Company Registration No. 00228785

DD&Co Limited

Annual Report and Financial Statements

31 March 2020

DD&Co Limited

Report and financial statements

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Report and financial statements

Officers and professional advisers

Directors

M A Spencer
S A Cox
L P Oliver
D Testa
M Harris
D Gelber

Secretaries

N Morse
A Betkowski

Registered Office

8-10 Grosvenor Gardens
London
SW1W 0DH

Bankers

National Westminster Bank Plc
Piccadilly and New Bond Street
63-65 Piccadilly
London
W1J 0AJ

Solicitors

Squire Patton Boggs
7 Devonshire Square
London
EC2M 4YH

Norton Rose Fulbright LLP
3 More London Riverside
London
SE1 2AQ

Auditor

Deloitte LLP
London

Directors' report

The directors present their annual report and the audited financial statements of DD&Co Limited ("the Company" or "DD&Co") for the year ended 31 March 2020.

Principal activities

The principal activity of the Company is to intermediate for physical commodity and asset-based transactions.

The Company is an Associate Trade Member of the London Metal Exchange and an Affiliate Member of the London Platinum and Palladium Market.

Results

The results for the year are set out on page 13.

Future Developments

Future developments are set out in the strategic report on page 5.

Dividend

A proposed dividend of £5,000,000 was paid during the year (2019: £5,000,000).

Directors

The directors who have served during the year and up to the date of signing are as follows:

M A Spencer
S A Cox
D Testa
M Harris
L P Oliver
D Gelber

Directors' indemnities

During the year, the Company made qualifying third-party indemnity provisions for the benefit of its directors. These remain in force at the date of this report.

Donations

During the year, the Group made charitable donations of £39,292 (2019: £35,915), these donations were made by DDGI Limited.

Going concern basis

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out within the subsequent events of the Directors report and in the Strategic report on page 5. The directors have made an assessment of going concern, taking into account both current performance and the Company's outlook, which considered the impact of the COVID-19 pandemic. Whilst the COVID-19 pandemic is expected to impact the Company's client base and could therefore have an impact on future financial performance, the directors do not expect the impact to be material or for the Company to experience difficulties in satisfying its liabilities as they fall due.

The Company has considerable financial resources and retains good levels of working capital to provide for its envisaged expenditure. Additionally, its established business and long-term relationships with institutional clients across different geographic areas, combined with DD&Co's ability to provide its clients with robust, fully automated services through ETHOS AFP™, support the continuation of its business. Well supported by DDCAP Limited ("the Group"), the Group has continually monitored developments related to the global outbreak and spread of COVID-19 since it entered public awareness and will continue to do so, well supported in London by the input of the Group's local staff in Dubai and Kuala Lumpur. As a consequence of the directors' concern for the situation, a detailed review of business process, procedure, financial technology solutions and systems infrastructure commenced prior to the end of January 2020. Following a decision taken by the Group's Board of Directors on 17th March 2020, fully endorsed by it's shareholders, the Group moved seamlessly to remote working practices worldwide on 18th March 2020. The directors' confidence that the Company will continue its business is supported by this recent, successful transition to remotely staffed, automated business operations which proved the dependability of its systems infrastructure and the value of the automated technology solutions provided to its clients.

DD&Co's directors have also considered the results of financial stress testing, based upon different financial scenarios, the results of which demonstrated that the Company has sufficient capital and liquidity to fund its balance sheet in each scenario. As a result of the financial stress testing review and assessment, the directors believe that the Company is well placed to manage its business risks successfully, despite the uncertain economic outlook and consider that it is appropriate to adopt the going concern basis of accounting in preparing the Company and consolidated financial statements for at least twelve months from the date of approval of the financial statements.

Subsequent Events

On 11th March 2020, the World Health Organisation (WHO) declared the outbreak of COVID-19 as a global pandemic. The pandemic has affected the global financial markets and all of its participants are faced with an unprecedented set of circumstances.

The Group has, on behalf of its subsidiaries, continually monitored developments related to the global outbreak and spread of COVID-19 since it entered public awareness and will continue to do so. The directors' concern for the situation, resulted in a detailed review of business process, procedure, financial technology solutions and systems infrastructure commencing prior to the end of January 2020. During the following six weeks the Company conducted extensive testing of its business continuity assumptions, with management focus being on ensuring its full operational capacity and capability during a viral pandemic situation. At the forefront of planning has been the wellbeing of the Group's staff and, as testing continued and transmission of the virus spread, by the end of February 2020 it became clear that the Group was best able to protect its employees worldwide by transitioning to remote working practices. As a result of this decision, following completion of testing, the Group's detailed Business Continuity Plan ("BCP"), overseen by the Business Continuity Working Group, was adjusted to support that perspective. Following a decision taken by the Group's Board of Directors on 17th March 2020, fully endorsed by its shareholders, the Group moved to remote working practices worldwide on 18th March 2020.

The Group's BCP review and testing through the first quarter of 2020 was designed to ensure that the Group's financial technology and systems infrastructure could support all the Group's staff working remotely worldwide as well as the provision of a seamless, automated service to its clients, both for a protracted and indefinite period. In the limited instances that facilitate physical or manual business procedure, DD&Co has ensured its ability to continue such actions in its remote working environment. DD&Co considered it important that its clients and stakeholders had, and continue to have, access to information about key, relevant aspects of the Group's BCP procedures and testing outcomes for their assurance and has communicated that information through the Group's information bulletins, via its website and otherwise as reasonably requested. As a business providing services to the global financial marketplace, the Group's BCP is long-established, but recent testing has been modelled specifically on what the Company's directors and management perceived would be the likely challenges of COVID-19 for it and its business.

Complementing the Group's business and systems review has been the modelling by senior management of various different financial scenarios that were envisaged as a possible result of changing, COVID-19 related business patterns and trends. Management has also considered implications for DD&Co's supply chain by working closely with third party suppliers and vendors to review their own plans for COVID-19 risk mitigation and continuity, to ensure that they remain well positioned to fully support the Company in accordance with existing contractual arrangements. The forecast cost base of the Company has been reviewed again from the perspective of its impact on cash flow scenarios and no changes are currently envisaged. High levels of cash coverage of operating costs are maintained to protect DD&Co against any unforeseen situation, including the possible aftershocks of the pandemic, but cost control will remain subject to ongoing review. After due consideration of the financial modelling, supported by indicators taken from ongoing, actual business performance and cash flow generation during this wave of the global pandemic, the directors have concluded that the likely financial implications for DD&Co have already been factored into future operating forecasts.

DD&Co Limited

Directors' report

It is the opinion of its directors that the Company's robust platform for its automated financial technology and services offering, its dependable supply chain and its business performance immediately before and through the initial peak of COVID-19, which has generated strong cash flow contribution, support its financial projections.

As a result of the reviews, procedures and actions taken before and since the pandemic was declared, the directors are satisfied that the Company has adequate resources and are fully confident of its ability to continue its business activities as a fully operational concern, notwithstanding the significant challenges presented to the global financial sector by COVID-19.

Financial risk management objectives

The Company regards the monitoring and controlling of risk as a fundamental part of its management process and therefore constantly monitors risk, within strictly defined guidelines. The evaluation of risks, and the setting of policies, is carried out and approved by the relevant risk management committee under authority delegated by the Board.

The principal risks and uncertainties facing the Company and the strategy for managing these risks are discussed in Note 2 to the accounts.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to re-appoint Deloitte LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

Lawrence Oliver
Director

1st July 2020

DD&Co Limited

Strategic report

Business Overview and Recent Developments

DD&Co Limited (the "Company") is a wholly owned subsidiary of DDCAP Limited (the "Group"). The directors are pleased to report another year of good profitability that is reflected in an increase in profit after tax of 44% above the prior year period. The Group has continued, as a priority, to invest in the financial technology solutions that are available to its clients through the ETHOS Asset Facilitation platform™ ("ETHOS AFP™"), the Group's multiple award- winning trade execution and post-trade services platform. Various functionality enhancements were released to clients during the year. The Group has also continued to enhance its internal systems infrastructure development programme. Both initiatives remain a major, strategic focus for the Group.

Within its core business focus on ETHOS AFP™ and its other financial technology and systems solutions, the Group has been exploring integration and partnership opportunities with various third parties. Following on from the announcement of its partnership with Refinitiv to provide an integrated workflow for Sharia'a compliant treasury requirement (which represented a global first for the Islamic financial services industry), in October 2019 the Group made a strategic investment in IslamicMarkets.com, a leading learning, financial intelligence and investing platform for the global Islamic economy. Building on the precedent of operational risk mitigation set with Refinitiv, this direct investment gave the Group further opportunity to underline its intention to evolve and expand its technology offering to the marketplace, both directly and in partnership.

The Group places strategic importance on sustainable and responsible actions ("SRA"), both in its business and operations and in its approach to corporate and social responsibility. In the past financial year, the Company has moved to include an SRA clause, reflecting the Group's values, in its documented agreements with clients and vendors. The Group is proud to have been the first Islamic financial sector intermediary firm approved as a signatory to the United Nations supported Principles for Responsible Investment. This year, the Group has been accepted as a stakeholder endorser of the UNEP Finance Initiative, Principles for Responsible Banking.

The Group has made significant progress in developing its international presence during the period of review. The Group's representative office in Kuala Lumpur, its first in ASEAN, became operative at the end of 2018 and has been proactive in supporting the Company's business development and relationship management initiatives in Malaysia and South East Asia. Since opening, the Kuala Lumpur office has expanded its headcount and the intention is to continue to grow its presence, as the Group has done through its office in the Dubai International Financial Centre.

During the year, the Group has again received independent acknowledgement, winning awards for its Market Leadership and for its Intermediary Services, the latter through a process of market poll. Additionally, the Group won an Islamic financial industry award for Best Fintech Company with ETHOS AFP™ being recognised separately by the Global Islamic Finance Awards as Best Islamic Finance Technology Product 2019. The Group's Managing Director was listed amongst the Top 50 Global Leaders within the Islamic economy.

Core Business Review

Although it transacts as a market intermediary across most continents, the core regional markets for the Company continue to be the Middle East and Asia. Within these regions, different points in economic cycles offered business opportunities as well as individual market challenges and the Group's operating subsidiaries were, again, well placed to benefit from them.

The strong and ongoing uptake of ETHOS AFP™, by DD&Co's existing clients and by the wider market, has been reported before as a key factor in the Company's ability to respond efficiently to clients seeking to expand their own product offering and automate their businesses. Not only has this afforded the Company's clients far greater flexibility in managing their transactional requirements, it has had a positive impact on clients' cost management initiatives, consequently supporting higher transactional volumes and attracting additional customers for DD&Co. This trend continued during the financial year under review. Furthermore, the operational efficiencies afforded by ETHOS AFP™ have been very much appreciated by the Company's clients and counter-parties as they worked to address the challenges and accommodate the changes to business environment and practice that have resulted from the impact of COVID-19 on the financial marketplace. This will be considered at greater length later in this report.

DD&Co Limited

Strategic report

The directors are of the opinion that revenue and operating profit are DD&Co's key performance indicators and these are disclosed in the income statement which reflects the Company's strong performance in both during the financial year. In accordance with the strategy set by the Board, the directors have continued to steadily build the Company's business for its long-term success through investment in its own automated systems infrastructure and in relevant, third party financial technology through direct investment or partnerships. Timely expansion of DD&Co's overseas footprint in core market locations has also been a strategic success. Despite the challenges faced by the Company, which will be discussed individually in the commentary that follows, it is expected that the Company will maintain its profitability during the next financial year.

DD&Co is a business that offers trade execution and post-trade services to the institutional marketplace, so it is exposed to the volume of business transacted by its customers as well as to local economic and market influences. The directors consider that the business development strategy to diversify markets and client base, whilst continuing to innovate technology-based business solutions directly and through its selected investments and partnerships to support its clients' own digitisation strategies, assists not only in mitigating that risk but in accelerating new prospects for business.

DD&Co has no indebtedness or bank borrowings and has therefore avoided any negative effect from constraints in availability of bank credit or other forms of liquidity. The Company also has no direct credit risk exposure, other than to fees and payments due from its customers in respect of its services. To date, the Company has not required access to any of the financial easing measures introduced by government in response to the COVID-19 pandemic to support business.

In the opinion of its directors, given the specific business requirements and aspirations of its clients, the Company continues to be well placed within the key markets and sectors in which it operates, as well as within those where it prospectively seeks to do business. Through the positioning of the Group's head office in London, its office in Dubai and its expanded representation in Kuala Lumpur, the Company has assured its connectivity to the core regions relevant to its marketplace and the physical presence of its clients. This has been especially important during the unprecedented changes to financial market practice experienced towards the end of this financial reporting period as a consequence of the impact of the COVID-19 pandemic.

Sustainable and Responsible Actions ("SRA") Review

The Company is active in a competitive market environment and, as a result of the actions of third-party providers and peers in certain parts of its business, often experiences market and client pressure to improve the commercial competitiveness of its services. DD&Co aspires to connect the Islamic financial market responsibly and, whilst recognising that its clients operate in similarly competitive environments, the Company upholds the importance of maintaining substance as well as transparency throughout its services, technology and business culture.

The Group has made a long-term commitment to upholding its principles through voluntarily implementing various measures to ensure the review and independent validation of its business and services. There is a financial cost incurred by the Group as a result of these actions which can have an impact on its commercial competitiveness, but the directors consider that this is an unavoidable expense that is incurred through the Group's commitment to SRA and in the interests of sustaining the confidence of the market and of its clients. By example, in addition to its annual financial audit, since 2013 the Group has retained its own Sharia'a Supervisory Board ("SSB"), whose members are drawn from the GCC and South-East Asia. The SSB consists of five members, three from Saudi Arabia, one from Kuwait and one from Malaysia, and meets regularly to review the transactions that the Group's operating entities conclude with its clients. During the period of review Professor Dr. Mohamad Akram Laldin was appointed SRA Champion within the Group's SSB. This year, the SSB Annual General Meeting, scheduled for March 2020, took place as planned but was, for the first time, a virtual meeting due to restrictions upon movement imposed by governments in response to COVID-19.

Additionally, the Group retains a major professional financial advisory firm to review its transactional services. The review encompasses sampling of various of the Company's transactions that are requested at the discretion of the SSB and that are then reviewed in parallel with the International Standard on Related Services 4400 published by the

Strategic report

International Auditing and Assurance Standard Board. The Group understands that it is currently the only firm in its market sector to adopt such a combined approach to ensuring that extensive, third party validation procedures are in place to support its business and services offering and underline its commitment to transactional substance as well as to form.

The Group places strategic importance on SRA, both in its business and operations and in its approach to corporate and social responsibility. References to sustainable and responsible financing and investment principles and actions are increasingly embedded in the Group's daily business operations, including within the ETHOS AFP™ functionality, and its approach to SRA is now formally documented within Group policy and procedure. During the financial year, DD&Co has moved to include an SRA clause, reflecting the Group's values, in its documented agreements with clients and vendors. The Group is proud to have been the first Islamic financial sector intermediary firm approved as a signatory to the United Nations' Principles for Responsible Investment and is also a member of the RFI Foundation. This year the Group has been accepted as a stakeholder endorser of the UNEP Finance Initiative, Principles for Responsible Banking.

The United Nations' 17 Sustainable Development Goals ("SDGs") came into effect in January 2016 and set targets to address social and economic development issues. They will guide the United Nations Development Programme ("UNDP") policy and funding until 2030 through its work in some 170 countries and territories. As stated by the UNDP, achieving the SDGs requires the partnership of governments, private sector, civil society and citizens alike to make sure a better planet is left for future generations.

Through the Group's business activity and services, its corporate infrastructure, policies and social responsibility programme, the Group strongly identifies with the targets and objectives set for SDG 4 (Quality Education), SDG 5 (Gender Equality), SDG 9 (Industry, Innovation and Infrastructure) and SDG 17 (Partnerships for the Goals) and is working in support of the international initiative to achieve them. In support of the SDGs and alongside the other actions described in the Business and SRA reviews, the Group has continued its commitment as a Patron of The Prince's Trust Mosaic Programme, to the Tim Parry Johnathan Ball Peace Foundation and as a proactive sponsor of the Lord Mayor's City Giving Day. During March of this year, the Group became one of the first donors to The Prince's Trust Young People's Relief Fund, founded to ensure young people have somewhere to turn amidst the challenges of the COVID-19 environment.

The Group is a signatory to HM Treasury's Women in Finance Charter and has committed to work with other firms to build a more balanced and fair financial services industry. In 2019, the Group funded a bursary to support the professional education of a woman listed within the Womani 300 List. Womani 300 is an independent initiative to create and elevate awareness of the roles and impact of women working within the global Islamic financial sector. The DDCAP Bursary facilitated the individual's participation at the annual Cambridge Islamic Finance Leadership Programme organised by Cambridge IFA and hosted at Clare College, Cambridge. The Group's directors have subsequently confirmed that the Group will extend its commitment.

Principal Risks and Uncertainties

The potential risks and uncertainties faced by the Company are principally related to the political and economic environments in which DD&Co's clients operate. Adverse conditions in its clients' domestic or regional business environment, as well as the global marketplace, could have a material impact on the Company's long-term performance and could cause actual results to differ materially from expected and historical results. The directors consider that the Company's established, extensive and geographically diverse client base is a mitigant against such risks. The Company's risk management policies and procedures are discussed in Note 2 to the accounts.

DD&Co continues to evaluate the potential effect of the United Kingdom's (UK) departure from the European Union (EU) (commonly referred to as Brexit) on its business operations and financial results, including the impacts of ending the transition period with no deal on 1st January 2021. Currently, it is not anticipated that Brexit will have a material impact on DD&Co's operations or financial results. Whilst the Company is headquartered in the UK, and has clients in Europe, the majority of DD&Co's business is transacted with clients in other markets and it has no reliance on the EU for its supply chain, personnel or services.

DD&Co Limited

Strategic report

On 11th March 2020, the World Health Organisation (WHO) declared the outbreak of COVID-19 a global pandemic. Since the end of 2019, the outbreak of the virus has increasingly disrupted global financial markets and all of its participants are faced with an unprecedented set of challenges. Whilst the full impact of COVID-19 upon the global financial markets cannot be reliably estimated at this time the the Group expects, at least for the short-term, to see a contraction of volume within certain of its business sectors and an increase in trading volumes in others.

The Group has continually monitored developments related to the global outbreak and spread of COVID-19 since it entered public awareness and will continue to do so, well supported in London by the input of the Group's local staff in Dubai and Kuala Lumpur. As a consequence of the directors' concern for the situation, a detailed review of business process, procedure, financial technology solutions and systems infrastructure commenced prior to the end of January 2020. During the following six weeks, the Group conducted extensive testing of its business continuity assumptions, with management focus being on ensuring its full operational capacity and capability during a viral pandemic situation. At the forefront of planning has been the wellbeing of the Group's staff and, as testing continued and transmission of the virus spread, by the end of February 2020 it became clear that the Group was best able to protect its employees worldwide by transitioning to office remote working practices. As a result of this decision, following completion of testing, the Group's detailed Business Continuity Plan ("BCP"), overseen by the Business Continuity Working Group, was adjusted to support that perspective. As a business providing services to the global financial marketplace, the Groups's BCP is long-established, but recent testing has been modelled specifically on what the Group's directors and management perceived would be the likely challenges of COVID-19 for it and its business. Following a decision taken by the Group's Board of Directors on 17th March 2020, fully endorsed by its shareholders, the Group moved seamlessly to remote working practices worldwide on 18th March 2020. No employees have been furloughed.

Complementing the Group's business and systems review has been the modelling by senior management of various different financial scenarios that were envisaged as a possible result of changing, COVID-19 related business patterns and trends. Within its modelling, the Group has also stress tested its future financial projections to ensure that it has sufficient capital and liquidity to continue through the range of different scenarios. Management has considered implications for DD&Co's supply chain by working closely with third party suppliers and vendors to review their own plans for COVID-19 risk mitigation and continuity, to ensure that they remain well positioned to fully support the Group in accordance with existing contractual arrangements. To date none of the terms and conditions of those agreements have been breached or broken.

As a result of the reviews, procedures and actions taken before and since the pandemic was declared, the directors are satisfied that the Company has adequate financial resources, a robust systems infrastructure and effective automated services solutions. All Group personnel are currently working remotely and safely and the Group has taken steps to support and promote the physical and mental wellbeing of its staff throughout the period of transition. Accordingly, DD&Co's directors are fully confident of the Company's ability to continue its business activities as a fully operational concern, notwithstanding the significant challenges presented to the global financial community by COVID-19.

Approved by the Board of Directors
and signed on behalf of the Board

LOliver

Lawrence Oliver
Director
1st July 2020

DD&Co Limited

Statement of directors' responsibilities

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 such financial statements for each financial year. Under that law the directors have elected to prepare 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 accounts 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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 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.

Independent auditor's report to the members of DD&Co Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of DD&Co Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the cash flow statement; and
- the related notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISA (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 Financial Reporting Council's ('FRC') 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

We are required by ISA (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

Independent auditor's report to the members of DD&Co Limited (continued)

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, 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 ISA (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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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 the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.

Independent auditor's report to the members of DD&Co Limited (continued)

Christopher Mather

Christopher Mather FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

1 July 2020

DD&Co Limited

Statement of comprehensive income
Year ended 31 March 2020

	Notes	2020 £	2019 £
Revenue	3	15,989,972	13,888,465
Cost of sales		(1,243,265)	(1,596,028)
Gross profit		14,746,707	12,292,437
Administrative expenses		(7,455,525)	(7,256,644)
Operating profit	4	7,291,182	5,035,793
Investment income	5	17,966	18,275
Profit and total comprehensive income before tax		7,309,148	5,054,068
Tax	7	(1,388,253)	(834,726)
Profit and total comprehensive income		5,920,895	4,219,342

All results derive from continuing operations.

The notes on pages 17 to 29 form part of the financial statements

DD&Co Limited

Balance sheet
31 March 2020

	Notes	2020 £	2019 £
Assets			
Current assets			
Trade and other receivables	9	3,276,424	2,530,421
Cash and cash equivalents	13	6,178,540	5,209,451
		9,454,964	7,739,872
Total assets		9,454,964	7,739,872
Equity and liabilities			
Current liabilities			
Trade and other payables	10	1,070,038	558,010
Corporation tax payable		552,881	270,712
Total current liabilities		1,622,919	828,722
Equity attributable to equity holders of the Company			
Share capital	11	2,000,000	2,000,000
Other reserve	11	400,000	400,000
Retained earnings		5,432,045	4,511,150
Total equity		7,832,045	6,911,150
Total equity and liabilities		9,454,964	7,739,872

The notes on pages 17 to 29 form part of the financial statements

The financial statements of DD&Co Limited (registered number 00228785) were approved and authorised for issue by the Board of Directors on 1st July 2020.

Signed on behalf of the Board of Directors

L.Oliver
Director

D Gelber
Director

DD&Co Limited

Statement of changes in equity
Year ended 31 March 2020

	Notes	Share capital £	Other reserve £	Retained earnings £	Total equity £
Balance at 31 March 2018		2,000,000	400,000	5,291,808	7,691,808
Total comprehensive income for the period		-	-	4,219,342	4,219,342
Dividends paid	8	-	-	(5,000,000)	(5,000,000)
Balance at 31 March 2019		2,000,000	400,000	4,511,150	6,911,150
Total comprehensive income for the period		-	-	5,920,895	5,920,895
Dividends paid	8	-	-	(5,000,000)	(5,000,000)
Balance at 31 March 2020		2,000,000	400,000	5,432,045	7,832,045

DD&Co Limited

Cash flow statement
Year ended 31 March 2020

	Notes	2020 £	2019 £
Net cash from operating activities	12	5,951,123	4,774,470
Investing activities			
Investment income		17,966	18,275
Net cash from investing activities		17,966	18,275
Financing activities			
Equity dividends paid		(5,000,000)	(5,000,000)
Net cash used in financing activities		(5,000,000)	(5,000,000)
Net (decrease)/increase in cash and cash equivalents		969,089	(207,255)
Cash and cash equivalents at the beginning of the year	13	5,209,451	5,416,706
Cash and cash equivalents at the end of the year	13	6,178,540	5,209,451

The notes on pages 17 to 29 form part of the financial statements

Notes to the accounts
Year ended 31 March 2020

1. Accounting policies

DD&Co Limited (the "Company") is a private company, limited by shares and registered in England and Wales. The registered address is stated on page 1, the principal activities are stated on page 2.

The financial statements have been prepared in accordance with the International Financial Reporting Standards ('IFRS') as adopted by the European Union (the "EU") and in accordance with the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain financial instruments which are recognised at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

Amendments to References to the Conceptual Framework in IFRS Standards
Amendments to IFRS 3 (Oct 2018)
Amendments to IAS 1 and IAS 8 (Oct 2018)
Amendments to IFRS 9, IAS 39 and IFRS 7 (September 2019)
Amendmnets to IFRS 16
IFRS 17 – Insurance Contracts
Amendments to IAS 1
Amendments to IAS 16
Annual Improvements to IFRS Standards 2018-2020 (May 2020)
Amendments to IFRS 3 (May 2020)
Amendments to IAS 37 (May 2020)

The directors anticipate that the adoption of these Standards and Interpretations in future periods will not have a material impact on the financial statements of the Company.

None of the standards which became effective during the year have had a material impact on the financial statements.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report on Page 5.

The Company has considerable financial resources together with long term relationships with a number of customers and suppliers across different geographic areas and industries. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite some ongoing uncertainty in the political and economic outlook within certain of the core regions in which it operates, resulting from the effects of the COVID-19 virus.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for for at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

1. Accounting policies (continued)

Accounting convention

The current year amounts are for the year ended 31 March 2020. The comparatives are for the year to 31 March 2019. The accounting policies have been applied consistently in the current and previous year.

Revenue Recognition

IFRS 15 requires that revenue should be recognised depicting the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Specifically, the Standard introduces a five-step approach to revenue recognition, which is to:

- Step 1: Identify the contract(s) with a customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under IFRS 15, revenue is recognised as and when 'control' of the goods or services underlying a particular performance obligation is transferred to the customer. Determining the timing of the transfer of control, at a point in time or over time, requires judgement.

Revenue consists of commodity facilitation fees, which are recognised on a trade date basis.

Revenue is measured at the fair value of the consideration received or receivable and represents the invoiced value, net of Value Added Tax where applicable, of commissions received from the provision and arranging of facilitation services for commodity transactions, trade and asset finance, and is recognised on an accrual basis.

Notes to the accounts
Year ended 31 March 2020

1. Accounting policies (continued)

Foreign currency translation

(a) Functional currency

Items included in the financial statements are measured using sterling, the currency of the primary economic environment in which the entity operates ("the functional currency").

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the average monthly exchange rates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Financial assets

Financial assets are classified in the following categories, as determined at initial recognition:

(a) Amortised cost

Assets that are held for collection of contractual cash flows where the cash flows solely represent payments of principal and interest ('SPPI') and not designated at fair value through profit and loss ('FVTPL'), are measured at amortised cost. The carrying amount of these assets are adjusted by any credit loss allowances recognised.

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as amortised cost, and are measured using the effective interest method, less any impairment.

Business model: The business model reflects how the assets are managed to generate cash flows. That is, if the objective is solely to collected contractual cash flows from the assets or collect both contractual cash flows and cash flows arising from the sale of assets.

(b) Fair value through profit and loss

The following table shows the measurement categories under IFRS 9 for the company's financial assets.

	IFRS 9 Measurement Category
Trade and other receivables	Amortised Cost
Amounts due from related parties	Amortised Cost
Cash and cash equivalents	Amortised Cost

The Company applies the simplified impairment approach and recognizes lifetime ECL for these assets.

The Company enters into foreign exchange spot and forward contracts to manage its exposure to foreign exchange rate risk. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately. The foreign exchange forward contracts fall within Level 2 of the fair value hierarchy below.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets,

1. Accounting policies (continued)

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset that are not based on observable market data (unobservable inputs).

Impairment of financial assets

The Company assesses on a forward-looking basis the Expected Credit Loss ("ECL") associated with its financial assets carried at amortised cost. The measurement of ECL reflects:

- The unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes
- The time value of money
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecast of future economic conditions.

The company applies the simplified impairment approach and recognises lifetime ECL for these assets.

Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered. Financial liabilities are measured at amortised cost using the effective interest rate method.

Netting of financial instruments

Financial assets and liabilities with the same counterparty are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Cash and cash equivalents

These comprise cash held by the Company and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets approximates their fair value.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised to the extent that they are regarded as more likely than not they will be recovered. Deferred tax is measured on a non-discounted basis.

Interest income and expense

Interest income and expense is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts and payments over the expected life of the financial asset and financial liability to that asset's and liability's net carrying amount.

Notes to the accounts
Year ended 31 March 2020

1. Accounting policies (continued)

Critical judgments in applying the Company's accounting policies

There are no critical judgments that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

There are no key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. Financial instruments and risk management

Capital risk management

The Company's primary objective in managing capital is to ensure that it has capital which is permanent, and which is able to absorb any losses arising from an extreme event. The Company's capital is made up of the following:

Share capital (Note 11)

Other reserve

Retained earnings

Externally imposed capital requirement

The Company is not subject to externally imposed capital requirements.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the accounts.

Financial risk management objectives

The Company regards the monitoring and controlling of risk as a fundamental part of its management process and therefore constantly monitors risk, within strictly defined guidelines. The evaluation of risks, and the setting of policies, is carried out and approved by the relevant risk management committee under authority delegated by the Board.

Notes to the accounts
Year ended 31 March 2020

2. Financial instruments and risk management (continued)

Market risk management

Market risk is the vulnerability of the Company to movements in the current market value of financial instruments. Market risk comprises currency risk, interest rate risk and other price risk.

The Company engages in the purchase and sale of physical commodities. However, the Company is not involved in exchange-traded commodity dealings, and it does not engage in commodity market speculation, futures or options trading.

The Company has established a Market Risk Management Committee, chaired by a director and including other, relevant senior personnel, which meets regularly and ensures ongoing monitoring and control of market risk.

Foreign currency risk management

The Company has a sterling denominated balance sheet and cost base, but a significant percentage of its revenue is derived in US dollars. The Company enters into spot and forward foreign exchange arrangements with international banks to hedge its exposures. The Company does not trade in financial derivatives for commercial purposes but utilises hedging strategies to afford maximum protection against actual currency exposures. A budget is established for each financial year with a target rate of exchange that is approved by the Board of Directors. Hedging policies to mitigate currency risk on an ongoing basis are agreed at the beginning of every financial year and reviewed and adjusted, where relevant, at quarterly Board Meetings.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

Foreign currency sensitivity analysis

The Company is mainly exposed to the US dollar currency.

	2020		2019	
	Assets	Liabilities	Assets	Liabilities
	£	£	£	£
US dollar	3,226,043	(276,566)	1,951,319	(242,792)

2. Financial instruments and risk management (continued)

Foreign currency risk management (continued)

The following table details the Company's sensitivity to a 10% increase and decrease in sterling against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. A negative number below indicates an increase in profit where sterling strengthens 10% against the relevant currency. For a 10% weakening of sterling against the relevant currency, there would be an equal and opposite impact on the profit, and the balances below would be positive.

	US dollar currency impact	
	2020	2019
	£	£
Loss impact	268,134	155,321

Reasons for foreign currency impacts shown above:

The Company's sensitivity to foreign currency has been managed during the current period as it has maintained a policy of selling the majority of its dollar-based cash flows, retaining amounts required for contractual hedging and third-party payment commitments.

Interest rate risk management

Interest rate risk represents the sensitivity of the Company to changes in interest rates.

The Company does not have long-term borrowings or loans and therefore is not overly exposed to interest rate risk.

Credit risk management

Credit risk is the risk of financial loss to the Company if a client or counterparty fails to settle its contractual obligations to the Company.

As an intermediary in much of its business, the Company does not expect to assume significant credit risk but, where appropriate, the Company assesses the creditworthiness of each counterparty prior to entering a new relationship. The Company's exposure and the credit standing of its counterparties are continuously monitored. Credit exposure is controlled by counterparty limits that are reviewed regularly. The Company has established a Market Risk Management Committee, chaired by an Executive Director and including other, relevant senior personnel, which meets regularly to ensure ongoing monitoring and control of counterparty relationships.

The Company usually has surplus cash balances that are placed with bank counterparties of appropriate rating, as approved by the Board. For such purpose, the Company only engages with a core group of internationally recognised UK and international banks located in London that report to the Bank of England and are regulated by the FCA.

The Company has no significant concentration of customer credit risk outside of fees. None of the financial assets of the Company were past due or impaired during the current and the previous year and the directors have assessed the expected credit losses as £nil (2019: £nil). .

Notes to the accounts
Year ended 31 March 2020

2. Financial instruments and risk management (continued)

Credit risk management (continued)

Maximum exposure to credit risk

The table below represents the Company's "on balance sheet" credit risk exposure as at 31 March 2020 and 2019.

Credit risk relating to on-balance sheet exposures

	2020 £	2019 £
Cash and cash equivalents	6,178,540	5,209,451
Trade and other receivables	2,635,796	1,772,522
Amounts due from related parties	640,628	757,899
	9,454,964	7,739,872

Operational risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, people and systems, or from external events. It is inherent in every businesses operation and covers a wide spectrum of potential issues. The Company manages this risk by operating a control-based environment in which processes are documented, authorisation is independent and transactions are recorded and monitored.

The Company also has an Operational Risk Management Committee that is chaired by a director.

Liquidity risk

Liquidity risk refers to the risk that the Company is unable to meet the obligations associated with financial liabilities as they fall due owing to insufficient financial resources.

The Company manages liquidity risk by maintaining adequate reserves and cash and by continuously monitoring forecast and actual cash flows. Its position is overseen by the Financial Controller reporting to the Executive Directors.

Amounts owed to related parties are due on demand, all other exposures are due within 1 year.

Equity risk

Equity risk exposure is deemed to be immaterial.

3. Revenue

	2020 £	2019 £
Commodity and asset facilitation and trade intermediation	15,989,972	13,888,465

Revenue is derived from the Middle East 81%, Asia 5% and the Rest of the World 14% (2019: Middle East 78%. Asia 4% and Rest of the World 18%). The directors consider commodity and asset facilitation and trade and asset financing intermediation to be a single trading activity.

Notes to the accounts
Year ended 31 March 2020

4. Operating profit

Operating profit is stated after charging:

	2020 £	2019 £
Management fees payable to both Company entities (DDGI Limited & DDCAP Limited)	7,286,120	7,138,374
Fees payable to the Company's auditors for the audit of the annual accounts	27,832	21,450
Foreign exchange losses	111,530	75,105

No amounts were paid to the Company's auditors for non audit services

5. Investment income

	2020 £	2019 £
Income received from third party banks	17,966	18,275

6. Information regarding directors and employees

The Company did not have any employees in the current or prior periods.

The directors did not receive emoluments for their services from this the Company during the current or prior year as they were paid by other Group companies. The amounts paid to the directors for their services to the DDCAP Limited group were as follows.

	2020 £	2019 £
Salaries, fees, bonuses and benefits in kind/Short-term benefits	1,417,678	1,367,513
Pension contributions	3,947	2,083
Post-employment benefits	-	-
	1,421,625	1,369,596

The emoluments of the highest paid director were £654,000 for the year ended 31 March 2020 (2019: £644,000).

7. Tax

Analysis of tax charge on ordinary activities

	2020 £	2019 £
UK corporation tax at 19% (2019: 19%)	(1,388,738)	(848,541)
Prior year corporation tax adjustment	(485)	13,815
Total current tax	(1,388,253)	(834,726)

Notes to the accounts
Year ended 31 March 2020

7. Tax (continued)

Tax charge on profit on ordinary activities

Factors affecting current tax charge for the current year

	2020 £	2019 £
Profit on ordinary activities before tax	7,903,148	5,054,068
Total tax at 19%	(1,388,738)	(960,273)
Prior year corporation tax adjustment	(485)	13,815
Consortium relief not paid for	-	111,732
Total tax	(1,388,253)	(834,726)

8. Dividends

	2020 £	2019 £
Dividends paid on ordinary shares – 250p per share (2019: 250p per share)	5,000,000	5,000,000

9. Trade and other receivables

	2020 £	2019 £
Trade receivables	2,635,796	1,772,522
Amounts receivable from related parties	640,628	757,899
	3,276,424	2,530,421

At the balance sheet date there were amounts receivable from group companies of £640,628 (2019: £757,899). The carrying amount of all these assets approximates to their fair value. There were immaterial past due or impaired receivable balances (2019: £ nil).

Notes to the accounts
Year ended 31 March 2020

10. Trade and other payables

	2020 £	2019 £
Amounts owed to related parties	593,869	297,796
Fair value of foreign exchange forward contracts	171,771	-
Trade payables	276,566	238,764
Accruals and deferred income	27,832	21,450
	1,070,038	558,010

The carrying amount of trade and other payables approximates their fair value.

11. Called up share capital and other reserve

	2020 £	2019 £
Called up, allotted and fully paid		
2,000,000 (2019: 2,000,000) ordinary shares of £1 each	2,000,000	2,000,000

The other reserve is a merger reserve in respect of historical activities of the company.

Notes to the accounts
Year ended 31 March 2020

12. Notes to the cash flow statement

	2020 £	2019 £
Profit for the year	5,920,895	4,219,342
Adjustments for:		
Investment income	(17,966)	(18,275)
Income tax expense	1,388,253	834,726
Operating cash flows before movement in working capital	7,291,182	5,035,793
(Increase)/decrease in receivables	(746,003)	604,803
Increase/(decrease) in payables	(512,028)	277,897
Cash generated by operations	7,057,207	5,918,493
Income taxes paid	(1,106,084)	(1,144,023)
Net cash from operating activities	5,951,123	4,774,470

13. Cash and cash equivalents

	1 April 2019 £	Cash flow £	31 March 2020 £
Bank balance	5,209,451	969,089	6,178,540
	5,209,451	969,089	6,178,540

Notes to the accounts
Year ended 31 March 2020

14. Related party transactions

During the year, the Company entered in to the following transactions with related parties:

£7,286,120 (2019: £7,138,374) of administrative expenses related to management fees charged by DDGI Limited (a fellow subsidiary) and DDCAP Limited (the parent company together with the Company, the 'Company').

The following amounts were outstanding as at the balance sheet date:

	Amount owed by/(to) related parties	
	2020	2019
	£	£
DDGI Limited	(593,869)	(297,796)
DDCAP Limited	640,628	757,899
IPGL (Holdings) Limited	-	(111,732)

Dividends are mentioned separately in Note 8.

The amounts outstanding are unsecured, interest free and will be settled in cash, payable on demand. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by the related parties.

15. Third party transactions

On occasion, customers of the Company are required to introduce third party companies from outside the Company into their transactional arrangements. Such parties are included at the sole discretion of those customers in accordance with their individual terms and conditions of business. One such counterparty is Condor Trade Ltd ('Condor'), a company which is one hundred percent owned by Grooveflower Limited whose sole shareholder is the spouse of one of the Company's directors. Condor is managed completely independently of the Company. Grooveflower Limited has no involvement in the day to day management and business of Condor and there are no shareholders common to both the Company and Grooveflower. Outside of and separate to Condor's trading arrangements with its own customers, the Company (including the Company) maintains a trading relationship with Condor in the ordinary course of its business.

16. Ultimate parent Company and controlling Company

The immediate parent Company is DDCAP Limited, a company incorporated in Great Britain and registered in England and Wales. Company consolidated financial statements of DDCAP Limited, which is the parent of the smallest Company for which Company accounts are prepared, can be obtained from the company's registered office, DDCAP Limited, 8-10 Grosvenor Gardens, London SW1W 0DH. IPGL (Holdings) Limited is the ultimate parent company and controlling party, which is incorporated in Great Britain and registered in England and Wales. Company consolidated financial statements of IPGL (Holdings) Limited, which is the parent of the largest Company for which Company accounts are prepared, can be obtained from the company's registered office, IPGL (Holdings) Limited, 3rd Floor, 39 Sloane Street, Knightsbridge, London, SW1X 9LP.