

WINDCAVE LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

WINDCAVE LIMITED

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WINDCAVE LIMITED

COMPANY INFORMATION

Director	Andrew John Cullen
Registered number	07835804
Registered office	Hatfield House Et.Ss20 52-54 Stamford Street London United Kingdom SE1 9LX
Auditors	Ernst & Young Harcourt Centre Harcourt Street Dublin 2 Ireland

WINDCAVE LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2025

The director presents the annual report and the financial statements of Windcave Limited (the "Company") for the year ended 31 March 2025.

Principal activity

The principal activity of the Company is the provision of electronic payment and payment gateway services. The Company holds a payment institution ("PI") licence with the Financial Conduct Authority ("FCA") in the United Kingdom.

Dividends

The director recommend that no dividend be paid during in year (2024 - £Nil).

Director of the Company

The director who held office at any time during the year was as follows:

Andrew John Cullen

Going concern

Based on the results for the year, the year-end financial position and the approved budget for the forthcoming year, the director believes that the Company has adequate resources to continue its operational existence for the foreseeable future. The director of the Company has also received written assurances from its immediate parent company, Windcave Limited, a company incorporated in New Zealand, and that it will continue to provide adequate financial support to the Company for a period of at least twelve months from the date of approval of these financial statements to enable the Company to discharge its financial obligations to all creditors as they fall due. On this basis, the director is satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Political contributions

No donations to political parties were made during the year (2024 - £Nil).

Foreign branches

The Company has no foreign branches (2024 - none).

Post balance sheet events

There were no other significant events between the Balance Sheet date and the date of signing of the financial statements affecting the Company which require adjustment to or disclosure in the financial statements.

Principal risks and uncertainties

The process of risk assessment and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to director and management approval, as appropriate, and a regular review cycle of these policies is in place. Compliance with regulatory, legal and ethical standards is a high priority for the Company and the finance team takes on an important oversight role in this regard.

WINDCAVE LIMITED

DIRECTOR'S REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2025

Principal risks and uncertainties (continued)

The principal risks and uncertainties to which the business is exposed are:

- The commercial risks associated with the Company's products due to the threat of increased competition from new entrants to the market;
- Erosion in the margin derived from operating activities;
- Changes in regulatory compliance requirements, as the Company is authorised by, and subject to, the Financial Conduct Authority;
- Cyber-attacks, network outages or data breaches that could compromise payment security, disrupt operations, and damage customer trust; and
- Macro-economic risks including, inflation and increased energy costs.

Additionally, the Company's operations expose it to a variety of financial risks that include liquidity risk, credit risk and foreign exchange risk. The Company has risk management policies in place to manage the financial exposures:

Liquidity risk

The Company maintains adequate bank facilities to ensure sufficient short-term finance for continuing operations.

Credit risk

The Company's principal financial assets are bank balances and cash, and trade and other debtors. The Company's credit risk is primarily attributable to its debtors. The amounts presented in the Balance Sheet are net of provision for doubtful debts. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Foreign exchange risk

The Company undertakes transactions in foreign currencies, principally in Euro and Pound Sterling. No hedging takes place. The movement in these exchange rates can have a positive or negative effect on profitability.

Controlling party

The ultimate parent entity is Star One Limited as corporate trustee for AJC Trading Trust, a trust established by deed in New Zealand. The immediate holding company is Windcave Limited, a company incorporated in New Zealand.

On 23 June 2025, the company's ultimate parent changed from AJC Trading Trust to Windcave LLC, a company incorporated in the United States of America. The Company's immediate parent, Windcave Limited, changed its name to Windcave on 23 June 2025.

Disclosure of information to auditors

The director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he 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's auditors are aware of that information.

Auditors

The auditor, Ernst & Young, Statutory Auditors and Chartered Accountants, continues in office in accordance with Section 485 of the Companies Act 2006.

WINDCAVE LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2025**

Other information

The Company has taken the small companies exemption in relation to the preparation of a strategic report.

This report was approved by the board on 19 December 2025 and signed on its behalf.



[Andrew John Cullen \(Dec 19, 2025 13:24:19 EST\)](#)

.....
Andrew John Cullen
Director

WINDCAVE LIMITED

**DIRECTOR'S RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2025**

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


Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with 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 director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Approved by the board on 19 December 2025.


Andrew John Cullen (Dec 19, 2025 13:24:19 EST)

.....
Andrew John Cullen
Director



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINDCAVE LIMITED

Opinion

We have audited the financial statements of Windcave Limited for the year ended 31 March 2025 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the Statement of Cashflows and the related notes 1 to 19, 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 FRS 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 company's affairs as at 31 March 2025 and of its profit 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's 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 this 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

N Barrett, D Bennett, V Bergin, C Buckley, L Charleton, R Clinton, D Daly, K Daly, G Deegan, S Feeney, F de Freine, M Hegarty, L Kealy, M Keane, H Kerr, B Lenihan, B Maguire, A MacManus, E MacManus, J McCormack FCCA, C McDonagh, C McKenna, F McNally, C Murphy, P O'Driscoll, F O'Keefe FCCA, P O'Neill, T O'Rourke, N O'Shaughnessy, D Phillips, M Purcell, R Ramanathan FCCA, G Reid, A Reidy, E Stafford, A Tierman, M Treacy, I Venner, V Wall, R Wallace, L Whyte.



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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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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 strategic report and 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 company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of 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 set out on page 5, 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 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.

Auditor's 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 auditor's 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.



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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are The Payment Services Regulations 2017 and the Companies Act 2006 in the United Kingdom
- We understood how Windcave Limited is complying with those frameworks by making inquiries of key management, and those responsible for legal and compliance matters. We also reviewed minutes of the Board and gained an understanding of the Company's governance framework.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by holding discussions with key management. We also reviewed the Company's fraud-related policies.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved inquiring of key management and reviewing the key policies.

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

A handwritten signature in black ink that reads 'Conor Buckley'.

Conor Buckley (Senior statutory auditor)
for and on behalf of Ernst & Young, Statutory Auditor
Dublin

Date: 19 December 2025

WINDCAVE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2025

	Note	2025 £	2024 £
Turnover	4	17,109,597	13,747,685
Cost of sales		(9,961,382)	(7,914,833)
Gross profit		<u>7,148,215</u>	<u>5,832,852</u>
Administrative expenses		(6,370,960)	(5,446,219)
Operating profit	5	<u>777,255</u>	<u>386,633</u>
Interest receivable and similar income		6,423	1,383
Interest payable and similar expenses		-	(11,403)
Profit before tax		<u>783,678</u>	<u>376,613</u>
Tax on profit	9	(112,875)	(117,978)
Profit for the year, attributable to owners		<u>670,803</u>	<u>258,635</u>
Other comprehensive income		-	-
Total comprehensive income for the year, attributable to owners		<u><u>670,803</u></u>	<u><u>258,635</u></u>

All amounts are derived from continuing activities.

The notes on pages 13 to 26 form part of these financial statements.

WINDCAVE LIMITED
REGISTERED NUMBER: 07835804

BALANCE SHEET
AS AT 31 MARCH 2025

	Note	2025 £	2024 £
Non-current assets			
Property, plant and equipment	10	261,295	262,485
		<u>261,295</u>	<u>262,485</u>
Current assets			
Debtors: amounts falling due within one year	11	6,799,688	17,414,020
Cash and cash equivalents	12	8,863,404	4,970,069
		<u>15,663,092</u>	<u>22,384,089</u>
Current liabilities			
Creditors: amounts falling due within one year	13	(14,341,688)	(21,696,160)
		<u>1,321,404</u>	<u>687,929</u>
Net current assets			
		<u>1,582,699</u>	<u>950,414</u>
Non-current liabilities			
Deferred tax liability	14	(16,977)	(55,495)
		<u>1,565,722</u>	<u>894,919</u>
Net assets			
Capital and reserves			
Called up share capital	15	150,100	150,100
Profit and loss account		1,415,622	744,819
		<u>1,565,722</u>	<u>894,919</u>
Shareholders' funds			
		<u><u>1,565,722</u></u>	<u><u>894,919</u></u>

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



Andrew John Cullen (Dec 19, 2025 13:24:19 EST)

.....
Andrew John Cullen
Director

Date: 19 December 2025

The notes on pages 13 to 26 form part of these financial statements.

WINDCAVE LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2025**

	Called up share capital £	Profit and loss account £	Shareholders' funds £
At 1 April 2023	150,100	486,184	636,284
Comprehensive income for the year			
Profit for the year	-	258,635	258,635
Total comprehensive income for the year	-	258,635	258,635
At 1 April 2024	150,100	744,819	894,919
Comprehensive income for the year			
Profit for the year	-	670,803	670,803
Total comprehensive income for the year	-	670,803	670,803
At 31 March 2025	150,100	1,415,622	1,565,722

The notes on pages 13 to 26 form part of these financial statements.

WINDCAVE LIMITED**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2025**

	2025 £	2024 £
Cash flows from operating activities		
Profit for the financial year	670,803	258,635
Adjustments for:		
Depreciation of tangible assets	145,407	243,976
Loss on disposal of tangible assets	4,331	606
Decrease in deferred tax liability	(38,518)	(4,602)
Decrease/(increase) in debtors	10,614,332	(15,141,924)
(Decrease)/increase in creditors	(6,479,998)	14,192,125
Net cash generated from/(used in) operating activities	<u>4,916,357</u>	<u>(451,184)</u>
Cash flows from investing activities		
Purchase of tangible assets	(148,548)	(190,768)
Net cash used in investing activities	<u>(148,548)</u>	<u>(190,768)</u>
Cash flows from financing activities		
(Repayment)/drawdown of loans from related parties	(874,474)	2,375,197
Net cash (used in)/generated from financing activities	<u>(874,474)</u>	<u>2,375,197</u>
Net increase in cash and cash equivalents	3,893,335	1,733,245
Cash and cash equivalents at beginning of year	4,970,069	3,236,824
Cash and cash equivalents at the end of year	<u><u>8,863,404</u></u>	<u><u>4,970,069</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	8,863,404	4,970,069
	<u><u>8,863,404</u></u>	<u><u>4,970,069</u></u>

The notes on pages 13 to 26 form part of these financial statements.

WINDCAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

1. General information

These financial statements comprising the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Statement of Cash Flows and the related notes constitute the financial statements of Windcave Limited for the year ended 31 March 2025.

Windcave Limited is a private limited company, incorporated in the United Kingdom. The registered office is Hatfield House Et.Ss20, 52-54 Stamford Street, London, United Kingdom, SE1 9LX. The Company's registration number is 07835804.

The ultimate parent entity is Star One Limited as corporate trustee for AJC Trading Trust, a trust established by deed in New Zealand. The immediate holding company is Windcave Limited, a company incorporated in New Zealand.

On 23 June 2025, the company's ultimate parent changed from AJC Trading Trust to Windcave LLC, a company incorporated in the United States of America. The company's immediate parent, Windcave Limited, changed its name to Windcave on 23 June 2025.

The financial statements of Windcave Limited were approved and authorised for issue by the Board of Director on 19 December 2025.

2. Material 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 management to exercise judgment in applying the Company's accounting policies (see Note 3).

The following principal accounting policies have been applied:

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Great British Pound (GBP) and rounded to nearest GBP unless otherwise stated.

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 the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

2. Material accounting policies (continued)

2.2 Foreign currency translation (continued)

Transactions and balances (continued)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'Administrative expenses'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'Other operating income'.

2.3 Going concern

Based on the results for the year, the year-end financial position and the approved budget for the forthcoming year, the director believes that the Company has adequate resources to continue its operational existence for the foreseeable future. The director of the Company has also received written assurances from its immediate parent company, Windcave Limited, a company incorporated in New Zealand, and that it will continue to provide adequate financial support to the Company for a period of at least twelve months from the date of approval of these financial statements to enable the Company to discharge its financial obligations to all creditors as they fall due. On this basis, the director is satisfied that it is appropriate to prepare the financial statements on a going concern basis.

2.4 Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable.

Contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customer, at the consideration expected to be exchanged for those goods or services. Amounts disclosed as revenue are net of discounts, rebates, expected returns and duties and taxes paid.

In determining the transaction price for the sale of goods or services, the group considers the effects of variable consideration, significant financing components, non-cash consideration and consideration payable to customers, if any.

Sale of services includes transaction and usage fees recognised when the underlying transactions are processed through Windcave platforms, establishment of new connections, customisation, upgrade of existing services, and provision of technical support on an ongoing basis. Provision of services is recognised on either an ongoing basis or at a point in time, depending on the contractual terms.

The Company either processes transactions through payment gateway solution with customers' third party merchant service provider, or clears and settles the transactions directly.

The sale of hardware is recognised at a point in time when control is transferred to the customer

Lease revenue

Lease revenue in relation to operating leases on the Company's terminals is recognised in the Statement of Comprehensive Income on a straight line basis over the lease term.

2.5 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

2. Material accounting policies (continued)

2.5 Current and deferred taxation (continued)

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

2.6 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:

Office equipment	- 16%
Fixtures and fittings	- 16%
Computer software	- 50%
Terminals	- 48-60%

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 the Statement of Comprehensive Income.

2.7 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. Acquiring receivables represents amounts due from card networks for customer transactions. Acquiring receivables are typically received within one to three business days of the transaction date.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

2. Material accounting policies (continued)

2.8 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 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 Company's cash management.

2.9 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. Acquiring payable represents the transaction amounts, less revenue earned by the Company, owed to Windcave Merchants.

2.10 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2.11 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

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. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

2. Material accounting policies (continued)

2.11 Financial instruments (continued)

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the Balance Sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet 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.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The Company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

2.12 Operating leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the period of the lease.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions which effect the reported revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the carrying amount of assets or liabilities in future periods.

Operating lease

Assumptions made in the classification of terminals as operating lease contracts includes estimations of useful lives and that payments include a significant component relating to the provision of security standard compliant software associated with the terminal. Actual results may differ from these estimates under different assumptions or conditions.

4. Turnover

An analysis of the Company's turnover for the year from continuing operations is as follows:

	2025 £	2024 £
Transaction fees	15,146,671	11,802,450
Lease revenue	1,202,288	1,249,381
Sales of hardware	740,430	664,009
Other income	20,208	31,845
	<u>17,109,597</u>	<u>13,747,685</u>

All turnover arose within the United Kingdom.

WINDCAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

5. Operating profit

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

	2025 £	2024 £
Exchange differences	7,062	(246,404)
Other operating lease rentals	364,850	347,590
Depreciation on tangible assets	145,407	243,977
Loss on disposal of tangible assets	4,331	606
	<u>421,650</u>	<u>395,769</u>

6. Auditors' remuneration

	2025 £	2024 £
Fees payable to the Company's auditors for the audit of the Company's financial statements	<u>32,000</u>	<u>50,882</u>

7. Employees information

The aggregate payroll costs were as follows:

Staff costs were as follows:

	2025 £	2024 £
Wages and salaries	1,006,347	1,337,257
Social security costs	112,085	149,689
Pension costs	18,527	23,417
	<u>1,136,959</u>	<u>1,510,363</u>

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

	2025 No.	2024 No.
Employees	<u>19</u>	<u>26</u>

8. Director's remuneration

The director was not paid any remuneration during the year (2024: £Nil).

WINDCAVE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

9. Taxation

	2025 £	2024 £
Current tax		
Current tax on profits for the year	164,246	122,580
Adjustments in respect of previous periods	(34,394)	-
Deferred tax		
Origination and reversal of timing differences	(16,977)	(4,602)
Tax on profit	<u>112,875</u>	<u>117,978</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2024 - higher than) the standard rate of corporation tax in the UK of 25% (2024 - 25%). The differences are explained below:

	2025 £	2024 £
Profit on ordinary activities before tax	<u>783,678</u>	<u>376,613</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2024 - 25%)	195,920	94,153
Effects of:		
Expenses not deductible for tax purposes	2,167	7,636
Prior year adjustment	(34,394)	(10,384)
Other differences	(33,841)	7,595
Effect of change in tax rate	-	18,978
Origination and reversal of timing differences	(16,977)	-
Total tax charge for the year	<u>112,875</u>	<u>117,978</u>

WINDCAVE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

10. Property, plant and equipment

	Computer software £	Fixtures and fittings £	Office equipment £	Terminals £	Total £
Cost					
At 1 April 2024	870	71,403	79,260	1,412,530	1,564,063
Additions	-	499	1,453	146,596	148,548
Disposals	-	-	-	(80,241)	(80,241)
At 31 March 2025	<u>870</u>	<u>71,902</u>	<u>80,713</u>	<u>1,478,885</u>	<u>1,632,370</u>
Depreciation					
At 1 April 2024	870	31,782	65,735	1,203,191	1,301,578
Charge for the year on owned assets	-	5,959	1,931	137,517	145,407
Disposals	-	-	-	(75,910)	(75,910)
At 31 March 2025	<u>870</u>	<u>37,741</u>	<u>67,666</u>	<u>1,264,798</u>	<u>1,371,075</u>
Net book value					
At 31 March 2025	<u>-</u>	<u>34,161</u>	<u>13,047</u>	<u>214,087</u>	<u>261,295</u>
At 31 March 2024	<u>-</u>	<u>39,621</u>	<u>13,525</u>	<u>209,339</u>	<u>262,485</u>

WINDCAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

11. Debtors: amounts falling due within one year

	2025 £	2024 £
Trade debtors	2,229,054	1,845,516
Provision for doubtful debts	(29,978)	(27,690)
Amounts owed by group undertakings (Note 16)	375,367	359,624
Prepayments	119,875	153,283
Net VAT recoverable	-	7,000
Receivable from schemes	-	14,413,001
Acquiring receivable	4,105,370	663,286
	<u>6,799,688</u>	<u>17,414,020</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

12. Cash and cash equivalents

	2025 £	2024 £
Cash at bank	8,812,701	4,919,281
Restricted cash	50,703	50,788
	<u>8,863,404</u>	<u>4,970,069</u>

Merchant funds relates to safeguarded fund held in designated client funds bank accounts. Under the Payment Services Regulations 2017, the Company is required to safeguard all relevant funds for unpaid customer transactions.

13. Creditors: amounts falling due within one year

	2025 £	2024 £
Trade creditors	4,511,268	440,731
Amounts owed to group undertakings (Note 16)	5,656,208	6,530,682
Corporation tax payable	214,649	104,720
Other creditors	389,183	207,026
Customer payables – due to merchants	3,465,239	14,413,001
Net VAT payable	105,141	-
	<u>14,341,688</u>	<u>21,696,160</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

WINDCAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

14. Deferred tax liability

	2025 £
At the beginning of year	(55,495)
Credited to profit or loss	38,518
At the end of year	<u><u>(16,977)</u></u>

The deferred taxation balance is comprised of:

	2025 £	2024 £
Accelerated capital allowances	<u><u>(16,977)</u></u>	<u><u>(55,495)</u></u>

15. Called up share capital

	2025 £	2024 £
Allotted, called up and fully paid		
Ordinary: 1,600 issued and fully paid (2024 - 1,600)	<u><u>150,100</u></u>	<u><u>150,100</u></u>

100 Ordinary shares have a par value of GBP 1 per share (2024 - GBP 1 per share) and 1,500 ordinary shares have a par value of GBP 100 per share (2024 - GBP 100 per share).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

As Company holds a PI license issued by the Financial Conduct Authority, there are regulatory capital requirements which management monitor on an ongoing basis. Sufficient regulatory capital was held by the Company throughout the reporting period.

WINDCAVE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

16. Related party transactions

The ultimate beneficial parent is AJC Trading Trust, legally held through its trustee, Star One Limited. The immediate parent company is Windcave Limited, a company incorporated in New Zealand.

Advances receivable and payable from/to group undertakings are unsecured, interest free and repayable on demand.

	Purchases £	License fee expenses £	Advances receivable £	Advances payable £
2025				
Immediate parent	657,489	3,338,900	-	5,019,040
Other subsidiaries of ultimate / immediate parent	-	-	375,367	637,168
	<u>657,489</u>	<u>3,338,900</u>	<u>375,367</u>	<u>5,656,208</u>
	Purchases £	License fee expenses £	Advances receivable £	Advances payable £
2024				
Ultimate parent	-	-	-	12,832
Immediate parent	525,298	2,632,620	-	6,024,040
Other subsidiaries of ultimate / immediate parent	-	-	359,624	493,810
	<u>525,298</u>	<u>2,632,620</u>	<u>359,624</u>	<u>6,530,682</u>

17. Commitments under operating leases

Obligations under lease

Total future minimum lease payments under non-cancellable operating lease entered on 1 August 2022 are as follows:

	2025 £	2024 £
Not later than 1 year	92,610	180,810
Later than 1 year and not later than 5 years	-	92,610
	<u>92,610</u>	<u>273,420</u>

Lease payments recognised as expense during the year is £364,850 (2024 - £347,590).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

18. Post balance sheet events

There were no other significant events between the Balance Sheet date and the date of signing of the financial statements affecting the Company which require adjustment to or disclosure in the financial statements.

19. Financial risk management

The Company's principal financial liabilities are creditors falling due within one year. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include debtors and cash equivalents.

The Company is exposed to credit risk and liquidity risk through its use of financial instruments which result from its operating and investing activities. The Company's risk management is coordinated by the director and strategic management at the Company's immediate parent and focuses on actively securing the Company's short to medium term cash flows by minimising the exposure to financial risks. The Company's director ensures adequate working capital requirements through group financing arrangements. The Company did not make use of derivative financial instruments to hedge certain risk exposures during the current financial period.

The director reviews and agrees policies for managing each of these risks. The most significant financial risks to which the Company is exposed to are described below.

(a) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, including deposits with banks and financial institutions and other financial instruments.

The Company transacts only with recognised and creditworthy parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

The Company's exposure to credit risk is measured by reference to the carrying amount of financial assets recognised at the end of the reporting period, as summarised below:

	2025 £	2024 £
Trade debtors	199,076	1,817,826
Acquiring receivable	4,105,370	663,286
Receivable from schemes	-	14,413,001
Amounts owed by group undertakings	375,367	359,624
	<u>4,679,813</u>	<u>17,253,737</u>

The maximum exposure to credit risk at the end of the reporting period in respect of financial assets mentioned above is equivalent to their carrying amount as disclosed in the respective notes to the financial statements.

With respect to credit risk arising from the other financial assets of the Company, which comprise cash and cash equivalents and other receivables, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments as disclosed in the respective notes to the financial statements (as disclosed above).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025**

19. Financial risk management (continued)

(a) Credit risk (continued)

The impairment methodology and conclusions below represent management's assessment at year-end and do not take into account the impact, if any, arising from events occurring after the period-end.

(i) Trade debtors

Trade debtors are presented net of a provision for doubtful debts. Credit risk with respect to receivables is limited due to the credit control procedures and the small number of customers comprising the Company's debtor base, making it more feasible for the Company to assess at the individual debtor.

(ii) Cash at bank

The Company's cash is placed with reputable financial institutions, such that management does not expect any institution to fail to meet repayments of amounts held in the name of the Company. Cash and cash equivalents are also subject to the impairment requirements of IFRS 9.

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its payment obligations when they fall due. The Company's exposure to liquidity risk arises from its obligations to meet financial liabilities, which comprise principally of trade payables, other creditors and amounts owed to group undertakings (Note 13). Prudent liquidity risk management implies maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Company's obligations.

The Company monitors and manages its risk to a shortage of funds by maintaining sufficient balances with its immediate parent and other related parties and by matching the maturity of both its financial assets and financial liabilities. Liquidity is largely managed at its immediate parent, Windcave Limited (New Zealand), and its subsidiaries' level whereby funds are as disclosed in Note 2.3. The Company enjoys the support of its immediate parent and shareholder balances that are expected to continue to form part of the Company's effective financing structures. The Company is therefore confident that it will be in a position to continue to meet its commitments as and when they fall due.

The following maturity analysis for financial liabilities shows the remaining contractual maturities using the contractual undiscounted cash flows on the basis of the earliest date on which the Company can be required to pay. The analysis includes both interest and principal cash flows.

	Carrying amount £	Within 1 year £	Between 2 and 5 years £	5+ years £
2025				
Trade creditors	4,511,268	4,511,268	-	-
Amounts owing to group undertakings	5,656,208	5,656,208	-	-
Customer payables – due to merchants	3,465,239	3,465,239	-	-
Other creditors	389,183	389,183	-	-
	<u>14,021,898</u>	<u>14,021,898</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

19. Financial risk management (continued)

(b) Liquidity risk (continued)

	Carrying amount £	Within 1 year £	Between 2 and 5 years £	5+ years £
2024				
Trade creditors	440,731	440,731	-	-
Amounts owing to group undertakings	6,530,682	6,530,682	-	-
Customer payables – due to merchants	14,413,001	14,413,001	-	-
Other creditors	207,026	207,026	-	-
	<u>21,591,440</u>	<u>21,591,440</u>	<u>-</u>	<u>-</u>

(c) Fair value measurement

As of 31 March 2025 and 31 March 2024, the carrying amounts of financial assets and financial liabilities classified as current assets and current liabilities respectively, reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

(d) Capital risk management

The primary objective of the Company's capital management is to safeguard its ability to continue as a going concern and to maximise shareholder value through the optimisation of the debt and equity balance.

Capital consists of equity attributable to the shareholders. The capital structure of the Company consists of the items presented within equity in the Balance Sheet. The Company seeks to maintain at all times a prudent relationship between total capital and the risks of the business.

The Company manages its capital structure and makes adjustments to it, in light of economic conditions. The capital structure is reviewed on an ongoing basis.

The Company is not subject to externally imposed capital requirements.