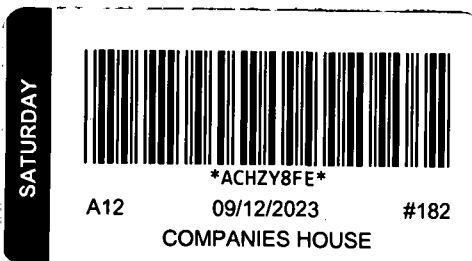


WINTERMUTE TRADING LTD

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



WINTERMUTE TRADING LTD

COMPANY INFORMATION

Directors	E Gaevoy S Harrison (resigned 23 May 2022) J Liew (resigned 23 May 2022) V Samko (resigned 12 April 2023) M Gurevich (appointed 24 May 2022)
Registered number	10882520
Registered office	3rd Floor 1 Ashley Road Altrincham Cheshire WA14 2DT
Independent auditors	Harris & Trotter LLP Chartered Accountants & Statutory Auditors 101 New Cavendish Street 1st Floor South London W1W 6XH

WINTERMUTE TRADING LTD

CONTENTS

	Page
Group Strategic Report	1 - 3
Directors' Report	4 - 6
Independent Auditors' Report	7 - 11
Consolidated Statement of Comprehensive Income	12
Company Statement of Comprehensive income	13
Consolidated Statement of Financial Position	14 - 15
Company Statement of Financial Position	16 - 17
Consolidated Statement of Changes in Equity	18
Company Statement of Changes in Equity	19
Consolidated Statement of Cash Flows	20
Consolidated Analysis of Net Debt	21
Notes to the Financial Statements	22 - 39

WINTERMUTE TRADING LTD

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

Introduction

The directors present their strategic report for Wintermute Trading Limited ("the Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2022.

Business review

The Company is an independent proprietary trading company, incorporated under the laws of the United Kingdom.

The Group is a leading liquidity provider for digital assets and one of the largest algorithmic liquidity providers globally covering all major exchanges and trading platforms. The Group is also at the forefront of research & development and innovation in crypto, supporting liquidity of new products and new trading platforms.

The Company is registered by the UK Financial Conduct Authority in relation to AML-CTF regime for crypto firms.

For the year ended 31 December 2022 and for the foreseeable future, the principal activity of the Group is to trade on its own account.

Financial position and performance

The financial position of the Group as at 31 December 2022 is shown in the statement of financial position on page 14, with trading results shown in the statement of comprehensive income on page 12 and the statement of cash flows on page 20.

The Group made a loss of USD 127,544k (2021: USD 581,974k profit) from net trading loss of USD 70,046k (2021: USD 818,538k revenue). Administrative expenses were USD 36,701k (2021: USD 122,521k). The total assets of the Group as at 31 December 2022 were USD 592,430k (2021: USD 2,587,571k).

The Group performed resiliently considering the significant challenges faced during the year. The directors consider that the Group's underlying performance has met expectations considering the difficult market conditions.

The directors consider the Group's costs to be appropriate given the level of business activity during the year.

WINTERMUTE TRADING LTD

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

Consideration of the interests of key stakeholders

The board of directors ("the Board") is committed to ethical business conduct and expects the highest standards of integrity to be followed by the Directors and all employees. The Directors are satisfied that they have acted in accordance with their S.172(1) duty and have taken decisions likely to promote the success of the Group for the benefit of its members, having regard (amongst other matters) to factors (a) to (f) of S.172(1) of the Companies

Act 2006. Discussed below are some examples of how the Board have had regard to the matters set out in sections 172(1)(a)-(f) when discharging their section 172 duties.

The Board regularly assesses the effectiveness of the Group's governance arrangements and its growth and business strategies. In arriving at these decisions, the Board has assessed the likely consequences of any decision in the long term, the need to foster the Group's business relationships with suppliers and other counterparties, the impact of the Group's operations on the broader community, the desirability of the Group maintaining a reputation of the highest standards of business conduct, and the need to act fairly between stakeholders of the Group.

The following paragraphs further summarise how the Board fulfilled their duties with respect to s.172.

Employees and shareholders:

The Board promotes a positive and inclusive culture and believes in equal opportunities and people's development. The Group's policy is to appoint staff entirely based on merit and fully in accordance with current legislation.

At the direction of the Board, all the relevant technology equipment was provided to the employees to enable effective remote working. Moreover, relevant training and development opportunities were provided throughout the year.

The Board consults and informs the shareholders in accordance with the best governance practices.

Business relationships:

Business relationships with trading counterparties are encouraged by the Board while maintaining the highest standards of conduct and complying with all applicable rules and regulations.

Suppliers:

The Board promotes a policy of paying the suppliers of the Group with no undue delays in order to strengthen the Group's business relationships with suppliers. The Group's standard payment terms are 30 days from the date of an invoice.

Wider community:

The Board is keen to support the innovation and decentralization of finance. The Group also supports the development and education of the next generation of talent in blockchain by conducting developer events and providing informational sessions to UK's university students.

WINTERMUTE TRADING LTD

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

Principal risks and uncertainties

The Board meets periodically to set out and review the Group's risk profiles across the risks facing the Group: market risk, counterparty credit risk, liquidity risk and operational risk. The Group monitors its potential risk exposure on an on-going basis. Where relevant, some of the risks are monitored in real time. Where this is not relevant or practical, these are monitored on a daily, weekly or monthly basis.

Further information on the types and management of the main risk types is given below.

Market risk

Market risk is defined as the risk of loss arising from an adverse move in the value of assets or liabilities. The Company primarily engaged in market neutral trading strategies. Any residual risk is managed through appropriate hedging strategies and implementation of prudent risk limits.

Counterparty credit risk

Counterparty credit risk is the risk of loss due to a counterparty failing to discharge its obligations. The Group manages its assets across exchanges and other institutions to minimise exposure to any one counterparty. Relevant due diligence is performed on all new and existing counterparty relationships to identify any specific risks. The Group's policies are being constantly updated as relevant and in line with market conditions, best practices and tools that become available.

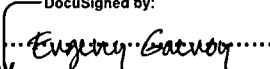
Liquidity risk

Liquidity risk is the risk that the Group will fail to meet its financial obligations as they fall due. The principal liabilities are the loan repayments. The Group continuously monitors the maturity profile of short term borrowing and makes sure any obligation is repayable on demand and the anticipated cash outflows needed to settle these obligations are considered to approximate to the carrying amount shown on page 14.

Operational risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. The Group manages operational risk through internal controls that are embedded within business processes and are designed to ensure the Group remains compliant with applicable rules and regulations.

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

DocuSigned by:

E Gaevoy
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Director

Date: 12-Jul-2023

WINTERMUTE TRADING LTD

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

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

Directors' responsibilities statement

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

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

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

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

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

Results and dividends

The loss for the year, after taxation, amounted to \$127,544k (2021 - profit \$581,974k).

Ordinary dividends including interim intra-group dividends paid in the year were \$95,621k.

Directors

The directors who served during the year were:

E Gaevoy
S Harrison (resigned 23 May 2022)
J Liew (resigned 23 May 2022)
V Samko
M Gurevich (appointed 24 May 2022)

Going concern

The financial statements have been prepared on the going concern basis of accounting. The directors have a reasonable expectation that the Group has adequate means to implement its growth plans, continue in operational existence and meet its liabilities as they fall due for the foreseeable future. In reaching this conclusion the directors have prepared financial forecast extending to June 2024 which shows excess of liquid resources to meet the Group's liabilities as they fall due.

WINTERMUTE TRADING LTD

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

Future developments

The board is dedicated in developing a sustainable framework for growth that will enable the Group to continue to trade profitably. The Group will continue to engage in propriety trading.

Engagement with suppliers, customers and others

The Board are satisfied that they have acted in accordance with the Companies (miscellaneous reporting) Regulations 2018 schedule 7.11B(1) requirements and have taken decisions having had regard to the need to foster the Company's business relationships with key stakeholders. For the details under this requirement please refer to "Consideration of the interests of key stakeholders" section under strategic report.

Greenhouse gas emissions, energy consumption and energy efficiency action

According to the requirements of the UK government's Streamlined Energy and Carbon Reporting (SECR) policy, the Group's SECR disclosures for the year ended 31 December 2022 are shown below. The Group's greenhouse gas emissions and energy consumption are as follows:

	2022	2021
Emissions from purchased electricity (tCO ₂ e) (Scope 2)	12	18
Emissions from combustion of gas (tCO ₂ e)	nil	nil

The above calculations were based on total energy consumption of 60,658 kWh and the UK government published greenhouse gas reporting conversion factors for 2022.

The Intensity ratio for 2022 is 2.42 (2021: 3.74) kg CO₂e per square foot of floor space.

Matters covered in the Group Strategic Report

The Group has chosen in accordance with Companies Act 2006, s. 414C (11) to set out in the Group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch 7 to be contained in the director's report. It has done so in respect of:

- Review of the Group's results and performance.
- Financial instruments, principal risks and uncertainties facing the Group.
- Indication of the likely future developments in the business of the Group.
- Indication of research and development activities of the Group.

Disclosure of information to auditors

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

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

Post balance sheet events

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

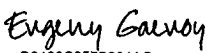
WINTERMUTE TRADING LTD

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

Auditors

The auditors, Harris & Trotter 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.

DocuSigned by:

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.....
E Gaevoy
Director

Date: 12-Jul-2023

WINTERMUTE TRADING LTD

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WINTERMUTE TRADING LTD

Opinion

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

In our opinion the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

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

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

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

WINTERMUTE TRADING LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WINTERMUTE TRADING LTD
(CONTINUED)**

Other information

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

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- *adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or*
- *the parent Company financial statements are not in agreement with the accounting records and returns;*
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; or*
- *the directors were not entitled to prepare the financial statements in accordance with the small companies regime*

WINTERMUTE TRADING LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WINTERMUTE TRADING LTD
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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.

WINTERMUTE TRADING LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WINTERMUTE TRADING LTD
(CONTINUED)**

Auditors' responsibilities for the audit of the financial statements

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

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

The objectives of our audit are to identify and assess the risks of material misstatement of the financial statements due to fraud or error; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud or error; and to respond appropriately to those risks. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- We obtained an understanding of the legal and regulatory frameworks applicable to the Group and the industry in which it operates. We determined that the following laws and regulations were most significant: FRS 102 and the Companies Act 2006.
- We obtained an understanding of how the Group is complying with those legal and regulatory frameworks by making enquiries of management.
- We challenged assumptions and judgments made by management in its significant accounting estimates.

We did not identify any key audit matters relating to irregularities, including fraud.

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

Use of our report

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

WINTERMUTE TRADING LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WINTERMUTE TRADING LTD
(CONTINUED)**

N Newman (Senior Statutory Auditor)

for and on behalf of
Harris & Trotter LLP

Chartered Accountants & Statutory Auditors

101 New Cavendish Street
1st Floor South
London
W1W 6XH
Date:

WINTERMUTE TRADING LTD

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

	Note	2022 \$000	2021 \$000
Net trading revenue		(70,046)	818,538
Administrative expenses		(36,701)	(122,521)
Operating (loss)/profit	4	<u>(106,747)</u>	<u>696,017</u>
Non-operating losses		(46,773)	-
(Loss) /profit before tax.		<u>(153,520)</u>	<u>696,017</u>
Tax credit/(expense)	9	25,976	(114,043)
(Loss)/profit for the financial year		<u>(127,544)</u>	<u>581,974</u>
Other comprehensive income for the year			
Total comprehensive (loss) /income for the year		<u>(127,544)</u>	<u>581,974</u>
Loss/(profit) for the year attributable to:			
Owners of the parent company		127,544	(581,974)
		<u>127,544</u>	<u>(581,974)</u>
Total comprehensive income attributable to:			

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

**COMPANY STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 \$000	2021 \$000
Net trading revenue		(97,309)	781,532
Administrative expenses		(33,870)	(121,119)
Operating (loss)/profit	4	<u>(131,179)</u>	<u>660,413</u>
Tax credit/(expense)	9	29,787	(108,093)
(Loss)/profit for the financial year		<u>(101,392)</u>	<u>552,320</u>
Other comprehensive income for the year			
Total comprehensive (loss)/income for the year		<u>(101,392)</u>	<u>552,320</u>
Loss/(profit) for the year attributable to:			
Owners of the parent company		101,392	(552,320)
		<u>101,392</u>	<u>(552,320)</u>
Total comprehensive income attributable to:			

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD
REGISTERED NUMBER: 10882520


CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 \$000	2021 \$000
Fixed assets			
Intangible assets	12	570	10,917
Tangible assets	13	1,173	750
Investments	14	-	5,957
		<u>1,743</u>	<u>17,624</u>
Current assets			
Inventory	15	322,522	2,125,973
Debtors: amounts falling due within one year	16	91,336	10,097
Cash at bank and in hand	17	176,829	433,877
		<u>590,687</u>	<u>2,569,947</u>
Creditors: amounts falling due within one year	18	(252,525)	(2,003,223)
Net current assets		<u>338,162</u>	<u>566,724</u>
Total assets less current liabilities		<u>339,905</u>	<u>584,348</u>
Creditors: amounts falling due after more than one year	19	-	(21,278)
Net assets		<u>339,905</u>	<u>563,070</u>
Capital and reserves			
Called up share capital	22	-	-
Share premium account		28,111	28,111
Foreign exchange reserve		1,280	1,280
Profit and loss account		310,514	533,679
Equity attributable to owners of the parent Company		<u>339,905</u>	<u>563,070</u>
		<u>339,905</u>	<u>563,070</u>

WINTERMUTE TRADING LTD
REGISTERED NUMBER: 10882520

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2022

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

DocuSigned by:

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E Gaevoy

Director

Date: 12-Jul-2023

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD
REGISTERED NUMBER: 10882520

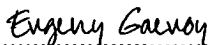
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 \$000	2021 \$000
Fixed assets			
Intangible assets	12	570	10,917
Tangible assets	13	1,173	735
Investments	14	1	10,968
		<u>1,744</u>	<u>22,620</u>
Current assets			
Stocks	15	307,453	1,792,432
Debtors: amounts falling due within one year	16	113,042	258,573
Cash at bank and in hand	17	166,590	306,402
		<u>587,085</u>	<u>2,357,407</u>
Creditors: amounts falling due within one year	18	(252,426)	(1,825,333)
Net current assets		<u>334,659</u>	<u>532,074</u>
Total assets less current liabilities		<u>336,403</u>	<u>554,694</u>
Creditors: amounts falling due after more than one year	19	-	(21,278)
Net assets excluding pension asset		<u>336,403</u>	<u>533,416</u>
Net assets		<u>336,403</u>	<u>533,416</u>
Capital and reserves			
Called up share capital	22	-	-
Share premium account		28,111	28,111
Foreign exchange reserve		1,280	1,280
Profit and loss account		307,012	504,025
		<u>336,403</u>	<u>533,416</u>

WINTERMUTE TRADING LTD
REGISTERED NUMBER: 10882520

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2022

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

DocuSigned by:

.....
D9420C957B304AC...
E Gaevoy

Director

Date: 12-Jul-2023

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

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

	Called up share capital \$000	Share premium account \$000	Foreign exchange reserve \$000	Profit and loss account \$000	Total equity \$000
At 1 January 2021	-	24,031	1,280	18,437	43,748
Comprehensive income for the year					
Profit for the year	-	-	-	581,974	581,974
Purchase of own shares	-	-	-	(66,732)	(66,732)
Shares issued during the year	-	4,080	-	-	4,080
At 1 January 2022	-	28,111	1,280	533,679	563,070
Comprehensive income for the year					
Loss for the year	-	-	-	(127,544)	(127,544)
Dividends: Equity capital	-	-	-	(95,621)	(95,621)
At 31 December 2022	-	28,111	1,280	310,514	339,905

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

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

	Called up share capital \$000	Share premium account \$000	Foreign exchange reserve \$000	Profit and loss account \$000	Total equity \$000
At 1 January 2021	-	24,031	1,280	18,437	43,748
Comprehensive income for the year					
Profit for the year	-	-	-	552,320	552,320
Purchase of own shares	-	-	-	(66,732)	(66,732)
Shares issued during the year	-	4,080	-	-	4,080
At 1 January 2022	-	28,111	1,280	504,025	533,416
Comprehensive income for the year					
Loss for the year	-	-	-	(101,392)	(101,392)
Dividends: Equity capital	-	-	-	(95,621)	(95,621)
At 31 December 2022	-	28,111	1,280	307,012	336,403

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

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

	2022 \$000	2021 \$000
Cash flows from operating activities		
(Loss)/profit for the financial year	(153,520)	696,017
Adjustments for non-cash items:		
Impairment of intangible assets	1,432	-
Depreciation of tangible assets	435	147
Digital Asset movements in trade and other receivables	(2,856)	-
Digital Asset movements in trade and other payables	(1,414,722)	1,927,913
Digital Asset movements in inventories	1,431,395	(1,919,319)
Digital Asset movements in intangibles and other investments	(13,817)	(8,594)
Loss on disposal of subsidiary	46,768	-
Changes as a result of operating activities:		
Decrease/(Increase) in Inventories	372,054	(50,463)
Decrease/(Increase) in trade and other receivables	(77,963)	5,473
Increase/(Decrease) in trade and other payables	(434,880)	(99,309)
Income tax paid	-	(96,659)
Net cash generated from operating activities	(245,674)	455,206
Cash flows from investing activities		
Disposal/(Purchase) of intangibles and other investments	33,700	(8,083)
(Purchase) of tangible fixed assets	(859)	(764)
Net cash from investing activities	32,841	(8,847)
Cash flows from financing activities		
Proceeds from issuance of ordinary shares	-	4,080
Repurchase shares	-	(66,732)
Dividend Paid	(44,215)	-
Net cash used in financing activities	(44,215)	(62,652)
Net (decrease)/increase in cash and cash equivalents	(257,048)	383,707
Cash and cash equivalents at beginning of year	433,877	50,170
Cash and cash equivalents at the end of year	176,829	433,877
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	176,829	433,877
	176,829	433,877

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

**CONSOLIDATED ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 DECEMBER 2022**

	At 1 January 2022 \$000	Cash flows \$000	Other non- cash changes \$000	At 31 December 2022 \$000
Cash at bank and in hand	433,877	(257,048)	-	176,829
Debt due within 1 year	(1,873,466)	-	1,659,527	(213,939)
	(1,439,589)	(257,048)	1,659,527	(37,110)

The notes on pages 22 to 39 form part of these financial statements.

WINTERMUTE TRADING LTD

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

1. General information

Wintermute Trading Limited ("the Company") is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 10882520). The registered office address is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT.

The principal activity of the Company is that of proprietary trading.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

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

The presentation of the Consolidated Statement of Cash Flow has changed from the prior year. This is seen to be more relevant to the users of the Financial Statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

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

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

WINTERMUTE TRADING LTD

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

2. Accounting policies (continued)

2.3 Going concern

In determining the appropriate basis of preparation of the accounts, the directors are required to consider whether the Group has adequate resources to continue in operational existence for the foreseeable future, being at least twelve months from the date of approval of the accounts.

The Group's business activities, together with factors that are likely to affect its future development, financial performance and financial position and the main financial risks that impact the Group's performance are set out in the Strategic and Directors Report.

The directors have prepared forecasts and have a reasonable expectation that the Group has adequate resources to continue operational existence for the foreseeable future. For this reason, the going concern assumption has been adopted when preparing the financial statements.

2.4 Foreign currency translation

Functional and presentation currency

The Group's functional and presentational currency is USD.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

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

WINTERMUTE TRADING LTD

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

2. Accounting policies (continued)

2.5 Net trading revenue

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

Net trading revenue comprises profits and losses derived from dealings in cryptocurrencies and digital assets as principal of transactions in digital assets and after direct trading expenses.

The profits and losses from dealings in cryptocurrencies and digital assets include unrealised profits and losses at the period end as assets held are included at market value. The directors consider this to be necessary to show a true and fair view as the Group is operating in highly active markets.

Interest income and expense, on all trading assets and liabilities are considered to be incidental to the Group's trading operations and are presented with all other changes to the fair value of trading assets and liabilities in net trading income.

2.6 Operating leases: the Group as lessee

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.7 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

2.8 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

WINTERMUTE TRADING LTD

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

2. Accounting policies (continued)**2.9 Intangible assets**

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

Intangible assets consisting of digital assets held for investment are determined to have an indefinite useful economic life. These assets are therefore not amortised but reviewed and tested for impairment on a regular basis. FRS 102 states that all intangible assets are deemed to have a finite life. Therefore to apply indefinite life requires a true and fair override of FRS102. Indefinite life best reflects the substance of Digital assets.

2.10 Tangible fixed assets

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

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

Depreciation is provided on the following basis:

Fixtures and fittings	-	10%	Straight line depreciation
Office equipment	-	33%	Straight line depreciation
Computer equipment	-	33%	Straight line depreciation

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

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

2.11 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.12 Inventory

The inventory held by the company consists of various cryptocurrencies and digital assets held at the balance sheet date. Inventory is measured at fair value.

Cryptocurrencies are held for sale as part of the group's ordinary activities are measured at fair value through profit or loss. This comprises of holding inventory at fair value less costs to sell, which provides a more relevant measure of the Group's performance. As the Group operates in an active market where sales can be achieved at published prices from a number of active sources, resulting in a store of readily realisable value at the balance sheet date, fair value is a more relevant measure.

WINTERMUTE TRADING LTD

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

2. Accounting policies (continued)

2.13 Debtors

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

2.14 Cash and cash equivalents

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

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

2.15 Creditors

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

2.16 Financial instruments

The Group enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities that comprise investments in equity and debt securities, trade and other debtors and creditors, loans from third parties, trade and other receivables, cash and cash equivalents and trade and other payables.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Consolidated Statement of Comprehensive Income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

WINTERMUTE TRADING LTD

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

2. Accounting policies (continued)**2.17 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying value 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both the period of revision and future periods.

Depreciation of fixed assets

The Company reviews the residual values, estimated useful economic lives and depreciation rates of its tangible fixed assets at each reporting date to identify where any evidence of significant change exists since the last reporting date.

4. Operating (loss)/profit

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

	2022	2021
	\$000	\$000
R&D costs charged as an expense	8,710	69,734
Employee costs	7,103	44,486
	<u><u> </u></u>	<u><u> </u></u>

5. Auditors' remuneration

	2022	2021
	\$000	\$000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	220	288
All non-audit services not included above	28	12
	<u><u> </u></u>	<u><u> </u></u>

WINTERMUTE TRADING LTD

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

6. Employees

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

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Wages and salaries	14,186	100,443	12,827	99,313
Social security costs	1,496	13,727	1,496	13,727
Costs of defined contribution scheme	131	50	104	37
	15,813	<i>114,220</i>	14,427	<i>113,077</i>

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

	Group 2022 No.	<i>Group 2021 No.</i>	Company 2022 No.	<i>Company 2021 No.</i>
Employees	67	36	62	34

7. Directors' remuneration

	2022 \$000	<i>2021 \$000</i>
Directors' emoluments	1,250	31,125
	1,250	<i>31,125</i>

The highest paid director received remuneration of \$1,018k (2021 - \$22,517k).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to \$1k (2021 - \$2k). All three directors accrue pension benefits.

8. Fee on acquiring trading capital and similar expenses

	2022 \$000	<i>2021 \$000</i>
Fee on acquiring trading capital	45,431	56,991
	45,431	<i>56,991</i>

WINTERMUTE TRADING LTD

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

9. Taxation

	2022 \$000	2021 \$000
Corporation tax		
Current tax on profits for the year	(29,787)	108,093
	(29,787)	108,093
Foreign tax		
Foreign tax on income for the year	3,811	5,950
	3,811	5,950
Total current tax	(25,976)	114,043

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2021 - the same as) the standard rate of corporation tax in the UK of 19% (2021 - 19%) as set out below:

	2022 \$000	2021 \$000
(Loss)/profit on ordinary activities before tax	(106,222)	696,017
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(20,182)	132,242
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	5	32
Capital allowances for year in excess of depreciation	(135)	(153)
R&D claim	(2,221)	(17,319)
Effect of overseas tax rates	(3,968)	(802)
Other differences leading to an increase (decrease) in the tax charge	525	43
Total tax charge for the year	(25,976)	114,043

Factors that may affect future tax charges

The spring Budget on 15 March 2023 confirmed that the rate of corporation tax will increase to 25% from April 2023.

WINTERMUTE TRADING LTD

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

10. Dividends

	2022	2021
	\$000	\$000
Dividends analysis	95,621	-
	95,621	-
	95,621	-

11. Exceptional items

During the current year, the Company has recognised an exceptional charge of \$173,539k due to a significant loss of inventory during the normal course of business. This charge is considered to be an exceptional item as it is material in nature and is not expected to recur in future periods.

12. Intangible assets**Group**

	Digital Assets \$000
Cost	
At 1 January 2022	10,917
Additions	10,314
Disposals	(19,229)
At 31 December 2022	2,002
Amortisation	
Impairment charge	1,432
At 31 December 2022	1,432
Net book value	
At 31 December 2022	570
At 31 December 2021	10,917

WINTERMUTE TRADING LTD

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

12. Intangible assets (continued)**Company**

	Digital Assets \$000
Cost	
At 1 January 2022	10,917
Additions	10,314
Disposals	(19,229)
At 31 December 2022	2,002
Amortisation	
Impairment charge	1,432
At 31 December 2022	1,432
Net book value	
At 31 December 2022	570
<i>At 31 December 2021</i>	10,917

Impairment charge recognised on intangible assets

During the year, an impairment charge of \$1,432k was recognised on NFT investments as a result of changes in market values.

As at 31 December 2022, the carrying amount of the intangible assets was \$2,002k, and the recoverable amount of the assets was \$570k. The recoverable amount was determined based on fair value less costs of disposal. The key assumptions used in determining the recoverable amount were the market value based on latest offers and the floor value of the NFTs.

The carrying amount of the intangible asset has been written down to its recoverable amount, resulting in a \$1,432k impairment loss recognised. The carrying amount of the intangible asset after impairment is \$570k.

WINTERMUTE TRADING LTD

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

13. Tangible fixed assets**Group**

	Fixtures and fittings \$000	Office equipment \$000	Computer equipment \$000	Total \$000
Cost or valuation				
At 1 January 2022	41	64	821	926
Additions	140	73	690	903
Disposals	(41)	(4)	(11)	(56)
At 31 December 2022	140	133	1,500	1,773
Depreciation				
At 1 January 2022	3	16	157	176
Charge for the year on owned assets	12	32	383	427
Disposals	(3)	-	-	(3)
At 31 December 2022	12	48	540	600
Net book value				
At 31 December 2022	128	85	960	1,173
At 31 December 2021	38	48	664	750

WINTERMUTE TRADING LTD

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

13. Tangible fixed assets (continued)**Company**

	Fixtures and fittings \$000	Office equipment \$000	Computer equipment \$000	Total \$000
Cost or valuation				
At 1 January 2022	41	60	810	911
Additions	140	73	690	903
Disposals	(41)	-	-	(41)
At 31 December 2022	140	133	1,500	1,773
Depreciation				
At 1 January 2022	3	16	157	176
Charge for the year on owned assets	12	32	383	427
Disposals	(3)	-	-	(3)
At 31 December 2022	12	48	540	600
Net book value				
At 31 December 2022	128	85	960	1,173
At 31 December 2021	38	44	653	735

WINTERMUTE TRADING LTD

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

14. Fixed asset investments**Group**

	Other fixed asset investments \$000
At 1 January 2022	5,957
Additions	15,018
Disposals	(20,975)
At 31 December 2022	-

Company

	Investments in subsidiary companies \$000	Other fixed asset investments \$000	Total \$000
Cost or valuation			
At 1 January 2022	5,011	5,957	10,968
Additions	-	15,018	15,018
Disposals	(5,010)	(20,975)	(25,985)
At 31 December 2022	1	-	1

Disposal of subsidiary

During the year, the Group underwent a restructuring and disposed of its subsidiary Wintermute Asia Pte Ltd to the now Group holding company for a total consideration of \$5,011k, being the book value at the time, resulting in a loss.

The loss of \$46,773k on disposal has been recognised in the income statement at a Group level, however has no effect at a Company level.

There were no other material considerations or contingencies associated with the disposal.

WINTERMUTE TRADING LTD

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

14. Fixed asset investments (continued)**Subsidiary undertaking**

The following was a subsidiary undertaking of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
1Jane Limited	South Church St Ugland House George Town Grand Cayman	Proprietary trading	Ordinary	100%

15. Inventory

	Group 2022 \$000	Group 2021 \$000	Company 2022 \$000	Company 2021 \$000
Digital assets held for sale	322,522	2,125,973	307,453	1,792,432
	<u>322,522</u>	<u>2,125,973</u>	<u>307,453</u>	<u>1,792,432</u>

16. Debtors

	Group 2022 \$000	Group 2021 \$000	Company 2022 \$000	Company 2021 \$000
Trade and other debtors	21,222	8,032	21,224	3,839
Amounts owed by group undertakings	68,691	-	90,395	252,701
Prepayments and accrued income	1,423	2,065	1,423	2,033
	<u>91,336</u>	<u>10,097</u>	<u>113,042</u>	<u>258,573</u>

WINTERMUTE TRADING LTD

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

17. Cash and cash equivalents

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Cash at bank and in hand	176,829	433,877	166,590	306,402
	<u>176,829</u>	<u>433,877</u>	<u>166,590</u>	<u>306,402</u>

18. Creditors: Amounts falling due within one year

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Other loans	213,939	1,873,466	213,939	1,699,133
Trade and other creditors	28,321	55,417	28,322	54,035
Amounts owed to group undertakings	7,613	-	7,613	4,499
Corporation tax	100	20,074	-	14,124
Other taxation and social security	127	-	127	-
Other creditors	871	-	871	-
Accruals and deferred income	1,554	54,266	1,554	53,542
	<u>252,525</u>	<u>2,003,223</u>	<u>252,426</u>	<u>1,825,333</u>

19. Creditors: Amounts falling due after more than one year

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Accruals and deferred income	-	21,278	-	21,278
	<u>-</u>	<u>21,278</u>	<u>-</u>	<u>21,278</u>

WINTERMUTE TRADING LTD

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

20. Loans

Analysis of the maturity of loans is given below:

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Amounts falling due within one year				
Other loans	213,939	1,873,466	213,939	1,699,133
	213,939	1,873,466	213,939	1,699,133
	213,939	1,873,466	213,939	1,699,133

21. Financial instruments

	Group 2022 \$000	<i>Group 2021 \$000</i>	Company 2022 \$000	<i>Company 2021 \$000</i>
Financial assets				
Financial assets measured at fair value through profit or loss	196,825	449,349	186,587	543,282
Financial liabilities				
Financial liabilities measured at fair value through profit or loss	243,915	2,052,731	243,814	1,837,768

Financial assets measured at fair value through profit or loss comprise cash at bank, trade and other debtors and investments. Where possible, fair value is determined by reference to a quoted market price

Financial liabilities measured at fair value through profit and loss comprise bank and other loans, trade and other creditors, corporation tax due, accruals and OTC creditors quoted at market price at the year end date.

WINTERMUTE TRADING LTD

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

22. Share capital

	2022	<i>2021</i>
	\$000	<i>\$000</i>
Allotted, called up and fully paid		
15,065,353 (2021 - 7,110,299) Ordinary shares shares of £0.00001 each	0.184	<i>0.101</i>
90,733 (2021 - Nil) Deferred shares shares of £0.00001 each	0.001	<i>-</i>
Nil (2021 - 2,620,207) Series A Shares shares of £0.00001 each	-	<i>0.033</i>
Nil (2021 - 2,018,810) Series B Shares shares of £0.00001 each	-	<i>0.027</i>
Nil (2021 - 112,472) Growth shares of £0.00001 each	-	<i>0.001</i>
	0.185	<i>0.162</i>
Allotted, called up and partly paid		
Nil (2021 - 3,294,298) Ordinary (£0.00001 paid) shares of £0.00001 each	-	<i>0.039</i>

During the year the company deferred the following shares:

- 90,733 Ordinary shares of £0.00001 (\$0.000014) each.

During the year, there was a change of share class designation whereby all Series A, Series B and Growth shares were designated as Ordinary shares on a one for one basis.

All Ordinary shares carry the right to attend and speak at general meetings and vote on written resolutions. £0.00001 Ordinary (£0.00001 paid) shareholders have no right to attend and speak at general meetings or vote on written resolutions until they have satisfied in full the amount outstanding on their shareholding. £0.00001 Growth shares hold no right to attend, speak or vote at general meetings.

£0.00001 Series A shares and £0.00001 Series B shares hold preference rights above all other share classes with £0.00001 Series B shares holding the highest preference.

During the year, the group undertook a share for share exchange on a one for one basis during a group restructuring, in which all shares were transferred to Convex Trading Limited.

23. Pension commitments

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to \$111k (2021: \$50k). Contributions totalling \$21k (2021: \$297k) were payable to the fund at the reporting date and are included in creditors.

WINTERMUTE TRADING LTD

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

24. Related party transactions

At the year end, a balance of \$871k (2021: \$30,796k) was due to directors of the Company.

The Company has taken advantage of the exemption in FRS102 Section 33.1A not to disclose transactions with wholly owned group entities.

25. Controlling party

The immediate and ultimate parent company is Convex Trading Limited, a company registered in the British Virgin Islands. The address of the registered office of the Company is Walkers Corporate (BVI) Limited, 171 Main Street, Road Town, Tortola VG 1110, British Virgin Islands.