740)	(874,010)
<b>OTHER COMPREHENSIVE INCOME</b>	-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u>(3,519,740)</u>	<u>(874,010)</u>
Total comprehensive income attributable to: Owners of the parent	<u>(3,519,740)</u>	<u>(874,010)</u>

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION****31 MAY 2022**

	Notes	2022 £	2021 £
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	9	1,655,666	1,037,285
Property, plant and equipment	10	14,843	694
Investments	11	-	-
		<u>1,670,509</u>	<u>1,037,979</u>
<b>CURRENT ASSETS</b>			
Trade and other receivables	12	352,493	111,600
Cash and cash equivalents	13	4,927,825	3,431,682
		<u>5,280,318</u>	<u>3,543,282</u>
<b>TOTAL ASSETS</b>		<u>6,950,827</u>	<u>4,581,261</u>
<b>EQUITY</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Called up share capital	14	2,682,765	2,186,941
Share premium	15	7,541,659	2,223,112
Other reserves	15	(12,076)	-
Retained earnings	15	(4,393,750)	(874,010)
<b>TOTAL EQUITY</b>		<u>5,818,598</u>	<u>3,536,043</u>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Trade and other payables	16	594,389	720,426
<b>CURRENT LIABILITIES</b>			
Trade and other payables	16	537,840	324,792
<b>TOTAL LIABILITIES</b>		<u>1,132,229</u>	<u>1,045,218</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>6,950,827</u>	<u>4,581,261</u>

The financial statements were approved by the Board of Directors and authorised for issue on 5 June 2023 and were signed on its behalf by:

M Faldin - Director

**COMPANY STATEMENT OF FINANCIAL POSITION**

**31 MAY 2022**

	Notes	2022 £	2021 £
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	9	76,134	99,295
Property, plant and equipment	10	11,242	-
Investments	11	1,502,084	1,002,151
		<u>1,589,460</u>	<u>1,101,446</u>
<b>CURRENT ASSETS</b>			
Trade and other receivables	12	2,599,566	673,191
Cash and cash equivalents	13	4,359,162	3,185,305
		<u>6,958,728</u>	<u>3,858,496</u>
<b>TOTAL ASSETS</b>		<u>8,548,188</u>	<u>4,959,942</u>
<b>EQUITY</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Called up share capital	14	2,682,765	2,186,941
Share premium	15	7,541,659	2,223,112
Retained earnings	15	(2,642,519)	(357,780)
<b>TOTAL EQUITY</b>		<u>7,581,905</u>	<u>4,052,273</u>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Trade and other payables	16	594,389	720,426
<b>CURRENT LIABILITIES</b>			
Trade and other payables	16	371,894	187,243
<b>TOTAL LIABILITIES</b>		<u>966,283</u>	<u>907,669</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>8,548,188</u>	<u>4,959,942</u>

The financial statements were approved by the Board of Directors and authorised for issue on 5 June 2023 and were signed on its behalf by:

M Faldin - Director

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

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
<b>Changes in equity</b>					
Issue of share capital	2,186,941	-	2,223,112	-	4,410,053
Total comprehensive income	-	(874,010)	-	-	(874,010)
<b>Balance at 31 May 2021</b>	<b>2,186,941</b>	<b>(874,010)</b>	<b>2,223,112</b>	<b>-</b>	<b>3,536,043</b>
<b>Changes in equity</b>					
Issue of share capital	495,824	-	5,318,547	-	5,814,371
Total comprehensive income	-	(3,519,740)	-	(12,076)	(3,531,816)
<b>Balance at 31 May 2022</b>	<b>2,682,765</b>	<b>(4,393,750)</b>	<b>7,541,659</b>	<b>(12,076)</b>	<b>5,818,598</b>

**SILVERBIRD GLOBAL LIMITED (REGISTERED NUMBER: 12585400)**

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

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
<b>Changes in equity</b>				
Issue of share capital	2,186,941	-	2,223,112	4,410,053
Total comprehensive income	-	(357,780)	-	(357,780)
<b>Balance at 31 May 2021</b>	<b>2,186,941</b>	<b>(357,780)</b>	<b>2,223,112</b>	<b>4,052,273</b>
<b>Changes in equity</b>				
Issue of share capital	495,824	-	5,318,547	5,814,371
Total comprehensive income	-	(2,284,739)	-	(2,284,739)
<b>Balance at 31 May 2022</b>	<b>2,682,765</b>	<b>(2,642,519)</b>	<b>7,541,659</b>	<b>7,581,905</b>

The notes form part of these financial statements



**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 MAY 2022**

		Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	(3,109,228)	145,711
Net cash from operating activities		<u>(3,109,228)</u>	<u>145,711</u>
<b>Cash flows from investing activities</b>			
Purchase of intangible fixed assets		(961,649)	(1,270,611)
Purchase of tangible fixed assets		(17,128)	(999)
Sale of intangible fixed assets		8,564	-
Interest received		437	-
Net cash from investing activities		<u>(969,776)</u>	<u>(1,271,610)</u>
<b>Cash flows from financing activities</b>			
Amount introduced by directors		-	147,528
Amount withdrawn by directors		(239,224)	-
Cash from share issue		5,814,371	4,410,053
Net cash from financing activities		<u>5,575,147</u>	<u>4,557,581</u>
<b>Increase in cash and cash equivalents</b>		<u>1,496,143</u>	<u>3,431,682</u>
<b>Cash and cash equivalents at beginning of year</b>	2	3,431,682	-
<b>Cash and cash equivalents at end of year</b>	2	<u>4,927,825</u>	<u>3,431,682</u>

The notes form part of these financial statements

**NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 MAY 2022**

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

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
Loss before income tax	(3,519,740)	(874,010)
Depreciation charges	337,683	233,631
Finance income	(437)	-
	<u>(3,182,494)</u>	<u>(640,379)</u>
Increase in trade and other receivables	(240,893)	(111,600)
Increase in trade and other payables	314,159	897,690
<b>Cash generated from operations</b>	<u><u>(3,109,228)</u></u>	<u><u>145,711</u></u>

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 May 2022**

	31.5.22 £	1.6.21 £
Cash and cash equivalents	<u>4,927,825</u>	<u>3,431,682</u>

**Period ended 31 May 2021**

	31.5.21 £	4.5.20 £
Cash and cash equivalents	<u><u>3,431,682</u></u>	<u><u>-</u></u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MAY 2022**

**1. STATUTORY INFORMATION**

Silverbird Global 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 General Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations 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.

**Basis of consolidation**

**Subsidiaries**

The financial statements of the subsidiaries are consolidated for the same reporting period as that of the parent company, using consistent accounting policies. All intercompany balances, transactions, unrealized gains and losses resulting from intercompany transactions and dividends are eliminated in full on consolidation. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the group gains control until the date the group ceases to control the subsidiary.

Subsidiaries are consolidated from the date of their acquisition, being the date on which the group obtains control, and continue to be consolidated until the date such control ceases. Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the group has less than a majority of the voting or similar rights of an investee, the group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements.
- The group's voting rights and potential voting rights.

The group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the group 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.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the group had directly disposed of the related assets or liabilities.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**2. ACCOUNTING POLICIES - continued**

**Going concern**

The directors have a reasonable expectation that the company and the group has adequate resources to continue in operational existence for the foreseeable future and thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

**Revenue recognition**

Revenue is recognised upon rendering of services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those services. To recognise revenues, the company and the group applies following five step approach:

- (1) identify the contract with a customer,
- (2) identify the performance obligations in the contract,
- (3) determine the transaction price,
- (4) allocate the transaction price to the performance obligations in the contract, and
- (5) recognise revenues when a performance obligation is satisfied.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

At contract inception, the company and the group assesses its promise to render services to a customer to identify separate performance obligations. The company and the group applies judgement to determine whether each service promised to a customer is capable of being distinct, and is distinct in the context of the contract, if not, the promised service is combined and accounted as a single performance obligation. The company and the group allocates the arrangement consideration to separately identifiable performance obligation based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the company and the group is unable to determine the stand-alone selling price the company and the group uses third-party prices for similar deliverables or the company and the group uses expected cost plus margin approach in estimating the stand-alone selling price.

For performance obligations where control is transferred over time, revenues are recognised by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised services to be provided.

The method for recognising revenues and costs depends on the nature of the services rendered.

**Rendering of Services**

Service income is recognised as per the terms of the contracts/arrangements when revenues and costs relating to time and materials, transaction-based or volume-based contracts are recognised as the related services are rendered and is stated net of Value Added Tax (VAT).

**Interest income**

Interest income is recognised on a time proportion basis as and when accrued. Interest income on financial instruments are recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the asset.

**Others**

- The company and the group accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The company and the group estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the company and the group may be entitled.
- Revenues are shown net of allowances/ returns, value added tax, goods and services tax and applicable discounts and allowances.

The company and the group may enter into arrangements with third party suppliers to resell services. In such cases, the company and the group evaluates whether it is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the company and the group first evaluates whether it controls the service before it is transferred to the customer. If the company and the group controls the service before it is transferred to the customer, it is the principal; if not, it is agent.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**2. ACCOUNTING POLICIES - continued**

**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.

**Intangible assets**

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. The intangible asset are development costs with useful economic life of 5 years.

The development costs are amortised over a period of 5 years on straightline basis.

**Property, plant and equipment**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Computer equipment over three years on a straight-line basis.

**Financial instruments**

Basic financial assets and liabilities, which include debtors, creditors, cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

**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 between the recognition of income and expenses in the financial statements and their inclusion in tax assessments.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used.

Current and deferred tax assets and liabilities are not discounted.

**Research and development**

Directly attributable expenses related to internally generated intangible assets are capitalised when following criteria are met:

- company and the group is able to generate probable future economic benefits from use or sale of intangible asset;
- company and the group has intention to complete the intangible asset so that it will be available for use or sale of the intangible asset;
- company and the group has availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
- company and the group has ability to use or sell the intangible asset;
- company and the group has technical feasibility of completing the intangible asset so that it will be available for use or sale of the intangible asset;
- company and the group has ability to reliably measure the expenditure attributable to the intangible asset during its development.

Technology under development is not depreciated until the asset is brought into commercial use.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**2. ACCOUNTING POLICIES - continued**

**Foreign currencies**

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

**Employee benefit costs**

The company and the group operates a defined contribution pension scheme. Contributions payable to the company's and the group's pension scheme are charged to the income statement in the period to which they relate.

**Impairment of financial assets**

Financial assets, other than those held at their value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

**3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the company's and the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

**Impairment**

The company's and the group's assessment of impairment in the carrying value of intangible fixed assets, investments, and amounts due from group companies involve management judgement.

**4. EMPLOYEES AND DIRECTORS**

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
Wages and salaries	1,110,612	142,006
Social security costs	126,039	6,308
Other pension costs	12,631	1,754
	<u>1,249,282</u>	<u>150,068</u>

The average number of employees during the year was as follows:

	Year Ended 31.5.22	Period 4.5.20 to 31.5.21
Management, finance and administrative	<u>18</u>	<u>4</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

4. **EMPLOYEES AND DIRECTORS - continued**

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
Directors' remuneration	<u>150,000</u>	<u>58,673</u>

5. **NET FINANCE INCOME**

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
Finance income:		
Other interest	<u>437</u>	<u>-</u>

6. **LOSS BEFORE INCOME TAX**

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

	Year Ended 31.5.22 £	Period 4.5.20 to 31.5.21 £
Depreciation - owned assets	2,979	305
Computer software amortisation	334,704	233,326
Auditors' remuneration	19,000	15,000
Foreign exchange differences	(251,784)	32,200
Direct costs recognised as expense	<u>219,995</u>	<u>-</u>

7. **INCOME TAX**

**Analysis of tax expense**

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

8. **LOSS OF PARENT COMPANY**

As permitted by Section 408 of the Companies Act 2006, the statement of comprehensive income of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £2,284,739 (2021 Loss - £357,780).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**9. INTANGIBLE ASSETS**

**Group**

Computer  
software  
£

**COST**

At 1 June 2021	1,270,611
Additions	961,649
Disposals	(8,564)
At 31 May 2022	<u>2,223,696</u>

**AMORTISATION**

At 1 June 2021	233,326
Amortisation for year	334,704
At 31 May 2022	<u>568,030</u>

**NET BOOK VALUE**

At 31 May 2022	<u>1,655,666</u>
At 31 May 2021	<u>1,037,285</u>

**Company**

Computer  
software  
£

**COST**

At 1 June 2021	99,295
Additions	4,349
Disposals	(8,564)
At 31 May 2022	<u>95,080</u>

**AMORTISATION**

Amortisation for year	18,946
At 31 May 2022	<u>18,946</u>

**NET BOOK VALUE**

At 31 May 2022	<u>76,134</u>
At 31 May 2021	<u>99,295</u>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

10. **PROPERTY, PLANT AND EQUIPMENT**

**Group**

Computer  
equipment  
£

**COST**

At 1 June 2021

999

Additions

17,128

At 31 May 2022

18,127

**DEPRECIATION**

At 1 June 2021

305

Charge for year

2,979

At 31 May 2022

3,284

**NET BOOK VALUE**

At 31 May 2022

14,843

At 31 May 2021

694

**Company**

Computer  
equipment  
£

**COST**

Additions

13,186

At 31 May 2022

13,186

**DEPRECIATION**

Charge for year

1,944

At 31 May 2022

1,944

**NET BOOK VALUE**

At 31 May 2022

11,242

11. **INVESTMENTS**

**Company**

Shares in  
group  
undertakings  
£

**COST**

At 1 June 2021

1,002,151

Additions

499,933

At 31 May 2022

1,502,084

**NET BOOK VALUE**

At 31 May 2022

1,502,084

At 31 May 2021

1,002,151

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**11. INVESTMENTS - continued**

**Company**

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

**Subsidiaries**

**Theropod Platform Limited**

Registered office: 1 Kings Avenue, London, United Kingdom, N21 3NA

Nature of business: Development of digital payment platform

	% holding		
Class of shares:			
Ordinary	100.00	31.5.22	31.5.21
		£	£
Aggregate capital and reserves		(632,076)	458,869
Loss for the year/period		<u>(1,090,944)</u>	<u>(516,231)</u>

**Silverbird Europe UAB**

Registered office: Vilnius, Upes g.23-1, Lithuania

Nature of business: Digital payment, cross-border platform

	% holding		
Class of shares:			
Ordinary	100.00	31.5.22	31.5.21
		£	£
Aggregate capital and reserves		369,214	(2,919)
Loss for the year		<u>(144,071)</u>	<u>(5,070)</u>

The capital and reserves and profit/(loss) in respect of Silverbird Europe UAB is from the latest available management accounts to 31 May 2022.

**12. TRADE AND OTHER RECEIVABLES**

	<b>Group</b>		<b>Company</b>	
	2022	2021	2022	2021
	£	£	£	£
Current:				
Trade debtors	17,337	-	17,337	-
Amounts owed by group undertakings	-	-	2,332,479	595,019
Other debtors	296,368	107,769	245,482	75,648
VAT	12,984	1,307	-	-
Prepayments	25,804	2,524	4,268	2,524
	<u>352,493</u>	<u>111,600</u>	<u>2,599,566</u>	<u>673,191</u>

**13. CASH AND CASH EQUIVALENTS**

	<b>Group</b>		<b>Company</b>	
	2022	2021	2022	2021
	£	£	£	£
Cash in hand	100	100	-	-
Bank accounts	4,927,725	3,431,582	4,359,162	3,185,305
	<u>4,927,825</u>	<u>3,431,682</u>	<u>4,359,162</u>	<u>3,185,305</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**14. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2022 £	2021 £
1,000,000	£1 Ordinary	£1	1,000,000	1,000,000
1,682,765	£1 Seed Preferred	£1	1,682,765	1,186,941
			<u>2,682,765</u>	<u>2,186,941</u>

495,824 Seed Preferred shares of £1 each were allotted as fully paid at an average premium of £10.73 per share during the period.

The seed preferred shares shall have rights to voting, rights to dividends and have priority over the ordinary shareholders upon distribution of assets in case of a liquidation.

**15. RESERVES**

**Group**

	Retained earnings £	Share premium £	Other reserves £	Totals £
At 1 June 2021	(874,010)	2,223,112	-	1,349,102
Deficit for the year	(3,519,740)			(3,519,740)
Seed Share premium	-	5,318,547	(12,076)	5,306,471
At 31 May 2022	<u>(4,393,750)</u>	<u>7,541,659</u>	<u>(12,076)</u>	<u>3,135,833</u>

**Company**

	Retained earnings £	Share premium £	Totals £
At 1 June 2021	(357,780)	2,223,112	1,865,332
Deficit for the year	(2,284,739)		(2,284,739)
Seed Share premium	-	5,318,547	5,318,547
At 31 May 2022	<u>(2,642,519)</u>	<u>7,541,659</u>	<u>4,899,140</u>

**16. TRADE AND OTHER PAYABLES**

	<b>Group</b>		<b>Company</b>	
	2022 £	2021 £	2022 £	2021 £
Current:				
Trade creditors	292,570	95,902	174,167	95,458
Social security and other taxes	68,074	-	68,074	-
Other creditors	111,509	46,885	105,922	42,661
Accrued expenses	43,401	34,477	23,731	16,922
Directors' current accounts	22,286	147,528	-	32,202
	<u>537,840</u>	<u>324,792</u>	<u>371,894</u>	<u>187,243</u>
Non-current:				
Convertible loan notes	594,389	720,426	594,389	720,426
	<u>594,389</u>	<u>720,426</u>	<u>594,389</u>	<u>720,426</u>
Aggregate amounts	<u>1,132,229</u>	<u>1,045,218</u>	<u>966,283</u>	<u>907,669</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MAY 2022**

**17. RELATED PARTY DISCLOSURES**

**Company**

Included in debtors, amount falling due within one year, is an amount of £2,208,625 (2021- £589,950) receivable from Theropod Platform Limited, a wholly owned subsidiary registered in the UK.

Also included in debtors, amount falling due within one year, is an amount of £123,854 (2021- £5,070) receivable from Silverbird Europe UAB, a wholly owned subsidiary registered in Lithuania.

**18. EVENTS AFTER THE REPORTING PERIOD**

Subsequent to the year end, the company has undergone a restructure of its share capital and as a result of the restructure the company's Seed shares were redesignated as Ordinary shares.

Also following the capital restructure, the company's controlling party is now Silverbird Nest Limited, a company incorporated in England and Wales under company number 14430936.

**19. ULTIMATE CONTROLLING PARTY**

In the opinion of the directors there is no single controlling party to the company.

**20. PROFESSIONAL INDEMNITY INSURANCE**

Provision is made on case-by-case basis in respect of the cost of defending claims and, where appropriate, the estimated cost of settling claims where such costs are not covered by insurance. The company and the group carries professional indemnity insurance and this is charged as an expense in the financial statements.

**21. OTHER RESERVES**

Other reserves comprise foreign exchange translation reserves.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.