

UPTIME ROBOT SERVICE PROVIDER LIMITED

**Annual Report
and
Financial Statements**

31 December 2021

Uptime Robot Service Provider Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS
for the year ended 31 December 2021

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Uptime Robot Service Provider Limited

COMPANY INFORMATION

Registration

Uptime Robot Service Provider Limited was registered in Malta as a limited liability company under the Companies Act, (Cap 386) of the laws of Malta with registration number is C 76087.

Director

Adrian Giordano Imbroli

Company secretary

Gordon Mifsud

Registered office

Office 21
Regent House
Bisazza Street
Sliema SLM 1640
MALTA

Auditors

Andrew Galea & Associates
Certified Public Accountants
Regent House
53, Fifth Floor
Bisazza Street
Sliema SLM 1640
MALTA

Bankers

Lombard Bank Malta plc
67 Republic Street
Valletta VLT 1117
MALTA

Transfer Wise Ltd.
56 Shoreditch High Street
London E1 6JJ
UNITED KINGDOM

DIRECTOR'S RESPONSIBILITIES

for the year ended 31 December 2021

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the director is required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting year on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting year.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable him to ensure that the financial statements comply with the Companies Act (Cap. 386) enacted in Malta. This responsibility includes designing, implementing and maintaining such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The director is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Uptime Robot Service Provider Limited

INCOME STATEMENT

for the year ended 31 December 2021

	Note	2021 USD	2020 USD
Revenue		2,230,612	1,924,575
Administrative expenses		(1,411,129)	(516,198)
Interest received		3,870	-
Profit before tax	3	823,353	1,408,377
Income tax expense		(281,775)	(492,932)
Profit for the year		541,578	915,445

The accounting policies and explanatory notes on pages 7 to 10 form an integral part of the financial statements.

Uptime Robot Service Provider Limited

BALANCE SHEET

As at 31 December 2021

	Notes	2021 USD	2020 USD
ASSETS			
Current assets			
Trade and other receivables	4	785,628	26,583
Cash and bank balances		1,358,288	1,752,469
		<u>2,143,916</u>	<u>1,779,052</u>
Total assets		<u>2,143,916</u>	<u>1,779,052</u>
EQUITY AND LIABILITIES			
Equity			
Share capital		1,350	1,350
Retained earnings		-	915,445
		<u>1,350</u>	<u>916,795</u>
Liabilities			
Current liabilities			
Trade and other payables	5	1,860,984	345,663
Taxation		281,582	516,594
		<u>2,142,566</u>	<u>862,257</u>
Total equity and liabilities		<u>2,143,916</u>	<u>1,779,052</u>

The accounting policies and explanatory notes on pages 7 to 10 form an integral part of the financial statements.

The financial statements set out on pages 4 to 10 were approved and authorised for issue by the director on 21 April 2022 and signed by:

Adrian Giordano Imbroll
Director

Uptime Robot Service Provider Limited

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2021

	Share Capital USD	Profit and loss Account USD	Total USD
FINANCIAL YEAR ENDED 31 DECEMBER 2020			
Balance at 1 January 2020	1,350	-	1,350
Profit for the year	-	915,445	915,445
Balance at 31 December 2020	<u>1,350</u>	<u>915,445</u>	<u>916,795</u>
FINANCIAL YEAR ENDED 31 DECEMBER 2021			
Balance at 1 January 2021	1,350	915,445	916,795
Profit for the year	-	541,578	541,578
Dividends paid	-	(1,457,023)	(1,457,023)
Balance at 31 December 2021	<u>1,350</u>	<u>-</u>	<u>1,350</u>

The accounting policies and explanatory notes on pages 7 to 10 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

1. BASIS OF PREPARATION

Basis of measurement and statement of compliance

The financial statements of Uptime Robot Service Provider Limited (“the Company”) have been prepared in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-Sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (“GAPSME”). The financial statements have been prepared on the historical cost basis

Functional and presentation currency

The financial statements are presented in USD, which is the company’s functional currency.

2. SIGNIFICANT ACCOUNTING POLICIES

Income

Rendering of services

Revenue is recognised on the performance of the service, net of sales taxes and discounts.

Foreign currencies

Transactions denominated in foreign currencies are converted to the functional currency at the rates of exchange ruling on the dates on which the transactions first qualify for recognition. Monetary assets and liabilities denominated in foreign currencies at balance sheet date are translated at year end closing rates of exchange. Any exchange differences arising on settlement of monetary assets and monetary liabilities, or on translating foreign denominated monetary assets and liabilities at the balance sheet date at rates different from those at which they were previously translated, are recognised in profit or loss.

Financial assets, financial liabilities and equity

A financial asset or a financial liability is recognised on the Company’s balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially recognised at their fair value plus in the case of financial assets and financial liabilities not classified as held for trading and subsequently measured at fair value, transaction costs attributable to the acquisition or issue of the financial assets and financial liabilities.

Financial assets and financial liabilities are derecognised if and to the extent that, it is no longer probable that any future economic benefits associated with the item will flow to or from the entity.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

A financial instrument, or its component parts, is classified as a financial liability, financial asset or an equity instrument in accordance with the substance of the contractual arrangement rather than its legal form.

i. Trade and other receivables (excluding non-financial assets included in this line item)

Trade and other receivables are stated at their nominal value unless the effect of discounting is material in which case trade and other receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence of impairment;

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial assets, financial liabilities and equity – continued

ii. Trade and other payables (excluding non-financial liabilities included in this line item)

Trade and other payables are stated at their nominal value unless the effect of discounting is material, in which case trade and other payables are measured at amortised cost using the effective interest method.

iii. Share capital issued by the Company

Ordinary shares issued by the Company are classified as equity. Dividends to ordinary shareholders are debited directly to equity and are recognised as liabilities in the year in which they are declared.

Impairment

The Company's property, plant and equipment and financial assets are tested for impairment.

i. Property, plant and equipment

The carrying amounts of the Company's property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised and the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation decrease to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that asset.

The carrying amounts of Company's assets are also reviewed at each balance sheet date to determine whether there is any indication that an impairment loss recognised in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment reversals are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation increase unless an impairment loss on the same asset was previously recognised in profit or loss.

ii. Financial assets

A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost or cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss is recognised in profit or loss. If, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. The reversal does not result in a carrying amount of the financial asset that exceeds what the amortised cost/cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity.

Current tax is based on the taxable profit for the year, as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. The Company recognises a deferred tax liability in respect of all taxable temporary differences and a deferred tax asset in respect of all deductible temporary differences except to the extent that such deferred tax liability arises from the initial recognition of goodwill or the deferred tax asset/liability arises from the initial recognition of an asset or liability which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (loss). Recognition of a deferred tax asset is however limited to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The Company re-assesses any unrecognised deferred tax asset at each balance sheet date to determine whether future taxable profit has become probable that allows the deferred tax asset to be recovered.

Cash and cash equivalents

Cash comprises cash in hand and demand deposits. Cash equivalents are short-term investments that are held to meet short-term cash commitments rather than for investment or other purposes. Bank overdrafts, which are repayable on demand and form an integral part of the Company's cash management, are presented in current liabilities in the balance sheet.

3. PROFIT BEFORE TAX

3.1 Total remuneration paid to the Company's auditors during the year amounts:

	2021	2020
	USD	USD
Audit fees	1,359	909

4. TRADE AND OTHER RECEIVABLES

	2021	2020
	USD	USD
Accounts receivable	-	7,060
Indirect taxation	-	290
Other debtors	18,091	19,233
Loan to parent company	767,537	-
	785,628	26,583

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

4. TRADE AND OTHER RECEIVABLES – *continued*

The loan to the parent company is unsecured, bears interest at the rate of 2.5% per annum and is repayable by 19 October 2026.

5. TRADE AND OTHER PAYABLES

	2021	2020
	USD	USD
Current liabilities		
Amounts due to shareholder	855,302	60,780
Amount due to related party	37,548	-
Trade payables	8,906	23,010
Indirect taxation	28,404	10,992
Accruals	9,622	250,881
Deferred income	921,202	-
	1,860,984	345,663

The amounts due to the shareholder and related company are unsecured, interest free and repayable on demand.

6. PARENT COMPANY

The immediate parent company of Uptime Robot Provider Limited is ignity S.R.O., Reg. No. 52500349 registered in Slovakia, with its registered address at Obchodna 507/2, Mestska Cast' Stare Mesto, 81106, Bratislava.

7. EVENTS AFTER THE REPORTING PERIOD

Since March 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing and closure of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Governments and central banks have responded with monetary and fiscal interventions to stabilise economic conditions. Subsequent to the year end new cases of COVID-19 have continued to arise.

The operational and financial impacts of the COVID-19 pandemic to date have been reflected in the 31 December 2021 financial statements. The Board of Directors are expecting the Company to remain with a strong financial position during this time with its operational performance and results of future periods likely to be affected. There is also no significant doubt about the Company's ability to continue as a going concern.

The duration and impact of COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remain unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact of the financial position and results of the Company for future periods.

**INDEPENDENT AUDITORS' REPORT
to the Shareholders of Uptime Robot Service Provider Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Uptime Robot Service Provider Limited (the Company), set out on pages 4 to 10, which comprise the balance sheet as at 31 December 2021, the income statement, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the balance sheet of the Company as at 31 December 2021, and of its financial performance for the year then ended in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (GAPSME) and have been properly prepared in accordance with the requirements of the Companies Act (Cap. 386).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Director

The director is responsible for the preparation of the financial statements that give a true and fair view in accordance with GAPSME, and for such internal control as the director determines 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 director is 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 director either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

INDEPENDENT AUDITOR'S REPORT - *continued*
to the Shareholders of Uptime Robot Service Provider Limited

Auditor's Responsibilities for the Audit of the Financial Statements - *continued*

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the director regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

We also have responsibilities under the Companies Act, Cap. 386 of the Laws of Malta to report to you if in our opinion:

- Adequate accounting records have not been kept.
- The financial statements are not in agreement with the accounting records and returns.
- We have not received all the information and explanations we require for our audit.
- If certain disclosures of director's remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

We have nothing to report to you in respect of these responsibilities.



Andrew Galea
Partner

Andrew Galea & Associates
Certified Public Accountants

Regent House, 53, Fifth Floor,
Bisazza Street, Sliema, SLM 1640
Malta

21 April 2022

DETAILED EXPENDITURE STATEMENT

	2021 USD	2020 USD
ADMINISTRATIVE COSTS		
Advertising & promotion	112,966	61,052
Audit fees	1,359	909
Bank and payment providers charges	159,731	106,908
Registration fee	122	111
Management fees	791,946	18,724
Professional fees	57,016	35,032
Development and website running costs	310,654	297,135
Office expenses	3,089	2,936
Rent	3,660	3,660
Gain/(loss) on exchange	(29,414)	(10,269)
	<u>1,411,129</u>	<u>516,198</u>

These detailed financials do not form part of the audited financial statements.
