

**COMPANY REGISTRATION NUMBER: 09285706**

**CEED LTD  
FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED  
30 JUNE 2024**

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**CEED LTD**  
**FINANCIAL STATEMENTS**  
**PERIOD ENDED 30 June 2024**

<b>Contents</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Consolidated statement of comprehensive income</b>	<b>4</b>
<b>Consolidated statement of financial position</b>	<b>5</b>
<b>Company statement of financial position</b>	<b>6</b>
<b>Consolidated statement of changes in equity</b>	<b>7</b>
<b>Company statement of changes in equity</b>	<b>8</b>
<b>Notes to the financial statements</b>	<b>9</b>

**CEED LTD**

**OFFICERS AND PROFESSIONAL ADVISERS**

**The board of directors**

Mr S A Harris  
Mr S Buchesky  
Mrs L A O'Masta  
Mr R H Grogan  
Mr R P Roselle  
Mr L Chou  
Mr N Segal (appointed 15 July 2024)

**Registered office**

7 -14 Great Dover Street  
London  
SE1 4YR

**CEED LTD**

**DIRECTORS' REPORT**

**PERIOD ENDED 30 June 2024**

The directors present their report and the financial statements of the group for the period ended 30 June 2024.

**Directors**

The directors who served the company during the year were as follows:

Mr S Buchesky	
Mr J L L Lozano	(Resigned 08/02/2024)
Mr R Dunwoody	(Resigned 20/02/2024)
Mr R H Grogan	
Mr S A Harris	
Mr R P Roselle	
Mr L Chou	
Mrs L A O'Masta	

**Events after the end of the reporting period**

Mr N Segal was appointed to the board on 15 July 2024.

Particulars of other events after the reporting date are detailed in note 17 to the financial statements.

**Directors' responsibilities statement**

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and the profit or loss of the group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

**CEED LTD**

**DIRECTORS' REPORT** *(continued)*

**PERIOD ENDED 30 June 2024**


**Auditor**

These financial statements are unaudited.

**Small company provisions**

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 15<sup>th</sup> October 2024 and signed on behalf of the board by:

  
Mr S Buchesky  
Director

Registered office:  
7 -14 Great Dover Street  
London  
SE1 4YR

**CEED LTD**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**PERIOD ENDED 30 June 2024**

		2024	2023
	Note	£	£
<b>TURNOVER</b>		912,134	1,216,875
Cost of sales		<u>(502,714)</u>	<u>(864,729)</u>
<b>GROSS PROFIT</b>		409,420	352,146
Distribution costs		(72,128)	(378,482)
Administrative expenses		<u>(1,618,311)</u>	<u>(2,369,469)</u>
<b>OPERATING LOSS</b>		(1,281,019)	(2,395,805)
Other interest receivable and similar income		—	—
Interest payable and similar expenses		(106,779)	† (43,494)
<b>LOSS BEFORE TAXATION</b>	<b>5</b>	<u>(1,387,798)</u>	<u>(2,439,299)</u>
Tax on loss	<b>6</b>	46,029	74,547
<b>LOSS FOR THE FINANCIAL YEAR</b>		<u>(1,341,769)</u>	<u>(2,364,752)</u>
Foreign currency retranslation		192,108	(80,658)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>(1,149,661)</u>	<u>(2,445,410)</u>

All the activities of the group are from continuing operations.

The notes on pages 9 to 21 form part of these financial statements.

**CEED LTD**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

**30 June 2024**

	Note	2024 £	2023 £
<b>FIXED ASSETS</b>			
Intangible assets	7	436,191	570,053
Tangible assets	8	2,199	6,179
		438,390	576,232
<b>CURRENT ASSETS</b>			
Stocks		249,462	507,351
Debtors	10	174,990	425,112
Cash at bank and in hand		288,549	286,362
		713,001	1,218,825
<b>CREDITORS: amounts falling due within one year</b>	11	<u>(2,587,988)</u>	<u>(2,071,938)</u>
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<u>(1,874,987)</u>	<u>(853,113)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		(1,436,597)	(276,881)
<b>CREDITORS: amounts falling due after more than one year</b>	12	<u>(8,352)</u>	<u>(18,407)</u>
<b>NET ASSETS</b>		<u>(1,444,949)</u>	<u>(295,288)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital		2,267	2,267
Share premium account		31,657,348	31,657,348
Other reserves		(116,138)	(308,246)
Profit and loss account		(32,988,426)	(31,646,657)
<b>SHAREHOLDERS' FUNDS</b>		<u>(1,444,949)</u>	<u>(295,288)</u>

For the year ending 30 June 2024 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 15<sup>th</sup> October 2024 and are signed on behalf of the board by:



Mr S Buchesky  
Director

Company registration number: 09285706

**The notes on pages 9 to 21 form part of these financial statements.**

**CEED LTD**

**COMPANY STATEMENT OF FINANCIAL POSITION**

**30 June 2024**

	Note	2024 £	2023 £
<b>FIXED ASSETS</b>			
Intangible assets	7	401,843	526,853
Tangible assets	8	646	3,235
Investments	9	994	994
		403,483	531,082
 <b>CURRENT ASSETS</b>			
Stocks		249,462	507,351
Debtors	10	2,787,774	2,992,171
Cash at bank and in hand		242,800	119,310
		3,280,036	3,618,832
<b>CREDITORS: amounts falling due within one year</b>	11	(2,263,723)	(2,018,874)
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		1,016,313	1,599,958
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,419,796	2,131,040
<b>CREDITORS: amounts falling due after more than one year</b>	12	(8,352)	(18,407)
<b>NET ASSETS</b>		1,411,444	2,112,633
 <b>CAPITAL AND RESERVES</b>			
Called up share capital		2,267	2,267
Share premium account		31,657,348	31,657,348
Other reserves		-	-
Profit and loss account		(30,248,171)	(29,546,982)
<b>SHAREHOLDERS' FUNDS</b>		1,411,444	2,112,633

The loss for the period ended June 2024 of the parent company was £701,189 (2023: £1,234,976).

For the year ending 30 June 2024 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements were approved by the board of directors and authorized for issue on 15<sup>th</sup> October 2024 and are signed on behalf of the board by:

  
Mr S BUCHESKY  
Director

Company registration number: 09285706

The notes on pages 9 to 21 form part of these financial statements.

**CEED LTD**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**PERIOD ENDED 30 June 2024**

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total £
<b>AT 30 JUNE 2022</b>	2,161	31,142,1485	(227,588)	(29,281,905)	1,635,152
Loss for the year				(2,364,752)	(2,364,752)
Other comprehensive income for the year:					
Foreign currency retranslation	-	-	(80,658)	-	(80,658)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	-	(80,658)	(2,364,752)	(2,445,410)
Issue of shares	106	514,864	-	-	514,970
Equity component on issue of convertible loan notes	-	-	-	-	-
<b>TOTAL INVESTMENTS BY AND DISTRIBUTIONS TO OWNERS</b>	106	514,864	-	-	514,970
<b>AT 30 JUNE 2023</b>	2,267	31,657,349	(308,246)	(31,646,657)	(295,288)
Loss for the year				(1,341,769)	(1,341,769)
Other comprehensive income for the year:					
Foreign currency retranslation	-	-	192,108	-	192,108
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	-	192,108	(1,341,769)	(1,149,661)
Issue of shares	-	-	-	-	-
Equity component on issue of convertible loan notes	-	-	-	-	-
<b>TOTAL INVESTMENTS BY AND DISTRIBUTIONS TO OWNERS</b>	-	-	-	-	-
<b>AT 30 JUNE 2024</b>	<u>2,267</u>	<u>31,657,349</u>	<u>(116,138)</u>	<u>(32,988,426)</u>	<u>(1,444,948)</u>

The notes on pages 9 to 21 form part of these financial statements.

**CEED LTD**  
**COMPANY STATEMENT OF CHANGES IN EQUITY**  
**PERIOD ENDED 30 June 2024**

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total £
<b>AT 30 JUNE 2022</b>	2,161	31,142,484	-	(28,312,006)	2,832,639
Loss for the year	-	-	-	(1,234,976)	(1,234,976)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	-	-	(1,234,976)	(1,234,976)
Issue of shares	106	514,864	-	-	514,970
Equity component on issue of convertible loan notes	-	-	-	-	-
<b>TOTAL INVESTMENTS BY AND DISTRIBUTIONS TO OWNERS</b>	106	514,864	-	-	514,970
<b>AT 30 JUNE 2023</b>	2,267	31,657,348	-	(29,546,982)	2,112,633
Loss for the year	-	-	-	(701,189)	(701,189)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	-	-	-	(701,189)	(701,189)
Issue of shares	-	-	-	-	-
Equity component on issue of convertible loan notes	-	-	-	-	-
<b>TOTAL INVESTMENTS BY AND DISTRIBUTIONS TO OWNERS</b>	-	-	-	-	-
<b>AT 30 JUNE 2024</b>	<u>2,267</u>	<u>31,657,348</u>	<u>-</u>	<u>(30,248,171)</u>	<u>1,411,444</u>

The notes on pages 9 to 21 form part of these financial statements.

## CEED LTD

### NOTES TO THE FINANCIAL STATEMENTS

#### PERIOD ENDED 30 June 2024

#### 1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 7 – 14 Great Dover Street, London, SE1 4YR.

#### 2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

#### 3. Accounting policies

##### Basis of Preparation

The financial statements have been prepared on historical cost basis.

##### Going concern

The directors continue to prepare the financial statements on a going concern basis.

The group made an operating loss for period ended June 2024 and at the period end June 2024 has accumulated losses of £32,988,426 (2023: £31,646,657) as the balance of its consolidated profit and loss account. At the reporting date the group has consolidated net current assets / (liabilities) of (£1,874,987) (2023: (£853,113)).

The group has significantly reduced its cash burn rate compared to the previous year. Period ended June 2024, cash in hand balance of £288,549 (2023: £286,362) is not considered to be sufficient to finance ongoing operations for the foreseeable future. Cash flow forecasts have been prepared for the year ended June 2025 and beyond, and the group has forecast a significant operating cash outflow, for both working capital and for continued software product development. It is forecast that this cash requirement will be financed by further debt and equity subscriptions by investors.

The directors believe that the ongoing support of investors has been demonstrated both by share subscriptions and debt conversions during the period ended 30 June 2024 (see note 11, 13, and 14). As a result of this demonstrable support of investors, which is expected to continue, the directors believe the group will continue to meet its obligations as they fall due for the foreseeable future. However, whilst the directors are confident the necessary further funding will be secured, should future funding rounds be unsuccessful then there would be significant doubts about the group being able to continue to meet its liabilities and fund its operations for the foreseeable future.

During the period ended 30 June 2024 and beyond, the group has taken steps to manage its cashflows and reduce its costs. There has also been a strategic shift in the group's focus which is anticipated to increase revenues by expanding the company's software and curriculum capabilities. Financially, the group continues to be dependent on support from current and new investors.

## CEED LTD

### NOTES TO THE FINANCIAL STATEMENTS *(continued)*

#### PERIOD ENDED 30 June 2024

#### 3. Accounting policies *(continued)*

##### **Consolidation**

The financial statements consolidate the financial statements of the Group and all its subsidiary undertakings.

The results of subsidiaries acquired or disposed of during the year are included from or to the date that control passes.

The parent company has applied the exemption contained in section 408 of the Companies Act 2006 and has not included its individual statement of comprehensive income.

##### **Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, the nature of estimation means that actual outcomes could differ from those estimates.

##### Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in the financial statements are as follows:

**Going concern** - the directors judge that the company continues to be a going concern. The basis for this judgement is detailed in the accounting policy above.

**Development expenditure** - development expenditure is capitalized in accordance with the accounting policy below. This is based upon management's judgment that the recognition criteria have been met.

##### Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

**Development asset valuation** - the group's development assets are assessed for possible impairment on a line by line basis by reference to the estimated value in use of the individual development asset concerned.

These assets primarily relate to the development of new software products and product enhancements, the majority of which are slowly introduced to market. The future revenues used by management in assessing the valuation of the assets have been estimated by management based upon their forecasts. However, there are inherent uncertainties in making such predictions, including factors outside of the control of management. Consequently, the market's response to the product and product enhancements on their release, may not be as forecast. Should a product be less successful than forecast, then the value in use of the related development assets may fall to the extent that is it necessary to recognize an impairment.

**Development amortization** - development assets are amortized over their expected useful economic life, as detailed in the accounting policy. This expected economic life is estimated by management based upon the nature of the assets along with their expectation and industry experience.

## CEED LTD

### NOTES TO THE FINANCIAL STATEMENTS *(continued)*

#### PERIOD ENDED 30 June 2024

#### 3. Accounting policies *(continued)*

Trade Debtors recovery – the requirement for provision for bad debt or doubtful debts is based upon a line by line review of debtors reflecting anticipated recovery.

Stock valuation - the requirement for provisions for damaged or obsolete stock is based upon a line by line review of year end stock, giving consideration to the condition of the stock and the estimated realizable value of each line.

Taxation - taxation is provided for based upon reasonable estimates, using applicable rates applied to the expected taxable profit. Research and development tax credits are recognized based upon best estimates, calculated upon the relevant expenditure at the applicable rates. Deferred tax assets are only recognized when there is reasonable certainty over future estimated taxable profits.

Financial instruments - the separation of the compound financial instruments issued by the group into their equity and liability components has been based upon management's estimated fair value of a similar debt instrument without the equity conversion rights.

Group receivables recovery - the parent company evaluates the recoverability of receivables due from group undertakings. Where indicators of impairment exist, recoverability is assessed based upon an estimate by management of both the future performance of, and the value of the assets, held by the undertakings concerned

#### Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have transferred to the buyer (usually on dispatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

#### Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognized in the reporting period. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, tax is recognized in other comprehensive income or directly in equity, respectively.

Current tax is recognized on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognized to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

## CEED LTD

### NOTES TO THE FINANCIAL STATEMENTS *(continued)*

#### PERIOD ENDED 30 June 2024

#### 3. Accounting policies *(continued)*

##### Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

The assets and liabilities of overseas subsidiary undertakings are translated into the presentational currency at the exchange rate ruling at the balance sheet date. Income and expenses for each statement of comprehensive income are translated at exchange rates at the dates of transaction. An average exchange rate is used where appropriate as an approximation of the actual rate at the transaction date. All resulting exchange differences are recognized in other comprehensive income.

##### Operating leases

Lease payments are recognized as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognized as a reduction to expense over the lease term, on a straight-line basis.

##### Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortization and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortization and subsequent accumulated impairment losses.

##### Amortization

Amortization is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Development costs	-	3 years straight line
Licences	-	3 years straight line

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

**3. Accounting policies (continued)**

If there is an indication that there has been a significant change in amortization rate, useful life or residual value of an intangible asset, the amortization is revised prospectively to reflect the new estimates.

**Research and development**

Research expenditure is written off in the period in which it is incurred.

Development expenditure incurred is capitalized as an intangible asset only when all of the following criteria are met:

- It is technically feasible to complete the intangible asset so that it will be available for use or sale.
- There is the intention to complete the intangible asset and use or sell it.
- There is the ability to use or sell intangible assets.
- The use or sale of the intangible asset will generate probable future economic benefits.
- There are adequate technical, financial, and other resources available to complete the development and to use or sell the intangible asset; and
- The expenditure attributable to the intangible asset during its development can be measured reliably.

Expenditure that does not meet the above criteria is expensed as incurred.

**Tangible assets**

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

**Depreciation**

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Plant and machinery	-	3 years straight line
Fixtures and fittings	-	3 years straight line
Equipment	-	3 years straight line

**Investments**

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

**Impairment of fixed assets**

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**PERIOD ENDED 30 June 2024**

**3. Accounting policies** *(continued)*

**Stocks**

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the stock to its present location and condition.

**Financial instruments**

A financial asset or a financial liability is recognized only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognized at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognized at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortized cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognized in profit or loss. All other such investments are subsequently measured at cost less impairment.

Financial assets that are measured at cost or amortized cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognized in profit or loss immediately.

**Defined contribution plans**

Contributions to defined contribution plans are recognized as an expense in the period in which the related service is provided. Prepaid contributions are recognized as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

**Share subscriptions.**

Where amounts have been received for the subscription of share capital, and that share capital has not been issued at the period end, then where the company has a clear expectation that the shares will be issued, these monies are classified as share capital.

If there is an indication that the shares will not be issued, the monies will be reclassified as a liability.

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

**3. Accounting policies (continued)**

**Compound financial instruments**

Compound financial instruments issued by the group comprise convertible loan notes that are convertible into equity at the option of the holder. The instrument is separated into its debt and equity components as follows.

Prior to 2021, the liability component is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method.

Substantially all of the convertible loan notes issued by the Company were converted into equity on or before the year end 2021. No equity component has been recorded relating to notes outstanding at the year-end.

**4. Employee numbers**

The average number of persons employed by the group during the year amounted to 10 (2023: 15).

**5. Loss before taxation**

Loss before taxation is stated after charging:

	2024	2023
	£	£
Amortization of intangible assets	398,502	888,164
Depreciation of tangible assets	<u>3,917</u>	<u>13,850</u>

**6. Taxation**

The tax credit represents research and development refunds in relation to the current period of £46,029 (2023: £74,547).

CEED LTD

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

PERIOD ENDED 30 June 2024

7. Intangible assets

<b>Group</b>	<b>Development costs £</b>	<b>Licenses £</b>	<b>Total £</b>
<b>Cost</b>			
At 30 June 2023	7,059,660	124,560	7,184,220
Additions	264,640	-	264,640
Disposals	-	-	-
<b>At 30 June 2024</b>	<u>7,324,300</u>	<u>124,560</u>	<u>7,448,860</u>
<b>Amortisation</b>			
At 30 June 2023	6,489,607	124,560	6,614,167
Charge for the year	398,502	-	398,502
Disposals	-	-	-
<b>At 30 June 2024</b>	<u>6,888,109</u>	<u>124,560</u>	<u>7,012,669</u>
<b>Carrying amount</b>			
At 30 June 2024	<u>436,191</u>	<u>-</u>	<u>436,191</u>
At 30 June 2023	<u>570,053</u>	<u>-</u>	<u>570,053</u>
<b>Company</b>	<b>Development costs £</b>	<b>Licenses £</b>	<b>Total £</b>
<b>Cost</b>			
At 30 June 2023	5,794,027	124,560	5,918,587
Additions	266,451	-	266,451
Disposals	-	-	-
<b>At 30 June 2024</b>	<u>6,060,478</u>	<u>124,560</u>	<u>6,185,038</u>
<b>Amortisation</b>			
At 30 June 2023	5,267,175	124,560	5,391,735
Charge for the year	391,460	-	391,460
Disposals	-	-	-
<b>At 30 June 2024</b>	<u>5,658,635</u>	<u>124,560</u>	<u>5,783,195</u>
<b>Carrying amount</b>			
At 30 June 2024	<u>401,843</u>	<u>-</u>	<u>401,843</u>
At 30 June 2023	<u>526,853</u>	<u>-</u>	<u>526,853</u>

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

**8. Tangible assets**

<b>Group</b>	<b>Plant and machinery £</b>	<b>Fixtures and fittings £</b>	<b>Equipment £</b>	<b>Total £</b>
<b>Cost</b>				
At 30 June 2022	339,098	39,631	181,128	559,857
Additions	-	-	-	-
Disposals	-	-	(63)	(63)
Other movements	-	-	-	-
<b>At 30 June 2023</b>	<u>339,098</u>	<u>39,631</u>	<u>181,066</u>	<u>559,795</u>
<b>Depreciation</b>				
At 30 June 2022	339,059	39,631	174,988	553,679
Charge for the year	39	-	3,878	3,917
Disposals	-	-	-	-
Other movements	-	-	-	-
<b>At 30 June 2023</b>	<u>339,098</u>	<u>39,631</u>	<u>178,866</u>	<u>557,596</u>
<b>Carrying amount</b>				
At 30 June 2023	<u>0</u>	<u>0</u>	<u>2,199</u>	<u>2,199</u>
At 30 June 2022	<u>39</u>	<u>0</u>	<u>6,140</u>	<u>6,179</u>
<b>Company</b>	<b>Plant and machinery £</b>	<b>Fixtures and fittings £</b>	<b>Equipment £</b>	<b>Total £</b>
<b>Cost</b>				
At 30 June 2022	339,098	34,332	149,619	523,049
Additions	-	-	-	-
Disposals	-	-	-	-
<b>At 30 June 2023</b>	<u>339,098</u>	<u>34,332</u>	<u>149,619</u>	<u>523,049</u>
<b>Depreciation</b>				
At 30 June 2022	339,059	34,332	146,423	519,814
Charge for the year	39	-	2,550	2,589
Disposals	-	-	-	-
<b>At 30 June 2023</b>	<u>339,059</u>	<u>34,332</u>	<u>146,423</u>	<u>519,814</u>
<b>Carrying amount</b>				
At 30 June 2023	<u>0</u>	<u>0</u>	<u>646</u>	<u>646</u>
At 30 June 2022	<u>39</u>	<u>0</u>	<u>3,196</u>	<u>3,235</u>

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

**9. Investments**

The group's investments consist of holdings in subsidiary undertakings, as follows:

Company	Shares in group undertakings £
<b>Cost</b>	
At 30 June 2023 and 30 June 2024	994
<b>Impairment</b>	
At 30 June 2023 and 30 June 2024	—
<b>Carrying amount</b>	
At 30 June 2024	994
At 30 June 2023	994

**Subsidiaries, associates and other investments**

Details of the investments in which the parent company has an interest of 20% or more are as follows:

	Class of share	Percentage of shares held
<b>Subsidiary undertakings</b>		
Ceed Inc. (1)	Ordinary	100
Ceed (Hong Kong) Limited (2)	Ordinary	100
Ceed (Shenzhen) Technology Co. Ltd (3)	Ordinary*	100

The registered offices of the above undertakings are:

- (1) – 9600 Great Hills Trail, Suite 150W, Austin, Texas, TX 78759.
- (2) – Rm 1902, Easy Comm. Bldg., 253-261 Hennessy Road, Wanchai, Hong Kong.
- (3) - B622, B6 District, Vanke Design Community, Xingke Road, Xili Nanshan District, Shenzhen, Guangdong Province, 518055, China.

\* denotes an indirect holding via group undertakings.

The above subsidiary undertakings are all consolidated within these group financial statements.

**10. Debtors**

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Trade debtors	102,346	238,805	102,346	238,805
Amounts owed by group undertakings	-	-	2,617,957	2,648,213
Other debtors	72,644	186,307	67,471	105,153
	<u>174,990</u>	<u>425,112</u>	<u>2,787,774</u>	<u>2,992,171</u>

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

**11. Creditors: amounts falling due within one year**

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Bank loans and overdrafts	23,094	10,649	23,094	10,649
Trade creditors	829,601	1,235,053	770,365	1,228,896
Social security and other taxes	7,816	5,860	7,816	5,860
Other creditors	<u>1,727,477</u>	<u>820,376</u>	<u>1,462,448</u>	<u>773,469</u>
	<u>2,587,988</u>	<u>2,071,938</u>	<u>2,263,723</u>	<u>2,018,874</u>

The following liabilities are secured liabilities:

Bank loans and overdrafts totaling £31,446 (2023: £29,056), including those within note 12.

Other creditors falling due within one year includes £1,461,709 (2023: £691,669) in respect of convertible loan note liabilities, including £70,000 relating to overdue redemption amount for the 2019 loan notes. See note 13 for details of convertible liabilities.

**12. Creditors: amounts falling due after more than one year**

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Bank loans and overdrafts	8,352	18,407	8,352	18,407
Other creditors	-	-	-	-
	<u>8,352</u>	<u>18,407</u>	<u>8,352</u>	<u>18,407</u>

**13. Convertible Loan Notes**

*Convertible loan notes - 2019 loan notes*

Outstanding at the balance sheet date £70,000 in respect of an overdue redemption amount on the 2019 convertible loan notes.

*Convertible loan notes - 2021 loan notes*

Included within other creditors is £173,597 principal value plus £55,075 accrued interest of unsecured convertible loan notes, issued on 9/11/2021 ("2021 loan notes"). At the balance sheet date the entire balance is classified as falling due within one year. An equity component of the 2021 loan notes has not been separately recognized.

The key features of the 2021 loan notes are as follows:

- a) The loan notes are redeemable within a year of the balance sheet date, and are subject to interest at 12%.
- b) In certain instances where the company completes a financing round prior to the redemption date, the company has the option of converting the loan notes into ordinary shares of £0.00001.

*Convertible loan notes - April 2023 and August 2023 loan notes*

Included within other creditors is £405,617 principal value plus £48,941 accrued interest of unsecured convertible loan notes, issued in April 2023 ("April 2023 loan notes"). At the balance sheet date, the entire

## CEED LTD

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### PERIOD ENDED 30 June 2024

balance is classified as falling due within one year. The equity component of the 2023 loan notes has not been separately recognized.

The key features of the 2023 loan notes are as follows:

- a) the loan notes are redeemable within two years of the balance sheet date and are subject to interest at 10%.
- b) in certain instances where the company completes a financing round prior to the redemption date, the company has the option of converting the loan notes into ordinary shares of £0.00001.

Included within other creditors is £667,005 principal value plus £41,474 accrued interest of unsecured convertible loan notes, issued in August 2023 ("August 2023 loan notes"). At the balance sheet date, the entire balance is classified as falling due within one year. The equity component of the 2023 loan notes has not been separately recognized.

The key features of the 2023 loan notes are as follows:

- a) the loan notes are redeemable within two years of the balance sheet date and are subject to interest at 10%.
- b) in certain instances where the company completes a financing round prior to the redemption date, the company has the option of converting the loan notes into ordinary shares of £0.00001.

#### 14. Share capital.

During the year, the parent company has not issued any new shares (2023, 10,587,485 shares issue).

#### 15. Other reserves

##### Group

Other reserves of the group comprise the following:

Foreign exchange reserve of (£116,138) (2023: (£308,246)) - This reserve records the accumulated gains and losses on translation of foreign currency net investments into the presentational currency.

#### 16. Share based payments.

The parent company has in place an equity settled share-based payment arrangement 'EMI options' for its employee's, whereby selected employees are granted options over the shares of the company. The options vest 25% on the first anniversary of granting and 2.08333% each month thereafter; employees leaving the firm forfeit their options. The option price is equivalent to their market value and so the options are valued at £nil, no cash alternative is available.

The EMI shares were valued at £0.03 to £0.18 per share, this being their estimated market value at the date of granting.

#### 17. Events after the end of the reporting period

Subsequent to the balance sheet date, the parent company has issued the following instrument:

The group has issued Loan notes with a total value of £473,139.

**CEED LTD**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**PERIOD ENDED 30 June 2024**

Since the balance sheet date, the company has significantly reduced its R&D operations in China. This financial statement includes £66k of net assets in relation to the company's Chinese operation, without adjusting for any impairment.

**18. Related party transactions**

**Group**

The company has taken advantage of the exemption available within FRS102 section 1A from disclosing transactions between wholly owned group members.

There were no further transactions with related parties requiring disclosure under FRS 102 section 1A.