RNS Number : 4771E
SEEEN PLC
30 June 2023

SEEEN plc
("SEEEN", the "Group" or the "Company")

Audited results for the year ended 31 December 2022
Update on 1H 2023
Notice of AGM

SEEEN plc, the media and technology platform that delivers AI-led Key Video Moments to drive increased views and revenues across all video content, is pleased to present its audited results for the year ended 31 December 2022 and an update on 1H 2023.

Overview

2022:

- Significant traction from proprietary technology sales
- Focus on profitability for Creator Service Provider (CSP) business
- Shift in revenue mix from CSP to higher value technology sales
- Successful fundraise in December 2022 to accelerate technology sales and selected customer-led product development in 2023

1H 2023:

- Sales wins have accelerated, including 2 strategic partners sales worth more than $1 million in annual revenues and $250,000 in gross profit
- Added further 12 vertical and e-commerce customers with latter doubling in one-half year
- Expected release of CreatorSuite 2.0 in July 2023 with additional features including advertising and flexible in-video shoppable Calls To Action to accelerate sales further

Accelerating Technology Customer Numbers

	2021	2022	1H 2023
Strategic	1	3	4
Vertical	4	14	22
eCommerce-led	2	4	8

Note: This table represents the cumulative number of technology customers

Full Year 2022 highlights:

Global market demand in SEEEN's key markets is growing, especially video commerce which, globally, is expected to grow at a CAGR of 32% to $2.8 trillion by 2028 *(source: Reportlinker)*

Successful fundraising of £2.6 million (gross) to accelerate sales through an enhanced sales and marketing team and selected technology upgrades

Product Sales. At year end, the Group has:
- 4 strategic customers (large publishers)
- 14 vertical market customers (sports, retail, services, financial publishing)
- 4 e-commerce led customers

Revenues

- Changing mix of revenue, reflecting higher margin technology commercialisation
- Revenues from customers using CreatorSuite, the Group's primary technology product, of approximately $1.0 million (2021: $0.1 million)
- Recurring technology revenues of approximately $0.1 million (2021: $0.1 million, of which approximately half was professional services fees)
- Total Group revenues of $3.3 million (2021: $8.5 million), reflecting: (i) elimination of unprofitable revenue from CSP channel partners with no technology upselling potential; (ii) loss of all CSP advertising revenue in Russia since the start of the Ukrainian conflict

Profitability

- Adjusted EBITDA* loss of ($0.8) million, in line with current market expectations, significantly reduced from ($1.5) million in 2021 as the Group continued to focus on product sales, which has accelerated further since year end

  Non-core one-off goodwill impairment of $7.5 million relating to termination of Video Experience Platform, which targeted "experience-based" market segments

- Improved gross margin of 15.2% (2021: 10.6%), reflecting increasing mix of technology sales and higher margin CSP channel partners

** Adjusted EBITDA is defined as Earnings before Depreciation and Amortisation, adding back Share Based Payments, One-Off Termination Costs and Goodwill Impairment*

1H 2023 Update:

Two strategic customer wins combined worth in excess of $1 million in revenues and $250,000 in gross profit annually

- Cross-selling already being achieved across CSP and technology

12 vertical customers added across sports, ecommerce and financial publishing

- Implementations showing strong results, including doubling sales on product pages and 20% Click Through Rates on our new in-video commerce Calls To Action

Cash position at 29 June of $2.2 million enables the Group to continue executing on sales pipeline and achieve cash flow breakeven

1H 2023 CSP revenues consistent with 4Q 2022, whilst undergoing YouTube business plan review and now positioned to grow in 2H 2023, particularly with brands, publishers and sports clubs

CreatorSuite 2.0 expected to be released in July with advertising and flexible Calls To Action built in; success already achieved in 2Q 2023 with trial version and strong pipeline to execute against as updated product is delivered

Appointment of sales focused Non-Executive Director, Mark Williams, and experienced AIM CFO, Carmel Warren

Notice of AGM: Copies of the Annual Report and Notice of Annual General Meeting are today being posted to shareholders and will shortly be made available on the Company's website at seeen.com. The Company's AGM will be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 12 noon on 26 July 2023.

Dr. Patrick DeSouza, Chairman of SEEEN, commented: "The board is appreciative of the team and pleased with the dramatic commercial progress achieved during the trailing twelve months - both for our number of technology sales and improved profitability at the CSP. We now look forward during 2H to communicating our revenue-enhancing value proposition for customers. We will also be demonstrating our unique technology at various fora."

Adrian Hargrave, CEO of SEEEN, commented: "2022 was a transformational year for the business, as we achieved commercial traction for our high margin technology products. This has only accelerated in 2023, having completed our fundraising in late 2022. We are well positioned to accelerate our technology sales in a fast-growing market with the release of *CreatorSuite* 2.0. The reaction from customers has been positive and our case study data reinforces that in-video commerce is gaining importance. We are ahead of the competition in providing a solution that allows both advertising and bespoke Calls To Action. This allows publishers, sports clubs and brands to "double dip" on video revenue streams from advertising and video commerce. When combined with our Key Video Moments to determine the most actionable parts of a video, we can significantly boost our customers' revenues. This is essential for our customer base who want to gain a greater ROI from their video assets. Our AI is also helping our CSP, as we are able to identify and curate Key Video Moments. These can be published as

YouTube Shorts, TikToks and Instagram Reels easily without creating new content. This is increasingly important as companies seek to publish across multiple platforms, without having to create new content for each platform.

We are grateful for the support of our shareholders and all of our employees as we look forward to delivering a profitable and valuable company in a fast-growing marketplace."

The information communicated within this announcement is deemed to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/ 2014 (which forms part of Domestic UK law pursuant to the European Union (Withdrawal) Act 2018). Upon the publication of this announcement, this inside information is now considered to be in the public domain.

Enquiries:

SEEEN plc Tel: +44 (0)7775 701 838

Adrian Hargrave, CEO
Carmel Warren, CFO

Dowgate Capital Limited - Joint Broker Tel: +44 (0)20 3903 7721

Stephen Norcross

Allenby Capital (Nominated Adviser & Joint Broker) Tel: +44 (0)20 3328 5656

Alex Brearley/George Payne (Corporate Finance)
Tony Quirke/Amrit Nahal (Sales and Corporate Broking)

Chairman's Statement

As discussed more fully in our CEO's Statement, the big headline for our shareholders and for the marketplace is that over the trailing twelve months - 2H 2022 to 1H 2023 - we have turned the corner from technology development to sales and corporate development. Moreover, the number of sales wins has actually been accelerating during 1H 2023 and we see a path to cash flow positive which is the key milestone for any early-stage growth company.

On behalf of our shareholders, we appreciate the team's relentless execution, on-going enthusiasm for seizing the customer opportunity and focus on fundamentals despite difficult financial market conditions.

To better understand both our progress and our ability to improve our share price, which is one indicator of market recognition of our progress, let me outline five dimensions to our business which are reflected in our Accounts, especially our Strategic Report.

First, our value proposition resonates with customer needs. We stand apart because our technology offerings help customers drive their businesses forward in a practical way that shows a return on investment. The new front-end to our website says it all: "Monetize Viewer Impulse With Our AI-Led Interactive Video." Short attention spans are here to stay and companies seek to connect immediately with their audiences to drive impulse decision-making, especially for e-commerce purchases from video moments. As a result, market trends favour SEEEN. Moreover, the introduction of next generation of AI tools now make video generative through more emotional content that enables continuous customer engagement with fresh video prompts or "moments" to maximize the possibilities for purchases.

Second, our sales traction and pipeline involve both strategic customers such as media publishers and vertical market customers such as football and rugby clubs. It is important to have a mix of both. Strategic customers have "home run" value but longer sales cycles. Vertical market customer wins, to extend the baseball metaphor, produce singles and doubles but close with more frequency as a "follow the pack" mentality ensues. Winning teams have a consistent combination of both types of outcomes - home runs and singles to diversify risk of

timing in closing sales. Moreover, each type reinforces the sales pipeline as more customers see adoption grow on a more widespread basis.

Third, customer traction also helps focus the product roadmap because one can more precisely prioritize capital expenditure needs based on testable use cases that point to customer success features. Early stage companies often are reliant on market studies and the concept of "build it and they will come." Our forward-looking product roadmap and intellectual property filings of derivative works are now characterized by being "sales-informed."

Fourth, in gaining sales traction, we are able to focus our headcount expense better. During 1H, we hired two more salespersons with experience in markets where we already have customers. Recently, we have added a board member with a background in building sales teams.

Fifth, and most importantly, we have the resources to succeed. At the midpoint of our trailing twelve-month shift to a sales-centric company, we completed a capital raise that provides us the resources to drive forward the above four dimensions of our business: (i) customer-centric value proposition; (ii) mix of customers that reinforce the sales pipeline build; (iii) product and IP roadmap driven by use cases for which customers will pay; and (iv) passionate, customer-focused headcount.

Again on behalf of our board and the shareholders, we appreciate the persistence of our team in driving forward with confidence despite volatile market conditions over the past twelve months. We look forward to communicating during further acceleration of progress during 2H 2023 and beyond.

Dr. Patrick DeSouza
Chairman

CEO's Statement

Overview

2022 was a transformative year for the business. The Board and shareholders sought to accelerate the shift from technology development to commercialization. In July, I was appointed CEO to continue delivering against the Group's plan to accelerate high-margin technology sales, whilst restoring and growing the profitability of GTChannel, our YouTube Creator Service Provider ("CSP" or formerly Multichannel Network ("MCN")). This culminated in December 2022 with additional support from our investors, as SEEEN raised £2.6 million to further accelerate execution of our plan to deliver technology sales and development. We have already been executing against these targets in 2023, with multiple sales to two new significant strategic customers, worth over $1 million in annual revenues and approximately $250,000 in annual gross profit contribution, as well as 12 new vertical and e-commerce customers providing us with increasing marketplace momentum and customer referrals.

These larger customer wins come against a backdrop of continued momentum in winning vertical customers, which are smaller in size but larger in volume and with simple deployments. We have won an additional 12 customers in these vertical markets during Q2 2023, split between sports, ecommerce and financial publishing. Most of these deals have a small base fee and a performance based element based on sales generated for our customers from video views. We have a strong pipeline against which to execute, which has been reinforced by attendance at trade shows and events for e-commerce, sports and investor relations companies. In each case, we have been able to build a significant sales pipeline of customers, as we have a unique technology offering for the market.

In addition to success in executing against our plan, we have a technology that is well suited for the current market backdrop. Since late 2022, generative AI has become increasingly prevalent, both for textual and visual creations. SEEEN's technology aids such advances by enabling customers to "re-mix" their existing content and create "new" content at minimal marginal cost, as opposed to spending money on making new video content. In addition, with the large amount of videos available to SEEEN through our CSP and open-source availability, we have been able to train AI models to look for objects and phrases that customers can re-publish.

Our core offering of providing our customers with AI-led Shoppable Key Video Moments (ie short segments of videos, which are most likely to lead to an impulse response from viewers) are increasingly essential for video asset owners, because we provide the ability to make more money directly from video, allowing customers to take advantage of both advertising and video e-commerce. In an environment where advertising revenues are under pressure, companies need to both understand and justify their content creation spending and are increasingly focused on making more money from their existing back catalogues. We provide this solution.

We have also improved the value proposition and profitability of our CSP. During 2022, gross margins within the CSP improved by over 30%. Our AI tools benefit our CSP customers to identify Key Video Moments for use as YouTube Shorts, Instagram Reels and TikToks. As each of these platforms continue to grow in importance, preparing new, original short form content by leveraging existing video collections is the fastest and cheapest way for these publishers to publish the regular diet of such videos required to be successful on these platforms.

With the above momentum on small scale execution, we are on track to achieve cash flow breakeven and accelerate more aggressively to capitalise on the market opportunity presented to us.

Commercializing the Large Market Opportunity

The last few months has seen an explosion in interest for generative AI, including most notably ChatGPT, but also services which create images and video from text. SEEEN offers services around video creation by leveraging our AI for creating Key Video Moments. When combined with the increased understanding and awareness of generative AI, we are well positioned to take advantage of three additional trends and sell into these high-value publishing and e-commerce markets.

The first of these is the growth of video e-commerce, whereby viewers are getting more used to buying products and services directly whilst watching videos on the internet and mobiles. This market is forecast to grow by a CAGR of 32% to a total size of $2.8 trillion by 2028 (source: Reportlinker, May 2023). Solutions for better, contextual commerce offerings within video will continue to grow, including away from social media platforms, so that publishers, brands and sports clubs can earn money directly and own the first party data.

The second of these is the increasing growth of Short Form videos, as attention spans have diminished and people want access to content, products and services as quickly as possible. The pandemic accelerated these trends as platforms such as TikTok and Instagram Reels grew substantially. YouTube also created YouTube Shorts, its attempt to take market share in short form views and as of February 2023, YouTube started sharing advertising revenue from YouTube Shorts with creators, unlike the other social platforms, reinforcing itself as the platform of choice for commercially-focused video publishers. With our CSP offering, SEEEN is well positioned to help all YouTube creators as YouTube Shorts increases in importance versus traditional longer form YouTube videos.

The third trend is the increasing move towards Continuous Customer Engagement, as most brands, publishers and sports clubs want to be consistently at the front of viewers' minds to sell ongoing services and products, rather than one-off transactions. Video continues to increase as part of companies' marketing, selling, support and training processes.

With our shoppable Key Video Moments, we are best positioned to address the needs of larger publishers and e-commerce brands.

2022 and 2023 Delivery

2022

During 2022, the Group significantly improved its adjusted EBITDA (EBITDA adding back share-based payments and one-off costs as defined in KPI (x) in the Strategic Report), halving its loss to $0.8m (2021: loss of $1.5m) as the Group focused on commercialisation. This focus resulted in revenue reducing to $3.3m, as the Group migrated from low margin channels, as well as a weaker YouTube advertising market and the loss of all revenue from views in Russia, which had accounted for 25% of revenue in 2021. Significantly, the Group also increased its gross margin

to approximately 15% from approximately 10%, through both focusing on more profitable channel partners for its YouTube CSP and the increased level of recurring technology sales achieved against 2021.

During the year, the Group also shifted its focus from development of technology products to commercialisation, with additional functionality developed during 2022 to meet customer needs. As a result, we significantly reduced our capitalised expenditure to $0.7m (2021: $1.5m) and focused on commercialization. Improvements to our existing technology set, included building additional AI models and functionality for *CreatorSuite*, such as Moment-based automated playlists and direct clipping from transcripts. As part of this focus on commercialisation and profitability, the Group discontinued investment in Video Experience Platforms for "experience-based" market segments to focus on the sales identified above. This resulted in a $7.5 million impairment of goodwill created at the time of the acquisition of the Group's three subsidiary businesses.

At year end, we had pro forma cash resources of $3.3 million. The Group had approximately $1.2 million of gross and net cash with an additional $2.1 million receivable committed but not yet received from the equity fundraising in December 2022. We received the money in January after the balance sheet date for this audit.

2023 Subsequent Events

We have a mix of two types of Sales: Strategic (Higher Value Opportunities with longer sales cycles) and Vertical (Smaller technology adopters with shorter sales cycles). Each contribute to our business model in different ways. Many of our Vertical sales also include a significant level of implementation fees and cross-selling. We also have momentum on a third type of sale - ecommerce opportunities, where we share a percentage of the sales generated from viewers who purchased after interacting with our technology.

During 2Q 2023, after making additional sales hires, the pace of customer acquisition has accelerated with 14 total wins, doubling the amount achieved during 2022.

Strategic Customers

In terms of sales goals, we have landed two strategic customers in the first half of the year of 2023, in line with our target of a customer every quarter. In the first sale, we signed the customer up for our CSP services, which are worth approximately $1m per annum. More recently, we upsold technology services worth $5,000 a month relating to creating short form content from their existing videos to publish across multiple social video platforms.

In the second strategic customer sale, we signed a US based financial publisher to our technology services in order to leverage their events videos with Key Video Moments to drive sign-ups to future events and ongoing online and magazine subscriptions. This customer is expecting to launch their newly designed website to take advantage of these moments during July and is expected to be worth approximately $80,000 of technology sales to SEEEN in this financial year. Cross-selling opportunities exist with this customer as the new version of *CreatorSuite* is launched, allowing the publisher to take advantage of both advertising and e-commerce revenues from within video, as well as assistance with YouTube through SEEEN'S CSP offering.

Vertical Customers

In terms of vertical customers, we have won 12 new customers in the last two months, in line with the targets to win at least five customers per month from a strengthened sales team. In 1Q 2023, we hired sales people to focus on e-commerce in the US and sports in the UK and have won customers in both verticals. These customer implementations have been going live and our revenues include a mix of monthly fees and e-commerce upside.

CRM and e-Commerce Value Proposition

Within some of these implementations, we have integrated our technology with large software systems and platforms. For example, we have integrated with (i) Salesforce to send out automated video commerce emails to customers and (ii) Shopify to integrate our shoppable Calls To Action directly with the Shopify cart. As noted above, the ability to link customers directly from CRM databases to direct purchases is increasingly important for all brands and video is a key component of delivering this Continuous Customer Engagement. This is evidenced

by the fact that for customers using our video technology, product pages with our shoppable videos have seen double the level of sales as against other product pages. We have also seen clickthrough rates of up to 25% from videos onto purchase pages, which is much higher than the 6% average seen on YouTube and 8% on Vimeo. These are strong validations of our contextual video commerce offering and we expect to continue to further accelerate sales into all of our core vertical markets; being e-commerce, sports and services, especially as we release the new version of *CreatorSuite* in July armed with these case studies.

YouTube and Our CSP Business

In terms of providing the basis for growing our CSP business, during the first half of 2023, in line with many other similar businesses, SEEEN underwent a review by YouTube of its business plans and customer targeting for 2023 and beyond. During part of this period, SEEEN's ability to add new channel partners to the CSP was partially restricted, as we were still able to add new channels with YouTube's approval. However, following the review, SEEEN is now in a position to add new channel partners at its full discretion to re-start CSP growth in the second half 2023 with YouTube's support.

Given the review referenced above, CSP revenue growth in 2023 is expected to be smaller versus 2022 than we originally anticipated, but SEEEN is continuing to target higher margin channels, where customers want to use SEEEN's technology to leverage their large video back catalogues to create Shorts and new re-mixed content from different Key Video Moments.

Technology Development

Finally, we have two new products that we are expecting to release to the market, as described at the time of our fundraising. In July, we will release *CreatorSuite 2.0*, which combines all the original benefits of *CreatorSuite*, together with two important additional features: advertising and fully customisable end cards to allow the video player and associated Calls To Action to be fully "on brand" for our customers. We have already made the above referenced sales on a beta version of this product, where we provide a managed service solution, we will be able to leverage our sales and customer success teams by delivering a "self-serve" tool that customers can use to optimise their video collections for monetisation. In addition, the ability to both advertise and provide video commerce is highly attractive to publishers and sports clubs in particular, as it allows them to "double dip" on revenues from videos, without having to choose only one of the options, which is the case with other video player solutions.

For example, for publishers who already monetise video through advertising, *CreatorSuite 2.0* allows them to continue to make money from pre-roll adverts in front of videos, as well as selling subscriptions to additional video services or affiliate sales from products that are shown within the video, but the sale is fulfilled by a third party, such as Amazon. For sports clubs, who have a passionate fan base, videos can include adverts, as fans will still want to watch the video and shoppable or informational elements can also be included. On a recent season ticket launch video, we saw clickthrough rates (CTRs) of more than 20% from viewers to the sign-up page, significantly higher than any CTRs achieved through more generic video offerings.

We have also enhanced our AI tools and expect to release a product during 3Q 2023 which allows YouTube channels to import all of their videos and search for specific Key Video Moments based on specific terms. Our product, which will be branded in 2H 2023 upon commercialization, will provide the customer with clips from videos around these topics based on a combination of models: visual, activity and speech. This product is already being used by our CSP to create YouTube Shorts for a strategic publishing client, but we expect to offer this as an additional CSP service to attract a larger, more profitable partner base or as a standalone service to channels.

Summary

As we head into the second half of 2023, we are very excited about the prospects for the Group. We have shown significant sales momentum for our technology and services, despite not having yet completed our upgraded technology stack. We do not expect significant further investment in the near term in further technology and will continue to aggressively pursue the market opportunity presented by the interest in generative AI and video commerce solutions globally. Given the rapidly evolving landscape, we will also seek further strategic partnerships

in order to access a customer base faster, whilst offering a unique solution for our partners. If appropriate, we will also consider strategic acquisitions that would help us accelerate customer growth. This focus on growth, combined with our case studies places us well to deliver on our commitments to deliver significant growth in shareholder value over the near and medium term, whilst achieving cash flow breakeven.

Adrian Hargrave
Chief Executive Officer

Strategic Report

Business Review and Key Performance Indicators

This Strategic Report outlines the business indicators to help the Board evaluate both the Group's current performance and the progress being made by the Group in applying its technology assets to its own and third-party media assets to create a leading video technology platform business.

Group's Business

SEEEN is organized into two businesses: (i) video moments AI technology and (ii) a YouTube Creator Service Provider ("CSP") (formerly called Multichannel Network ("MCN")) that provides technology-led social video optimisation services. The two businesses have complementary assets and provide synergies as the CSP has video creators and audiences from which the Group may design and test video moments technology products. The synergistic nature of these business lines means that the Board and management consider the Group and its progress as one business as opposed to separate reporting entities.

Technology Business

The Group owns various intangible assets - patents, trade secrets, licenses and product designs - that underlie a suite of AI proprietary products focused on the production of Key Video Moments (ie short segments of videos, which are most likely to lead to an impulse response from viewers) that enable consumers to access and analyse the most relevant features of videos for themselves.

Our core offering is to provide our customers with such Key Video Moments and to make these shoppable and interactive to drive product sales and customer engagement. This is increasingly essential for video asset owners, because we provide the ability to make more money directly from video, allowing customers to take advantage of both advertising and video e-commerce. In an environment where advertising revenues are under pressure, companies need to both understand and justify their content creation spending and are increasingly focused on making more money from their existing back catalogues.

Additionally, our AI tools benefit our CSP customers to identify Key Video Moments for use as YouTube Shorts, Instagram Reels and TikTok. As each of these platforms continue to grow in importance, preparing new, original short form content by leveraging existing video collections is the fastest and cheapest way for these publishers to publish the regular diet of such videos required to be successful on these platforms.

The Group has several KPIs against which it manages the business. In relation to technology, the Group monitors the following KPI:

i. KPI: number of product releases and substantial upgrades released by the Group during the year, which the Group can sell to its current and prospective customer base.

In unlocking shareholder value, the Group measures not only new product releases, but also progress in terms of customers for the Group's technology. The Group has three approaches to developing its sales pipeline each

captured with a KPI.

i. KPI: number of customers acquired with basic licenses in a monthly recurring income structure. The Group's strategy is to penetrate certain vertical markets such as financial publishing, sports and retail. These verticals may be characterized as having relatively shorter sales cycles with similar repeatable customers.

ii. KPI: number of strategic customers acquired around which the Group can provide technology but also upsell managed services.

iii. KPI: number of customers that deploy the Group's technology for e-commerce applications as opposed to publishing video moments.

Creator Service Provider Services

The Group's CSP provides services to creators on YouTube through standalone service agreements and by aggregating channels and publishing such content on YouTube. Publishing partners, whether the CSP's creator channels or third party businesses, rely on the Group's know-how to create a content strategy that increases views and therefore digital ad revenue and brand awareness on YouTube. YouTube receives such digital ad revenue producing gross revenues. After YouTube deducts its commission, the Company receives net revenue from YouTube. The economics of the multichannel network creates various KPIs which help the Board to monitor the business plan of its Managed Video Optimisation Services. These KPIs measure critical attributes: (i) number of creator channels producing monetizable content; (ii) number of views/audience attracted to such content; (iii) digital ad yield from such content and accompanying audience expressed as Revenue Per Thousand. From these KPIs and the margins retained from creator channel partners, the Company creates its forecasts on net revenues and profit before taxes.

Synergies from the Technology and Media Businesses

As noted above, additional shareholder value is extracted from the synergies that the technology business and the Managed Video Optimisation Services business create for customers by working together.

First, the Group monitors the CSP data as a standalone business unit. Second, the Group also analyses the use of its technology features to attract an audience and content creators for the Company to test and subsequently productize its video moments technology. Examples of this included the launch in 2020 of the new, micro-moment led GTChannel website (www.gtchannel.com), the launch of Dialog-To-Clip, which was integrated into *CreatorSuite* and, most recently a search tool based on visuals, activities, speech and various other classifiers which accelerates the process of finding and publishing sub-60 second videos for content creators from their own back catalogue.

Non-Core / One-Time Costs (Gains)

The only non-core items for 2022 relate to approximately $0.1 million in respect of termination payments, paid in June 2022, as well as the $7.5 million impairment of goodwill discussed below and in Note 9 to the Accounts.

Capital

The Board is mindful that it needs to apply its finances prudently to position the Group to succeed through building both a leading technology stack and sales and marketing function. At 31 December 2022, the Group had a pro forma cash position of $3.3m (pending receipt of final amounts from a late December 2022 fundraising which arrived in early January 2023). Of this cash, $1.8m is EIS/VCT qualifying and needs to be used on new product development and marketing within two years of receipt.

Amortisation of intangible assets and goodwill impairment

The Group continues to amortise its intangible assets as per its policies set out in the notes to the accounts. During the year, the Group amortised $2.0 million relating to a combination of both intangible assets from the

acquisitions of subsidiaries, as well as products developed primarily during 2020 and 2021.

The Group is selling these products to customers, but the Board has deemed the Video Experience Platform and related products previously targeted for "experience-based" market segments will not find traction in the current market and will not provide future cashflow for the Group. After analysing the sales growth and projected cost of capital associated with investment in these projects, the carrying value is less than the value in use and hence the goodwill from the time of the acquisition has been impaired by $7.5 million.

KPIs

As identified in the Group's previous annual report, the Board considered certain KPIs for the Group. As the Group evolves, it is expected that the KPIs for the business will evolve also and the Company expects to update these at the time of its interim report. KPIs were identified in the last annual report and the Board has started looking at additional KPIs against which it monitors the Group's progress. These KPIs are as follows:

(i) Technology Product Releases - During 2022, the Group released product updates for *CreatorSuite* and further developed its AI tools for direct re-sale. For *CreatorSuite*, the following product updates were (i) integrating transcription-based moments, leveraging the Group's previous *Dialog-To-Clip* product and (ii) enhanced playlists for publishing related Key Video Moments together. In respect of its AI tools, the Group further enhanced all of its core models and in particular released a new model based on activities identified within video.

(ii) Vertical Market Customers - At year end 2022, the Group had signed contracts in vertical markets with 14 customers. Since the year end, the Group has now added 8 further customers in the e-commerce sector, totalling 22

(iii) Strategic Customers - At year end 2022, the Group had signed contracts with three strategic customers to provide Managed Video Optimisation Services. Since the year end, two further strategic customers have now been added, with one loss totalling five strategic customers. The Group has built a strong sales pipeline, which it expects to accelerate against as advertising is added to the functionality of *CreatorSuite*

(iv) E-Commerce Customers - At year end 2022, the Group had four e-commerce led customers. Since the year end, the Group has now added four further customers in the e-commerce sector, bringing the total to 8

(v) Corporate Development - During 2022, the Group entered into a strategic partnership with Kinetiq to focus on media monitoring to help brands to understand their Return on Investment from marketing. The Group has also made initial sales to within the e-commerce sector to customers who could act as re-seller partners going forward.

(vi) CSP Creator Channels - At year-end 2022, the Group had approximately 900 monetized channels. This is a reduction from the approximately 1,200 channels as at 31 December 2021, as the Group has continued to focus on adding higher profit generating channels with strategic upselling opportunities.

(vii) CSP Audience - At year-end 2022, the CSP had approximately 10.0 billion views, down 16.7 per cent (2021: 12.0 billion).

(viii) CSP Average RPM - Given the ongoing shift in viewing on YouTube from standard form to YouTube Shorts, the Board has discontinued reviewing this KPI, as readily comparable and relevant data is no longer available, given that the RPM for Shorts is approximately 1/100th. Combined with the loss of monetization from views in Russia, this means that Average RPM is no longer a core or reliable to report metric

(ix) Adjusted EBITDA - EBITDA adjusted for share-based payments and non-core costs was a loss of $0.8 million, in line with current market expectations for 2022 (2021: loss of $1.5 million).

(x) Non-Core Costs - During the year to 31 December 2022, there was a net non-core costs of $7.6 million, reflecting $7.5 million of impairment of goodwill and $0.1 million in respect of termination payments (2021: $0.1 million), as outlined above.

(xi) Net Cash - At the end of 2022, the Group had $1.2 million in both gross and net cash, however allowing for the committed but unreceived funds from its fundraising, the Group had cash resources available to it totalling $3.3 million. $1.8 million of this money relates to the EIS/VCT funds raised for use in new product development and marketing. Subsequent to year end, the Company received all of the outstanding proceeds from the fundraising during January 2023.

Technology Development

	2021	2022	2023 YTD
Creator Suite	CreatorSuite 1.0	Dialog-To-Clip integration Moments based Playlists	Advertising integration Beta - flexible interactive shoppable in-video CTAs
JetStream	JetStream	Sound and audio indexing Logo recognition	Activity based searches Integrating ChatGPT
MCN technology	Dialog-To-Clip		Beta version of Shorts Clipping Tool

Cumulative Technology Customer Numbers

	2021	2022	2023 YTD
Strategic	1	3	4
Vertical	4	14	22
eCommerce-led	2	4	8

Principal Risks and Uncertainties

The Group's objectives, policies and processes for measuring and managing risk are described in note 17. The principal risks and uncertainties to which the Group is exposed include:

Technological advances within the industry

The technology industry as a whole evolves rapidly with new entrants and ideas continuously changing the market. There is a risk that competitors react to opportunities faster, rendering the Group's technology uncompetitive which could have a material adverse impact on the prospects of the Group. The Group has a technology which already has commercial traction, for which it completed a fundraising in December 2022. In addition to investing in sales, part of the fundraising is being used to develop *CreatorSuite 2.0,* which addresses additional functionalities that customers are requesting as the marketplace evolves. The Group anticipates releasing the *CreatorSuite 2.0* in July 2023, which will include more flexible in-video ecommerce options and advertising to accelerate sales in key target markets. If the development of such products is not possible or delayed to unforeseen implementation concerns, then the Group's future revenue and profitability is likely to be impacted against internal projections/

Customer Risk

The Group is selling its products to customers, who have implemented *CreatorSuite* and *JetStream* related products. The Company is subject to such customers continuing to use the Group's products and also its ability to win new customers as projected using these initial customers as reference customers. The Board is particularly aware of this risk should the economy undergo a recession and therefore customers reduce their expenditure on new products.

YouTube / Google changes

The Group's revenues have predominantly been sourced from YouTube advertising revenue. Should YouTube alter its terms of business for creators and CSPs, this could have a significant impact on the operations of the Group's CSP business.

Advertising Revenue Risk

The Group has historically been dependent on revenue from its YouTube CSP to generate profitability and changes to the market conditions or regulations and the terms of advertising on YouTube could affect the Group's ability to generate revenues and profits. This has been felt most recently by the impact of the Russia-Ukraine war, following which all views from Russia have been demonetized, which represented approximately 25% of the Group's CSP revenue in 2021, as well as lower advertising levels more generally.

Data Protection and General Data Protection Regulation ("GDPR")

Data protection, driven in Europe by GDPR, is becoming increasingly relevant in the handling of consumer data. Any failures to follow relevant data protection rules could result in significant monetary penalties.

Money-laundering and Anti-Corruption Regulations

As the Group has to make payments to its network of creators, it is responsible for ensuring that all payments made to creators comply with all money-laundering, anticorruption and sanctions regulations of the jurisdictions in which it operates. Historically, the Group has outsourced payments or made them through recognised payment wallet providers, however as the Group may be required to make direct transfers to creators, the Group monitors the increased risks associated with these direct payments.

Foreign exchange risk

The Group has employees and contractors based overseas who are paid in foreign currencies and may enter into contracts priced in foreign currencies. It is therefore exposed to adverse exchange rate movements which could cause its costs to increase (relative to its reporting currency) resulting in reduced profitability for the Group.

Credit Risk

The Group's credit risk is primarily attributable to its cash and cash equivalents and trade receivables. The credit risk on other classes of financial assets is considered insignificant.

Liquidity Risk

The Group manages its liquidity risk primarily through the monitoring of forecasts and actual cash flows.

Organisational Risk

As a small Group, there is a reliance on key staff; the loss of any of these staff may be detrimental to the Group.

Market and Geopolitical Volatility

The Group monitors general market conditions for their impact on sales cycles and capital markets. In the current economic environment, rapidly changing inflation indicators and interest rates affect corporate spending on technology and on advertising on YouTube and other social channels. Despite the volatile capital markets conditions, the Group completed a fundraising in December 2022 to ensure that the Group could continue to build on commercial momentum achieved during 2022.

Corporate Governance Statement s172 of the Companies Act

Each director must act in a way that, in good faith, would most likely promote the success of the Group for the benefit of its stakeholders. A discussion of s172 is presented in the Statement on Corporate Governance. The Strategic Report incorporates actions taken by the Group to ensure compliance with s172.

By order of the Board

Adrian Hargrave
Chief Executive Officer

Directors' Report

The Directors present their report on the affairs of SEEEN plc (the "Company") and its subsidiaries, referred to as the Group, together with the audited Financial Statements and Independent Auditors' report for the year ended 31 December 2022.

Principal Activities

The Group is a global media and technology platform whose mission is to leverage its AI and machine learning technology to more efficiently momentise video and to license such capabilities to brands, creators and publishers to enable discovery, sharing and e-commerce.

Results

The financial performance for the year for each of the Group and the Company, including the Group's Statement of Comprehensive Income and each of the Group's and the Company's financial position at the end of the year, is shown in the Financial Statements.

Future Developments

The Company has chosen in accordance with section 414C(11) of the Companies Act 2006 to include the disclosure of likely future developments in each of the Chairman's Report and the CEO's Report.

Going Concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. In reaching this conclusion the Directors have considered the financial position of the Group, taking into consideration the Company's recent fundraising in December 2022, together with its forecasts and projections until the end of 2024 that take into account reasonably possible changes in trading performance. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

Dividends

The Directors do not recommend the payment of a dividend (31 December 2021: nil).

Share Price

On 31 December 2022, the closing market price of SEEEN plc ordinary shares was 6.5 pence. The highest and lowest prices of these shares during the year to 31 December 2022 were 22.0 pence and 6.5 pence respectively.

Capital Structure

Details of the authorised and issued share capital are shown in Note 15. No person has any special rights of control over the Company's share capital and all issued shares are fully paid.

Treasury Operations & Financial Instruments

The Group operates a centralised treasury function which is responsible for managing liquidity, interest and foreign currency risks associated with the Group's activities.

The Group's principal financial instrument is cash, the main purpose of which is to fund the Group's operations.

The Group has various other financial assets and liabilities such as trade receivables and trade payables naturally arising through its operations.

The Group's exposure and approach to capital and financial risk, and approach to managing these is set out in note 17 to the consolidated financial statements.

Subsequent Events

Since 31 December 2022, the following Board changes have taken place; the Company announced the resignation of Charles Burdick on 6 February 2023 and he ceased to be a director of the Company on 6 April 2023. Mark Williams was appointed as a director of the Company on 18 May 2023.

In addition, the Group has continued to win a significant level of customers during 2023, including two new strategic customers worth over $1 million in annual revenues and approximately $250,000 in annual gross profit contribution, as well as 12 other customer contracts and implementations.

Directors

The Directors who served the Company during the year and up to the date of this report were as follows:

Executive Directors
Adrian Hargrave
Todd Carter (resigned 16 March 2022)

Non-Executive Directors
Patrick DeSouza
Akiko Mikumo
David Anton
Charles Burdick (resigned 6 April 2023)
Mark Williams (appointed 18 May 2023)

Directors' Indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company. Appropriate directors' and officers' liability insurance cover is in place in respect of all the Directors.

Directors' Conflicts of Interest

In the event that a Director becomes aware that they, or their connected parties, have an interest in an existing or proposed transaction involving the Group, they will notify the Board in writing or at the next Board meeting.

Political Donations

The Group did not make any political donations during the year to 31 December 2022 (31 December 2021: £Nil).

Directors' emoluments

12 months to 31 December 2022	Salary, Fees & Bonus in Cash	Benefits	Total
	$	$	$
Executive Directors			
T Carter*	31,250	5,437	36,687
A Hargrave	135,551	18,484	154,035
Non-Executive Directors			
P DeSouza**	-	-	-
A Mikumo**	-	-	-
D Anton**	-	-	-
C Burdick***	-	-	-
	166,801	**23,921**	**190,722**

* Todd Carter was subsequently employed for a further three months following his resignation as a director, the compensation for which is not outlined in here.

** All of the Non-Executive Directors agreed to waive their cash compensation in exchange for options. Those non-executive directors still on the Board of the Company will be granted share options after the publication of these Accounts at a premium to the prevailing share price.

*** Upon his appointment to the Board on 27 May 2022, Charles Burdick agreed to waive his Board fees for the 2022 financial year and in exchange was granted an option to acquire 200,000 ordinary shares in the Company at an exercise price of 30 pence (vesting 1/3rd on the first anniversary, 1/3rd on the second anniversary and 1/3rd on the third anniversary, all vestings subject to him remaining a Director of the Company)

In the 12 months to 31 December 2022, the directors did not receive any other emoluments, compensation or cash or non-cash benefits other than that disclosed above.

12 months to 31 December 2021	Salary, Fees & Bonus	Benefits	Total
	$	$	$
Executive Directors			
T Carter	159,458	24,878	184,336
A Hargrave	104,589	17,723	122,312
S Schlichter*	263,187	27,957	291,144
Non-Executive Directors			
P DeSouza**	12,500	-	12,500
A Mikumo**	12,500	-	12,500
D Anton**	12,500	-	12,500
M Kelly**	12,500	-	12,500
	577,234	**70,558**	**647,792**

* Includes $146,520.55 paid as a one-off payment upon termination of contract.

** All of the Non-Executive Directors agreed to waive their cash compensation in exchange for options at a premium to the prevailing share price in March 2021. Details of these options are in the below table. Details of these options are in the table on the next page.

Directors' interests

The Directors who held office at 31 December 2022 and subsequent to year end had the following direct interest in the ordinary shares of the Company at 31 December 2022 and at the date of this report:

	Number of shares at 31 December 2022	% held at 31 December 2022	Number of shares at 29 June 2023	% held at 29 June 2023
P DeSouza	5,426,165	5.8%	5,426,165	5.8%
A Hargrave	788,833	0.8%	788,833	0.8%

In addition to the above, the following directors have options over the following shares

Name	Options	Exercise Price	Exercise Period
Adrian Hargrave	273,749	45p	31/09/2020 - 31/09/2029
Adrian Hargrave	50,000	60p	04/03/2022 - 04/03/2031
Adrian Hargrave	250,000	65p	04/03/2022 - 04/03/2031
Patrick DeSouza	600,000	60p	04/03/2022 - 04/03/2031
Akiko Mikumo	152,083	45p	31/09/2020 - 31/09/2029
Akiko Mikumo	600,000	60p	04/03/2022 - 04/03/2031
David Anton	152,083	45p	31/09/2020 - 31/09/2029
David Anton	200,000	60p	04/03/2022 - 04/03/2031

Substantial Shareholders

As well as the Directors' interests reported above, the following interests of 3.0% and above as at the date of this report were as follows:

	Number of shares	% held
Gresham House Asset Management Limited	27,800,169	29.8%
Canaccord Genuity Group Inc.	4,752,777	5.1%
Water Intelligence plc	5,938,366	6.4%
Scott Schlichter	5,870,406	6.3%
Dowgate Capital Limited	7,073,430	7.6%

Employees

The Group has established employment policies which are compliant with current legislation and codes of practice. The Group is an equal opportunities employer.

Independent Auditors

Crowe U.K. LLP has expressed their willingness to continue in office. In accordance with section 489 of the Companies Act 2006, resolutions for their re-appointment and to authorise the Directors to determine the Independent Auditors' remuneration will be proposed at the forthcoming Annual General Meeting.

Related Party Transactions

For the purposes of AIM Rule 19, the Company entered into the following related party transactions during 2022:

Adrian Hargrave, SEEEN's Chief Executive and a related party as defined in the AIM Rules for Companies, subscribed for 583,333 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £35,000 at the issue price of 6 pence per new ordinary share.

Dr Patrick DeSouza, SEEEN's Chairman, who was at the time a substantial shareholder of the Company and a related party as defined in the AIM Rules for Companies, has an interest in 25.07 per cent. of the issued share capital of Water Intelligence plc ("Water Intelligence") and Water Intelligence is therefore a related party of the Company pursuant to the AIM Rules for Companies. Water Intelligence subscribed for 2,083,333 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £125,000 at the issue price of 6 pence per new ordinary share.

Gresham House Asset Management Limited ("Gresham House"), a substantial shareholder of the Company and a related party as defined in the AIM Rules for Companies, subscribed for 21,133,503 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £1.3 million at the issue price of 6 pence per new ordinary share. As announced by the Company on 7 December 2022, in connection with its participation in this placing, pursuant to an agreement between Gresham House and the Company, it was agreed, *inter alia*, that, for as long as Gresham House is the registered holder of a minimum of 10 per cent. of the Company's ordinary shares in issue from time to time, Gresham House shall be entitled to appoint one director to the Company's Board as a nominee director.

Statement of disclosure to the Independent Auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

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

By order of the Board

Adrian Hargrave
Chief Executive Officer

Corporate Governance

As a Board, we believe that practicing good Corporate Governance is essential for building a successful and sustainable business in the long-term interests of all stakeholders. SEEEN's shares are listed on AIM, a market operated by the London Stock Exchange.

SEEEN has adopted the QCA Corporate Governance Code. The Company has adopted a share dealing code for the Board and employees of the Company which is in conformity with the requirements of Rule 21 of the AIM Rules for Companies. The Company takes steps to ensure compliance by the Board and applicable employees with the terms of such code.

The following outline the structures, processes and procedures by which the Board ensures that high standards of corporate governance are maintained throughout the Group.

Further details can be found on our website at seeen.com.

Takeovers and Mergers

The Company is subject to The City Code on Takeovers and Mergers.

Board

The Board, chaired by Dr. Patrick DeSouza, comprises one executive and four non-executive directors and it oversees and implements the Company's corporate governance programme. As Chairman, Dr. DeSouza is responsible for the Company's approach to corporate governance and the application of the principles of the QCA Code. Akiko Mikumo, David Anton and Mark Williams are the Company's independent directors. The Board is supported by three committees: Audit, Remuneration and Nominations. The Audit and Remuneration Committees are the principal committees for Corporate Governance.

Each Board member commits sufficient time to fulfill their duties and obligations to the Board and the Company. They are required to attend at least 4 Board meetings annually and join Board calls that take place between formal meetings and offer availability for consultation when needed.

Board papers are sent out to all directors in advance of each Board meeting including management accounts and accompanying reports from those responsible.

Meetings held during the year to 31 December 2022 and the attendance of directors is summarised below.

	Board meetings	**Audit committee**	**Remuneration committee**
	Possible (attended)	**Possible (attended)**	**Possible (attended)**
Todd Carter	2/6		
Adrian Hargrave	6/6		
Patrick DeSouza	6/6	2/2	1/1
Akiko Mikumo	6/6		1/1
David Anton	5/6		1/1
Charles Burdick	3/4	2/2	1/1

Board Committees

The Board has established an Audit Committee, Remuneration Committee and Nominations Committee with delegated duties and responsibilities.

(a) Audit Committee

The Audit Committee has the primary responsibility for monitoring the quality of internal control, ensuring that the financial performance of the Company is properly measured and reported on and for reviewing reports from the Company's auditors. The Audit Committee will meet at least twice a year at appropriate times in the reporting and audit cycle and otherwise when required. The Audit Committee will also meet with the Company's auditors at least once a year.

The Audit Committee is chaired by Patrick DeSouza and comprises of himself, Akiko Mikumo, David Anton and Mark Williams.

(b) Remuneration Committee

The Remuneration Committee is responsible for the review and recommendation of the scale and structure of remuneration for executive directors and other designated senior management, taking into account all factors which it deems necessary. The Remuneration Committee considers all aspects of the executive directors' remuneration including pensions, benefits and share option awards. No director will be involved in any decision as to his or her own remuneration. The Remuneration Committee will meet at least twice a year and otherwise when required. In exercising this role, the Directors shall have regard to the recommendations put forward in the QCA Corporate Governance Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance.

The Remuneration Committee is chaired by Akiko Mikumo and comprises herself, Patrick DeSouza, David Anton and Mark Williams.

(c) Nominations Committee

Given the size of the Group, it is considered appropriate that all members of the Board sit on the Nominations Committees. As such, whenever matters arise that would be appropriate for such committees, these will be considered at Board meetings.

Board Experience

All members of the board bring complementary skill sets to the Board. One director is female and four are male. The board believes that its blend of relevant experience, skills and personal qualities and capabilities is sufficient to enable it to successfully execute its strategy. In addition, the Board receives regular updates from, amongst others, its nominated adviser, legal counsel and company secretary in relation to key rule changes and corporate

governance requirements, as well as regular liaison with audit firms both in the UK and the US in respect of key disclosure and accounting requirements for the group, especially as accounting standards evolve. In addition, each new director appointment is required to receive AIM rule training from the Company's nominated adviser at the time of their appointment.

Patrick J. DeSouza, Chairman

Term of office: Appointed 30 September 2019.

Since 2010 Dr. DeSouza has been the Executive Chairman of Water Intelligence plc, a rapidly growing AIM quoted business focusing on technology transformation of the water industry. He has 25 years of operating and financial advisory leadership experience with both public and private companies in media and technology and asset management industries. Over the last 15 years, Dr. DeSouza has also invested in and incubated technology companies centered at Yale University. Dr. DeSouza has served at the White House on the National Security Council. He is a graduate of Columbia College, Yale Law School and Stanford Graduate School. He is a member of the Council on Foreign Relations.

Akiko Mikumo, Independent Non-Executive Director

Term of office: Appointed 30 September 2019.

Akiko is a retired senior partner at Weil Gotshal and Manges LLP, one of the world's leading law firms. She has over 35 years of mergers and acquisitions, securities and governance experience. Her clients have included some of the leading media and technology companies and investment firms. She served as a member of the firm's Management Committee for over 12 years. Ms. Mikumo was previously a director of Cambridge Science Corporation, a biotech investment company in Cambridge, Massachusetts. Ms. Mikumo is a member of the Advisory Board of University of California, Berkeley and is chair of the Nominating Committee. Recently, she served as a fellow at Harvard's Advanced Leadership Initiative. She is a graduate of University of California, Berkeley and New York University School of Law.

David Anton, Independent Non-Executive Director

Term of office: Appointed 30 September 2019.

David is Chief Executive Officer of Anton & Partners, a leading advertising, branding, and marketing communication company with a 20-year track record of creating impact for some of the world's most notable brands in fashion, lifestyle, financial and automotive sectors. David is a serial entrepreneur and has founded various successful companies. He is an investor in and advisor to Village Roadshow Productions, leading movie production company. David has advised, co-founded and invested in multiple companies such as Tori Burch, Roqu Media International, Village Roadshow and Spotify among others.

Mark Williams, Independent Non-Executive Director

Term of office: Appointed 18 May 2023.

Mark brings particular expertise in working with technology companies in shaping and executing their Go-To-Market and Commercial strategy. His experience builds on the Company's fundraising in December 2022 to invest in its sales acceleration across all customer types. Mark started his executive sales career at Lucent Technologies and subsequently moved to Adobe. More recently, he has held a variety of interim and advisory sales and commercial roles at Aurora Commerce, LucidCX, eCommera, Acuity Risk Management and Countercept. Since 2006, Mark has been a director of Sales Strategies Limited, which is a consultancy that provides advisory and delivery of business growth solutions for early-stage technology companies. Mark holds a diploma in company direction from the Institute of Directors and has prior AIM company experience as an interim non-board Commercial Director of Imaginatik plc.

Adrian Hargrave, Chief Executive Officer

Term of office: Appointed 4 March 2021 (CEO since 11 July 2022).

Adrian became CEO in July 2022, having been the Group's CFO since admission to AIM. Prior to becoming CEO, Adrian had already led sales to the Group's largest customers. Prior to joining SEEEN, Adrian was a Corporate Development Director at Water Intelligence plc. Adrian started his career in investment banking and stockbroking, having worked at Citigroup, Deloitte, Cenkos and finnCap. He is a graduate of Cambridge University.

The Board is supported by Carmel Warren, the CFO appointed on 1 June 2023, who also acts as Company Secretary is responsible for ensuring that Board procedures are followed and that all applicable rules and regulations are complied with. Carmel provides an advisory role to the Board in her capacity as both CFO and Company Secretary. The Company Secretary is supported and guided in this role by the Company's legal advisors.

The Directors have access to the Company's CFO/Company Secretary, NOMAD, lawyers and auditors as and when required and are able to obtain advice from other external bodies when necessary.

Board Performance and Effectiveness

The performance and effectiveness of the Board, its committees and individual Directors is reviewed by the Chairman and the Board on an ongoing basis. Training is available should a Director request it, or if the Chairman feels it is necessary. The performance of the Board is measured by the Chairman with reference to the Company's achievement of its strategic goals.

Risk Management

The Directors recognise their responsibility for the Group's system of internal control and have established systems to ensure that an appropriate and reasonable level of oversight and control is provided. The Group's systems of internal control are designed to help the Group meet its business objectives by appropriately managing, rather than eliminating, the risks to those objectives. The controls can only provide reasonable, not absolute, assurance against material misstatement or loss.

The Chief Financial Officer manages a risk register for the Group that identifies key risks in the areas of corporate strategy, financial, clients, staff, environmental and the investment community. The Audit Committee is provided with a copy of the register. The register is reviewed periodically and is updated as and when necessary.

Within the scope of the annual audit, specific financial risks are also evaluated in detail, including in relation to foreign currency, interest rates, debt covenants, taxation and liquidity.

The annual budget is reviewed and approved by the Board. Financial results, with comparisons to budget and latest forecasts are reported on a monthly basis to the Board together with a report on operational achievements, objectives and issues encountered. Significant variances from plan are discussed at Board meetings and actions set in place to address them.

Approval levels for authorisation of expenditure are at set levels throughout the management structure with any expenditure in excess of pre-defined levels requiring approval from the Non-Executive Chairman, and the Chief Executive Officer.

Measures continue to be taken to review and embed internal controls and risk management procedures into the business processes of the organisation and to deal with areas of improvement which come to the management's and the Board's attention. We expect the internal controls for the business to change as the business expands both geographically and in terms of product development.

The Company's auditors are encouraged to raise comments on internal control in their management letter following their audit, and the points raised and actions arising are monitored by the Audit Committee.

Corporate Culture

The Group aims to operate ethically and be socially responsible in its actions. Importantly, the Board recognises that the Group's employees are its most important asset.

The Group is committed to achieving equal opportunities and to complying with relevant anti-discrimination legislation. It is established Group policy to offer employees and job applicants the opportunity to benefit from fair employment, without regard to their sex, sexual orientation, marital status, race, religion or belief, age or disability. Employees are encouraged to train and develop their careers.

The Group has continued its policy of informing all employees of matters of concern to them as employees, both in their immediate work situation and in the wider context of the Group's well-being.

In addition, all directors and senior employees are required to abide by the Group's share dealing code, which was updated at the time of admission to AIM.

Audit Committee Annual Review

The role of the Audit Committee is to monitor the quality of internal controls and check that the financial performance of the Group is properly assessed and reported on. It receives and reviews reports from the Chief Financial Officer, other members of management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The members of the Audit Committee for these meetings were Charles Burdick and Patrick DeSouza, although for 2023 all of the Non-Executive Directors are part of the Audit Committee.

The CEO and CFO are invited to attend parts of meetings. The external auditors attend meetings to discuss the conclusions of their work and meet with the members of the Committee. The Committee is able to call for information from management and consults with the external auditors directly as required.

The objectivity and independence of the external auditors is safeguarded by reviewing the auditors' formal declarations, monitoring relationships between key audit staff and the Company and tracking the level of non-audit fees payable to the auditors.

The Audit Committee met twice in 2022 to review the annual accounts and the interim accounts. The Committee will review with the independent auditor its judgements as to the acceptability of the Company's accounting principles.

In addition, the Committee monitors the auditor firm's independence from Company management and the Company.

Remuneration Committee Annual Review

The Remuneration Committee met once in 2022. The Committee currently comprises all of the Non-Executive Directors, with Patrick DeSouza as Chairman. The Remuneration Committee is responsible for reviewing the performance of Executive Directors and determining the remuneration and basis of service agreement. The Remuneration Committee also determines the payment of any bonuses to Executive Directors and the grant of options. No Director plays a part in any discussion regarding his or her own remuneration.

Relations with Shareholders

The Company is available to hold meetings with its shareholders to discuss objectives and to keep them updated on the Company's strategy, Board membership and management.

The board also welcome shareholders' enquiries, which may be sent via the Company's website seeen.com.

Corporate Governance Statement s172 of the Companies Act

Each director must act in a way that, in good faith, would most likely promote the success of the Group for the benefit of its stakeholders. The board of directors consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole (having regard to the stakeholders and matters indicated in S172) in the decisions taken during the year ended 31 December 2022. Following is an overview of how the Board performed its duties during 2022.

Shareholders

The Chairman, Chief Executive Officer and Chief Financial Officer, members of the Board and senior executives on the management team have regular contact with major shareholders. The Board receives regular updates on the views of shareholders which are taken into account when the Board makes its decisions. In particular, the Company met with its largest shareholders to report on progress at the time of publication of its annual audited results and its interim unaudited results. The Company received feedback during that process, as well as subsequent meetings and calls alongside trading updates issued by the Group.

Employees

The Group encourages an environment of openness and debate and welcomes all feedback from within.

The Board communicates with senior management and employees. The Group also operates regular internal Company-wide meetings via video conference calls, which staff can access as required and is a source of both discussion and sharing information relevant to employees. Details of the Group's performance are shared with all employees at appropriate times using these methods.

The Group expects a high standard from its staff and provides training to achieve this. Where possible, as new roles in the organisation arise, the Group aims to promote from within.

Customers and Partners

The Group has a different set of customers and partners for its various products and services. YouTube is the Group's primary customer for its CSP, as it receives videos from the Group and its channel partners against which it generates advertising revenue. In addition, the Group has direct customer relationships for both technology products and its Managed Video Optimisation Services where customers pay a monthly fee to the Group, which is often structured as a fixed component and a variable fee for performance. All customers and channel partners are treated with professionalism and the Group aims to work with all such stakeholders in developing its product roadmap further.

Community

The Group is aware that the dissemination of video carries with it social responsibility to the broader community. Board and management are committed to the highest levels of professionalism in the aggregation and dissemination of video content and to ensure compliance with relevant data protection and compliance regulations.

Statement of Directors' Responsibilities

Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with the Companies Act 2006 and for being satisfied that the Financial Statements give a true and fair view. The Directors are also responsible for preparing the Financial Statements in accordance with UK adopted International Accounting Standards.

Company law requires the Directors to prepare Financial Statements for each financial period which give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Company and the Group for that period. In preparing those Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the Financial Statements. The Directors are responsible for keeping adequate accounting records that are sufficient to

show and explain the Company's transactions, disclose with reasonable accuracy at any time the financial position of the Company and the Group, and to enable them to ensure that the Financial Statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the Annual Report and Financial Statements are made available on a website. Financial Statements are published on the Group's website (seeen.com) in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the Directors - the work carried out by the auditors does not involve the consideration of these matters and, accordingly, and the auditors accept no responsibly for any changes that may have occurred in the accounts since they were initially presented on the website. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Independent Auditors' report to the members of SEEEN plc

Opinion

We have audited the financial statements of SEEEN plc (the "Parent Company") and its subsidiaries (the "Group") for the period ended 31 December 2022, which comprise:

- the Group statement of comprehensive income for the year ended 31 December 2022;
- the Group and parent company statements of financial position as at 31 December 2022;
- the Group and parent company statements of changes in equity for the year then ended;
- the Group and parent company statements of cash flows for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and accordance with UK adopted international accounting standardsand, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2022 and of the Group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing management's financial projections for the Group and parent company for a period of more than 12 months from the date of approval of the financial statements.
- Checking the numerical accuracy of management's financial projections.

- Challenging management on the assumptions underlying those projections and sensitised them to reduce anticipated net cash inflows from future trading activities.
- Considering potential downside scenarios and the resultant impact on available funds.
- Obtained the latest financial results post year end 31 December 2022 to review how the group and parent company are trending toward achieving the forecast.
- Performed sensitivity analysis on key inputs of the forecast by calculating the impact of various scenarios and considering the impact on the group and parent company's ability to continue as a going concern in the event of not meeting the forecast.
- Assessing the completeness and accuracy of the matters described in the going concern disclosure within the significant accounting policies as set out in Note 2.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be $150,000 (2021: $150,000), based on 4.9% of loss before tax per draft figures obtained from pre-year end management accounts. We reviewed this during the course of the audit to reconfirm that the level was set at an appropriate amount. As the Group is a trading group, we determined that the use of a trading-based metric was the most appropriate to use for determining materiality.

Materiality for the parent Company financial statements as a whole was set at $96,000 (2021: $112,500) based on 5% of loss before tax per draft figures from pre-year end management accounts.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. Performance materiality was set at 70% of materiality for the financial statements as a whole, which equates to $105,000 (2021: $105,000) for the Group and $62,700 (2021: $78,750) for the parent company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Directors to report all identified errors in excess of $7,500 (2021: $5,600). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

SEEEN Plc is located in London, United Kingdom. Our audit was conducted remotely. The operations of its subsidiaries, Tagasauris Inc., GT Channel Inc., and EAI Inc. are in the United States. We conducted specific audit procedures in relation to these entities which were undertaken by local auditors under a subcontract arrangement.

The primary audit team interacted regularly with the component teams across all stages of the audit, reviewed working papers and were responsible for the planning, scope and direction of the audit process. This, together with the additional procedures performed at Group level, gave us sufficient and appropriate evidence for our opinion on the Group financial statements.

All group companies were within the scope of audit testing.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We set out below, together with going concern included above in the Conclusions Relating to Going Concern section, those matters we considered to be key audit matters.

This is not a complete list of all risks identified by our audit.

Key audit matters	*How the scope of our audit addressed the key audit matter*
Carrying value of goodwill and other intangible assets (see note 9) The carrying value of goodwill and other intangible assets at 31 December 2022 was $6.0 million (2021: $15.0 million). The Group's intangible assets comprise of goodwill arising on acquisition of subsidiaries, customer relationships and technology developments. When assessing the carrying value of goodwill and intangible assets, management makes judgements regarding the strategy, future trading and profitability and the assumptions underlying these. We considered the risk that goodwill and/or other intangible assets were impaired. The key judgements are in relation to revenue growth and customer acquisitions. Changes in these factors could result in an impairment to the carrying value of the goodwill and intangible assets. The carrying value of goodwill and other intangible assets was subject to an impairment during the year of $7.7m.	We evaluated, in comparison to the requirements set out in IAS 36, management's assessment (using discounted cash flow models) as to whether the impairment of goodwill and/or other intangible assets was underprovided. We challenged, reviewed and considered by reference to external evidence, management's impairment and fair value models as appropriate and their key estimates, including the discount rate. We reviewed the appropriateness and consistency of the process for making such estimates. We obtained management's discounted cash flow models supporting the intangible asset valuation. We challenged the key assumptions into the model, including the forecast revenue and gross margin, discount rates and growth rates. We compared cash flow forecasts used in the impairment review to historical performance, and challenged where forecasts indicated performance that deviated significantly from historical performance, in the absence of significant changes in the business or market environment. Discount rates and terminal growth rates were benchmarked to externally derived data and our knowledge of sector performance, to evaluate the reasonableness of these assumptions. Sensitivity analysis was performed on the key assumptions such as growth, customer acquisitions, margin and discount rates to identify those assumptions to which the goodwill or intangible asset valuation was highly sensitive.
Carrying value of investments and intercompany receivables - Parent Company (see note 10) The carrying value of investments in subsidiaries in the parent company financial statements at 31 December 2022 was $4.9 million (2021: $12.2 million), as well as an intercompany balance of $2.8 million (2021: $2.8m million), after an impairment in the current year of $7.7m (2021: $5.1 million). The valuation of these investments and the recovery of the intercompany balance are almost entirely dependent on the successful execution of the business plan. Changes in the carrying value of the groups intangible assets, or a failure to execute the business plan would likely result in a further impairment to the carrying value of the investments in and loans to subsidiaries.	We considered with management whether any further indications of impairment existed. This includes considering the existence of any indication of discontinued operating activities, management's future plans for the business, the ability of the business to achieve its business plan, together with the carrying value of the group's intangible assets and the market capitalisation of the Group. In assessing whether any further impairment may be required, because the value of the investment in subsidiaries is highly related to the recoverability of the goodwill and intangible assets our work was substantially that as set out in the KAM above.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our

knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and the procedures in place for ensuring compliance. Based on our understanding of the Group and industry, discussions with management and the Board of Directors we identified financial reporting standards and Companies Act 2006 as having a direct effect on the amounts and disclosures in the financial statements. Our work included direct enquiry of management, reviewing Board and relevant committee minutes and inspection of correspondence.

As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involving significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.

Other laws and regulations where non-compliance may have a material effect on the Group's operations are Data Protection and GDPR.

Our audit procedures included:

- enquiry of management about the Group's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance, fraud or misappropriation;
- examining supporting documents for all material balances, transactions and disclosures;
- review of minutes of meetings of the Board of Directors;
- enquiry of management about litigations and claims;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions, in particular those items included in the Key Audit Matters;
- analytical procedures to identify any unusual or unexpected relationships;
- testing the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements; and
- review of accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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.

John Glasby (Senior Statutory Auditor)

for and on behalf of

Crowe U.K. LLP

Statutory Auditor

London

Consolidated Statement of Comprehensive Income

	Notes	Year ended 31 December 2022 $	Year ended 31 December 2021 $
		Audited	**Audited**
Revenue		3,253,055	8,537,729
Cost of sales		(2,749,415)	(7,633,917)
Gross profit		**503,640**	**903,812**
Administrative expenses			
- Share-based payments	5	(108,825)	(349,925)
- Amortisation of intangibles	9	(2,061,137)	(1,605,924)
- Impairment of goodwill	9	(7,672,026)	-

- Other administrative costs	3	(1,356,636)	(2,461,951)
Total administrative expenses		(11,198,624)	(4,417,800)
Operating Loss		**(10,694,984)**	**(3,513,988)**
Finance expense	6	-	(3,835)
Loss before tax		**(10,694,984)**	**(3,517,823)**
Taxation	7	423,308	323,510
Loss after tax		**(10,271,676)**	**(3,194,313)**
Other Comprehensive Income			
Items that will be reclassified to profit and loss			
Exchange differences arising on translation of foreign operations		(162,164)	(33,880)
Total comprehensive loss for the year		**(10,433,840)**	**(3,228,193)**

Loss per share attributable to equity holders of Parent		**Cents**	**Cents**
Basic	8	(20.48)	(6.39)
Diluted	8	(20.48)	(6.39)

Consolidated Statement of Financial Position

	Notes	**31 December 2022 $**	**31 December 2021 $**
ASSETS			
Non-current assets			
Goodwill and indefinite life intangible assets	9	2,090,132	9,762,158
Other intangible assets, net	9	3,924,317	5,255,018
Trade and other receivables		1,800	1,800
		6,016,249	15,018,976
Current assets			
Trade and other receivables	11	2,905,576	751,524
Cash and cash equivalents	12	1,236,664	2,086,249
		4,142,240	2,837,773
TOTAL ASSETS		**10,158,489**	**17,856,749**
EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	15	7,454,052	7,400,732
Share premium	15	10,180,736	7,677,993
Merger relief reserve		8,989,501	8,989,501
Share based payment reserve		1,233,593	1,124,768
Foreign exchange reserve		3,691	165,855
Retained earnings		(19,596,545)	(9,324,869)

Total Shareholders' Equity		**8,265,028**	**16,033,980**
Non-current liabilities			
Deferred tax liability	14	146,992	569,710
		146,992	**569,710**
Current liabilities			
Trade and other payables	13	1,746,469	1,253,059
Total Current Liabilities		**1,746,469**	**1,253,059**
TOTAL EQUITY AND LIABILITIES		**10,158,489**	**17,856,749**

The financial statements of SEEEN plc, company number 10621059, were approved by the board of Directors and authorised for issue on the 29 June 2023. They were signed on its behalf by:

Adrian Hargrave
Chief Executive Officer

Company Statement of Financial Position

	Notes	31 December 2022 $	31 December 2021 $
ASSETS			
Non-current assets			
Investment in Subsidiaries	10	4,981,583	12,192,026
		4,981,583	12,192,026
Current assets			
Trade and other receivables	11	4,803,999	2,825,149
Cash and cash equivalents	12	853,317	1,301,405
		5,657,316	4,126,554
TOTAL ASSETS		**10,638,899**	**16,318,580**
EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	15	7,454,051	7,400,732
Share premium	15	10,180,736	7,677,993
Merger reserve		8,989,501	8,989,501
Share based payment reserve		1,233,593	1,124,768
Foreign exchange reserve		(333,591)	118,779
Retained earnings		(17,583,998)	(9,197,895)
Total Shareholders' Equity		**9,940,292**	**16,113,878**
Current liabilities			
Trade and other payables	13	698,607	204,702
Total Liabilities		698,607	204,702
TOTAL EQUITY AND LIABILITIES		**10,638,899**	**16,318,580**

The loss for the financial year in the financial statements of the parent Company, which related entirely to Plc costs, was $8,386,104 and $6,124,689 for the 12 months ended 31 December 2022 and 2021, respectively.

The financial statements of SEEEN plc, company number 10621059, were approved by the board of Directors and authorised for issue on the 29 June 2023. They were signed on its behalf by:

Adrian Hargrave
Chief Executive Officer

Consolidated Statement of Cash Flows

	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Cash flows from operating activities		
Loss before tax	(10,694,984)	(3,517,823)
Adjustments for non-cash/non-operating items:		
Amortisation of intangible assets	2,061,137	1,605,924
Impairment of goodwill	7,672,026	-
Gain on extinguishment of debt	-	(198,000)
Share based payments	108,825	349,926
Interest paid	-	3,833
Operating cash flows before movements in working capital	(852,996)	(1,756,140)
Decrease/(Increase) in trade and other receivables	(3,635)	1,038,554
(Decrease)/Increase in trade and other payables	435,441	(954,885)
	431,806	83,669
Cash used by operations	(421,190)	(1,672,471)
Income taxes paid	-	-
Net cash used by operating activities	(421,190)	(1,672,471)
Cash flows from investing activities		
Purchase of intangible assets	(730,437)	(1,540,066)
Net cash used in investing activities	(730,437)	(1,540,066)
Cash flows from financing activities		
Proceeds from issue of shares	463,314	-
Interest income/(paid)	-	(3,833)
Net cash generated from/(used by) financing activities	463,614	(3,833)
Net increase/(decrease) in cash and cash equivalents	(688,013)	(3,216,370)
Effect of exchange rates on cash	(161,572)	(33,883)
Cash and cash equivalents at the beginning of year	2,086,249	5,336,502
Cash and cash equivalents at end of year	1,236,664	2,086,249

Company Statement of Cash Flows

	Year ended 31	Year ended 31

	December 2022 $	December 2021 $
Cash flows from operating activities		
Loss before tax	(8,386,104)	(6,124,689)
Adjustments for non-cash/non-operating items:		
Share based payment expense	108,825	349,926
Change in carrying value of investment in subsidiaries	7,672,026	5,075,122
Operating cash flows before movements in working capital	(605,253)	(699,641)
Decrease (Increase) in trade and other receivables	-	-
(Decrease) Increase in trade and other payables	493,908	(134,460)
Cash used by operations	(111,345)	(834,101)
Income taxes	-	-
Net cash used by operating activities	(111,345)	(834,101)
Cash flows from investing activities	-	-
Loans to subsidiaries		
	(461,583)	(2,326,770)
Net cash used in investing activities	(461,583)	(2,326,770)
Cash flows from financing activities		
Proceeds from issue of shares	463,314	-
Net cash/generated from financing activities	463,614	-
(Decrease)/Increase in cash and cash equivalents	(109,315)	(3,160,871)
Effect of exchange rates on cash	(338,774)	62,319
Cash and cash equivalents at the beginning of year	1,301,405	4,399,957
Cash and cash equivalents at end of year	853,317	1,301,405

There have been no changes in liabilities arising from financing activities.

Notes to the Financial Statements

1 General information

The Group is a global media and technology platform whose mission is to leverage its AI and machine learning technology to more efficiently momentise video and to license such capabilities to brands, creators and publishers to enable discovery, sharing and e-commerce. The Company is a public limited company domiciled in the United Kingdom and incorporated under registered number 10621059 in England and Wales. The Company's registered office is 27-28 Eastcastle Street, London W1W 8DH.

The Company is listed on AIM, a market operated by the London Stock Exchange. These Financial Statements were authorised for issue by the Board of Directors on 29 June 2023.

2 Significant accounting policies

Basis of preparation

These Financial Statements of the Group and Company are prepared on a going concern basis, under the historical cost convention except for certain financial instruments which are carried at fair value as specified within the individual accounting policies.

These financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The Parent Company financial statements present information about the Company as a separate entity.

Both the Company and consolidated financial statements have been prepared and approved by the Directors in accordance with UK adopted International Accounting Standards ("Adopted IFRSs"). On publishing the Company financial statements here together with the consolidated financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual income statement and statement of comprehensive income and related notes.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

The Financial Statements are presented in US Dollars ($), rounded to the nearest dollar.

Going concern

The financial statements have been prepared on a going concern basis, which assumes that both the Group and the Company will be able to meet their liabilities as they fall due for the foreseeable future. Both the Group and the Company are dependent for their working capital requirements on their cash holdings, amounts received from the December 2022 fundraising and ongoing income from the Group's operations. The cash holdings of the Group at 31 December 2022 and 31 December 2021 were $1.2 million (with approximately $2.1 million in further equity funding committed but not yet received from the December 2022 fundraising after fees related to the fundraising, which was subsequently received during January 2023) and $2.1 million, respectively. The cash holdings of the Company at 31 December 2022 and 31 December 2021 were $0.9 million (with approximately $2.1 million in further equity funding committed but not yet received from the December 2022 fundraising after fees related to the fundraising, which was subsequently received during January 2023) and $1.3 million, respectively.

Given the recent fundraising, the Directors have prioritised spending in 1H23 on (i) new features for *CreatorSuite* 2.0 demanded by customers and (ii) investments in the Group's sales function. Following the release of *CreatorSuite* 2.0, the Group's focus will remain on commercializing its technology and services offering. The Directors have prepared detailed cash flow projections which are based on their current expectations of trading prospects, as well as scenarios where sales fail to materialize as expected. Under all these scenarios, the Group has sufficient cash resources for at least one year from the date of these accounts, although the Board has plans to reduce cash burn significantly from current levels should product sales fail to materialize, which provides the Group with sufficient cash resources for an extended period. Accordingly, the Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing these financial statements.

Basis of consolidation

The accompanying consolidated financial statements of SEEEN plc include its wholly owned subsidiaries: GT Channel, Inc., Tagasauris Inc., and SEEEN, Inc.

The Consolidated Statement of Comprehensive Income includes the results of all subsidiary undertakings for the period from the date on which control passes. Control is achieved where the Company (or one of its subsidiary undertakings) obtains the power to govern the financial and operating policies of an investee entity so as to derive benefits from its activities.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Company. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued, and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

All Inter-company transactions and balances and unrealized gains or losses on transactions between Group companies are eliminated in full.

Revenue recognition

Under IFRS 15, revenue is recognized when a customer obtains control of a good or a service and thus has the ability to direct the use of and obtain the benefits from the good or service.

Nature of CSP

SEEEN owns 100% of GT Channel, Inc, which operates a Creator Service Provider ("CSP") (formerly multichannel network ("MCN")). The CSP aggregates content supplied by creators. The CSP then provides such content to YouTube, who is the customer. YouTube then directs the use of such content to gain the benefit of digital ad revenue from brands. YouTube takes forty-five per cent. of the gross amount of digital ad revenue and then pays the CSP. The Group recognises the payment received from YouTube as revenue, being the net amount after the deduction of forty-five per cent. of the gross advertising revenue. YouTube provides the CSP with daily reports on its receipt of revenue from brands against the CSP's content. Revenue to the CSP is recognized upon receipt of such reports from YouTube.

The CSP pays the creators who have supplied videos to the CSP and these payments are recognized as Cost of Sales in the Group's statement of comprehensive income.

Property, plant and equipment

All property, plant and equipment is stated at cost less accumulated depreciation.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Equipment and displays: 5 to 7 years

Motor vehicles: 5 years

Leasehold improvements: 7 years or lease term, whichever is shorter

The asset's residual values and economic lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Assets that are no longer of economic use to the business are retired.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other (losses) or gains in the income statement.

Goodwill

Goodwill represents the excess of the fair value of the consideration over the fair values of the identifiable net assets acquired.

Goodwill arising on acquisitions is not subject to amortisation but is subject to annual impairment testing. Any impairment is recognised immediately in the Consolidated Statement of Comprehensive Income and not subsequently reversed.

Other intangible assets

Intangible assets are recorded as separately identifiable assets and amortised at historical cost less any accumulated amortisation. These assets are amortised over their definite useful economic lives on the straight-line method.

Amortisation is computed using the straight-line method over the definite estimated useful lives of the assets as follows:

	Years
Customer lists	4
Product development	4

Any amortisation is included within total administrative expenses in the statement of comprehensive income.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The asset's residual values and economic lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other (losses) or gains in the Statement of Comprehensive Income.

Research and development

Research expenditure is recognised as an expense when incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled.

- It is technically feasible to complete the intangible asset so that it will be available for use or resale;

- Management intends to complete the intangible asset and use or sell it;
- There is an ability to use or sell the intangible;
- It can be demonstrated how the intangible asset will generate possible future economic benefits;
- Adequate technical, financial and other resource to complete the development and to use or sell the intangible asset are available; and
- The expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense in the period incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and are amortised from the point at which they are ready for use on a straight-line basis over the asset's estimated useful life.

Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that is subject to risks and returns that are different from those of other business segments. During the year to 31 December 2022, the majority of revenue for the Group was generated from its CSP operation. As the Group's revenue mix evolves, the Directors expect to split out revenue by type in the Accounts.

Impairment reviews

Assets that are subject to amortisation and depreciation are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be fully recoverable. Assets that are not subject to amortisation and depreciation are reviewed on an annual basis at each year end (including goodwill) and, if there is any indication that an asset may be impaired, its recoverable amount is estimated. The recoverable amount is the higher of its net selling price and its value in use. Any impairment loss arising from the review is charged to the Statement of Comprehensive Income whenever the carrying amount of the asset exceeds its recoverable amount.

Share based payments

The Group has made share-based payments to certain Directors, employees and advisers by way of issue of share options. The fair value of these payments is calculated either using the Black Scholes option pricing model or by reference to the fair value of any fees or remuneration settled by way of granting of options. The expense is amortisation on a straight-line basis over the period from the date of award to the first date of exercise, based on the best estimate of the number of shares that will eventually vest.

Taxation

Income tax expense represents the sum of the current tax and deferred tax charge for the year.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's and Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the year end.

Deferred tax

Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is amortisation or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses and are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held at call with banks, and other short term highly liquid investments with original maturities of three months or less.

Foreign currencies

(i) Functional and presentational currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which each entity operates ("the functional currency") which is considered by the Directors to be Pounds Sterling (£) for the Parent Company and US Dollars ($) for SEEEN, Inc, GTChannel, Inc and Tagasauris, Inc. The Financial Statements have been presented in US Dollars which represents the dominant economic environment in which the Group operates. The effective exchange rate at 31 December 2022 was £1 = US$1.2098 (31 December 2021 was £1 = US$1.3757). The average exchange rate for the year to 31 December 2022 was £1 = US$1.2322 (31 December 2021 was £1 = US$1.3520).

(ii) Transactions and balances

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

(iii) Group Companies

The results and financial position of all the Group entities that have a functional currency different from the presentational currency are translated into the presentational currency as follows:

(a) assets and liabilities for each statement of financial position presented are translated at closing rate at the date of the statement;

(b) the income and expenses are translated at average exchange rates for period where there is no significant fluctuation in rates, otherwise a more precise rate at a transaction date is used; and

(c) all resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Loans and receivables

Trade receivables, loans, and other receivables held with the objective to collect the contractual cash flows are classified as subsequently measured at amortised cost. These are initially measured at fair value plus transaction costs. At each period end, there is an assessment of the expected credit loss in accordance with IFRS 9; with any increase or reduction in the credit loss provision charged or released to other selling and administrative expenses in the statement of comprehensive income.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

The Group also recognises lifetime ECLs for trade receivables. The ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month ECL.

Financial liabilities

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is any instrument with a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments (ordinary shares) are recorded at the proceeds received, net of direct

issue costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Critical accounting estimates and judgements

The preparation of Financial Statements in conformity with International Financial Reporting Standards requires the use of judgements together with accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of income and expenses during the reporting period. Although these judgements and estimates are based on management's best knowledge of current events and actions, the resulting accounting treatment estimates will, by definition, seldom equal the related actual results.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Impairment of goodwill

Impairment of the valuation of the goodwill relating to the acquisition of subsidiaries is considered annually for indicators of impairment to ensure that the asset is not overstated within the financial statements. The annual impairment assessment in respect of goodwill requires estimates of the value in use (or fair value less costs to sell) of subsidiaries to which goodwill has been allocated. This requires the Directors to estimate the future cash flows and an appropriate discount factor, in order that the net present value of those cash flows can be determined. Further details are provided in note 9 to the financial statements.

Impairment of investment in subsidiaries

Impairment of the valuation of the investment in subsidiaries relating to the acquisition of subsidiaries and subsequent funding of such subsidiaries is considered annually for indicators of impairment to ensure that the asset is not overstated within the financial statements. The annual impairment assessment in respect of such investment requires estimates of the value in use (or fair value less costs to sell) of subsidiaries to which investment has been allocated. This requires the Directors to estimate the future cash flows and an appropriate discount factor, in order that the net present value of those cash flows can be determined. Further details are provided in note 10 to the financial statements.

Amortisation of intangible assets

The periods of amortisation adopted to write down capitalised intangible assets requires judgements to be made in respect of estimating the useful lives of the intangible assets to determine an appropriate

amortisation rate. Technology and website development costs are being amortised on a straight-line basis over the period during which the economic benefits are expected to be received, which has been estimated at 4 years.

3 Expenses by nature

The Group's operating profit has been arrived at after charging:

	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Employee costs	369,255	724,457
Severance costs	91,333	291,144
Consulting services	84,713	128,490
Agency fees	58,011	614,053
Rent	-	11,145
Professional fees	202,974	233,600
Listing fees	17,012	14,372
Other	533,338	444,690
Subtotal	**(1,356,636)**	**(2,461,951)**

	Year ended 31 December 2022	Year ended 31 December 2021

	$	$
Auditors remuneration		
Fees payable to the Group's auditor for audit of Parent Company and Consolidated Financial Statements	48,059	37,856
Fees payable to the Group's auditor for non-audit services	-	4,056

The Group auditors are not the auditors of the US subsidiary companies. The fees paid to the auditor of the US subsidiary companies were $45,000 (31 December 2021: $40,000) for the audit of these companies with no payments for other services.

4 Employees and Executive Directors

The Executive Directors are considered to be the key management of the business.

`

	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Staff costs for all employees, including Executive Directors consist of:		
Wages and Salaries	606,130	1,015,601
Share Based Payments Expense	108,825	349,925
	714,955	1,365,526

Information regarding Executive Directors emoluments are as follows:

	Year ended 31 December 2022 $	6 months ended 31 December 2021 $
Short-Term employee benefits		
Directors' fees, salaries and benefits	211,130	547,234
Social Security Costs	24,497	70,558
	235,627	617,792

The highest paid Executive Director received emoluments of $154,035 (31 December 2021: $291,144, including termination payment).

The average number of employees (including Directors) in the Group during the year was:

	Year ended 31 December 2022	Year ended 31 December 2021
Directors (executive and non-executive)	4	5
Management	1	2
Other	3	3
	8	10

Note: The Group also uses five full time consultants on its proprietary technology products and other third party contractors whose workload is varied each month for software engineering and product development. These costs are represented in Consulting Services in Note 3 above.

5 Share options

The Company grants share options at its discretion to Directors, management and advisors. These are accounted for as equity settled options. Should the options remain unexercised after a period of ten years from

the date of grant the options will expire unless an extension is agreed to by the board. Options are exercisable at a price equal to an exercise price determined by the board.

Details for the share options and warrants granted, exercised, lapsed and outstanding at the year-end are as follows:

	Number of share options 2022	Weighted average exercise price (GBp) 2022
Outstanding at beginning of year	8,396,887	52.2
Granted during the year	200,000	30.0
Forfeited/lapsed during the year	-	-
Exercised during the year	-	-
Outstanding at end of the year	8,596,887	51.7
Exercisable at end of the year	4,996,887	45.0

During the year the Company granted options to Charles Burdick upon appointment to the Board.

Fair value of share options

During the year, the Group granted 200,000 Share Options with an exercise price of 30 pence ($0.378) with graduated three year vesting and subject to continuing to be a director of the Company.

The fair value of options granted during 2022 has been calculated using the Black Scholes model which has given rise to a fair value per share of 2.7p. This is based on a risk-free rate of 1.47% and volatility of 52.5% and that the options will be exercised on the first date of the exercise period.

The Black Scholes calculations for the options granted during the year resulted in an annual charge of $108,825 which has been expensed in 2022.

The weighted average remaining contractual life of the share options as at 31 December 2022 was 7.35 years.

Options arrangements that exist over the Company's shares at year end are detailed below:

Grant	31 December 2022	31 December 2021	Date of Grant	Exercise price	Exercise period From	Exercise period To
AIM Admission Grant Options	4,996,887	4,996,887	30/9/2019	45p	30/9/2020	30/9/2029
2021 Director Fee Options	1,450,000	1,450,000	4/3/2021	60p	4/3/2024	4/3/2031
2021 Incentive Options	1,300,000	1,300,000	4/3/2021	65p	4/3/2024	4/3/2031
2021 Incentive Options	650,000	650,000	13/5/2021	65p	13/5/2024	13/5/2031
2022 Director Options	200,000	-	27/5/2022	30p	27/5/2025	27/5/2032
Total	**8,596,887**	**8,396,887**				

All share options are equity settled on exercise.

6 Finance expense

	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Interest expense	-	3,833

7 Taxation

The major components of income tax expense for the periods ending 31 December 2022 and December 2021 are as follows:

Group	Year ended 31 December 2022 $	Year 31 December 2021 $
Current tax:	-	-
Current tax (benefit) on profits in the year	-	-
Prior year over provision	-	-
Total Tax charge (benefit)	**-**	**-**
Deferred tax current year	(423,308)	(323,510)
Deferred	-	-
Total Tax charge (benefit)	**(423,308)**	**(323,510)**

The tax on the Company's loss before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits and losses as follows:

	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Total loss on ordinary activities before tax	(10,694,984)	(3,517,822)
Loss on ordinary activities at the standard rate of corporation tax in the US of 21% (2021: 21%)	(2,245,947)	(738,743)
Non-deductible expenses	1,630,970	51,557
State taxes net of federal benefit	(199,154)	(223,583)
Other tax adjustments, reliefs and transfers	(4,697)	186
Adjustment in respect of prior year	(64,631)	(648)
Deferred tax not recognised / valuation allowance	460,151	587,721
Changes in rates	-	-
Total Tax charge	**(423,308)**	**(323,510)**

At the balance sheet date, the Group had unused tax losses (as reported on the Group's tax returns) of $14,983,247 available for offset against future profits. $2,232,267 represents unrecognized deferred tax assets thereon. The deferred tax asset has not been recognized due to uncertainty over timing of utilization.

8 Earnings per share

The loss per share has been calculated using the profit for the year and the weighted average number of ordinary shares outstanding during the year, as follows:

	Year ended 31 December 2022	Year ended 31 December 2021
Loss for the year attributable to equity holders of the Parent ($)	(10,271,676)	(3,194,313)
Weighted average number of ordinary shares	50,131,428	49,957,876
Diluted weighted average number of ordinary shares	50,131,428	49,957,876
Loss per share (cents)	(20.48)	(6.39)
Diluted loss per share (cents)	(20.48)	(6.39)

9 Intangible assets

Group	Goodwill Arising on Consolidation	Other Intangible Assets	Development Costs	Totals
	$	$	$	$
Net Book Value				
At 31 December 2020	9,762,158	3,273,183	2,047,692	15,083,033
Additions	-	-	1,540,066	1,540,066
Amortisation	-	(1,190,249)	(415,675)	(1,605,924)
At 31 December 2021	9,762,158	2,082,934	3,172,083	15,017,175
Additions	-	-	730,437	730,437
Amortisation	(7,672,026)	(1,190,249)	(870,888)	(9,733,163)
At 31 December 2022	2,090,132	892,685	3,031,632	6,014,449

The cost of other intangible assets comprises customer lists and technology development acquired at the date of acquisition. The other intangible assets are being amortised over a period of 4 years. Amortisation is charged to administrative costs in the Statement of Comprehensive Income.

Goodwill and Impairment

The carrying value of goodwill in respect of each acquisition was as follows:

	31 December 2022	31 December 2021
GTChannel, Inc	700,322	3,165,023
Tagasauris, Inc	827,994	3,643,678
Entertainment AI, Inc	561,816	2,953,457
Total	2,090,132	9,762,158

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. In order to perform this test, management is required to compare the carrying value of the relevant cash generating unit ("CGU") including the goodwill with its recoverable amount. The recoverable amount of the CGU is determined from a value in use calculation. Management has assessed that there is one CGU encompassing all of the Group's subsidiaries. This is based on the Group's business plan as stated in its admission document, as well as considering how the Group is managed and directed. The subsidiary entities offer a combination of cross-supplied technology and services that will enable the Group to create a Multi Platform Network. This synergistically leverages the Group's technology, current customer base and wider business plan and strategic partners. These features are each supplied by the different acquisitions made in the period and as such, the Directors consider provisionally that it is most appropriate that the CGU consist of all three subsidiaries.

The Group is selling products to customers based on our proprietary technology for the publishing, sports, retail and services market segments. The Board has deemed the Video Experience Platform and related products previously targeted for "experience-based" market segments will not find traction in the current market and will not provide future cashflow for the Group. After analysing the sales growth and projected cost of capital associated with investment in these projects, the carrying value is less than the value in use and hence the goodwill from the time of the acquisition should be impaired. Key assumptions in this impairment review included: (i) a perpetuity growth rate from 2025 of 2%, (ii) a discount rate of 16.0% and (iii) customer acquisition remains consistent with 2Q 2023 levels and does not increase.

10 Investment in subsidiary undertakings

Company	Cost of investment $	Loan to group undertaking $	Total $
Cost			
At 31 December 2021	12,984,835	4,282,313	17,267,148
Additions	-	461,583	461,583
At 31 December 2022	12,984,835	4,743,896	17,728,731
Impairment			

At 31 December 2021	(5,075,122)	-	(5,075,122)
Impairment	(7,672,026)	-	(7,672,026)
At 31 December 2022	(12,747,148)	-	(12,747,148)
Carrying amount			
At 31 December 2021	7,909,713	4,282,313	12,192,026
At 31 December 2022	237,687	4,743,896	4,981,583

The Directors annually assess the carrying value of the investment in the subsidiaries and in their opinion an impairment provision of $7,672,026 is required to reflect the termination of progress with selling Video Experience Platforms, as envisaged at the time of the acquisition of the subsidiaries.

The subsidiary undertakings during the year were as follows:

	Registered office address	Country of incorporation	Interest held %
GTChannel, Inc.	199 Whitney Avenue, New Haven, Connecticut 06511 U.S.	US	100%
Tagasauris, Inc.	199 Whitney Avenue, New Haven, Connecticut 06511 U.S.	US	100%
Entertainment AI, Inc.	199 Whitney Avenue, New Haven, Connecticut 06511 U.S.	US	100%

All subsidiaries are owned directly by the Parent Company.

11 Trade and other receivables

	Group		Company	
	31 December 2022 $	31 December 2021 $	31 December 2022 $	31 December 2021 $
Trade and other receivables	2,905,576	751,524	2,092,449	-
Intercompany receivables	-	-	2,711,550	2,825,149

In determining the recoverability of accounts receivable, the Company considers any changes in the credit quality of the accounts receivable from the date credit was initially granted up to the reporting date. The accounts receivable that are neither past due nor impaired relate to customers that the Company has assessed to be creditworthy based on the credit evaluation process performed by management which considers both customers' overall credit profile and its payment history with the Company. Any loss allowance is determined in accordance with IFRS 9.

Of the total trade and other receivables, sums committed but not yet received from the December 2022 fundraising were $2,092,449. These have subsequently been received during January 2023.

12 Cash and cash equivalents

	Group		Company	
	Year ended 31 December 2022 $	Year ended 31 December 2021 $	Year ended 31 December 2022 $	Year ended 31 December 2021 $
Cash at bank and in hand	1,236,664	2,086,249	853,317	1,301,405

13 Trade and other payables

	Group		Company	
	Year Ended 31	Year Ended 31	Year Ended 31 December	Year Ended 31 December

	December 2022 $	December 2021 $	2022 $	2021 $
Trade payables	1,058,385	471,983	510,456	68,418
Accruals and other payables	688,083	781,076	188,152	136,284
	1,746,468	1,253,059	698,608	204,702

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs and are payable within 3 months.

14 Deferred Tax

	Total $
Balance as at 1 January 2022	(569,710)
Deferred tax charge for the year	423,308
Balance At 31 December 2022	(146,992)

The deferred tax provision comprises:

	31 December 2022 $	31 December 2021 $
Deferred tax liability arising from acquisition of intangible assets	142,917	569,710
Total	142,917	569,710

At the balance sheet date, the Group had unused tax losses (as reported on the Group's tax returns) of $11,787,927 available for offset against future profits. $1,776,191 represents unrecognized deferred tax assets thereon. The deferred tax asset has not been recognized due to uncertainty over timing of utilization.

15 Share capital

The issued share capital in the year was as follows:

Group & Company

	Number of Shares		Nominal Value of Shares $		
	Ordinary	Deferred	Ordinary	Deferred	Total
At 31 December 2021	49,957,876	-	7,400,732	-	7,400,732
Reclassification of Shares	49,957,876	49,957,876	61,673	7,339,059	7,400,732
Issue of Shares	43,387,939	-	53,320	-	53,320
At 31 December 2022	93,345,815	49,957,876	114,992	7,339,059	7,454,052

.

Group & Company

	Share capital $	Share premium $
At 31 December 2021	7,400,732	7,677,903
At 31 December 2022	7,454,051	10,180,736

During the year to 31 December 2022, the Company issued 43,387,939 ordinary shares of 0.1 pence each at an issue price of 6 pence per ordinary share. Simultaneously, the Company undertook a capital reorganization

whereby each previous ordinary share of 12 pence each was subdivided into 1 new ordinary share of 0.1 pence each and 1 deferred share of 11.9 pence each ("Deferred Shares"). These Deferred Shares do not have any voting rights and very limited economic rights after holders of ordinary shares have together received the nominal amounts paid up on such shares, plus £10,000,000,000. In addition, they will not carry any right to participate in any dividend or other distribution. In each case a payment, on a return of capital, to any one holder of Deferred Shares shall satisfy the payment required. The Company will be authorised at any time to effect a transfer of the Deferred Shares without reference to the holders thereof and for no consideration pursuant to and in accordance with the Companies Act. Accordingly, the Deferred Shares will, for all practical purposes, be valueless and it is the Board's intention, at an appropriate time, to have the Deferred Shares cancelled, whether through an application to the Companies Court or otherwise in accordance with the Companies Act. No share certificates will be issued for the Deferred Shares.

16 Financial instruments

Financial instruments

As at the dates presented, the Group has classified its financial instruments as follows:

At 31 December 2022	Loans and Receivables at Amortized Cost $	Other Financial Liabilities at Amortized Cost $	Fair Value through Profit or Loss $	Total $
Financial Assets				
Cash	1,236,664	-	-	1,236,664
Trade and Other Receivables	2,724,615	-	-	2,724,615
Financial Liabilities				
Trade and Other Payables	-	1,471,943	-	1,471,943
Borrowings - Current	-	-	-	-

At 31 December 2021	Loans and Receivables at Amortized Cost $	Other Financial Liabilities at Amortized Cost $	Fair Value through Profit or Loss $	Total $
Financial Assets				
Cash	2,086,249	-	-	2,086,249
Trade and Other Receivables	751,524	-	-	751,524
Financial Liabilities				
Trade and Other Payables	-	1,253,059	-	1,253,059
Borrowings - Current	-	-	-	-

Credit risk management

The Company is exposed to credit risk associated with its accounts receivable. Credit risk is minimized substantially by ensuring the credit worthiness of the entities with which it carries on business. Most of the Group's revenues are derived from its CSP business. The key counterparty for this business is YouTube. The performance obligations arise at the time that CSP videos generate advertising or other income on YouTube. YouTube makes a monthly payment to the Group, approximately 20 days in arrears. In the periods to 31 December 2022 and 31 December 2021, the Company did not experience any significant instance of non-payment from its customers and expects this to continue to be the case, thus a provision has not been made for potentially uncollectable amounts. In addition, as at 31 December 2022, $2,092,449 of the accounts receivable related to fundraising amounts committed but not received from the Company's December 2022 fundraising. Such sums were subsequently received during January 2023.

The Company's accounts receivable aging as follows:

31 December 2022	31 December 2021

Current	2,724,615	751,524
31-60 days	-	-
61-90 days	-	-
>90 days	-	-
	2,724,615	751,524
Allowance for doubtful accounts	-	-
Total	2,724,615	751,524

Interest rate risk management

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 rates. The Company's exposure to interest rate risk is based on short-term fixed interest rates. At 31 December 2022, the Company's exposure to interest rate risk was determined to be nominal.

Capital risk management

In managing its capital, the Group's primary objective is to maintain a sufficient funding base to enable working capital, research and development commitments and strategic investment needs to be met and therefore to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders. In making decisions to adjust its capital structure to achieve these aims, including through new share issues, the Group considers not only its short-term position but also its long term operational and strategic objectives.

The capital structure of the Group currently consists of equity comprising issued capital, reserves and retained earnings. The Group is not subject to any externally imposed capital requirements. The Group monitors this expenditure and is on track to spend the required funds by such date.

Foreign currency risk management

Foreign exchange transaction risk arises when individual Group operations enter into transactions denominated in a currency other than the dominant economic currency of the Group. The principal risk arises from the Group's holding company and payments made in relation to the holding company's activities in the United Kingdom.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities were:

	Group		Company	
	Year ended 31 December 2022 $	**Year ended 31 December 2021 $**	**Year ended 31 December 2022 $**	**Year ended 31 December 2021 $**
Assets				
Sterling	848,305	1,059,409	848,305	1,059,409
Liabilities				
Sterling	369,809	370,082	369,809	370,082

As shown above, at 31 December 2022 the Group had Sterling denominated monetary net assets of $478,496 (31 December 2021: $689,327). If Sterling weakens by 10% against the US dollar, this would decrease net assets by $47,850 (31 December 2021: $68,933) with a corresponding impact on reported losses. Changes in exchange rate movements resulted in a loss from exchange differences on a translation of foreign exchange of $663,130 in the year to 31 December 2022 (year to 31 December 2021: loss of $132,420), resulting primarily from the holding of cash in sterling.

Liquidity risk management

Ultimate responsibility for liquidity management rests with management. The Group's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due and so cash holdings may be high during certain periods throughout the period. The Group currently has no bank borrowing or overdraft facilities. All liabilities are current and expected to be settled within 3 months.

The Group's policy in respect of cash and cash equivalents is to limit its exposure by reducing cash holding in the operating units and investing amounts that are not immediately required in funds that have low risk and are placed with a reputable bank.

18 Contingent liabilities

The Directors are not aware of any material contingent liabilities.

19 Related party transactions

Adrian Hargrave, SEEEN's Chief Executive and a related party as defined in the AIM Rules for Companies, subscribed for 583,333 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £35,000 at the issue price of 6 pence per new ordinary share.

Dr Patrick DeSouza, SEEEN's Chairman, who was at the time a substantial shareholder of the Company and a related party as defined in the AIM Rules for Companies, has an interest in 25.07 per cent. of the issued share capital of Water Intelligence plc ("Water Intelligence") and Water Intelligence is therefore a related party of the Company pursuant to the AIM Rules for Companies. Water Intelligence subscribed for 2,083,333 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £125,000 at the issue price of 6 pence per new ordinary share.

Gresham House Asset Management Limited ("Gresham House"), a substantial shareholder of the Company and a related party as defined in the AIM Rules for Companies, subscribed for 21,133,503 new ordinary shares in a placing of new ordinary shares on 30 December 2022, which represented an amount of approximately £1.3 million at the issue price of 6 pence per new ordinary share. As announced by the Company on 7 December 2022, in connection with its participation in this placing, pursuant to an agreement between Gresham House and the Company, it was agreed, *inter alia*, that, for as long as Gresham House is the registered holder of a minimum of 10 per cent. of the Company's ordinary shares in issue from time to time, Gresham House shall be entitled to appoint one director to the Company's Board as a nominee director.

The Directors are not aware of any other related party transactions.

20 Subsequent events

Since 31 December 2022, the following Board changes have taken place; Charles Burdick announced his resignation on 3 February 2023 and ceased to be a director of the Company on 6 April 2023. Mark Williams was appointed as a director of the Company on 18 May 2023.

In addition, the Group has continued to win a significant level of customers during 2023, including two new strategic customers worth over $1 million in annual revenues and approximately $250,000 in annual gross profit contribution, as well as 12 other customer contracts and implementations.

21 Control

The Company is under the control of its shareholders and not any one party. The shareholdings of the directors and entities in which they are related are as outlined within the Director's Report

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our Privacy Policy.

END

FR NKCBQNBKBFAB