

Registration number: 10289382

Stable Group Ltd

Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2023

Stable Group Ltd

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Stable Group Ltd

(Registration number: 10289382) Balance Sheet as at 31 December 2023

	Note	2023 £	2022 £
Fixed assets			
Investments	<u>4</u>	1,753,240	144,335
Current assets			
Debtors	<u>5</u>	26,662,167	321,467
Cash at bank and in hand		5,100,198	9,274,676
		<u>31,762,365</u>	<u>9,596,143</u>
Creditors: Amounts falling due within one year	<u>6</u>	<u>(15,890)</u>	<u>(45,778)</u>
Net current assets		<u>31,746,475</u>	<u>9,550,365</u>
Net assets		<u>33,499,715</u>	<u>9,694,700</u>
Capital and reserves			
Called up share capital	<u>7</u>	208	208
Share premium reserve		37,014,749	36,992,004
Retained earnings		<u>(3,515,242)</u>	<u>(27,297,512)</u>
Shareholders' funds		<u>33,499,715</u>	<u>9,694,700</u>

For the financial year ending 31 December 2023 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

These financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime. As permitted by section 444 (5A) of the Companies Act 2006, the directors have not delivered to the registrar a copy of the Profit and Loss Account.

Approved and authorised by the Board on 8 October 2024 and signed on its behalf by:

Mr R Counsell
Director

Stable Group Ltd

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

1 General information

The company is a private company limited by share capital, incorporated in England & Wales.

The address of its registered office is:

Lower Stoke Farm
Barrow Wood Lane
Rodney Stoke
Cheddar
BS27 3UF

These financial statements were authorised for issue by the Board on 8 October 2024.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A smaller entities - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' and the Companies Act 2006 (as applicable to companies subject to the small companies' regime).

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in sterling and rounded to the nearest £.

Whilst the presentational currency is in sterling as the accounts are prepared under UK GAAP and originally management resided in the United Kingdom, the functional currency is considered to be US dollars. This is because the group to which this company belongs mainly trade and receive investment in the United States of America and Bermuda, whose currency (Bermudan dollars) is pegged to the US dollar.

Going concern

The directors have reviewed the budgets and cashflow forecasts of the group to assess the company's and group's ability to continue as a going concern. Following this review, the directors believe that it is appropriate to prepare these financial statements on a going concern basis.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities. Turnover is shown net of rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company's activities.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge 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 operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

Debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

Share based payments

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined using an appropriate pricing model. In valuing equity-settled transactions, no account is taken of any vesting conditions other than conditions linked to the price of the shares of the company (market conditions).

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and managements best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest or, in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the profit and loss account, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the income statement for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the profit and loss account.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

3 Staff numbers

The average number of persons employed by the company (including directors) during the year was 6 (2022 - 6).

4 Investments

	2023 £	2022 £
Investments in subsidiaries	1,753,240	144,335
Subsidiaries		£
Cost or valuation		
At 1 January 2023		144,335
Additions		1,608,906
Disposals		(1)
At 31 December 2023		1,753,240
Provision		
Carrying amount		
At 31 December 2023		1,753,240
At 31 December 2022		144,335

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2023	2022
Subsidiary undertakings				
Stable Insurance Ltd (formerly Stable Corporation Ltd)	22 Victoria Street, Hamilton, HM12 Bermuda	Ordinary	100%	100%
Stable Bermuda Ltd	22 Victoria Street, Hamilton, HM12 Bermuda	Ordinary	100%	100%
Stable London Limited	Unit Cs.208 Clerkenwell Close, 27/31 Clerkenwell Close, London, England, EC1R 0AT England and Wales	Ordinary	100%	100%

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
Stable USA Inc.	205 North Michigan Avenue, Suite 810, Chicago, IL 60601 Unites States of America	Ordinary	100%	100%
Stable Price Singapore PTE. Ltd	10 Collyer Quay, #10-01, Ocean Financial Centre, Singapore (049315) Singapore	Ordinary	0%	100%

Subsidiary undertakings

Stable Insurance Ltd (formerly Stable Corporation Ltd)

The principal activity of Stable Insurance Ltd (formerly Stable Corporation Ltd) is insuring group companies from financial loss.

Stable Bermuda Ltd

The principal activity of Stable Bermuda Ltd is issuing derivative contracts to global clients.

Stable London Limited

The principal activity of Stable London Limited is research and technology.

Stable USA Inc.

The principal activity of Stable USA Inc. is sales and marketing.

Stable Price Singapore PTE. Ltd

The principal activity of Stable Price Singapore PTE. Ltd is the study of data science.

5 Debtors

	Note	2023 £	2022 £
Amounts owed by related parties	<u>9</u>	26,661,009	-
Other debtors		1,158	4,037
Prepayments		-	15,000
Income tax asset		-	302,430
		26,662,167	321,467

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

6 Creditors

	Note	2023 £	2022 £
Due within one year			
Trade creditors		-	33,277
Amounts due to related parties	<u>9</u>	-	1
Accruals		14,900	12,500
Corporation tax liability		990	-
		15,890	45,778

7 Share capital

Allotted, called up and fully paid shares

	No.	2023 £	No.	2022 £
Ordinary shares of £0.00001 each	8,026,058	80	8,012,000	80
Seed shares of £0.00001 each	1,639,000	16	1,639,000	16
Series A-1 shares of £0.00001 each	4,566,000	46	4,566,000	46
Series A-2 shares of £0.00001 each	1,639,000	16	1,639,000	16
Series B shares of £0.00001 each	4,979,403	50	4,979,403	50
	20,849,461	208	20,835,403	208

In the prior year, the company sub-divided all classes of existing shares from a nominal value of 1 pence to 0.001 pence. All existing shareholders retained the same shareholding immediately following this sub-division. Also in the prior year, share options for 65,000 0.001 pence ordinary shares were exercised during the year for a total consideration of £650 and 4,979,403 0.001 pence Series B shares were issued during the year for a total consideration of £25,631,392.

In the current year, share options for 14,058 0.001 pence ordinary shares were exercised for a total consideration of £22,745.

8 Contingent liabilities

At the reporting date, the subsidiaries of this company all require financial support. The Directors consider this to be a contingent liability as the group requires all companies to be operational and so financial support will be provided.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

9 Related party transactions

Transactions with directors

	At 1 January 2023 £	Repayments by director £	At 31 December 2023 £
2023			
Mr R Counsell	3,047	(2,879)	168
	-	-	-
	3,047	(2,879)	168
	3,047	(2,879)	168

	At 1 January 2022 £	At 31 December 2022 £
2022		
Mr R Counsell	3,047	3,047
	3,047	3,047
	3,047	3,047

Loans to the director are considered to be interest free and repayable on demand.

The company has taken advantage of the exemption not to disclose transactions with wholly owned group companies.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2023

10 Share-based payments

Unapproved share option scheme

Scheme details and movements

Where it is considered to be material, share options have been accounted for.

The movements in the number of share options during the year were as follows:

	2023	2022
	Number	Number
Outstanding, start of period	321,000	321,000
Outstanding, end of period	321,000	321,000
Exercisable, end of period	<u>321,000</u>	<u>319,333</u>

The movements in the weighted average exercise price of share options during the year were as follows:

	2023	2022
	£	£
Outstanding, start of period	1.00	1.00
Outstanding, end of period	1.00	1.00
Exercisable, end of period	<u>1.00</u>	<u>1.00</u>

Tax advantaged share option scheme

Scheme details and movements

Where it is considered to be material, share options have been accounted for.

The movements in the number of share options during the year were as follows:

	2023	2022
	Number	Number
Outstanding, start of period	571,000	636,000
Granted during the period	559,950	-
Exercised during the period	(4,000)	(65,000)
Outstanding, end of period	1,126,950	571,000
Exercisable, end of period	<u>836,478</u>	<u>522,722</u>

The movements in the weighted average exercise price of share options during the year were as follows:

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	2023	2022
	£	£
Outstanding, start of period	1.00	1.00
Outstanding, end of period	1.00	1.00
Exercisable, end of period	1.00	1.00

Effect of share-based payments on profit or loss and financial position

The total expense recognised in profit or loss for the year was £Nil (2022 - £Nil).

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.