



**WARWYCK**

PHOENIX PCC

# ANNUAL REPORT 2023

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## CORPORATE DATA

		<b>Date appointed</b>
<b>Directors</b>	:	
	Frank Brusco	10 October 2014
	Mohammad Shameer Mohuddy	20 January 2017
	Youmeshwar Ramdhony	10 April 2017
	Oumila Sibartie	3 November 2020
	Navinchandra Chattoor	29 June 2022
<b>Administrator and Secretary</b>	Anex Management Services Ltd 8 <sup>th</sup> Floor, Ebène Tower 52 Cybercity Ebène 72201 Republic of Mauritius	
<b>Registered office</b>	: Warwyck House Nalletamby Road, Phoenix 73538 Republic of Mauritius	
<b>Auditors</b>	: Nexia Baker & Arenson Chartered Accountants 5 <sup>th</sup> Floor, C&R Court 49, Labourdonnais Street Port Louis Republic of Mauritius	
<b>SEM Authorised Representative and Sponsor</b>	: Perigeum Capital Ltd Level 4, Alexander House 35 Cybercity Ebène 72201 Republic of Mauritius	
<b>Bankers</b>	: Warwyck Private Bank Ltd Warwyck House Nalletamby Road Phoenix 73538 Republic of Mauritius	BCP Bank (Mauritius) Ltd Maëva Tower, Level 9 Angle Silicon Avenue & Bank Street Cybercity, Ebène 72201 Republic of Mauritius
<b>Legal Advisor</b>	: Dentons Mauritius LLP Les Jamalacs Vieux Conseil Street Port Louis Republic of Mauritius	

# ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The Board of Directors of **Warwyck Phoenix PCC** (the “Company”), is pleased to present the annual report together with the audited financial statements for the year ended 31 December 2023.

## **Incorporation**

**Warwyck Phoenix PCC** was incorporated in the Republic of Mauritius on 21 August 2014 as a private company with liability limited by shares and was converted into a public company by special resolution on 3 May 2016.

## **Principal activity**

The Company is a Protected Cell Company (PCC) organised as a Collective Investment Scheme (CIS) and is categorised as an expert fund pursuant to the Securities Act 2005 and the regulation made hereunder.

## **Listing on the Stock Exchange of Mauritius Ltd**

As at 31 December 2023, the Participating Shares of the following Cells of the Company were listed on the Official Market of the Stock Exchange of Mauritius Ltd (“SEM”): -

1. Warwyck Phoenix Global Invest Fund 2
2. Warwyck Phoenix Global Invest Fund 6

## **Results and dividends**

The results for the year ended 31 December 2023 for the Company are as shown on page 29.

The directors did not declare and paid dividend to the shareholder for the year under review (2022: Nil).

## **Directors**

The present membership of the Board of the Company is set out on page 2.

## ANNUAL REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### Directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial year, which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- correctly record and explain the transactions of the Company;
- disclose with reasonable accuracy at any time the financial position of the Company; and
- ensure that the financial statements are prepared in accordance with International Financial Reporting Standards and comply with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004.

The Directors confirm that:

- the financial statements present fairly the financial position of the Company as at the reporting date and the results of operations and cash flows for the reporting year;
- the external auditors are responsible for reporting on whether the financial statements are presented fairly;
- adequate accounting records and an effective system of internal control have been maintained;
- the financial statements have been prepared in accordance with International Financial Reporting Standards;
- appropriate accounting policies are supported by reasonable and prudent judgements and estimates have been used consistently;
- the financial statements have been prepared on the going concern basis;
- they are responsible for safeguarding the assets of the Company;
- they have taken reasonable steps for the prevention and detection of fraud and other irregularities; and
- the Company has adhered to the Code of Corporate Governance.

#### Internal Control

The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. The internal audit function is outsourced to Warwyck Private Bank Limited. The Internal Auditor reports to the Audit and Risk Committee. It helps the Company accomplish its objectives by applying a systematic and disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes. The Internal Auditor has unrestricted access to all records, necessary for discharging its responsibilities.

#### Risk Management

The Board of directors is responsible for determining the overall strategic direction and the proper risk management strategy and policies of the Company. It sets the appropriate risk level and tolerance of the Company. The risk strategy covers all the major risk areas in which the Company has significant exposure.

### Contracts of significance

There was no contract of significance to which the Company was a party and in which a Director was materially interested either directly or indirectly.

### Going concern statement

On the basis of current projections, the directors are confident that the Company has adequate resources to continue operations for the foreseeable future and consider that the going concern basis in preparing the financial statements be adopted.



**ANNUAL REPORT (CONTD)**  
 FOR THE YEAR ENDED 31 DECEMBER 2023

**Directors' share interests**

As at 31 December 2023, Mr Frank Brusco had indirect interest of 8.62% in the management shares of the Company.

**Directors' remuneration**

The Board of Directors has resolved not to disclose the remuneration paid due to commercial sensitivity of the information.

**Donations**

No donation was made by the Company (2022: Nil).

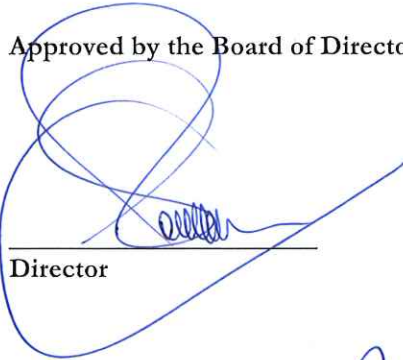
**External auditors**

The external auditors, Nexia Baker & Arenson, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual Meeting.

	2023	2022
	USD	USD
<b>Fees for audit services (VAT exclusive) *</b>	<b>25,000</b>	25,000

*\*Total fees chargeable to the Company and its Cells*

Approved by the Board of Directors on 27 March 2024 and signed on its behalf by:

  
 \_\_\_\_\_  
 Director

  
 \_\_\_\_\_  
 Director

Stuart Murray

Oumila Sibartie

# CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

## General Information

**Warwyck Phoenix PCC** was incorporated in the Republic of Mauritius on 21 August 2014 as a private company with liability limited by shares. It is also a Protected Cell Company and was converted into a public company by special resolution on 3 May 2016. The Company holds a Global Business Licence issued by the Financial Services Commission and was authorised to operate as a Collective Investment Scheme on 8 October 2014.

## **Principle 1: Governance Structure**

- 1.1 The Company holds a Global Business Licence and is not defined as a public interest entity in line with section 2 of the Financial Reporting Act.
- 1.2 The Board and Management of the Company are committed to ensuring and maintaining a high standard of corporate governance within the Company. The Board recognises that the National Code of Corporate Governance for Mauritius 2016 (the “Code”) is regarded as best practice and, therefore, uses its best endeavours to ensure compliance with the provisions set out in the Code.

The Board regularly monitors and evaluates compliance with its established ethical principles and standards.

The Board of Directors assumes full responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. In addition, the Board is collectively responsible for the long-term success, reputation and governance of the Company.

- 1.3 The Company has reassessed its Board Charter as well as its Code of Ethics copies of which are available on the Company’s website or upon written request to the Company Secretary.
- 1.4 The Board Charter provides a clear definition of the roles and responsibilities of the Chairperson, executive directors as well as the Company Secretary. The role of the Chairperson is distinct and separate from that of the Chief Executive Officer (“CEO”) and there is clear division of responsibilities with the Chairperson leading the Board and the Chief Executive Officer managing the day-to-day operations.

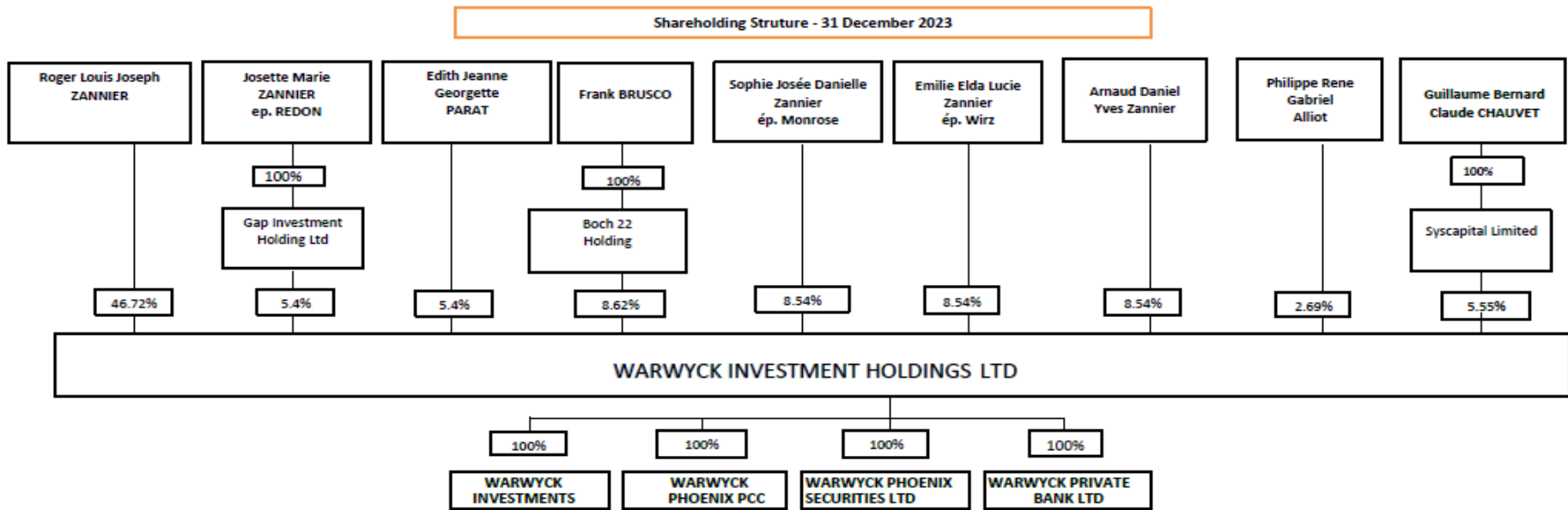
# CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

## Principle 1: Governance Structure (Contd)

### 1.5 Company structure and shareholding

The organisation structure is illustrated in the below diagram:



**Nundan Sharma Doorgakant**  
 (for) Anex Corporate Services Ltd  
 Company Secretary



## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### Principle 1: Governance Structure (Contd)

#### Shareholding:

As at 31 December 2023, the stated capital of the Company stood at USD 100, represented by 100 management shares with a par value of USD 1.

Warwyck Investment Holdings Ltd holds 100% of the management shares of the Company.

### Principle 2: The Structure of the Board and its Committees

#### 2.1 Board Structure

The Board of the Company has a unitary structure. The Board is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise and experience to carry out their duties effectively. The Board is composed of 5 directors coming from different sectors. Every director has drawn from his/her professional background and expertise in positively contributing to the Board's activities.

##### 2.1.1 Board Size

As at 31 December 2023, the Board comprised of 5 members which include three executive directors and two independent non-executive directors.

All Directors are ordinarily resident in Mauritius except for one of the directors who is a non-resident, namely, Mr. Frank Brusco.

Having regard to the size of the Company and the number of board committees, the Board considers that its size and composition is reasonably sufficient to meet the requirements of the business of the Company.

The following directors held office during the year under review:

Name of Director	Date of Appointment	Date of Resignation	Status	Residency
Mr. Frank Brusco	10 October 2014	N/A	Executive Director (with effect from 27 May 2019)	France
Mr. Mohammad Shameer Mohuddy	20 January 2017	N/A	Independent Non-Executive Director, Chairperson	Mauritius
Mr. Youmeshwar Ramdhony	10 April 2017	N/A	Executive Director, Chief Executive Officer	Mauritius
Ms. Oumila Sibartie	03 November 2020	N/A	Independent Non-Executive Director	Mauritius
Mr. Navinchandra Chattoor	29 June 2022	N/A	Executive Director	Mauritius

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.2 Board Composition**

##### **2.2.1 Chairperson**

The members of the Board appointed Mr. Mohammed Shameer Mohuddy as Chairperson on 12 November 2020 who is also an Independent Non-executive Director. The Chairperson is not involved in the day-to-day running of the business and is not a full-time employee of the Company. Additionally, the Chairperson's title, role and function is separate from that of the Chief Executive Officer of the Company.

##### **2.2.2 Executive Directors**

The members of the Board appointed Mr. Youmeshwar Ramdhony as Chief Executive Officer ("CEO") and executive director of the Company on 10 April 2017. In his capacity as CEO, Mr. Ramdhony is involved in the day-to-day running of the business and ensures that information pertaining to the day-to-day management of the Company are communicated to the Board. Alongside the CEO, the Board has appointed an additional executive director, namely Mr. Navinchandra Chattoor on 29 June 2022, who is also involved in managing the daily affairs of the Company. Mr. Frank Brusco was also appointed as an Executive Director with effect from 27 May 2019. As of 31 December 2023, the board is comprised of independent non-executive directors and executive directors.

##### **2.2.3 Independent Directors**

The members of the Board appointed Mr. Mohammad Shameer Mohuddy and Ms. Oumila Sibartie as independent non-executive Directors. They have at all times exercised independence of character and judgement in assuming their role as independent directors.

The Board further confirms that, the above-named independent directors:

- have not been employed by the Company for the last three years;
- have not had any material business relationship with the Board either directly or indirectly or as partner, shareholder, director or senior employee of a body that has such a relationship with the Company;
- have not received additional remuneration from the organization apart from director's fee (as described hereunder)
- are not nominated directors representing a substantial shareholder;
- do not have any close family ties with any of the organisation's advisors, directors, or senior employees;
- do not have any cross directorships or significant links with other directors within the Group for the year under review; and
- have not served on the Board for more than nine continuous years from the date of their first election.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### Principle 2: The Structure of the Board and its Committees (Contd)

#### 2.2 Board Composition (Contd)

##### 2.2.4 Directorship in other Companies

The following table discloses the directorship held by each director in other companies for the financial year under review:

Name of Director	Directorship in other Companies	Type of Directorship held
<b>Mr Frank Brusco</b>	Boch 22 Holding	Director
	Vicgest	Director
	Efficiency Network	Director
	Boch 22	Director
	Double TT Promotion	Director
	Brusco Mendes construction	Director
<b>Mr. Youmeshwar Ramdhony</b>	Omnisen Consulting Ltd	Director
	Angel Sub Ltd	Director
<b>Mr. Mohammad Shameer Mohuddy</b>	Harford Corporate Services Ltd	Director
	Sibram Ltd	Director
	Far East Express (Holdings) Ltd	Director
	Harper Invest Ltd	Director
	Villa Invest Ltd	Director
	Datcha Ltd	Director
	Latronpem Ltd	Director
	Coral Blue (Maurice) Property Ltd	Director
	Hachato Ltd	Director
	Jaegger Corporate Ltd	Director
<b>Ms. Oumila Sibartie</b>	Lineage Investment Services Ltd	Executive Director
	Lineage Hub Ltd	Executive Director
	SBM Bank (Mauritius) Ltd	Independent Non-Executive Director
	Island Life Assurance Ltd	Independent Non-Executive Director
	Trimetys Ltd	Independent Non-Executive Director
	Saint Capital Fund	Independent Non-Executive Director
	HV Holdings Ltd	Independent Non-Executive Director
<b>Mr. Navinchandra Chattoor</b>	None	

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.2 Board Composition (Contd)**

##### **2.2.5 Company Secretary**

Anex Management Services Limited (“Anex”) is responsible for the provision of corporate secretarial services to the Company.

Anex, in its capacity as Company Secretary, provides the Board with detailed guidance as to how its responsibilities should be properly discharged in the best interests of the Company. In addition, the Company Secretary provides guidance on the statutory duties of the Board and the regulatory requirements of the Company. In the performance of its duties and functions, the Company Secretary acts as a vital bridge between the Board and executive management.

The Company Secretary further assists the Chairperson, CEO, the Board and Board Committees in applying and implementing the principles of the Code with a view to enhancing long-term stakeholder’s value.

##### **2.2.6 Board Diversity**

During the period under review, there is one female director on the board with the appropriate skills, knowledge and experience in the core business of the Company.

##### **2.2.7 Board & Committee Charter**

The Board has reassessed the charter of the Board and its Committees during the year under review.

#### **2.3 Board meetings**

Board meetings are held at least once every quarter but may also be held at any time as maybe required by the Company. Decisions that need to be taken between meetings are conducted by way of written resolutions, agreed and signed by all Directors entitled to receive notice.

The Board meetings are conducted in accordance with the Company’s Constitution and the Mauritius Companies Act 2001 and are convened by giving appropriate notice to Directors. Detailed agenda together with relevant supporting documents are circulated in advance by the Company Secretary to the Directors to enable them to make focused and informed deliberations at Board meetings.

The matters being considered at the meetings are as follows:

- to examine all statutory matters;
- to approve the audited financial statements and review important accounting issues;
- to review the Company’s performance and the performance of its various Cells;
- to ensure compliance of the Company with the relevant legislations;
- to take note of changes in the legislations which may affect the Company;
- to approve the quarterly management accounts;
- to approve the release of the financial results announcements of each listed cells
- to the market; and
- to discuss any other business.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### **2.3 Board meetings (Contd)**

The Board promotes, encourages and expects open discussions at meetings. Board meetings provide a forum for challenging and constructive debate.

During the year under review, the Board has met four times. Minutes of the proceedings of each Board meeting are recorded by the Company Secretary and submitted for confirmation at its next meeting where they are signed by the Chairperson and Company Secretary.

The table below shows the attendance of directors at Board meetings during the year ended 31 December 2023:

Directors	28 March 2023	12 May 2023	10 August 2023	08 November 2023	Total Number of meetings attended
Frank Brusco	✓	✓	X	✓	3/4
Mohammad Shameer Mohuddyy	✓	✓	✓	✓	4/4
Youmeshwar Ramdhony	✓	✓	✓	X	3/4
Oumila Sibartie	✓	✓	✓	✓	4/4
Navinchandra Chattoor	✓	✓	✓	✓	4/4

#### **2.4 Board Committee**

In line with the Code and in order to facilitate the effective management, the following Board Committees have been established by the Board, which operate within a defined Terms of Reference:

##### Audit & Risk Committee

The Company has set-up an Audit & Risk Committee whose purpose is to assist the Board in fulfilling its corporate governance duties and overseeing its responsibilities in relation to the Company's and the Cells' financial reporting, internal control system, risk management system and internal and external audit functions. Its role is to provide advice and recommendations to the Board within the scope of its terms of reference as approved by the Board.

The Audit & Risk Committee is composed of a majority of independent directors. A quorum of two directors is currently required for a meeting of the said committee.

The following table shows the members of the Audit & Risk committee and their attendance at the meetings of the Audit & Risk committee for the year under review:

Name of Director / Member	Type of Membership	28 March 2023	08 November 2023	Total number of meetings attended
Mohammad Shameer Mohuddyy	Member	✓	✓	2/2
Navinchandra Chattoor	Member	✓	✓	2/2
Oumila Sibartie	Chairperson	✓	✓	2/2

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 2: The Structure of the Board and its Committees (Contd)**

#### *Investment Committee*

The Company has set-up an Investment Committee whose purpose is to maintain prudent and effective investments and to formulate and oversee the investment policies and management. The following table shows the members of the Investment Committee and their attendance at the meetings held by the Investment Committee for the year under review:

Name of Director / Member	Type of Membership	17 January 2023	21 March 2023	17 April 2023	17 July 2023	Total number of meetings attended
Frank Brusco	Chairperson	✓	✓	✓	✓	4/4
Patrice Bouché	Member	✓	✓	✓	✓	4/4
Thomas Besnier	Member	✓	✓	✓	✓	4/4

During the year under review, the Investment Committee has met four times. The Committees regularly recommend actions to the Board. Minutes of each meeting are taken and submitted to the Board for noting.

### **Principle 3: Director appointment procedures**

#### **3.1 Directors' appointment and procedures**

According to clause 28.1 of the Company's Constitution, the Directors shall be appointed by ordinary resolution of shareholders. Directors are eligible for re-election at the Annual meeting of the Company subject to the relevant procedures laid down in the Company's Constitution and the requirements of the Mauritian Companies Act 2001.

The re-election of directors is subject to continued satisfactory performance following a formal performance evaluation of the individual directors' performance.

Upon any change in directorship, the Board assumes the responsibilities for succession planning as well as for the appointment of the new directors.

Directors' profiles are given hereinafter:

#### **3.2 Directors' Profile**

##### **Youmeshwar Ramdhony**

*Chief Executive Officer*

**Date of appointment:** 10 April 2017

Youmeshwar is an Associate of the Chartered Institute for Securities and Investment (U.K.) and of the Chartered Management Institute (U.K.), a Fellow of the Institute of Chartered Secretaries and Administrators (U.K.), Member of the Society of Trust & Estate Practitioners (U.K.) while also holding an Executive MBA and B.A. in Economics. He has equally undergone management training from the University of Columbia, U.S.A., Harvard Business School Publishing of Harvard Business School, U.S.A. and the Singapore Institute of Management.



## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 3: Director appointment procedures (Contd)**

#### **3.2 Directors' Profile (Contd)**

He has held various senior positions in the banking and global business sectors with local and international organisations in Mauritius, Guernsey, Jersey and Singapore. Youmeshwar has been involved in the management of global business companies, international SPVs and in providing estate and wealth planning solutions to HNWI around the world. He has also served on the board of directors of several global business companies for investment holding and fund structures.

Youmeshwar joined the company as Fund Manager in May 2016 and was, subsequently, appointed as Chief Executive Officer and to the Board of Directors in April 2017.

**Directorship in other listed companies:** none

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#### **Mohammad Shameer Mohuddy**

*Independent Non-Executive Director and Chairperson*

**Date of appointment:** 20 January 2017

Shameer Mohuddy is an independent legal practitioner in Mauritius with over 17 years' experience in the legal industry. His main areas of practice are corporate law, commercial law, employment law, banking law and taxation. He was previously a Partner at Legis & Partners, a legal consultancy firm and prior to that, in-house legal for EY Financial Services Ltd, an ex-management company. He has also served as a Member of the Commission on the Prerogative of Mercy and was a former Commissioner of the Equal Opportunities Commission and also a former Vice-Chairperson of the National Economic and Social Council. He has read law at Queen Mary College, University of London (UK) and is a Member of the Honourable Society of the Inner Temple (UK).

**Directorship in other listed companies:** none

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#### **Frank Brusco**

*Non Executive Director: 10 October 2014-26 May 2019*

*Executive Director: With effect from 27 May 2019*

Frank Brusco, an accomplished businessman, has set up multiple businesses around the world. He holds a degree in Banking and Finance. The latter has been active in the finance industry for many years and is currently a Director at Vicgest SA, a corporate/business consultancy firm, based in Geneva.

**Directorship in other listed companies:** none

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#### **Oumila Sibartie**

*Independent Non-Executive Director*

**Date of appointment:** 03 November 2020

Oumila Sibartie has over 24 years of experience in the global financial markets including the U.S.A., U.K. and Mauritius in managing various projects, products and people; in the provision of investment and financial solutions to corporations, institutional clients and high net-worth individuals; in corporate directorship; and in the training of financial professionals. She has also developed expertise in the fields of investment advisory, asset management, wealth management, financial planning, corporate finance, strategic planning, economic & social impact assessment, training and consultancy.

**Directorship in other listed companies:** none

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## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 3: Director appointment procedures (Contd)**

#### **3.2 Directors' Profile (Contd)**

##### **Navinchandra Chattoor**

*Executive Director*

**Date of appointment:** 26 June 2022

Navinchandra Chattoor is a member of the Association of Chartered Certified Accountants of the U.K.

Navinchandra joined DTOS Ltd in 2017 as Fund Accountant and was, subsequently, appointed as Supervisor-Fund Accounting in 2020.

In February 2022, Navinchandra joined the Company as Manager – Accounting and was, subsequently, appointed to the Board of Directors in June 2022.

**Directorship in other listed companies:** none

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#### **3.3 Board orientation and induction**

An induction program is organised to ensure that newly appointed directors receive an induction upon joining the Board to familiarise them with the Company's operations, senior management and its business environment and to induct them in their fiduciary duties and responsibilities. Newly appointed directors are provided with an induction pack comprising of the Board Charter which clearly defines their duties and obligations, the Company's Annual Report and relevant governing documents.

#### **3.4 Professional development**

The Company ensures that the necessary resources for developing and updating its directors' knowledge and capabilities are provided as and when required. The Chairperson and the Board regularly reviews training development needs of Directors to ensure that they continually update their skills and relevant knowledge.

Directors are encouraged to keep themselves abreast with the latest industry trends and professional practices and professional development programmes that are organised by the Company or any other organisation.

For the year under review, the Board has reviewed the professional development and ongoing education of directors.

The Company catered for the members' needs and requirements amidst an evolving context, with a training log being maintained.

#### **3.5 Succession planning**

The Board is of the opinion that good succession planning contributes further to the delivery of the Company's strategy by ensuring the desired mix of skills and experience of current and future Board members. The Board is also committed to recognising and nurturing talent within executive and management levels across the Group to ensure that the Company creates opportunities to develop current and future leaders.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 4: Directors duties, Senior executive remuneration and performance**

#### **4.1 Directors Duties**

The Directors are aware of their legal duties under the Mauritian Companies Act 2001 and other relevant legislations, such as the Securities Act 2005 and Financial Services Act 2007. Once they are appointed as directors, the board members are informed and communicated with a copy of the Board Charter, Company constitution and other internal rules and policies of the Company.

#### **4.2 Code of ethics**

In accordance with the requirements of the Stock Exchange of Mauritius Ltd and the Code, the Board has adopted a Code of Ethics to encourage honest and ethical conduct, including fair dealing and the ethical handling of conflicts; all directors, officers and employees of the Company are expected to be familiar with the Code of Ethics and to adhere to those principles and procedures set forth therein.

##### *Honest and Ethical Conduct*

Each director, officer, employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and ethical. This includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Deceit and subordination of principle are inconsistent with integrity.

Each director, officer and employee must:

- act with integrity, including being honest and ethical while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- observe both the form and spirit of laws and governmental rules and regulations and accounting standards.
- adhere to a high standard of business ethics.
- accept no improper or undisclosed material personal benefits from third parties as a result of any transactions of the Company.

The Code of Ethics is reassessed by the Board on an annual basis.

#### **4.3 Interest register, conflicts of interest and related party transactions**

The Board strictly believes that a Director should make his best effort to avoid conflict of interest or situation where others might reasonably perceive as a conflict. According to clause 26.2 of the Company's Constitution, a Director who has declared an interest shall not inter alia:

- vote on any matter relating to transaction or proposed transaction in which he has an interest;
- be counted in the quorum present for the purpose of voting on that transaction;
- sign a document relating to the transaction on behalf of the Company;
- do any other thing in his capacity as director in relation to the transaction.

All directors are subject to the disclosure and formality requirements of the Mauritian Companies Act 2001 in relation to transactions in which they have an interest.

It is the responsibility of each Director to ensure that any conflict of interest be recorded in the interest register maintained by the Company Secretary. The said register is available to shareholders upon written request to the Company Secretary.

The Directors are aware of their responsibility to make full and timely disclosure of any conflict, or potential conflict to the Board and / or to the Company Secretary.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 4: Directors duties, Senior executive remuneration and performance (Contd)**

#### **4.3 Interest register, conflicts of interest and related party transactions**

All conflicts of interests and related party transactions are addressed by the Board in accordance with the internal policies of the Company and the Mauritian Companies Act 2001.

##### **4.3.1 Interest of Directors in the shares of the Company and in the issued redeemable participating shares of the Cells.**

For the year under review, Mr Frank Brusco, Executive Director holds indirectly 8.62% of the management shares through Boch 22 Holding in the shareholding of the Company at holding's level. None of the other Board members has any shareholding interest in the Company.

In addition, none of the Directors had any interest in the issued redeemable participating shares of the Cells.

##### **4.3.2 Information, Information Technology and Information Security Governance**

The Company has entered into a Service Level Agreement (“SLA”) with Warwyck Private Bank Ltd (“WPBL”) for various services, including information governance system. The Board has adopted the Information Security Policy of the Group which describes a set of rules on information technology and information security. Monitoring and evaluation of significant expenditure is covered under the SLA with WPBL. Any significant expenditure in information technology is discussed and approved at the level of the Board.

The information Security Policy of the Company is regularly assessed by the Board.

##### **4.3.3 Board Information**

All Directors receive regular information about the Company so that they are equipped to play their role fully in board meetings. Papers for board and committee meetings are circulated prior to the relevant meeting. All board members have access to the Company Secretary for any further information they require. The appointment and removal of the Company Secretary is at the sole discretion of the Board. Independent professional advice is available to directors in appropriate circumstances, at the Company's expense.

The board members are aware that matters relating to the Company, learned in their capacity as Directors, are strictly confidential and private and shall not be divulged to anyone without the express authority of the Board.

The Company Secretary maintains an interest register which is available to shareholders upon written request.

##### **4.3.4 Board evaluations**

An independent evaluation of the performance of the Board, its committees and individual Directors was carried out by Anex Management Services Limited for the financial year ended 31 December 2022. The evaluation exercise was led by the Chairperson of the Board.

The objective of the performance appraisal of the Board was inter alia:

- To assess the performance of the Board against the vision, objectives and strategy of the Company and its Cells;
- To assist the Board and its committees in highlighting their key competencies and strengths; and
- To identify and correct weaknesses and provide opportunities for sound development of the Board.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 4: Directors duties, Senior executive remuneration and performance (Contd)**

#### **4.3.4 Board evaluation (Contd)**

The evaluation exercise was carried through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment and governance issues.

A structured questionnaire was prepared after taking into consideration inputs received from the Chairperson, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

All Directors were required to participate in the evaluation survey. The evaluation of the performance of the Board was done at two levels. First, the overall performance of the Board was evaluated through a questionnaire, based on criteria such as the board composition, size, gender, strategic planning, role of the Chairperson, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the Board and adherence to compliance and other regulatory issues. At the second level, the directors were required to do a self-evaluation of their performance, still through a questionnaire.

The Board self-evaluation is carried every two years, as resolved by the Board on 09 November 2018. A Board self-evaluation exercise was carried out for the financial year ending 31 December 2022 and the next evaluation exercise is expected for the financial year ending 31 December 2024.

#### **4.3.5 Directors' remuneration**

The Board reasonably believes that the current remuneration policy is fair and reasonable having regard to the skills, knowledge and experience brought by the Directors to the Company. The Board has reviewed the adequacy of directors' and senior executives' remuneration together with the form of that remuneration and has deemed such remuneration to be adequate.

##### *Non-executive remuneration*

The independent directors' fee amounts to USD 20,000 for the ended 31 December 2023. Independent Non-executive directors have not received remuneration in the form of share options or bonuses associated with the Company's/Cells' performance.

The below table shows the annual Independent Non-Executive Directors' fees on an individual basis:

<b>Name of Directors</b>	<b>Fees in USD (2023)</b>
Shameer Mohuddy	10,000
Oumila Sibartie	10,000
<b>Total Amount</b>	<b>20,000</b>

##### *Executive remuneration*

Directors who are in full time employment with the Company (i.e. Mr. Youmeshwar Ramdhony, Mr. Frank Brusco and Mr. Navinchandra Chattoor) are entitled to a fixed salary as per their contract of employment. They do not receive any additional remuneration for attending Board meetings and Committees.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 5: Risk Governance and Internal Control**

The Board is ultimately responsible for the Company's system of internal control and for reviewing its effectiveness.

The Board has the overall responsibility for the Company's systems of risk management and internal control and for reviewing their effectiveness. The responsibility for setting risk strategy remains with the Board but the responsibility for assessing and assuring the quality of the risk management process has been delegated to the Audit and Risk Committee. In its bid to promote sound and balanced growth, the Board places key emphasis on the Company's risk management framework and internal control system.

The Company has entered into a Service Level Agreement with WPBL for various services, including general internal audit support. As part of internal control system, the PCC has a Procedure Manual in place for implementing, maintaining and monitoring the internal controls. The activities of the PCC are subject to internal audit reviews. The objective of those functional reviews is to identify the risks involved in a view to mitigate the risks to a certain level.

The areas, systems and processes covered by the internal audit which also include non-financial matters are listed on the internal audit plan which is approved by the Audit and Risk Committee. The internal auditor is authorised to have full and unrestricted access to records, personnel, and physical properties relevant to the performance of its engagements.

The internal audit regularly reports to the Audit and Risk Committee which meets twice yearly. Hence, internal audit reports are tabled to the Audit and Risk Committee while also obtaining reports from the Company's external auditor.

The reports from the internal and external auditors are, thereafter, tabled directly to the Board.

#### **5.1 Risk Management and internal controls**

The Audit & Risk Committee under the supervision of the Board is responsible for determining the overall strategic direction and the proper risk management strategy and policies of the Company. It sets the appropriate risk level and tolerance of the Company. The risk strategy covers all the major risk areas in which the Company has significant exposure. The risk management framework is based on diversification and acceptable levels of exposure/limits to different asset classes, currencies, issuers, regions and risk levels.

The Company has established control procedures to mitigate any operational risks related to the management of the Company. The major risk areas addressed are investment, liquidity, currency risks and supervisory control. Management is responsible for the implementation of internal control and risk management systems under the supervision of the Audit & Risk Committee which ensure that proper accounting records are maintained and that the strategies and policies adopted by the Board are being implemented.

The Audit & Risk Committee has monitored and reviewed the Company's strategic, financial, operational and compliance risk during the year under review.

In addition, the internal auditors ensure that appropriate controls are in place to mitigate all potential risk areas of the Company and their recommendation is considered by the Audit & Risk Committee on a regular basis. The internal auditor covers all key areas of activities, including IT. Any deviation in policies and non-performance of internal control are duly reported and discussed at large at management and Audit & Risk Committee levels.

Corrective actions are promptly taken, and regular follow ups are done. This enables the Board to derive assurance that the internal control systems are effective.

Based on the issues or risks identified by the internal and external auditors, their recommendations and management actions adopted to mitigate the risks, the Board received assurance that the internal control systems are adequate and effective.



## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 5: Risk Governance and Internal Control (Contd)**

#### **5.1 Risk Management and internal controls (Contd)**

Subsequently, the Board ensures that controls in place result in an acceptable level of risk with the Audit and Risk Committee overseeing the effectiveness of the Company's internal control systems. The Board has ensured that risk management framework have been communicated to management and all existing and new employees as appropriate to their roles within the organisation and has ensured that communication has been effective and understood.

The Board is of the opinion that all significant areas of the business are covered by the internal controls of the Company. Management acknowledges that there may be risks and deficiencies in the internal controls and actively works in close collaboration with the internal audit function and the external auditors in identifying/ resolving risks or deficiencies in the organisation's system of internal controls.

#### **5.2 Whistleblowing rules and procedures**

The Company has adopted the whistle blowing policy of WPBL.

For any suspicious or illegal transactions or behaviour, officers and directors are encouraged to lodge reports promptly to the Money Laundering Officer as per the Financial Intelligence and Anti Money Laundering Act 2002 and Prevention of Corruption Act 2002.

#### **5.3 Financial risk**

The financial risk factors have been set out in note 4 of these financial statements.

### **Principle 6: Reporting with integrity**

The directors are responsible for the preparation and fair presentation of the financial statements, comprising the Company's and the Cells' statement of financial position, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards ("IFRS"), the Financial Reporting Act 2004, and the Mauritian Companies Act 2001.

The directors' responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Notice of Annual Meeting is sent to shareholders in a timely manner and minutes of Annual Meetings are sent to shareholders for review and comments, in accordance with the Mauritian Companies Act 2001.

The directors assess the Company's ability to continue as a going concern and same is disclosed in the financial statements every year.

Due to the nature of its activities the Company has:

- no adverse impact on environment;
- no health and safety issues;
- no adverse social issues;
- no corporate social responsibility in place; and
- not made any donations during the current or in previous year.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 6: Reporting with integrity (Contd)**

The Statement of Directors Responsibilities is found on Page 4 and 5 of the Annual Report.

The Annual Report of the Company will be published on the Company's website, within ninety (90) business days after the financial year-end.

### **Principle 7: Audit**

#### **7.1 Internal Audit**

The internal audit function of the Company is carried out by WPBL by virtue of the SLA. As the internal audit team is not involved in the Company's operations and are independent from the activities of the Company, the Board does not consider that there is any independence issues. The internal auditor regularly reports to the Audit and Risk Committee which meets twice yearly.

More information on the internal audit function is given under Principle 5 and on page 19 and 20 of the Corporate Governance Report.

#### **7.2 Audit Committee**

The Audit Committee assists the Board in overseeing the financial reporting process to ensure the balance, integrity and transparency of the financial information. It also monitors internal control processes and ensures compliance with relevant laws and regulations.

- (i) The Annual Audit Reports were tabled during the Committee meeting dated 28 March 2023 and no major areas of concern were identified. The Committee recommended the Annual Audit Reports for the Board's approval.
- (ii) The Audit Committee also took note of the Key Issues Memorandum.
- iii) The Audit Committee during its meeting for the year under review discussed the internal procedure manuals and the external audit findings. The Audit Committee is of opinion that the internal controls of the Company are adequate and effective.

#### **7.3 External Audit**

Nexia Baker & Arenson has been appointed as the External Auditors as from the financial year ended December 2023.

The appointment/reappointment of external auditors is subject to shareholder's approval at the Annual Meeting.

Audit fees payable to Nexia Baker & Arenson for the year under review amounted to USD 25,000, excluding VAT.

### **Principle 8: Relations with Shareholders and other key stakeholders**

#### **8.1 Shareholders' Agreement**

There are no agreements in place between the Company and any shareholder.

#### **8.2 Employee Share Option Plan**

The Company has no Employee Share Option Plan in place.

## CORPORATE GOVERNANCE REPORT (CONTD)

FOR THE YEAR ENDED 31 DECEMBER 2023

### **Principle 8: Relations with Shareholders and other key stakeholders (Contd)**

#### **8.3 Third Party Management Agreement**

No agreement relating to management services between third parties and the Company was entered during the year under review.

#### **8.4 Shareholders and Stakeholders communication**

The Board of Directors places great importance on transparency and optimal disclosure to shareholders and hence ensures that shareholders are kept informed on matters affecting the Company. All material business developments that influence the Company or the Cells are communicated to stakeholders in a transparent and timely manner through various communication channels including official press announcements.

Annual audited financial statements are provided to shareholders and investors of the Cells of the PCC within ninety (90) business days after each financial year-end.

Shareholders are also invited to attend the Company's Annual Meeting, which remains the ideal forum for discussions with Directors and the Management Team. Through the services of the Company Secretary, notice of the Annual Meeting or other Shareholder meetings and other related papers are provided to Shareholders at least 21 days prior to such meetings. The Management presents the major operational development of the Company during the Annual meeting and Shareholders are invited to raise any questions and discussions they deem necessary.

#### **8.5 Key Stakeholders**

Key stakeholders of the Company include international financial institutions and/or their relevant divisions (banking/custody/brokerage/asset management) with which the Company is in regular communication to ensure that all the requirements of the stakeholders are met for proper business conduct and for them to also understand the Company's requirements and exigencies.

#### **8.6 Dividend policy**

The Company declares dividend in accordance with the Companies Act 2001 of Mauritius. Payment of dividend is approved by the Board. The aim of the Board is to provide its shareholders with a fair return on their investments. In line with sound management principle, dividend declaration is subject to positive results and solvency test as defined by the Mauritius Companies Act 2001.

#### **8.7 Appreciation**

The Board expresses its appreciation and gratitude to all those involved for their contribution during the year.

#### **8.8 Time-table of important events**

<b>Month</b>	<b>Events</b>
May 2024	Publication of 1 <sup>st</sup> quarter results
May 2024	Annual meeting
May 2024	Interim dividend to holder of Management shares
August 2024	Publication of 2 <sup>nd</sup> quarter results
November 2024	Publication of 3 <sup>rd</sup> quarter results
December 2024	Financial year end

# STATEMENT OF COMPLIANCE

*(Section 75(3) of the Financial Reporting Act 2004)*

**Name of Reporting Issuer:** Warwyck Phoenix PCC

**Reporting Period:** Financial year ended 31 December 2023

We, the directors of **Warwyck Phoenix PCC**, (the 'Company'), hereby confirm to the best of our knowledge that the Company has complied with all its obligations and requirements under the Code of Corporate Governance (the 'Code')



.....  
*Director*



.....  
*Director*

Date: 27 March 2024

STANEE

Pratoo

Oumila Sibarte

## Certificate from the Secretary to the member of Warwyck Phoenix PCC

We certify, to the best of our knowledge and belief, that the Company has filed with the Registrar of Companies all such returns as required by the Company under the Mauritius Companies Act 2001, in terms of Section 166 (d), for the financial year ended 31 December 2023.



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C/o Anex Management Services Ltd  
Secretary

8<sup>th</sup> Floor, Ebène Tower  
52 Cybercity  
Ebène 72201.  
Republic of Mauritius

Date: 27 March 2024

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF Warwyck Phoenix PCC

#### Report on the Financial Statements

#### *Opinion*

We have audited the financial statements of **Warwyck Phoenix PCC** (the "Company"), set out on pages 29 to 51 which comprise the statement of financial position as at 31 December 2023, statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and comply with the Mauritius Companies Act 2001.

#### *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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Other Information*

The directors are responsible for the other information. The other information comprises the Annual Report, Corporate Governance Report, Statement of compliance with Code of Corporate Governance and the Certificate from the Secretary. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and 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, 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.

#### *Corporate Governance Report*

Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for non-compliance with any requirements of the Code. From our assessment of the disclosures made on Corporate Governance in the annual report, the Company has, pursuant to section 75 of the Financial Reporting Act, complied with the requirements of the Code.



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF Warwyck Phoenix PCC

#### Report on the Financial Statements (continued)

##### *Directors' Responsibilities for the Financial Statements*

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and in compliance with the requirements of the Mauritius Companies Act 2001, 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 intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

##### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 judgement and maintain professional scepticism throughout the audit. We also:

- 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 directors.
- Conclude on the appropriateness of the directors' 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.

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF Warwyck Phoenix PCC**

**Report on the Financial Statements (continued)**

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

- 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 directors 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.

*Use of our Report*

This report is made solely to the Company's members, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's members, those matters that 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.

**Report on Other Legal and Regulatory Requirements**

*Mauritius Companies Act 2001*

We have no relationship with or interests in the Company other than in our capacity as auditors.

We have obtained all information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.



**Nexia Baker & Arenson**  
**Chartered Accountants**



**Ouma Shankar Ochit FCCA**  
**Licensed by FRC**

Date: 27 MAR 2024 .....

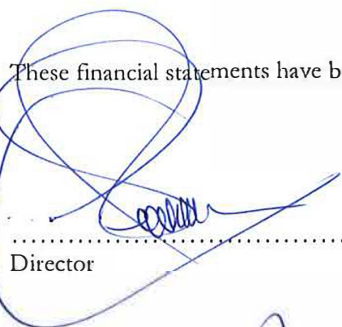


## STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	2023	2022
		USD	USD
<b>Assets</b>			
<b>Non-current</b>			
Financial assets at fair value through profit or loss	8	2,628	-
Plant and equipment	10	3,688	593
Intangible assets	11	-	678,131
<b>Non-current assets</b>		<b>6,316</b>	<b>678,724</b>
<b>Current</b>			
Digital assets	9	772,192	-
Deposit with exchange		44,606	-
Other receivables	12	317,128	703,418
Current tax asset	7(ii)	15,464	15,464
<b>Cash and cash equivalents</b>	13	<b>475,810</b>	<b>182,080</b>
<b>Current assets</b>		<b>1,625,200</b>	<b>900,962</b>
<b>Total assets</b>		<b>1,631,516</b>	<b>1,579,686</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Stated capital	14	100	100
Retained earnings		1,604,686	814,088
<b>Total equity</b>		<b>1,604,786</b>	<b>814,188</b>
<b>Current</b>			
Payables and accruals	15	26,730	765,498
<b>Current liability</b>		<b>26,730</b>	<b>765,498</b>
<b>Total liabilities</b>		<b>26,730</b>	<b>765,498</b>
<b>Total equity and liabilities</b>		<b>1,631,516</b>	<b>1,579,686</b>

These financial statements have been approved by the Board of Directors for issue on 27 March 2024 and signed on its behalf by:



.....  
Director



.....  
Director




The notes on pages 32 to 51 form an integral part of these financial statements.

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
	Notes	USD	USD
<b>INCOME</b>			
Management income	16	1,165,905	1,118,112
Other income		921,909	-
Net gain on digital assets	9	207,676	-
Subscription and redemption income	17	78,181	79,946
Performance fees	18	7,153	-
<b>Total income</b>		<b>2,380,824</b>	<b>1,198,058</b>
<b>EXPENSES</b>			
Impairment loss on intangible assets	11	552,938	-
Service fees		446,700	446,700
Salaries and related costs	19	175,348	163,224
Amortisation		125,193	73,029
Rental		117,300	117,300
Repairs and maintenance		44,622	29,695
Legal and professional fees		44,415	27,398
Other expenses		23,889	15,079
Insurance fees		21,820	15,911
Directors' fees		20,000	20,000
Brokerage fees		10,770	-
Licence fees		9,010	6,098
Administration fees		6,300	7,200
Audit fees		4,107	2,507
Bank Charges		3,234	2,945
Depreciation		753	1,742
Tax advisory fees		536	2,140
<b>Total expenses</b>		<b>1,606,935</b>	<b>930,970</b>
<b>Operating profit</b>		<b>773,889</b>	<b>267,088</b>
Net foreign exchange gains/(losses)		16,709	(29,703)
<b>Profit before tax</b>		<b>790,598</b>	<b>237,385</b>
Tax expense	7	-	-
<b>Profit for the year</b>		<b>790,598</b>	<b>237,385</b>
<b>Other comprehensive income:</b>			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that will be reclassified subsequently to profit or loss		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>790,598</b>	<b>237,385</b>
<b>Earnings per share ("EPS")</b>	20	<b>7,906</b>	<b>2,374</b>

The notes on pages 32 to 51 form an integral part of these financial statements.

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Stated Capital	Retained earnings	Total
	USD	USD	USD
<b>At 01 January 2023</b>	<b>100</b>	<b>814,088</b>	<b>814,188</b>
<b>Profit for the year</b>	-	<b>790,598</b>	<b>790,598</b>
<b>Other comprehensive income for the year</b>	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-
<b>At 31 December 2023</b>	<b>100</b>	<b>1,604,686</b>	<b>1,604,786</b>
At 01 January 2022	100	576,703	576,803
Profit for the year	-	237,385	237,386
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	-	-
At 31 December 2022	100	814,088	814,188

The notes on pages 32 to 51 form an integral part of these financial statements.

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	2023	2022
	USD	USD
<b>Operating activities</b>		
Profit before tax	790,598	237,385
<i>Adjustments for:</i>		
Impairment loss on intangible asset	552,938	-
Amortisation	125,193	73,029
Depreciation	753	1,742
Foreign exchange gains/losses	(16,709)	29,703
Total adjustment	662,175	104,474
Net changes in working capital:		
Change in deposit with exchange	(44,606)	-
Change in digital assets	(772,192)	-
Change in other receivables	386,290	(343,600)
Change in payables and accruals	(738,768)	749,568
Total changes in working capital	(1,169,276)	405,968
Net Taxes refund	-	9,909
<b>Net cash generated from operating activities</b>	<b>283,497</b>	<b>757,736</b>
<b>Investing activities</b>		
Investment in financial assets through profit or loss	(2,628)	-
Acquisition of property, plant and equipment	(3,848)	-
Acquisition of intangible assets	-	(751,160)
<b>Net cash used in investing activities</b>	<b>(6,476)</b>	<b>(751,160)</b>
<b>Net decrease cash and cash equivalents</b>	<b>277,021</b>	<b>6,576</b>
Effects of foreign exchange	16,709	(29,703)
Cash and cash equivalents at the beginning of the year	182,080	205,207
<b>Cash and cash equivalents at end of the year</b>	<b>475,810</b>	<b>182,080</b>
<b>Cash and cash equivalents made up of:</b>		
Cash at bank (Note 13)	475,810	182,080

The notes on pages 32 to 51 form an integral part of these financial statements.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

## 1. General information and statement of compliance with International Financial Reporting Standards (“IFRS”)

**Warwyck Phoenix PCC**, “the Company”, was incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001 on 21 August 2014 as a private company with liability limited by shares. It holds a Global Business Licence issued by the Financial Services Commission. The Company is licensed to act as Collective Investment Scheme Manager pursuant to the Securities Act 2005. The Company’s registered office is Warwyck House, Nalletamby Road, Phoenix 73538, Republic of Mauritius.

Pursuant to a special resolution of the sole shareholder dated 03 May 2016, the status of the Company was changed to a public company with liability limited by shares. On 14 November 2016, eight Cells of the Company became listed on the Stock Exchange of Mauritius Ltd and at 31 December 2022, the Company had two listed Cells (2022: two listed Cells).

The Company is a Protected Cell Company (PCC) organised as a Collective Investment Scheme (CIS) and is categorised as an expert fund pursuant to the Securities Act 2005 and the regulation made hereunder..

For each series of Shares issued, the Company establishes a separate and distinct Protected Cell in order to segregate assets and liabilities attributable to a particular Class of Share of the Company from the assets and liabilities attributable to other classes of Shares.

The financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

## 2. Adoption of new and revised International Financial Reporting Standards

### 2.1 Standards, Amendments to published Standards and Interpretations effective in the reporting period

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 01 January 2023.

IFRS 17 Insurance Contracts - IFRS 17 was issued in May 2017 as replacement for IFRS 4 Insurance Contracts. It requires a current measurement model where estimates are remeasured in each reporting period. Contracts are measured using the building blocks of:

- discounted probability-weighted cash flows,
- an explicit risk adjustment, and
- a contractual service margin (CSM) representing the unearned profit of the contract which is recognised as revenue over the coverage period.
- Classification of liabilities as current or non-current and non-current liabilities with covenants-Amendments to IAS 1.

*The standard has no impact on Company’s financial statements.*

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

*The amendments have no impact on the Company’s financial statements.*

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 2. Adoption of new and revised International Financial Reporting Standards (Contd)

#### 2.1 Standards, Amendments to published Standards and Interpretations effective in the reporting period (continued)

Definition of Accounting Estimates – Amendments to IAS 8

The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

*The amendments have no impact on the Company's financial statements.*

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12. The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences, and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

*The amendments have no impact on the Company's financial statements.*

OECD Pillar Two Rules - In December 2021, the Organisation for Economic Co-operation and Development (OECD) released the Pillar Two model rules (the Global Anti-Base Erosion Proposal, or 'GloBE') to reform international corporate taxation. Large multinational enterprises within the scope of the rules are required to calculate their GloBE effective tax rate for each jurisdiction where they operate. They will be liable to pay a top-up tax for the difference between their GloBE effective tax rate per jurisdiction and the 15% minimum rate.

*The amendments have no impact on the Company's financial statements.*

#### 2.2 Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 January 2024 or later periods, but which the Company have not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

- Lease Liability in a Sale and Leaseback - Amendments to IFRS 16.
- Supplier finance arrangements - Amendments to IAS 7 and IFRS 7.
- Sale or contribution of assets between an investor and its associate or joint venture – Amendments to IFRS 10 and IAS 28.
- IFRS Sustainability Disclosure Standards - IFRS S1 and IFRS S2 are effective for annual reporting periods beginning on or after 1 January 2024, with early adoption permitted. This is subject to the adoption of the standards by local jurisdictions.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 2. Adoption of new and revised International Financial Reporting Standards (Contd)

#### 2.2 Standards, Amendments to published Standards and Interpretations issued but not yet effective (contd)

Where relevant, the Company is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

### 3. Summary of accounting policies

#### 3.1 Overall considerations

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

#### 3.2 Financial instruments

##### Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Subsequent measurement of financial assets and liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

##### Classification and subsequent measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL); and
- Fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the Company's business model for managing the financial asset.
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance income, finance costs or other financial items, except for impairment of receivables which is presented within other expenses.

All income and expenses relating to financial assets are recognised in the statement of comprehensive income.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3.2 Financial instruments (Contd)

#### Classification and subsequent measurement of financial assets (Contd)

##### *Financial assets at fair value through profit or loss*

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets where contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Company's financial assets at fair value through profit or loss consists of investments in ordinary shares of SwissBorg SA..

##### *Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents fall into this category of financial instruments.

#### Subsequent measurement of financial assets

##### *Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.2 Financial instruments (Contd)

##### Subsequent measurement of financial assets (Contd)

###### *Financial assets at amortised cost (Contd)*

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents and other receivables fall into this category of financial instruments.

##### Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. For the Company, instruments within the scope of the new requirements include mainly other receivables.

Recognition of credit losses is no longer dependent on the Company's first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- Financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1"); and
- Financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognized for the first category while 'lifetime expected credit losses' are recognized for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

##### Classification and measurement of financial liabilities

The Company's financial liabilities comprise of payables and accruals.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

##### Subsequent measurement of financial liabilities

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.2 Financial instruments (Contd)

##### Offsetting financial instruments

Financial assets and liabilities are offset, and the net amount reported in the statement of financial position 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.

#### 3.3 Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank and bank overdrafts. Cash equivalents are short term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

#### 3.4 Equity, reserves and dividend payments

Stated capital is determined using the value of shares that have been issued.

The management shares are non-redeemable and are classified as equity.

Retained earnings include all the current year and prior years' results.

Dividend payments to equity shareholder are included in retained earnings when the dividends have been approved by the Board prior to the reporting date.

#### 3.5 Revenue recognition

To determine whether to recognise revenue, the Company ensures that the following 5 conditions are satisfied:

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.

Interest income and management income is accounted on an accrual basis unless collectability is in doubt.

Subscription and/or redemption income, performance income, dividend income and other income are recognised when the right to receive payment is established.

#### 3.6 Expense recognition

All expenses are accounted for on the accrual basis in the statement of comprehensive income.

#### 3.7 Income tax

Tax expense recognised in the statement of comprehensive income comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.7 Income tax (contd)

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective year of realisation, provided they are enacted or substantively enacted by the end of the reporting year.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Company's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

#### Functional and presentation currency

The financial statements are presented in United States Dollar ("USD"), which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statement of comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

#### 3.9 Impairment of assets

At each reporting date, the Company reviews the carrying amount of its assets to determine whether there is any indication that these assets have suffered an impairment loss. When an indication of impairment loss exists, the carrying amount of the asset is assessed and written down to its recoverable amount.

#### 3.10 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. At the time of the effective payment, the provision is deducted from the corresponding expenses. All known risks at reporting date are reviewed in detail and provision is made where necessary.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.11 Plant and equipment

Plant and equipment are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Plant and equipment are subsequently measured using the cost model, cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual values. The depreciation rates are as follows:

Furniture – 20%

Hardware – 25%

Where the carrying amount of an asset is greater than its estimated amount, it is written down immediately to its recoverable amount.

Gains or losses arising on the disposal of plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within “other income” or “other expenses”.

The assets’ residual values, useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each reporting date. Repairs and maintenance costs are expensed.

#### 3.12 Intangible assets

Intangible assets are amortised over the estimated useful lives on a straight-line basis commencing from the year in which assets are available to the Company for its use. The management estimated useful live for the intangible asset is as follows:

Software - 16.67%

#### 3.13 Related party

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

#### 3.14 Post-employment benefits and short-term employee benefits

##### National pension scheme

Contributions to the National Pension Scheme are expensed to the statement of comprehensive income in the year in which they fall due.

##### Short-term employee benefits

Short-term employee benefits, including passage benefit, holiday entitlements, sick and local leaves are included in salaries and related costs.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.15 Comparatives

Where necessary, comparatives figures have been adjusted to conform to changes in presentation in the current year.

#### 3.15 Significant management judgements in applying accounting policies and estimation uncertainty

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

##### Significant management judgement

Significant management judgement in applying the accounting policies of the Company that has the most significant effect on the financial statements.

##### *Recognition of deferred tax assets*

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Cell's future taxable income against which the deferred tax assets can be utilised.

##### *Determination of functional currency*

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Company is the USD.

##### *Allocation of expenses*

The directors determine the revenues and expenses directly attributable to each Cell of the Company. For those revenues and expenses that cannot be directly allocated to their specific Cell, the classification between the Cells involve significant judgement.

##### *Going concern*

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in business and it expects to realise its assets at the recorded amounts and extinguish its liabilities in the normal course of business.

Management concludes that there are no uncertainties on the Company's activities resulting from the impact of the Russia-Ukraine geopolitical conflicts.

##### Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 3. Summary of accounting policies (Contd)

#### 3.15 Significant management judgements in applying accounting policies and estimation uncertainty

##### Estimation uncertainty (continued)

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. At year end, management considered that the useful lives represent the expected utility of the assets of the Company. The carrying amounts are analysed in Note 8.

Useful lives of depreciable assets

### 4. Financial instrument risk

#### Risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liability by category are summarised below:

	<b>2023</b>	2022
	<b>USD</b>	USD
<b>Financial assets</b>		
<b>Non-current</b>		
Financial asset through profit or loss	<b>2,628</b>	-
<b>Current</b>		
Other receivables	<b>307,804</b>	697,390
Deposit with exchange	<b>44,606</b>	-
Cash and cash equivalents	<b>475,810</b>	182,080
<b>Total financial assets</b>	<b>830,848</b>	879,470

Prepayment amounting to **USD 9,324** (2022: USD 6,027) has been excluded from the financial assets.

	<b>2023</b>	2022
	<b>USD</b>	USD
<b>Financial liability</b>		
<b>Current</b>		
Payables and accruals	<b>26,730</b>	765,497

The main types of risks are market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Company's risk management is coordinated by management in close cooperation with the Board of Directors and focuses on securing the Company's short to medium-term cash flows by minimising the exposure to financial markets.

The most significant financial risks to which the Company is exposed are described below.

#### 4.1 Market risks analysis

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, which result from both its operating and investing activities.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 4. Financial instrument risk (Contd)

#### 4.1 Market risks analysis (Contd)

##### Foreign currency sensitivity

The Company is exposed to foreign exchange risk arising from its currency exposures, primarily with respect to the EURO (EUR) and Mauritian Rupee (MUR). Consequently, the Company is exposed to the risks that the exchange rate of the United States Dollar (USD) relative to the EUR and MUR may change in a manner which has a material effect on the reported values of the Company's assets and liabilities which are in these currencies. The Company does not use any financial instruments to hedge its foreign exchange risk.

The Company manages its foreign currency exposures by forecasting its need for foreign currencies.

Foreign currencies denominated financial assets and liability which expose the Company to currency risks are disclosed below.

	2023	2022
	USD	USD
<b>Financial assets</b>		
CHF	54,521	404,652
MUR	6,323	4,283
USD	446,535	39,087
EUR	323,469	431,448
<b>Total</b>	<b>830,848</b>	879,470
<b>Financial liability</b>		
USD	26,730	765,498

The table below illustrates the sensitivity of profit and equity in regard to the EUR/USD and MUR/USD exchange rates "all other things being equal".

It assumes the following percentage changes in the exchange rates:

	2023	2022
	% change	% change
CHF	(8.88) %	0.90 %
EUR	(3.28) %	6.07 %
MUR	3.59 %	0.31%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date.

If the USD had strengthened against the stated currencies by the above percentages, then this would have had the following impact:

	2023	2022
	USD	USD
	Loss and equity	Loss and equity
CHF	(4,841)	(3,642)
EUR	(10,610)	(26,189)
MUR	(227)	(13)
<b>Total</b>	<b>(15,678)</b>	(29,844)

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 4. Financial instrument risk (Contd)

#### 4.1 Market risks analysis (Contd)

##### Foreign currency sensitivity (Contd)

If the USD had weakened against the stated currencies by the above percentages, then this would have had the following impact:

	2023	2022
	USD	USD
	Profit and equity	Profit and equity
CHF	4,841	3,642
EUR	10,610	26,189
MUR	227	13
<b>Total</b>	<b>15,678</b>	<b>29,844</b>

Exposures to foreign exchange rates vary during the year depending upon the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Company's exposure to currency risk.

##### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to interest rate risk is limited to its bank balance and the interest thereon is based on market rates. At 31 December 2023, the bank balance stood at **USD 475,810** (2022: USD 182,080) and no interest was earned during the financial year (2022: Nil).

#### 4.2 Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has policies in place to deal with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company has no history of default clients. The Company continuously monitors defaults of customers and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2023	2022
	USD	USD
<b>Current</b>		
Financial asset through profit or loss	2,628	-
<b>Current</b>		
Other receivables	307,804	703,417
Deposit with exchange	44,606	-
Cash and cash equivalents	475,810	182,080
<b>Total</b>	<b>830,848</b>	<b>885,497</b>

The credit risk for the other receivables relates to amounts due from the Cells and hence the directors consider that no risk is associated with these balances.

The carrying amount of financial risks recorded in the financial statements represents the Company's maximum exposure to credit risk.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 4. Financial instrument risk (Contd)

#### 4.2 Credit risk analysis (Contd)

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high credit-ratings assigned by international credit-rating agencies.

#### 4.3 Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the holding company which also monitors the Company's short, medium and long-term funding and liquidity management requirements. The Company manages its liquidity risk by maintaining adequate bank balances through timely recovery of receivables.

The Company's financial liabilities have contractual maturities within one year which are summarised below:

	<b>2023</b>	2022
	<b>USD</b>	USD
Payables and accruals	<b>26,730</b>	765,497

### 5. Capital management policies and procedures

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its shareholder.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The Company monitors capital on the basis of the gearing ratio. The Company was not geared at 31 December 2023 and 31 December 2022 as it does not have any external borrowings.

### 6. Fair value measurement

#### 6.1 Fair value measurement of financial instruments

The Company's financial instruments are measured at their carrying amounts, which approximate their fair values.

#### 6.2 Fair value measurement of non-financial assets and non-financial liabilities

The Company's non-financial assets consist of plant and equipment and current tax asset and its non-financial liabilities consist of current tax liabilities.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 7. Taxation

#### 7.1 Income tax

The Company, being resident in Mauritius, is liable to income tax in Mauritius on its chargeable income at the rate of 15%. The Company has received its Global Business Licence (“GBL1”) on or before 16th October 2017 and is grandfathered under the provisions of the Finance (Miscellaneous Provisions) Act 2018 (“FA 2018”). As from 1st July 2021, the Company’s GBL1 licence will be automatically converted to a Global Business Licence (“GBL”). The Company will therefore operate under the current tax regime up to 30th June 2021.

Until 30th June 2021, the Company’s foreign sourced income is eligible for a foreign tax credit which is computed as the higher of the Mauritian tax and the foreign tax on the respective foreign sourced income. The foreign tax for a GBL1 company is based on either the actual foreign tax charged by the foreign jurisdiction or a deemed foreign tax. The deemed amount of foreign tax is based on 80% of the Mauritian tax on the relevant foreign sourced income. In computing its total actual foreign tax credit, the Company is allowed to pool all of its foreign sourced income. The Company’s GBL1 licence will convert to a GBL licence on 1st July 2021 and will operate under the new tax regime. Under the new regime, the Company will be able to claim an 80% partial exemption on specific types of income (including foreign dividends and interest), subject to meeting pre-defined substance conditions. Other types of income not falling within the categories of income benefitting from the partial exemption will be taxed at 15%. As an alternative to the partial exemption, the Company can claim a tax credit against its Mauritius tax liability based on the foreign tax charged on the income in the foreign jurisdiction.

The Company has received a tax certificate from the Mauritian tax authorities that it is a tax resident of the Republic of Mauritius, and such certification is renewed on an annual basis subject to satisfying certain conditions.

The Company is subject to the Advance Payment Scheme (APS) under Section 50B and 50C of the Mauritian Income Tax Act 1995 whereby it is required to submit an APS statement and pay tax quarterly on the basis of either last year’s income or the income for the current quarter.

At 31 December 2023, the Company had a net income tax asset of **USD 15,464** (2022: USD 15,464) and the income tax charge for the year was **USD Nil** (2022: -).

#### (i) Statement of comprehensive income

	2023	2022
	USD	USD
Income tax expense	-	-

#### (ii) Statement of financial position

	2023	2022
	USD	USD
Current tax asset (Note (iii))	<b>(15,464)</b>	(15,464)

#### (iii) Movement in current tax asset

	2023	2022
	USD	USD
At 01 January	<b>(15,464)</b>	(25,374)
Charge for the year	-	-
Tax refunded/(paid) during the year	-	25,374
Tax deducted under the Advanced Payment Scheme	-	(15,464)
<b>At 31 December</b>	<b>(15,464)</b>	(15,464)



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 7. Taxation (Contd)

#### 7.1 Income tax (Contd)

##### (iv) Income tax expense

A numerical reconciliation between profit before tax and the actual income tax charge is shown below:

	2023	2022
	USD	USD
Profit before tax	<b>790,598</b>	237,387
Tax at 15%	<b>118,590</b>	35,608
Disallowed expenses	<b>117,722</b>	119,563
Expenses attributable to exempt income	<b>103,821</b>	-
Capital allowance	<b>(28,653)</b>	-
Non-taxable income	<b>(176,994)</b>	-
Exempt income	<b>(150,153)</b>	(202,375)
Deferred tax not recognised	<b>15,667</b>	47,204
<b>Tax expense</b>	<b>-</b>	<b>-</b>

#### 7.2 Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 15%. The Company has not recognised any deferred tax liability/asset as it is immaterial to the account.

### 8. Financial assets at fair value through profit or loss

Unquoted and at fair value:

Level 3	2023	2022
	USD	USD
Investment in SwissBorg SA	<b>2,628</b>	-

The Company has invested in Ordinary shares of Swissborg SA.

Total	2023	2022
	USD	USD
Financial assets at fair value through profit or loss	<b>2,628</b>	-

The PCC had received 221,000 ordinary shares at CHF 0.01 from Swissborg SA as settlement for the litigation against the PCC and Swissborg.

### 9. Digital assets

	2023	2022
	USD	USD
At 01 January	-	-
Addition – crypto assets	<b>615,070</b>	-
Disposal – crypto assets	<b>(50,554)</b>	-
Realised loss on disposal	<b>(7,017)</b>	-
Unrealised gain on crypto assets held at year end	<b>214,693</b>	-
<b>At 31 December</b>	<b>772,192</b>	<b>-</b>

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 9. Digital assets (Contd)

The PCC had received 4,319,555 CHSB Tokens from Swissborg SA as settlement for the litigation against the PCC and Swissborg. During the year 1,587,280 and 1,411,653 of the CHSB received were converted into ETH and BTC respectively, and 195,303 CHSB were sold for CHF.

At 31 December 2023, the Company held crypto assets representing a fair value of USD 772,192 (2022: Nil). The breakdown of which can be seen below:

Crypto asset name	2023		2022	
	QTY	Fair value USD	QTY	Fair value USD
Borg	1,125,319	207,102	-	-
Bitcoin	7	284,685	-	-
Etheruem	123	280,405	-	-
<b>At 31 December</b>	<b>1,125,449</b>	<b>772,192</b>	-	-

### 10. Plant and equipment

	Furniture USD	Hardware USD	Total USD
<b>Cost</b>			
At 01 January 2023	2,420	7,904	10,324
Additions	-	3,848	3,848
<b>31 December 2023</b>	<b>2,420</b>	<b>11,752</b>	<b>14,172</b>
<b>Depreciation</b>			
At 01 January 2023	2,032	7,699	9,731
Charge for the year	388	365	753
<b>At 31 December 2023</b>	<b>2,420</b>	<b>8,064</b>	<b>10,484</b>
<b>Net book value</b>			
<b>At 31 December 2023</b>	<b>-</b>	<b>3,688</b>	<b>3,688</b>

	Furniture USD	Hardware USD	Total USD
<b>Cost</b>			
At 01 January 2022 and 31 December 2022	2,420	7,904	10,324
<b>Depreciation</b>			
At 01 January 2022	1,548	6,442	7,990
Charge for the year	484	1,257	1,741
<b>At 31 December 2022</b>	<b>2,032</b>	<b>7,699</b>	<b>9,731</b>
<b>Net book value</b>			
<b>At 31 December 2022</b>	<b>388</b>	<b>205</b>	<b>593</b>

All depreciation and impairment charges are included within depreciation of non-financial assets.

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2023

#### 11. Intangible assets

	<b>Software</b>
	<b>USD</b>
<b><u>Cost</u></b>	
At 01 January 2022	-
Addition during the year	751,160
At 31 December 2022	751,160
Addition during the year	-
<b>At 31 December 2023</b>	<b>751,160</b>
<b><u>Amortisation</u></b>	
At 01 January 2022	-
Charged during the year	73,029
At 31 December 2022	73,029
Charged during the year	125,193
<b>At 31 December 2023</b>	<b>198,222</b>
<b><u>Impairment loss</u></b>	
At 01 January 2022	-
Charged during the year	-
At 31 December 2022	-
Charged during the year	552,938
<b>At 31 December 2023</b>	<b>552,938</b>
<b><u>Net book value</u></b>	
<b>At 31 December 2023</b>	<b>-</b>
At 31 December 2022	678,131

#### 12. Other receivables

	<b>2023</b>	2022
	<b>USD</b>	USD
Other receivables	<b>307,804</b>	697,391
Prepayments	<b>9,324</b>	6,027
<b>Total</b>	<b>317,128</b>	703,418

(i) The amount for other receivables consists mainly of management fees receivable which are interest free, unsecured and receivable on demand.

(ii) The carrying amount of other receivables is considered to be a reasonable approximation of the fair value.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 13. Cash and cash equivalents

	<b>2023</b>	2022
	<b>USD</b>	USD
Cash at bank:		
CHF	<b>7,287</b>	3
USD	<b>432,165</b>	27,574
EUR	<b>30,035</b>	150,186
MUR	<b>6,323</b>	4,284
<b>Total</b>	<b>475,810</b>	182,080

### 14. Stated capital

	<b>2023</b>	2022
	<b>USD</b>	USD
<i>Issued and fully paid:</i>		
100 Management shares of USD 1 each	<b>100</b>	100

- (i) In accordance with the Company's Constitution, the main rights and obligations attached to the management shares are as follows:
- Each holder of Management shares shall be entitled to receive notice of, to attend and vote at, all meetings of shareholders, with each Management share having one vote on a poll;
  - Management shares shall carry dividend rights;
  - Management shares shall not be redeemable by shareholders holding such shares prior to the liquidation, dissolution or winding up of the Company;
  - Management shares may not be held by or transferred to any person without the approval of the Board; and
  - In a liquidation, dissolution or winding up of the Company, holders of Management shares shall be entitled to repayment in accordance with Article 37 in the Constitution.

#### 14.1 Dividends

No Dividend was declared and paid for the year ended 31 December 2023 (2022: Nil).

### 15. Payables and accruals

	<b>2023</b>	2022
	<b>USD</b>	USD
Payables (note 21)	<b>2,543</b>	-
Payable to related parties	<b>8,761</b>	751,797
Accruals	<b>15,426</b>	13,700
<b>Total</b>	<b>26,730</b>	765,497

- (i) The carrying amounts of payables and accruals is a reasonable approximation of their fair values.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 16. Management income

	<b>2023</b>	2022
	<b>USD</b>	USD
Management income	<b>1,165,905</b>	1,118,112

Management income is paid by the operating Cells to the Company based on a percentage of their net AUM (as defined in their respective agreements).

### 17. Subscription and redemption income

	<b>2023</b>	2022
	<b>USD</b>	USD
Subscription and redemption income	<b>78,181</b>	79,946

Subscription and/or redemption income is paid by the Cells' investors to the Company based on a percentage of their subscription and/or redemption amount (as defined in their respective agreements).

### 18. Performance income

	<b>2023</b>	2022
	<b>USD</b>	USD
Performance fees	<b>7,153</b>	-

Performance fees is paid by Cell's investors to the Company when the redemption net asset value was either above the High Water (HWM) or above the nominal Net asset Value (subscription NAV).

### 19. Salaries and related costs

Analysis of staff's costs (excluding directors' remuneration and fees) and number of employees:

	<b>2023</b>	2022
	<b>USD</b>	USD
Salaries and related costs	<b>175,348</b>	163,224
Number of employees at end of year	<b>5</b>	5

### 20. Earnings per share

The earnings and number of shares in issue used in the calculation of earnings per share as follows:

	<b>2023</b>	2022
	<b>USD</b>	USD
Profit for the year attributable to equity holder	<b>790,598</b>	237,385
Number of shares in issue	<b>100</b>	100
Earnings per share	<b>7,906</b>	2,374

Note that EPS has been calculated using the number of shares at year end.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

### 21. Related party transactions

During the year ended 31 December 2023, the Company had transactions with the following related party. Details of the nature, volume of transactions and the balances with the entity are as follows:

Name of related party	Nature of transactions	Volume	Credit balances	Credit balances
		of transactions	at 31 December 2023	at 31 December 2022
		USD	USD	USD
Warwyck Private Bank Ltd	Service fees	446,700	-	-
	Rental	117,300	(638)	(637)
Warwyck Investment Holdings Ltd	Acquisition of software	751,160	-	(751,160)
Warwyck Phoenix Securities Ltd	Introducer fees	12,368	(8,123)	-
			<b>(8,761)</b>	<b>(751,797)</b>

The terms and conditions of the balances are stated in relevant notes to these financial statements.

The transactions with the related party are carried out at arm's length.

### 22. Contingent liabilities

The Company has no litigation claims outstanding, pending or threatened against it, which could have a material adverse effect on the Company's financial position or results as at 31 December 2023.

### 23. Holding company

The directors regard Warwyck Investment Holdings Ltd, a company incorporated in Republic of Mauritius, as the holding company.

### 24. Events after the reporting period

After 31 December 2023, the Company changed its name from Warwyck Phoenix PCC to Warwyck Phoenix VCC on 07 February 2024.

Furthermore, the Company was converted from a Protected Cell Company ('PCC') to a Variable Capital Company ('VCC') on 13 February 2024, and each Cell of the PCC was also converted into Sub-Fund of the VCC and were authorised to operate as a Collective Investment Scheme and Expert Fund by the Financial Services Commission on 13 February 2024.

Except from the above, there have been no other material events after the reporting period which would require disclosure or adjustment to the financial statements for the year ended 31 December 2023.