

**Group Strategic Report, Report of the Directors and
Consolidated Financial Statements For The Year Ended 31st July 2023**
for
BotOptions (UK) Plc

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BotOptions (UK) Plc

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For The Year Ended 31st July 2023**

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BotOptions (UK) Plc

Company Information
For The Year Ended 31st July 2023

DIRECTORS:

V Valasakis
F E Driscoll
T H Holmes

SECRETARY:

Gresham International Group Ltd

REGISTERED OFFICE:

Level 1, Devonshire House,
One Mayfair Place,
Mayfair
London
W1J 8AJ

REGISTERED NUMBER:

09709826 (England and Wales)

AUDITORS:

Hillier Hopkins LLP
Radius House
51 Clarendon Road
Watford
WD17 1HP

**Group Strategic Report
For The Year Ended 31st July 2023**

The directors present their strategic report for the year ended 31st July 2023.

FINANCIAL REVIEW

Financial Year 2023 was the eight one since incorporation. The Group made a pre-tax loss for the year as anticipated for the company's annual Financial Year 2023 was the eight one since incorporation. The Group made a pre-tax loss for the year as anticipated for the Group's annual results and at the balance sheet date there were net liabilities.

The Group continues to structure innovative financial products aiming their financing by a niche and sophisticated segment of investors. We expect the Group to grow further, provided that the relevant authorities approve listing of the bonds. In addition, we are following a path to drive healthy investor interest for those pioneering structures. Uncertainty about how the inflation/ interest rate debate unfolds as well as the future of cryptocurrencies enhances our approach, placing our unique financial solutions as natural hedging strategies. Affirming the above is the fact that post year-end activity has spiked on, by initiating work on structuring a facility for a grid stabilization project in Sweden, continuing to reflect a healthy and ready to evolve start-up.

In the meantime, the Group continues to focus on assisting clients in issuing their bonds. In that capacity, the Group operates a subsidiary in Bermuda, EcoChain Limited. To further assist clients and to manage the complexities of the underlying project, always complying with local rules and regulations, the Group also established a subsidiary in the Seychelles, EcoChain Prime IBC Ltd and may seek to establish a subsidiary in Malta. The chain of subsidiaries better identifies the interests of the Group and addresses each part in an ideal jurisdiction. We are intensifying efforts to list an innovative and forward-looking bond relating to Cryptocurrencies.

The Group has successfully dealt with all related legal and financial challenges of the project and already asked investors to invest in the bitcoin bond with a private placement. Although price movements and timing were accurately forecasted, investors had a difficulty overcoming fear. As market attitude on crypto by year-end reversed, the Group through the Bermuda subsidiary (or through its local subsidiaries) will seek approval for a double listing in two approved Exchanges. The Directors believe that there will be a first time that private debt as a crypto-denominated bond may be admitted for listing. When viewing Group activity under the financial and geopolitical conditions currently unfolding, the Group has proved robust, innovative, and with a clear view about the future. Its success depends solely on theme framing and on the timing of its investor approach.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of potential risks and uncertainties could have a significant impact on the Group's performance and could cause actual results to differ materially from those budgeted, expected and historical results. The principal business risks that the Group faces are the competitive nature of the marketplace as well as currency fluctuations and credit risk. Brexit uncertainty and political developments in the United Kingdom may also be a factor that could potentially have a material effect on budgeting post year-end. The future imposition of capital controls and travel bans both in the European Union and/or in the United Kingdom due to increasing tensions with Russia and the combined impact of political instabilities in the Middle East and drone attacks on shipping lanes may negatively impact the operations of the Group.

Although Governments and Central Banks have responded with monetary and fiscal interventions to stabilise economic conditions, this does not imply that the Group will proceed with its plans with further adjustment or unintended delay. Neither the Group nor its Trading Subsidiaries are currently considered being carrying on activities which cause either the need to be regulated in Bermuda (the Group) in Malta (the Trading Subsidiary) or Seychelles. Because of the continually increasing interest in the manner in which BTC and other cryptoassets should be treated for regulatory purposes, there is no assurance this will remain the case. Additionally, the Group and/or the Trading Subsidiary(ies) or any member of the Group may in the future require some form of licensing in Bermuda, Malta or one or more other international jurisdictions, the burden this will place on the Group and/or the Trading Subsidiary(ies) (as the case may be) could significantly impact on the financial performance of the Group and, in extremis, necessitate a curtailment of its Programmes. This notwithstanding, that listing a relevant programme on any Exchange requires approval by the listing Committee of the Exchange, a fact that that the Group has no influence upon.

The directors have the responsibility for risk management and have various strategies for doing so. Key strategies are laid out in note 18 to the Accounts.

FINANCIAL & NON-FINANCIAL KEY PERFORMANCE INDICATORS

The Group's key performance indicators are considered to be Revenue and Liquidity.

The revenue in the period was £140,239 (2022: £334,500). Going forward a KPI will be the amount of funds raised under the approved by the Exchange bond programme that the company may be seeking approval for by the Exchange.

The Group also monitors the outcome of due diligence processes into potential clients and new projects. During the year a number of projects were evaluated for potential future work, and additional projects approved.

DIRECTORS STATEMENT OF COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE GROUP

The Directors of the Group, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 and include a duty to promote the success of the Group, which is summarised below:

The executive Directors meet regularly to discuss their duties and they can access professional advice on these – either through the Group, or if they judge it necessary, from an independent provider.

BotOptions (UK) Plc

**Group Strategic Report
For The Year Ended 31st July 2023**

The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision making to employees of the Group. The Board recognises that such delegation needs to extend beyond more than simple financial authorities, and therefore set out below we have summarised how the Directors fulfil their on-going operational duties:

Our People

The Group is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, clients, investors, communities and society as a whole. For our business to succeed we need to manage our people's performance and develop and bring through talent while ensuring we operate as efficiently as possible. We must ensure common values that inform and guide our behaviour so we achieve our goals in the right way.

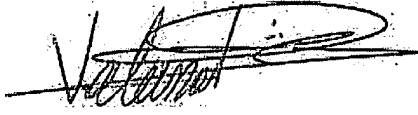
Business relationships

Our strategy prioritise organic growth, to achieve this we need to develop and maintain strong client relationships. We value all our clients and suppliers and in line with our business culture endeavour to act with integrity at all times.

Community and environment

The Group approach is to use our position of strength to create positive change for the people and communities with which we interact.

This strategic report was approved by the board on 31/07/2024..... and signed on its behalf by



.....
V Valasakis - Director

BotOptions (UK) Plc

Report of the Directors For The Year Ended 31st July 2023

The directors present their report with the financial statements of the Group for the year ended 31st July 2023.

PRINCIPAL ACTIVITY

The principal activity of the Group will be the issue of bonds, crypto bonds and other similar instruments for the purpose of financing shipping vessels, as well as niche asset backed classes. The Company is currently seeking to review the energy related sector of its business plan and it may choose to substitute the sector with a similar but specialised asset backed class.

REVIEW OF BUSINESS

The consolidated pre-tax loss for the year was £80,420 (2022: pre-tax profit of £120,413). The company has not paid dividends in either the current or prior financial years.

FUTURE DEVELOPMENTS

The disruptions in shipping and the transitory economic environment due to significant inflationary pressures created a favourable market environment for placing the Company's bonds. Potential higher rates give us the opportunity for higher profit margins. The market environment created client need for crypto bond. The directors made their enquiries and this type of bond is similar to the shipping bond and therefore actively being pursued for listing. Directors are pleased to note that the number of clients have approached them to participate in such a bond when this is listed. In conclusion, by issuing at least one shipping bond and posting two more, the Company will transform from a start-up level to one of growth.

DIRECTORS

The directors holding office during the period were:

V Valasakis
F E Driscoll
T H Holmes

PROVISION 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 that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditor is aware of that information.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 of the profit or loss of the Company for that period.

In preparing these financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the United Kingdom, subject to any material departures disclosed and explained in the financial statements;
- 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 transactions and disclose with reasonable accuracy at any time the financial position of the Company 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GREENHOUSE GAS EMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION

The Company has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

BotOptions (UK) Plc

Report of the Directors
For The Year Ended 31st July 2023

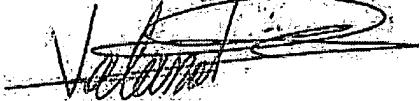
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITOR

The auditors, Hillier Hopkins LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ON BEHALF OF THE BOARD:



V Valasakis - Director

Date: 31/07/2024.....

Report of the Independent Auditors to the Members of BotOptions (UK) Plc

Opinion

We have audited the financial statements of BotOptions (UK) Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31st July 2023, which comprise the Consolidated Statement of 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 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 International Financial Reporting Standards (IFRS) as adopted by the United Kingdom.

In our opinion:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 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 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 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 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 period 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 return; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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 company or to cease operations, or have no realistic alternative but to do so.

**Report of the Independent Auditors to the Members of
BotOptions (UK) Plc**

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 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:

- the nature of the industry and sector, control environment and business performance including the remuneration incentives and pressures of key management;
- the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management. We consider the results of our enquiries of management, about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Group's and the Parent Company's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override, including testing journals and evaluating whether there was evidence of bias by the management that represented a risk of material misstatement due to fraud.

We also obtained an understanding of the legal and regulatory frameworks that the Group and the Parent Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. We focused on laws and regulations that could give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006, Financial Conduct Authority regulations and relevant tax legislation.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 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.



Samuel Hodson BSc ACA (Senior Statutory Auditor)
for and on behalf of Hillier Hopkins LLP
Radius House
51 Clarendon Road
Watford
WD17 1HP

Date: 31/07/2024

BotOptions (UK) Plc**Consolidated Statement of Comprehensive Income
For The Year Ended 31st July 2023**

	Notes	Year Ended 31.7.23 £	Year Ended 31.7.22 £
CONTINUING OPERATIONS			
Revenue	4	140,239	334,500
Other operating income		-	-
Administrative expenses		<u>(210,024)</u>	<u>(195,689)</u>
OPERATING PROFIT/ (LOSS)	5	(69,785)	138,811
Finance costs	6	(25,577)	(18,398)
Gain on revaluation of Investment Property		<u>14,942</u>	<u>-</u>
PROFIT/ (LOSS) BEFORE TAXATION		(80,420)	120,413
Tax payable on Profit	8	<u>6,772</u>	<u>(6,772)</u>
PROFIT/ (LOSS) FOR THE PERIOD ATTRIBUTABLE TO EQUITY HOLDERS		(73,648)	113,641
Other Comprehensive Income		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE PROFIT/ (LOSS) ATTRIBUTABLE TO EQUITY HOLDERS		<u>(73,648)</u>	<u>113,641</u>

The Company has taken advantage of the exemption under Section 408 of the Companies Act 2006 and elected not to present its own Statement of Comprehensive Income in these financial statements.

Consolidated Statement of Financial Position
31st July 2023

		As at 31.7.23	As at 31.7.22
	Notes	£	£
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	9	214	286
Investment Property	10	<u>117,809</u>	<u>-</u>
		<u>118,023</u>	<u>286</u>
CURRENT ASSETS			
Trade and other receivables	12	559,429	532,397
Cash and cash equivalents	13	<u>1,015</u>	<u>6,102</u>
		<u>560,444</u>	<u>538,499</u>
TOTAL ASSETS		<u>678,467</u>	<u>538,785</u>
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	14	51,000	51,000
Retained earnings	15	<u>(61,732)</u>	<u>11,916</u>
TOTAL EQUITY		<u>(10,732)</u>	<u>62,916</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Trade and other payables	16	170,179	170,179
Loans and borrowings	17	<u>34,972</u>	<u>45,000</u>
		<u>205,151</u>	<u>215,179</u>
CURRENT LIABILITIES			
Trade and other payables: amounts falling due within one year	16	317,157	121,730
Loans and borrowings	17	<u>166,891</u>	<u>138,960</u>
		<u>484,048</u>	260,690
TOTAL LIABILITIES		<u>689,199</u>	<u>475,869</u>
TOTAL EQUITY AND LIABILITIES		<u>678,467</u>	<u>538,785</u>

The financial statements were approved by the Board of Directors and authorised for issue on ...31/07/2024..... and were signed on its behalf by:




.....
V Valasakis - Director

Company Statement of Financial Position
31st July 2023

	Notes	As at 31.7.23 £	As at 31.7.22 £
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	9	214	286
Investment Property	10	117,809	-
Investments	11	831	-
		<u>118,854</u>	<u>286</u>
CURRENT ASSETS			
Trade and other receivables	12	566,693	532,397
Cash and cash equivalents	13	1,015	6,102
		<u>567,708</u>	<u>538,499</u>
TOTAL ASSETS		<u>686,562</u>	<u>538,785</u>
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	14	51,000	51,000
Retained earnings	15	(38,730)	11,916
TOTAL EQUITY		<u>12,270</u>	<u>62,916</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Trade and other payables	16	170,179	170,179
Loans and borrowings	17	34,972	45,000
		<u>205,151</u>	<u>215,179</u>
CURRENT LIABILITIES			
Trade and other payables: amounts falling due within one year	16	306,704	121,730
Loans and borrowings	17	162,437	138,960
		<u>469,141</u>	<u>260,690</u>
TOTAL LIABILITIES		<u>674,292</u>	<u>475,869</u>
TOTAL EQUITY AND LIABILITIES		<u>686,562</u>	<u>538,785</u>

The financial statements were approved by the Board of Directors and authorised for issue on31/07/2024..... and were signed on its behalf by:



V Valasakis - Director

BotOptions (UK) Plc

Consolidated Statement of Changes in Equity
For The Year Ended 31st July 2023

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st August 2021	51,000	(101,725)	(50,725)
Changes in equity			
Total comprehensive income	-	113,641	113,641
Balance at 31 st July 2022	51,000	11,916	62,916
Changes in equity			
Total comprehensive income	-	(73,648)	(73,648)
Balance at 31st July 2023	51,000	(61,732)	(10,732)

The notes on pages 14 to 22 form part of these financial statements

BotOptions (UK) Plc

Company Statement of Changes in Equity
For The Year Ended 31st July 2023

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st August 2021	51,000	(101,725)	(50,725)
Changes in equity			
Total comprehensive income	<u>-</u>	<u>113,641</u>	<u>113,641</u>
Balance at 31 st July 2022	<u>51,000</u>	<u>11,916</u>	<u>62,916</u>
Changes in equity			
Total comprehensive income	<u>-</u>	<u>(50,646)</u>	<u>(50,646)</u>
Balance at 31st July 2023	<u><u>51,000</u></u>	<u><u>(38,730)</u></u>	<u><u>12,270</u></u>

The notes on pages 14 to 22 form part of these financial statements

BotOptions (UK) Plc

Consolidated Statement of Cash Flows
For The Year Ended 31st July 2023

	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Cash flows from operating activities		
Profit/ (Loss) for the period	(73,648)	113,641
Adjustments for:		
Finance cost	25,577	18,398
Tax expense	(6,772)	6,772
Decrease / (Increase) in receivables	(27,032)	(6,104)
(Decrease) / Increase in payables	172,719	(139,287)
Depreciation	71	74
Operating cashflows	<u>90,915</u>	<u>(6,506)</u>
Net cash generated from operating activities	<u>90,915</u>	<u>(6,506)</u>
Financing activities		
New loan	27,931	80,135
Loan Repayment	(10,028)	(5,000)
Interest payable	(25,577)	(18,398)
Repayment of amounts due to director	29,481	(43,992)
Net cash inflow / (outflow) from financing activities	<u>17,353</u>	<u>12,745</u>
Investing activities		
Purchase of fixed assets	-	(186)
Investment in Property	(117,809)	
Net cash inflow / (outflow) from investing activities	<u>(117,809)</u>	<u>(186)</u>
Net increase / (decrease) in cash and cash equivalents	(5,087)	6,053
Cash and cash equivalents at start of period	6,102	49
Cash and cash equivalents at end of period	<u>1,015</u>	<u>6,102</u>

Analysis of changes in net debt

	At 1 August 2022	Cash Flow	Other non-cash changes	At 31 July 2023
Cash and cash equivalents				
Cash	6,102	(5,087)	-	1,015
	<u>6,102</u>	<u>(5,087)</u>	-	<u>1,015</u>
Borrowings				
Debt due within one year	(204,436)	(56,513)	-	(260,949)
Debt due after one year	(215,179)	10,028	-	(205,151)
	<u>(419,615)</u>	<u>(46,485)</u>	-	<u>(466,100)</u>
Total	<u>(413,513)</u>	<u>(51,572)</u>	-	<u>(465,085)</u>

The notes on pages 14 to 22 form part of these financial statements

1. STATUTORY INFORMATION

BotOptions (UK) Plc is a public company, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs and IFRIC interpretations) as endorsed by the United Kingdom ("endorsed IFRS") and with those parts of the Companies Act 2006 applicable to companies preparing their accounts under endorsed IFRS.

These financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards, and Interpretations (collectively IFRSs).

The Company has taken advantage of the exemption under Section 408 of the Companies Act 2006 and elected not to present its own Statement of Comprehensive Income in these financial statements.

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 are balances between group companies and therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of Financial Positions, the assets and liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidation Statement of Comprehensive income from the date on which control obtained.

IFRS 15 – Revenue from contracts with customers

IFRS 15 Revenue from contracts with customers, supersedes IAS 11 Construction Contracts, IAS 18 Revenue and related interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to customers.

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

Apart from providing more extensive disclosures for the company's revenue transactions, the application of IFRS 15 has not had a significant impact on the financial position and financial performance of the company.

Revenue is recognised when performance obligations are met. To determine whether to recognise revenue, the company follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

Consultancy revenue is recognised at the point in time when the company satisfies performance obligations by transferring the promised services to its customers.

IFRS 9 Financial Instruments

IFRS 9 Financial instruments replaces IAS 39 Financial Instruments: Recognition and Measurement which brings together three aspects of the accounting for financial instruments; classification and measurement; impairment; and hedge accounting.

Going concern

As with earlier years there are a number of potential risks and uncertainties, which could have a material impact on the Group's or Parent's Company's performance and could cause actual results to differ materially from budgeted, expected and historical results. The principal business risks that the Company faces are the competitive nature of the marketplace as well as currency fluctuations, credit risk and regulatory risk.

The Group has been in pursuance of launching a bond that has been delayed due to volatility of the markets and listing approval from the relevant exchanges. Should these conditions of uncertainty remain the same, there is a risk of investor appetite for new issues and especially derivative bonds may be weakened. Furthermore, any public launch of the prospective bonds is dependent on approval from the relevant exchanges. However, the Directors of the Group expect to launch a bond during the calendar year to December 2024.

The notes on pages 14 to 22 form part of these financial statements

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

The directors confirm that, after making appropriate enquiries and completing cash flow estimates to the end of the following year, they have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. This assessment includes the application of 300,000 Class D shares of £1.00 each from a related party and support from its existing shareholders by way of not recalling shareholders or related party loans for a period of at least twelve from the date of these financial statements.

In the opinion of the Directors, the Group and Parent Company has sufficient resources to meet its obligations for the next twelve months and working capital needed for day-to-day expenditure. For the above reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

Property, plant and equipment

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

Computer equipment - 25% on reducing balance

Investment Property

Investment property is carried at fair value. Revaluation surpluses are recognised in the income statements. Deferred taxation is provided on these gains at the rate expected to apply when the property is sold.

Foreign currencies

The Group's functional and presentational currency is Pounds Sterling (£) and this is the currency of the primary economic environment in which the Group operates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the Statement of Comprehensive Income.

Trade and other receivables

Trade and other receivables are non-interest bearing and are stated at their nominal amount less provisions made for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on historical experience together with specific amounts that are not expected to be collectible. Individual amounts are written off when management deems them not to be collectible.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

Loans and advances

Loans and advances receivable are carried at their amortised cost.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the statement of financial position.

Trade and other payables

Trade and other payables are non-interest bearing and are stated at their nominal value.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled, or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

The notes on pages 14 to 22 form part of these financial statements

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Group has not classified any of its financial assets as held to maturity.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers, e.g. trade receivables. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counter party or default) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net; such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the income statement.

On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Group's loans and receivables comprise trade and other receivables and cash and cash equivalents.

Cash and cash equivalents include cash in hand, deposits held at call and overdrafts with banks.

Financial liabilities

Other financial liabilities

Other financial liabilities include the following items:

- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.
- Borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position.

Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the Statement of Comprehensive Income on a straight-line basis over the period of the lease.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing these financial statements the directors have had to make the following judgement:

Determine whether there are any indicators of impairment of the Company's assets. Factors taken into consideration in reaching such a decision include the financial circumstances of the borrower, the financial performance of the asset and additional security thereon.

4. REVENUE

	Year Ended 31.7.23	Year Ended 31.7.22
	£	£
Fee Income	<u>140,239</u>	<u>334,500</u>
	<u>140,239</u>	<u>334,500</u>

Revenue in the current and prior year relates to consultancy services derived from UK: £13,261 (2022: £305,000) and EU: £126,978 (2022: £29,500).

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

5. OPERATING PROFIT

The operating result is stated after charging/(crediting):

	Year Ended 31.7.23 £	Year End 31.7.22 £
Auditors' remuneration		
Audit services	21,600	19,200
	<u> </u>	<u> </u>

6. FINANCE COST

	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Finance cost	25,577	18,398
	<u>25,577</u>	<u>18,398</u>

7. EMPLOYEES AND DIRECTORS

Staff costs, including directors' remuneration, were all included in the Company, therefore these figures also represent the Group's figure.

	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Wages and salaries	66,000	48,000
Social security costs	6,429	3,748
	<u>72,429</u>	<u>51,748</u>

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

	Year Ended 31.7.23	Year Ended 31.7.22
Director	<u>3</u>	<u>3</u>

	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Directors' remuneration	66,000	48,000
Social security costs	6,429	3,748
	<u>72,429</u>	<u>51,748</u>

The number of directors to whom retirement benefits are accruing is NIL (2022: NIL).

8. TAXATION

Analysis of tax expense

	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Current tax:		
Tax	(6,772)	6,772
Total tax expense in statement of comprehensive income	<u>(6,772)</u>	<u>6,772</u>

The tax charged for the year is lower (2022: higher) than the charge resulting from the profit before tax at the standard rate of corporation tax in the UK of 19% (2022:19%). The differences are explained below:

The notes on pages 14 to 22 form part of these financial statements

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

Tax reconciliation	Year Ended 31.7.23 £	Year Ended 31.7.22 £
Profit / (Loss) before tax	(95,362)	120,413
	<u>(95,362)</u>	<u>120,413</u>
Tax at 19%	(18,119)	22,878
Expenditure not deductible for tax purposes	67	213
Provision movement	2,280	(1,140)
Other Comprehensive Income	2,839	-
Brought forward losses	-	(15,179)
Carry forward losses	<u>6,161</u>	<u>-</u>
Current tax charge for the period	<u>(6,772)</u>	<u>6,772</u>

9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment held as follows, are all held in the Company, with none being held by its subsidiaries and thus these figures also represent the Group's figures:

	Computer equipment £
COST	
At 1st August 2022	465
Additions	-
At 31st July 2023	<u>465</u>
DEPRECIATION	
At 1st August 2022	180
Charge for year	<u>71</u>
At 31st July 2023	<u>251</u>
NET BOOK VALUE	
At 31st July 2023	<u>214</u>
At 31st July 2022	<u>286</u>

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

10. INVESTMENT PROPERTY

Investment property held as follows, are held in the Company, with none being held by its subsidiaries and thus these figures also represent the Group figures:

	Investment Property £
COST	
At 1st August 2022	-
Additions	<u>102,867</u>
At 31st July 2023	<u>102,867</u>
Revaluation	
At 1st August 2022	-
Gain/ (loss) for the year	<u>14,942</u>
At 31st July 2023	<u>14,942</u>
NET BOOK VALUE	
At 31st July 2023	<u><u>117,809</u></u>
At 31st July 2022	<u><u>-</u></u>

Market value of investment property at 31st July 2023 - £117,809.

11. INVESTMENTS

Company	Shares in group undertakings £
COST	
Additions	<u>831</u>
At 31st July 2023	<u>831</u>
NET BOOK VALUE	
At 31st July 2023	<u><u>831</u></u>

On 3rd August 2022, the company acquired 980 ordinary shares of \$1 each of the issued share capital of EcoChain Ltd, a company incorporated in Bermuda. The company's registered address is Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda. The company had an aggregate of Share capital and reserves of \$25,971 and Loss for the period of \$26,951.

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023 £	2022 £	2023 £	2022 £
Current:				
Trade debtors	391,501	385,924	391,501	385,924
Amounts owed by group undertakings	-	-	13,236	-
Other debtors	750	39,643	750	39,643
Prepayments and accrued income	167,178	5,240	161,206	5,240
Loan and advances	-	<u>101,590</u>	-	<u>101,590</u>
	<u><u>559,429</u></u>	<u><u>532,397</u></u>	<u><u>566,693</u></u>	<u><u>532,397</u></u>

The total of trade receivables past due date but not impaired is £391,501 (2022: £385,924).

The notes on pages 14 to 22 form part of these financial statements

13. CASH AND CASH EQUIVALENTS

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Cash in hand	10	10	10	10
Bank accounts	<u>1,005</u>	<u>6,092</u>	<u>1,005</u>	<u>6,092</u>
	<u>1,015</u>	<u>6,102</u>	<u>1,015</u>	<u>6,102</u>

14. CALLED UP SHARE CAPITAL

Authorised Number:	Class:	Nominal value:	As at 31.7.23 £	As at 31.7.22 £
1,000	Ordinary B shares	£1	1,000	1,000
50,000	Ordinary shares	£1	<u>50,000</u>	<u>50,000</u>
Allotted, issued and fully paid: Number:	Class:	Nominal value:	As at 31.7.23 £	As at 31.7.22 £
1,000	Ordinary B shares	£1	1,000	1,000
50,000	Ordinary shares	£1	50,000	50,000
170,000	Preference C shares	£1	<u>170,000</u>	<u>170,000</u>

Ordinary shares

Each share has full voting rights in the Company with respect to voting, dividends and distributions.

Ordinary B shares

No voting rights. Each share is entitled pari passu to dividend payments or any other distribution.

Preference C shares

The preference shares are classified as liabilities in the Statement of Financial Position.

No voting rights and no rights of redemption. The shares have attached to them rights to a preferential dividend at an annual rate of 5.1% of the issue price per preference share. The shares carry right to capital distributions in the same proportion as if they were distributed by way of a dividend.

Ordinary D shares

On 16th June 2024 the Board has approved to issue 365,000 Class D shares of £1.00 each at par value with no voting rights and the existing shareholders have agreed to acquire at least 300,000 those shares.

15. RESERVES

Group	Retained earnings £
At 1st August 2022	11,916
Profit for the year	(88,590)
Unrealised Gain / Loss	<u>14,942</u>
At 31st July 2023	<u>(61,732)</u>

Notes to the Consolidated Financial Statements - continued
For The Year Ended 31st July 2023

Company	Retained earnings £
At 1st August 2022	11,916
Profit for the year	(65,588)
Unrealised Gain / Loss	14,942
At 31st July 2023	<u>(38,730)</u>

16. TRADE AND OTHER PAYABLES

	Group		Company	
	2023 £	2022 £	2023 £	2022 £
Current:				
Trade creditors	141,750	2,380	131,297	2,380
Social security and other taxes	26,570	8,402	26,570	8,402
Other creditors	64,554	64,554	64,554	64,554
Accrued expenses	54,780	39,600	54,780	39,600
Directors' current accounts	29,503	22	29,503	22
Corporation tax payable	-	6,772	-	6,772
	<u>317,157</u>	<u>121,730</u>	<u>306,704</u>	<u>121,730</u>
Non-current:				
Cumulative preference shares of £1 each	<u>170,179</u>	<u>170,179</u>	<u>170,179</u>	<u>170,179</u>
	<u>170,179</u>	<u>170,179</u>	<u>170,179</u>	<u>170,179</u>
Aggregate amounts	<u>487,336</u>	<u>291,909</u>	<u>476,883</u>	<u>291,909</u>

17. LOAN AND BORROWINGS

	Group		Company	
	2023 £	2022 £	2023 £	2022 £
Current:				
Other loans	<u>166,891</u>	<u>138,960</u>	<u>162,437</u>	<u>138,960</u>
Non-current:				
Bank loans - 1-2 years	<u>34,972</u>	<u>45,000</u>	<u>34,972</u>	<u>45,000</u>

Other loans consist of a related party balance which bears interest of 9.1% and will not be due for repayment before 31st July 2025. The security provided against this loan is the investment property Lagada, Kefalonia, Greece. Additionally, there is a promissory note against this loan pledged with a property Aetostassi, Kefalonia, Greece.

Bank loans relates to the loan from Coutts & Co under the government support Bounce Back Loan Scheme. This is 6-year repayment loan with interest of 2.5%.

18. OTHER FINANCIAL COMMITMENTS

Upon earning the fee proceeds from the listing of the bond on the Bermuda Stock Exchange, the directors have agreed to pay €300,000 to V Popotas, a company shareholder, for consultancy and other services in relation to securing the bond listing.

19. RELATED PARTY TRANSACTIONS

At the period end there was a balance included within other creditors of £29,504 (2022: £22) owed to V Valasakis, a director and shareholder of the Company. There was a £64,554 (2022: £64,554) balance included within other creditors owed to V Popotas, a shareholder of the Company.

As at 31st July 2023 an amount of £162,437 (2022: £138,960) was due to Opavel SA, a company that is controlled by V Popotas. During the year interest of £9,746 (2022: £9,543) was charged on this loan.

The notes on pages 14 to 22 form part of these financial statements

20. FINANCIAL INSTRUMENTS

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. It is Group policy, to assess the credit risk of new customers before entering contracts.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The Group reviews its cash holdings regularly to ensure that it is not over exposed.

Further disclosures regarding trade and other receivables, which are neither past due nor impaired, are provided in note 10.

Foreign exchange risk

Foreign exchange risk arises when the Group entities enter into transactions denominated in a currency other than their functional currency. The Group's management has deemed foreign currency risk immaterial. The Group does not hedge for foreign currency risk.

As the Group begins to trade more in foreign currencies, a detailed strategy will be put in place.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due to safeguard the Group's ability to continue as a going concern.

Capital risk

The Group monitors its level of capital which comprises all components of equity.

The Group's objective when maintaining capital is so that it can provide returns to shareholders and benefits for other stakeholders. In order to maintain the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Sensitivity analysis

Whilst the Group takes steps to minimise its foreign exchange risk as described above, changes in foreign exchange rates will have an impact on profit.

21. CONTROLLING PARTY

The Company is owned equally by Vasileios Valasakis and Vasileios Popotas who are deemed to be the Company's ultimate controlling parties.

22. POST BALANCE SHEET EVENT

On 16th June 2024 the Board has approved to issue 365,000 Class D shares of £1.00 each at par value with no voting rights and the existing shareholders have agreed to acquire at least 300,000 those shares.