Company No 09709826

Group Strategic Report, Report of the Directors and

Consolidated Financial Statements For The Period 1st August 2023 to 31st December 2024

for

BotOptions (UK) Plc

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BotOptions (UK) Plc

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Company Information For The Period 1st August 2023 to 31st December 2024

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 Period 1st August 2023 to 31st December 2024

The directors present their strategic report for the period 1st August 2023 to 31st December 2024.

FINANCIAL REVIEW

The 2024 financial year marked the Group's ninth year since incorporation. As anticipated, the Group achieved a pre-tax profit for the year.

The Group remains committed to developing innovative and pioneering financial products, targeting a niche market of sophisticated, qualified clients and investors. We anticipate further growth, contingent upon obtaining regulatory approvals for bond listings. Securing such approvals has proven challenging, largely due to the emerging sectors in which our clients operate and the complexity of the structures presented. Regulatory authorities and major exchanges are still adapting to the expanding role of digital and cryptocurrencies in mainstream financial markets.

Despite these challenges, we remain steadfast, working closely with our legal teams across multiple jurisdictions to identify suitable listing environments. We continue to attract strong investor support for our pioneering financial structures, reflecting the growing appeal of our innovative solutions among qualified investors.

The current environment of heightened geopolitical uncertainty and market volatility presents both challenges and opportunities. The Group's unique financial structures have proven to be natural hedging strategies, resonating well with our investor base. A notable achievement during the year was the structuring of a facility supporting a grid stabilisation project in Sweden, a deep port facility integrated with data centre operations and the potential development of a crypto mining centre. This project remains resilient amid geopolitical tensions, and we are optimistic that future applications for listing may receive favourable consideration from the relevant authorities.

The Group continues to focus on assisting clients with bond issuance and maintains active operations through its subsidiaries pending the issuing of a bond: EcoChain Limited in Bermuda and EcoChain Prime IBC Ltd in Seychelles. During the financial year, the Group, in close consultation with its legal advisors, also began exploring the establishment of a subsidiary in Malta. This growing network of subsidiaries enables the Group to better align its activities with jurisdictions best suited to each business segment's needs.

We are determined to list an innovative and forward-looking bond related to cryptocurrencies in a jurisdiction that is open to embracing both the challenges and the opportunities this market offers. Although the Group has successfully overcome the legal and financial complexities of structuring crypto-related bonds, obtaining approval for listing remains a complex task, as the Company must carefully assess whether investors will be more inclined to support a bond listed in a jurisdiction with more stringent pre-listing requirements, or in one that is more open to such listings but may attract lower investor interest.

Strategically the Group intends to strengthen its net current asset position through the sale of selected shareholdings in the energy sector. These planned disposals, alongside expected cash flows from the advancement of current projects, are intended to reinforce the Group's net position in a volatile market environment.

Despite ongoing turbulence, the Group has consistently demonstrated resilience, innovation, and a clear long-term vision. Its continued success will depend on maintaining strong market positioning and executing investor engagements with precision and timing.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to a number of risks and uncertainties that could materially impact its performance and cause actual results to differ significantly from budgeted, expected, or historical outcomes. The primary business risks facing the Group include the highly competitive nature of the marketplace, fluctuations in currency and cryptocurrency valuations, and credit risk exposure. In addition, political developments within the United Kingdom may have a material effect on post-year-end budgeting and strategic planning.

Broader geopolitical tensions, including the potential imposition of capital controls and travel restrictions between the United States, the European Union, and the United Kingdom, could adversely affect the Group's operations. Further instability arising from conflicts in the Middle East and Ukraine, as well as continued drone attacks affecting international shipping lanes, but also any drone attacks or the threat thereof, or acts of sabotage of foreign or domestic agents on critical infrastructure in the Baltic Sea also present significant risks.

While governments and central banks have thus far responded to economic challenges with coordinated monetary and fiscal interventions, there is no guarantee that such alignment will continue. Emerging political realignments may alter historical alliances, creating new uncertainties. Should coordination between governments and central banks weaken, the Group may be required to adjust its strategic plans accordingly, potentially resulting in unintended delays to its programmes.

At present, neither the Group nor its trading subsidiaries are engaged in activities that require regulatory authorisation in the United Kingdom (where the Group is based), Bermuda, Malta (where a trading subsidiary is planned), or Seychelles. However, given the increasing regulatory scrutiny over Bitcoin (BTC) and other cryptoassets, there is no assurance that this position will remain unchanged.

In the future, the Group and/or its subsidiaries may be required to obtain licences in one or more jurisdictions, including the UK, Bermuda, Malta, Seychelles, or others. Any such regulatory requirements could place a material burden on the Group and its subsidiaries, potentially affecting financial performance and, in a worst-case scenario, necessitating the curtailment of some of its programmes. Furthermore, listing any programme on an exchange remains subject to the approval of the relevant Listing Committee, a decision over which the Group has no control.

The directors have the responsibility for risk management and have various strategies for doing so. Key strategies are laid out in note 21 to the Accounts.

Group Strategic Report For The Period 1st August 2023 to 31st December 2024

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 £375,409 (2023: £140,239). 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 WIITH 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.

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.

30-06-2025 | 19:40 BST

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

Signed by: lasileios Valasakis 3EA5BC46EE00422.

V Valasakis - Director

Report of the Directors For The Period 1st August 2023 to 31st December 2024

The directors present their report with the financial statements of the Group for the period 1st August 2023 to 31st December 2024.

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 profit for the year was £153,753 (2023: pre-tax loss of £80,420). The company has not paid dividends in either the current or prior financial years.

FUTURE DEVELOPMENTS

Ongoing disruptions in global shipping, rising geopolitical tensions, shifts within the Western alliance, the imposition of tariffs, and heightened economic volatility — driven by inflationary pressures and stock market instability — have created a favourable environment for the Group's activities. These conditions support efforts to secure approval for the placement and listing of the Group's bonds, particularly those linked to energy-related projects.

Higher interest rates present an opportunity to achieve improved profit margins, while the broader market environment continues to favour client demand for bespoke bond products. The Directors have received clear expressions of investor interest in the Group's offerings and intend to continue actively pursuing listings, despite the inherent challenges.

The Directors are also encouraged by the number of clients who have expressed an intention to participate in future bond issuances once listed. Looking ahead, by completing the placement of at least one shipping bond and preparing two additional offerings, the Group expects to transition from its current start-up phase into a period of sustained 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.

Report of the Directors For The Period 1st August 2023 to 31st December 2024

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:

-Signed by:

Vasileios Valasakis

V Valasakis - Director

30-06-2025 | 19:40 BST

Date:

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 period ended 31st December 2024, 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 31st December 2024 and of the Group's profit 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.

DocuSigned by: Samuel Hadson

Samuel Hodson BSc ACA (Senior Statutory Auditor) for and on behalf of Hillier Hopkins LLP Radius House 51 Clarendon Road Watford WD17 1HP 30-06-2025 | 19:42 BST Date:

Consolidated Statement of Comprehensive Income For The Period 1st August 2023 to 31st December 2024

		Period	
		1.8.23 to 31.12.24	Year Ended 31.7.23
	Notes	£	£
CONTINUING OPERATIONS Revenue	4	375,409	140,239
Other operating income Administrative expenses		206,073 (<u>1,019,204)</u>	<u>(210,024)</u>
OPERATING PROFIT/ (LOSS)	5	(437,722)	(69,785)
Finance costs Gain on revaluation of Investment	6	(43,855) <u>635,330</u>	(25,577) 14,942
PROFIT/ (LOSS) BEFORE TAXATION		153,753	(80,420)
Tax payable on Profit	8	(45,235)	6,772
PROFIT/ (LOSS) FOR THE PERIOD ATT TO EQUITY HOLDERS	RIBUTABLE	108,518	(73,648)
Other Comprehensive Income			
TOTAL COMPREHENSIVE PROFIT/ (LC ATTRIBUTABLE TO EQUITY HOLDERS		108,518	(73,648)

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.

BotOptions (UK) Plc (Registered number: 09709826)

Consolidated Statement of Financial Position 31st December 2024

		As at 31.12.24	As at 31.7.23
ASSETS	Notes	£	£
NON-CURRENT ASSETS Property, plant and equipment Investment Property Investments	9 10 11	161 119,961 <u>1,225,302</u>	214 117,809
		1,345,424	118,023
CURRENT ASSETS Trade and other receivables Cash and cash equivalents	12 13	42,551 38,110	559,429 1,015
		80,661	560,444
TOTAL ASSETS		<u>1,426,085</u>	678,467
EQUITY SHAREHOLDERS' EQUITY			
Called up share capital Retained earnings	14 15	51,000 46,785	51,000 <u>(61,732</u>)
TOTAL EQUITY		97,785	(10,732)
LIABILITIES NON-CURRENT LIABILITIES Trade and other payables	16	170,179	170,179
Loans and borrowings Deferred Tax	17 18	20,000 45,235	34,972
		235,414	205,151
CURRENT LIABILITIES Trade and other payables: amounts falling			
due within one year Loans and borrowings	16 17	404,336 <u>688,550</u>	317,157 <u>166,891</u>
		1,092,886	484,048
TOTAL LIABILITIES		<u>1,328,300</u>	689,199
TOTAL EQUITY AND LIABILITIES		1,426,085	678,467

-Signed by: Vasileios Valasakis -3EA5BC46EE00422...

V Valasakis - Director

BotOptions (UK) Plc (Registered number: 09709826)

Company Statement of Financial Position 31st December 2024

		As at 31.12.24	As at 31.7.23
ASSETS	Notes	£	£
NON-CURRENT ASSETS Property, plant and equipment Investment Property Investments	9 10 11	161 119,961 1,230,025	214 117,809 831
		1,350,147	<u>118,854</u>
CURRENT ASSETS Trade and other receivables	12	94,273	586,693
Cash and cash equivalents	13	<u>38,094</u> 132,367	<u>1,015</u> 567,708
TOTAL ASSETS		<u>1,482,514</u>	686,562
EQUITY SHAREHOLDERS' EQUITY			
Called up share capital Retained earnings	14 15	51,000 103,844	51,000 <u>(38,730</u>)
TOTAL EQUITY		154,844	12,270
LIABILITIES NON-CURRENT LIABILITIES			
Trade and other payables Loans and borrowings Deferred Tax	16 17 18	170,179 20,000 45,235	170,179 34,972
		235,414	205,151
CURRENT LIABILITIES Trade and other payables: amounts falling	10	400 700	000 704
due within one year Loans and borrowings	16 17	403,706 <u>688,550</u>	306,704 162,437
		<u>1,092,256</u>	469,141
TOTAL LIABILITIES		<u>1,327,670</u>	674,292
TOTAL EQUITY AND LIABILITIES		<u>1,482,514</u>	686,562

The financial statements were approved by the Board of Directors and authorised for issue on behalf by: 30-06-2025 | 19:40 BST and were signed on its

-Signed by: Vasileios Valasakis -----3EA5BC46EE00422_____

V Valasakis - Director

Consolidated Statement of Changes in Equity For The Period 1st August 2023 to 31st December 2024

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st August 2022	51,000	11,915	62,915
Changes in equity Total comprehensive income Balance at 31 st July 2023	51,000	<u>(73,648)</u> (61,733)	(73,648) (10,733)
Changes in equity Total comprehensive income	<u> </u>	108,518	108,518
Balance at 31st December 2024	51,000	46,785	97,785

Company Statement of Changes in Equity For The Period 1st August 2023 to 31st December 2024

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st August 2022	51,000	11,916	62,916
Changes in equity Total comprehensive income Balance at 31st July 2023	51,000	(50,646) (38,730)	<u>(50,646)</u> 12,270
Changes in equity Total comprehensive income		142,574	142,574
Balance at 31st December 2024	51,000	103,844	154,844

Consolidated Statement of Cash Flows

For The Period 1st August 2023 to 31st December 2024

-	Period 1.8.23	
	to 31.12.24	Year Ended 31.7.23
	£	£
Cash flows from operating activities		
Profit / (Loss) for the period	108,518	(73,648)
Adjustments for:		
Finance cost	43,855	25,577
Tax expense	45,235	(6,772)
Decrease / (Increase) in receivables	516,878	(27,032)
(Decrease) / Increase in payables	665,120	172,719
Depreciation	53	71
Gain on revaluation of Investment	(635,330)	-
Operating cashflows	744,329	90,915
Net cash generated from operating activities	433,329	90,915
Financing activities		
New loan	-	27,931
Loan Repayment	(14,972)	(10,028)
Interest payable	(43,855)	(25,577)
Repayment of amounts due to Director	(56,282)	29,481
Net cash inflow / (outflow)from financing activities	(115,109)	21,807
Investing activities	(589,973)	-
Investment in Property	(2,152)	(117,809)
Net cash inflow / (outflow) from investing activities	(592,125)	(117,809)
Net increase / (decrease) in cash and cash equivalents	07.005	(5,087)
	37,095	
Cash and cash equivalents at start of period	1,015	6,102
Cash and cash equivalents at end of period	38,110	1,015

Analysis of changes in net debt

	At 1 August 2023	Cash Flow	Other non-cash changes	At 31 December 2024
Cash and cash equivalents				
Cash	1,015	37,095	-	38,110
	1,015	37,095	-	38,110
Borrowings				
Debt due within one year	(260,949)	(427,601)	-	(688,550)
Debt due after one year	(205,151)	14,972	-	(190,179)
	(466,100)	(412,629)	-	(878,729)
Total	(465,085)	(375,534)	-	(840,619)

Notes to the Consolidated Financial Statements For The Period 1st August 2023 to 31st December 2024

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.

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

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.

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 (\pounds) 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.

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

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

	Period	
	1.8.23	
	to	Year Ended
	31.7.24	31.7.23
	£	£
Fee Income	375,409	140,239
	375,409	140,239

Revenue in the current and prior year relates to consultancy services derived from UK: £NIL (2023: £13,261), EU: £1,000 (2023: £126,978), Outside Europe £374,408 (2023: £NIL).

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

5. OPERATING LOSS

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

	Period 1.8.23	
	to 31.7.24	Year Ended 31.7.23
Auditors' remuneration	£	£
Auditors remained and a	25,200	21,600

6. FINANCE COST

	Period 1.8.23	
	to	Year Ended
	31.7.24	31.7.23
	£	£
Finance cost	43,855	25,577
	<u>43,855</u>	25,577

7. EMPLOYEES AND DIRECTORS

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

Period 1.8.23	
to 31.7.24	Year Ended 31.7.23
138,000 15,028	£ 66,000 <u>6,429</u>
153,028	72,429
Period 1.8.23 to 31 7 24	Year Ended 31.7.23
<u>3</u>	<u>3</u>
Period 1.8.23 to 21.7.24	Year Ended
£ 138,000 <u>15,028</u>	31.7.23 £ 66,000 <u>6,429</u>
153,028	72,429
	$\begin{array}{c} 1.8.23 \\ to \\ 31.7.24 \\ \pounds \\ 138,000 \\ \underline{15,028} \\ 153,028 \\ \hline \\ 18.23 \\ to \\ 31.7.24 \\ \underline{3} \\ \hline \\ 18.23 \\ to \\ 31.7.24 \\ \pounds \\ 138,000 \\ \underline{15,028} \\ \hline \end{array}$

The number of directors to whom retirement benefits are accruing is NIL (2023: NIL).

Notes to the Consolidated Financial Statements - continued For The Period 1^{st} August 2023 to 31^{st} December 2024

8. TAXATION

Analysis of tax expense

	Period 1.8.23	
	to 31.7.24 £	Year Ended 31.7.23 £
Current tax: Tax Deferred Tax	45,235	(6,772)
Total tax expense in statement of comprehensive income	45,235	(6,772)

The tax charged for the year is higher (2023: lower) than the charge resulting from the profit before tax at the standard rate of corporation tax in the UK of 25% (2023:19%). The differences are explained below:

Tax reconciliation

Profit / (Loss) before tax	Period 1.8.23 to 31.7.24 £ 153,753 	Year Ended 31.7.23 £ (80,420) (80,420)
Tax at 25% (2023: 19%)	38,438	(15,280)
Expenditure not deductible for tax purposes	639	67
Provision movement	(107,439)	(559)
Other Comprehensive Income	-	2,839
Carry forward losses	<u>113,597</u>	<u>6,161</u>
Current tax charge for the period	45,235	(6,772)

Factors that may affect future tax charges

In 2021 an increase in the corporation tax rate to 25% with effect from 1 April 2023 was substantively enacted. The 25% rate is used to measure UK deferred taxes in 2024 and 2023.

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 2023 Additions At 31 st December 2024	465 - 465
DEPRECIATION	405
At 1st August 2023 Charge for year	251 53
At 31st December 2024	304
NET BOOK VALUE At 31st December 2024	161
At 31st July 2023	214

Notes to the Consolidated Financial Statements - continued For The Period 1^{st} August 2023 to 31^{st} December 2024

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 2023 Additions	102,867
At 31 st December 2024	105,019
Revaluation At 1st August 2023 Gain/ (loss) for the year	14,942
At 31st December 2024	14,942
NET BOOK VALUE At 31st December 2024	<u>119,961</u>
At 31st July 2023	117,809

Market value of investment property at 31st December 2024 - £119,961 (2023: £117,809).

11. INVESTMENTS

Company			
	Shares in Group	Other Investments	Total
	undertakings		
COST	£	£	£
At 1 st August 2023	831	-	831
Addition	3,891	589,975	593,866
Disposal		(2)	(2)
At 31 st December 2024	4,722	589,973	594,695
Revaluation			
At 1 st August 2023	-	-	-
Gain/ (loss) for the year		635,330	635,330
At 31 st December 2024	-	635,330	635,330
NET BOOK VALUE			
At 31 st December 2024	4,722	1,225,303	1,230,025
	·,· ==	-,,	-,;•=•
At 31 st July 2023	831	-	831

Details of the Group's subsidiaries at the end of the reporting period are as follows					
Name of Subsidiary	Place of	Portion of	Aggregate Share capital and reserve (£)	Loss for the	
EcoChain Ltd Canon's Court. 22 Victoria	Incorporation Bermuda	Ownership (%) 98	43,675	period (£) 21,469	
Street, Hamilton, HM12, Bermuda					
EcoChain Prime IBC Ltd 306 Victoria House, Victoria, Mahe, Sevchelles	Republic of Seychelles	100	8,661	12,552	

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 £	2023 £	2024 £	2023 £
Current: Trade debtors		391,501		391,501
Amounts owed by group undertakings	-		- 51,722	13,236
Other debtors Directors' current accounts	15,750 26,801	750	15,750 26,801	750
Prepayments and accrued income		167,178		161,206
	42,551	559,429	94,273	566,693

The total of trade receivables past due date but not impaired is £NIL (2023: £391,501).

13. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Cash in hand	18	10	2	10
Bank accounts	<u>38,092</u>	1,005	38,092	1,005
	<u>38,110</u>	1,015	38,094	1,015

14. CALLED UP SHARE CAPITAL

Authorised Number:	Class:	Nominal value:	As at 31.7.24 £	As at 31.7.23 £
1,000	Ordinary B shares	£1	1,000	1,000
50,000	Ordinary shares	£1	50,000	50,000
Allotted, issued	and fully paid:		As at	As at
Number:	Class:	Nominal	31.7.24	31.7.23
		value:	£	£
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	170,000	170,000

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 approved to issue 365,000 Class D shares of £1.00 each at par value with no voting rights. None of these shares were issued and they were subsequently cancelled.

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

15. RESERVES

Group At 1st August 2023 Loss for the year	Retained earnings £ (61,732) (526,813)
Unrealised Gain / Loss At 31st December 2024	<u>635,330</u> <u>46,785</u>

Company

	Retained
	earnings
	£
At 1st August 2023	(38,730)
Loss for the year	(492,756)
Unrealised Gain / Loss	635,330
At 31st December 2024	<u>103,844</u>

16. TRADE AND OTHER PAYABLES

10. TRADE AND OTHER PATABLES	•		•	
	Grou		Company	
	2024	2023	2024	2023
	£	£	£	£
Current:				
Trade creditors	199,662	141,750	199,264	131,297
Social security and other taxes	47,314	26,570	47,314	26,570
Other creditors	28,684	64,554	28,684	64,554
Accrued expenses	128,676	54,780	128,444	54,780
Directors' current accounts	-	29,503	-, -	29,503
	404,336	317,157	403,706	306,704
	101,000	011,101	100,100	000,101
Non-current:				
	170 170	170 170	170 170	170 170
Cumulative preference shares of £1 each	170,179	170,179	170,179	170,179
	170,179	<u>170,179</u>	170,179	170,179
Aggregate amounts	574,515	487,336	573,885	476,883

17. LOAN AND BORROWINGS

	Gro	Group		Company	
Quantati	2024 £	2023 £	2024 £	2023 £	
Current: Other loans	688,550	166,891	688,550	162,437	
Non-current: Bank loans - 1-2 years	20,000	34,972	20,000	34,972	

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%.

Notes to the Consolidated Financial Statements - continued For The Period 1st August 2023 to 31st December 2024

18. DEFERRED TAX

	Group		Company	
Deferred Tax	2024 £ 45,235	2023 £	2024 £ 45,235	2023 £
	45,235	<u> </u>	45,235	<u> </u>
Group				Deferred tax £
At 1st August 2023 Charge to Income Statement during the year				45,235
At 31st December 2024				<u>45,235</u>
Company				Deferred tax
At 1st August 2023 Charge to Income Statement during the year				£ - 45,235
At 31st December 2024				<u>45,235</u>

19. 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.

20. RELATED PARTY TRANSACTIONS

At the period end there was a balance included within other debtors of £26,801 (2023: other creditors £29,504) owed to V Valasakis, a director and shareholder of the Company. There was a £28,699 (2023: £64,554) balance included within other creditors owed to V Popotas, a shareholder of the Company.

As at 31st December 2024 an amount of £138,447 (2023: £162,437) was due to Opavel SA, a company that is controlled by V Popotas. During the year interest of £13,359 (2023: £9,746) was charged on this loan.

21. 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. The notes on pages 14 to 23 form part of these financial statements

Notes to the Consolidated Financial Statements - continued For The Period 1^{st} August 2023 to 31^{st} December 2024

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.

22. CONTROLLING PARTY

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

23. POST BALANCE SHEET EVENT

There were no events that occurred after the year end that require disclosure or adjustment in the accounts.