RNS Number : 2477V
SEEEN PLC
05 July 2024

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

Audited results for the year ended 31 December 2023

Update on 1H 2024

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 2023 and an update on 1H 2024. In addition, the Company gives notice of its annual general meeting ("AGM").

The Company's annual report and accounts for the year ended 31 December 2023 (the "Accounts") are now available from the Company's website https://seeen.com/ and will be sent to shareholders today. Following the publication of the Accounts this morning, the temporary suspension of the Company's securities from trading on AIM is expected to be lifted at 07.30 a.m. today, 5 July 2024.

Overview

2023:

- Technology sales more than doubled in 2023, following release of *CreatorSuite 2.0* during 3Q 2023, reflecting our customers' increased need to capitalise on shorter viewer attention spans by driving engagement and sales
- Gross margins improved approximately 50% to 23.4%, reflecting increased mix of technology-led sales
- CSP (SEEEN's YouTube Creator Service Partner business) is profitable, including new strategic clients attracted to our CSP because of our new *ShortsCut* technology

1H 2024:

- Continued sales momentum, accelerating during 2Q 2024 with more than $600,000 of annualized new revenues won since the start of 2Q
- First sales into the education and training market vertical using video moment reminders for American Leak Detection service technicians as a key reference customer for marketing to the services sector
- Strong pipeline of more than $5 million in potential annualised revenue through direct sales opportunities with additional opportunities through reseller channels
- Completed fundraising of £763,000 principally to fund continued sales momentum and further develop IP in the training market

Full Year 2023 highlights:

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

Revenues
- Recurring technology revenues of approximately $0.23 million more than doubled in the year (2022: $0.08 million)
- Total Group revenues of $2.1 million (2022: $3.3 million), reflecting: (i) final 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 ($0.6) million, in line with current market expectations, reduced from ($0.8) million in 2022 despite Group investment in additional sales staff
  Non-core goodwill and intangible impairment of $2.6 million, reflecting the move away from commercialisation of JetStream's standalone offerings
- Improved gross margin of 23.4% (2022: 15.5%), 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 and goodwill and intangible asset Impairment*

1H 2024 Update:

Continued progress with selling the Group's technology products across different verticals with announced transactions for London Broncos and A7FL to supply video-led website and commerce

Since the start of 2Q, the Group has added more than $600,000 in annualised revenue across various business lines

- Return to growth of CSP with more than $450,000 in annualised revenue added from customers that are using SEEEN's technology, especially *ShortsCut*, to increase their social video revenue streams
- Additional $150,000 of annualised technology sales, including:
  First training-based Key Video Moments sale to American Leak Detection
  Upsells to existing CSP customers for our technology
  Video-led website developments
  Ongoing vertical customer sales

Completed fundraising of £763,000 of new ordinary shares (plus conditional subscription for a convertible loan note for £325,000 and the issue of warrants to raise up to an additional £880,000) in June 2024 principally to fund continued sales momentum and further develop IP in the training market

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 SEEEN plc, Hones Yard, 1 Waverley Lane, Farnham, Surrey GU9 8BB at 10.00 a.m. on 30 July 2024.

Adrian Hargrave, CEO of SEEEN, commented: "We continued to add momentum behind our technology products and sales during 2023 and the first half of 2024 and returned the CSP business to profitability and growth. After our team's hard work, we are grateful to our investors for their ongoing support, including in our recent fundraise.

We continue to add highly referenceable customers with strong case studies, which have resulted in our customers benefitting from increased sales and advertising revenues, as well as faster training times. Video is becoming increasingly important for all companies to communicate with all stakeholders who have shorter attention spans: customers, viewers, employees and suppliers. With our AI-led Key Video Moments, we remain strongly positioned to deliver value for our growing customer base by exploiting these shorter attention spans.

Building on the momentum across our business lines and the ever increasing move in the market towards exploiting shorter attention spans, our team looks forward to the remainder of 2024 and beyond and updating shareholders on continued progress with customer wins and reseller opportunities, as we execute against our significant pipeline."

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
Adrian Hargrave, CEO
Tel: +44 (0)7775 701 838

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

Capital Plus Partners Limited - Joint Broker
Tel: +44 (0)20 3821 6167

Jonathan Critchley / Jon Levinson

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)

Focus IR (Investor Relations) Tel: +44 (0)7866 384 707
Paul Cornelius / Kat Perez seeen@focusir.com

Chairman's Statement

One year ago in these pages, we noted our team's "relentless execution, on-going enthusiasm for seizing the customer opportunity and focus on fundamentals despite difficult market conditions." We are pleased to update our shareholders on how during 2023 and 1H 2024 our team has delivered on what they stated they would do in last year's report. As a result, the Company has made significant positive strides in its ability to grow and to sustain long-term shareholder value.

Needless to say, there have been marketplace challenges over the last year for early-stage companies around the world. Our team's determination, enthusiasm and focus has enabled it to rise to the challenge. In going to battle for our shareholders, the team has advanced an exciting and proprietary video moments-based set of products and refined our unique selling proposition (USP) using clear return on investment data to attract more customers.

In our CEO's statement, Adrian discusses the team's delivery of results in more detail. As a prelude, let me outline three key deliverables for our shareholders: (i) attracting financial resources to succeed; (ii) growing both our technology product business with more new customers and our CSP business in more profitable ways by bundling new technology offerings for content creators and (iii) positioning our Company to partner with much bigger companies looking to resell our video moment products to meet new holes in their portfolios of offerings given accelerating global market demand for AI-based video moments.

First, in June 2024, the Company completed its second round of funding in eighteen months. In doing so, it communicated to new investors its sustainability and path to cash flow positive. Continually proving financeability is an essential part of the journey for any early-stage company.

Second, the team has leveraged our proprietary technology products in adding more customers to approach cash flow positive during 2024. We have doubled high gross margin product sales in the last twelve months. Further, with respect to our CSP business, we have successfully transitioned from previous management's approach of aggregating unprofitable revenue as a service provider to gain market share to now increasing gross margin by 30% since 2021 and adding new sources of profitable revenue by bundling our ShortsCut technology product for our CSP content creators.

Third, we see two market trends - Continuous Customer Engagement and Real-time Skills Reinforcement - that encourage us to partner with large companies to fill their need for an AI video moments product to upsell fresh offerings to their customers.

With respect to the former, as companies around the world become increasingly oriented towards data science, large Customer Relationship Management (CRM) software providers and their customers seek to leverage captured end-user data for on-going marketing engagement with end-users through short-form video. With respect to the latter, educational technology companies are trying to provide companies with ways to upgrade employee skills in real time by using short form video for cognitive reminders of techniques or compliance steps. In both circumstances, SEEEN holds a proprietary solution for market demand with AI-video moments.

Now that the latest funding is complete, we are training our sights not only on crossing-over to cash flow positive but also seeking reseller opportunities to accelerate beyond cash flow positive. We look forward to our team's delivery for the coming year.

Dr. Patrick DeSouza
Chairman

CEO's Statement

Overview

During 2023 and 1H 2024, we continued to execute against our plan from our December 2022 fundraising. We made prudent decisions, balancing changing market conditions against our strategic goal of returning the Company to strong fundamentals, integrating our new management team and making additions to our board. Our business plan for 2023 and 2024 was to first navigate the market in order to get to cash flow positive while still spending resources on a sales team for our technology products. Despite a tough market for all early-stage companies because of macroeconomic headwinds, we successfully made progress towards that end. We have integrated a new team, our CSP business is cash flow breakeven with profitable new sales. Our technology business has increased sales. We have narrowed the distance to cash flow positive. As a result, we are grateful for continued investor confidence (both new and old investors) as evidenced by our fundraising announced in May 2024 in supporting us to take the next steps on the journey to drive real shareholder value as a technology company.

Key deliverables, which are addressed in more detail below and in the Strategic Report, against this plan included:

(i) an acceleration in customer acquisition, driven by our new sales infrastructure;

(ii) the release of new technology products, most notably *CreatorSuite 2.0,* which drives increased monetisation from video through contextual video commerce and enabling advertising, which have also contributed to an acceleration in sales from our technology products;

(iii) margin expansion across the whole Group, and the CSP in particular, as we have leveraged our technology to drive a higher margin and more sustainable customer base; and

(iv) cross selling into existing customers leveraging our customer success function.

The above has enabled us to increase our gross margin to 23.4%, up by 50% from 2022 (2022: 15.5%), resulting in a consistent gross profit at approximately $0.5 million (2022: $0.5 million). This reflects the increasing shift to high margin technology-enabled sales with such sales more than doubled, whilst reducing the amount of our legacy low margin CSP business, which reduced overall revenues to $2.1 million (2022: $3.3 million). This in turn resulted in a reduced Adjusted EBITDA loss of $0.6 million (2022: loss of $0.8 million). After taking into account amortisation of intangible assets, including intangibles generated at the time of the Company's acquisition of its subsidiaries, and goodwill and intangible impairment of $2.6 million to reflect the estimated value in use of these assets, the Group's operating loss reduced by 51% to $5.2m (2022: loss of $10.7m).

This momentum has continued since the end of the year with our announced deals in the sports vertical with London Broncos and A7FL, as well as initial work with American Leak Detection, a related party of the Group, in using our Key Video Moments for training and a return to growth of our CSP driven by our technology-enabled services. As noted above, we are grateful to our old and new shareholders for supporting us through our May fundraising to enable us to continue investing in our growth plan.

In the same way as we have done since the 2022 fundraising, we will continue to prudently balance market conditions against our growth plan, against our first strategic goal of cross-over to cash flow positive - the hallmark of sustainable growth. With board and management working together, we have reinforced good governance processes with frequent scenario testing. As explained more fully in the Going Concern section of the Director's Report, both board and management work together in a formal way to review market conditions and changing sales scenarios (both upside and downside), all with the objective of first attaining the strategic goal of cash flow positive - a direction that we have delivered on in 2023 and 1H 2024. It is anticipated that our May fundraise will enable us to continue driving new customer acquisition and build out our IP for our training products. We hope to accelerate past cash flow positive in due course and seek to reinvest for strong, sustainable

growth, but we will remain prudent as always with the management of all investments to ensure that step one is cash flow positive before thoughts of "acceleration."

We remain excited about the market opportunity available to the Group, which remains significant as the world consumes more short form, actionable video for both recreation and education. As a result of these shifts, brands and platforms are looking at how best to monetise these views. The traditional method of advertising remains at the forefront in many industries, but for e-commerce, education and brands, this is often not possible or advisable and the move to video commerce and skills-based video training is strengthening, with both of these industries expected to show CAGRs (Compound Annual Growth Rate) of more than 15% over the next five years.

Now that we have developed a suite of products that we are commercialising, our operational focus in the near term is on execution at a sales level, which includes our customer success function that will enable us to increase our average customer value. We will opportunistically look to develop further IP, as well as strategic partnerships and potentially acquisitions in key verticals where we can acquire a large and profitable customer base where we can sell our technology. As we execute against our plan, we are on track to achieve cash flow breakeven and build a valuable company within this exciting marketplace.

Executing Against the Plan

Execution Team Upgrades

A key feature of 2023 was the hiring of personnel to drive sales and customer success for the Group. As the Group typically charges both a flat Software as a Service ("SaaS") style fee and a performance fee to most of its customers, both functions are extremely important in executing the Group's business plan. We hired sales people in both the US and the UK with a core focus on selling our *CreatorSuite 2.0* services and the success of these hires can be seen in the customer momentum we have delivered throughout the year. Equally, our customer success team has been vital in securing both performance fees and upsales to our existing customers. Furthermore, our offering is so valued by some existing customers that they have also acted as "sales agents" and delivered customer referrals for us, part of which is driven by the results from our customer success team. We will continually assess whether we should add to these teams to accelerate our market capture.

Technology-Enabled Customer Wins - Video Commerce and Continuous Customer Engagement

As discussed above, we added to our sales team during 2023. Their success can be evidenced by the customer momentum we generated during the year. We have more than doubled our technology sales in the year to approximately $230,000.

One key customer win during the year was the addition of a significant financial publisher in the US, delivering *CreatorSuite 2.0* to them and creating a bespoke website and interactive video platform for their flagship annual conference. This case study has helped us increase our pipeline of events companies and US publishers against which we expect to generate significant momentum in the rest of 2024 and into 2025.

Early in the year, we added our first FAST (Free Advertising Supported Television) channel as a customer for our CSP, based on our ability to create Key Video Moments and publish these either as YouTube Shorts or by re-mixing these Key Video Moments into new content for that customer. During the year, we delivered significant growth for this channel, as well as upselling technology-based services to them. The success of this relationship was further evidenced by the addition of a second FAST Channel in 4Q 2023, which was a direct introduction from our existing client. The quality of the work that we have delivered, together with customer references positions us very well in this sector.

In addition to this, we have continued to win new customers in all of our key vertical markets, including sports, ecommerce and services with several case studies that demonstrate that we (i) drive increased sales conversions on pages with shoppable video, (ii) increase clickthrough rates to approximately 10% and (iii) reduce the cost of customer acquisition in pay per click campaigns. In addition, during 2024, we have entered into further contracts in these markets, such as the announced partnerships with London Broncos and A7FL, as well as our first

contracts within the non-profit sector and for a university. These customers are drawn to our technology offering because of the ability to drive video commerce and continuous customer engagement, as they use videos to build up and monetise their subscribers by offering them short highlights from matches that they can snack "on the go". The video commerce market is increasingly established with the large social video platforms offering a solution, however we believe that SEEEN's *CreatorSuite 2.0* is a much more flexible and bespoke solution for driving direct online sales in a market that is estimated to grow by a CAGR of 32% to a total size of $2.8 trillion by 2028. [1]

We currently have a pipeline of more than 100 opportunities totalling more than $5 million in potential annualised revenues and with our larger, embedded sales team, together with case studies and a strong customer success function, we will seek to continue to execute aggressively against this pipeline of both upsells and sales to new customers.

CSP business

During 2023, the Group's CSP business' revenues fell 44%, but this reflected the combination of the final loss of all revenues from views generated in Russia, as well as lower margin channels that the Group decided not to renew its relationships with. The gross margin for this business therefore rose by approximately 10%, maintaining the profitability of the CSP, even before upselling our technology products to channels within the CSP. As discussed above, we added two flagship customers to our CSP, both of which are FAST channels, which have provided strong case studies for further growth.

During 2024, the CSP has returned to growth, as evidenced by more than $400,000 of annualised revenues being won since 1 April 2024. This has been driven by both our case studies and our new product, *ShortsCut*, which we use to index video back catalogues and create vertical short form video or e-mixed "new" content which drives increased views, subscribers and above all revenue for our channel partners. We believe that this technology differentiator will allow us to continue expanding the margins for our CSP business.

A final strategic element that we have executed well has been the ability to cross sell our technology products and services into our CSP. Since I became CEO in mid-2022, this has been a key focus, moving the Group away from small, low margin, one-off customers to genuine partners who want to use our technology for more of their video publishing and monetisation requirements.

Training and Real Time Skills Reinforcement

A new offering that we have developed during 2024, leveraging our relationship with American Leak Detection ("ALD"), which is a related party of the Group, is aimed at the training and skills market. Through American Leak Detection, we have developed Key Video Moments for training that technicians can call up on their iPads whilst in the field for quick reminders of what equipment they need and how to use such equipment or complete a complex task. This increases the number of jobs that ALD technicians can complete each day, generating a strong ROI for ALD and happier customers as their problems are fixed first time. We have been integrating this solution directly into ALD's Salesforce Learning Management System and plan to complete this integration with part of the proceeds from our recent fundraising. This will provide us with the opportunity to sell our Key Video Moments solutions to all other firms that use the Salesforce Learning Management System.

Our training offering also encompasses webinars and digital marketing training. We have also implemented this at ALD, where we have run webinars with their digital marketing team and made these available after the event to franchisees as Key Video Moments with easily downloaded associated documents and examples. We have seen success here with both corporate owned stores and franchisees purchasing access to our Key Video Moments library to drive better local Search Engine Optimisation results.

ALD provides us with a case study from which we can sell to other franchise and services businesses in need of re-skilling and training at scale across organisations. This is already a large market and is estimated to grow to $900 billion by 2028 at a CAGR of 14%.[2]

Summary

As we head into the second half of 2024 and look to 2025, we continue to be grateful for the support of all our shareholders. Our focus remains on executing against our plan to deliver more customers, revenues and profits to drive to cash flow breakeven during 2024. We have a solid platform to achieve this with referenceable customers, reseller opportunities and strong results from our key offerings. Leveraging these and the tailwinds from fast growing end markets, we are well positioned to deliver for all of our shareholders.

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.

Through our primary technology product, *CreatorSuite 2.0*, 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.

Our customers see strong results from their implementations of *CreatorSuite 2.0*, delivering a return on investment through 7-15% clickthrough rates from videos, which directly drives increased sales and increased engagement and data, such as newsletter sign ups. In addition, with the new advertising functionality built in, our customers can also make more money through both increased video views driven by our Search Engine Optimisation for videos, as well as running both adverts and our proprietary interactive features.

Another of our technology products, *ShortsCut*, uses our AI tools to 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 generate the regular diet of such videos required to be successful on these platforms.

The Group has several KPIs against which it manages the business. A full list is given below. 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 CSP's 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 *ShortsCut*, 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, allowing them to publish "new" content without the traditional costs of production.

Non-Core / One-Time Costs (Gains)

The only non-core items for 2023 relate to the approximately $2.6 million impairment of goodwill and intangible assets discussed below and in Note 10 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 2023, the Group had a cash position of $1.1m.

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 $1.9 million relating to a combination of both intangible assets from the acquisitions of subsidiaries, as well as products developed since the Group's admission to AIM.

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 $2.1 million and the intangible assets relating to such assets has been impaired by $0.5 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 2023, the Group delivered a significant release with *CreatorSuite 2.0* and also developed *ShortsCut,* initially for internal use within the CSP. The new functionality within *CreatorSuite 2.0* included fully bespoke interactive in-video Calls To Action and End Cards, as well as advertising functionality. Since the initial release, there has been some limited additional work in relation to *CreatorSuite 2.0*, including the development of a reels gallery and a moving CTAs within the video.

(ii) Vertical Market Customers - At year end 2023, the Group had signed contracts in vertical markets with 28 customers

(iii) Strategic Customers - At year end 2023, the Group had signed contracts with five strategic customers to provide Managed Video Optimisation Services

(iv) E-Commerce Customers - At year end 2023, the Group had ten e-commerce led customers

(v) Corporate Development - During 2023, building on the Group's first strategic partnership with Kinetiq to focus on media monitoring to help brands, the Group entered into its first re-seller agreement within the investor relations sector

(vi) CSP Creator Channels - At year-end 2023, the Group had approximately 900 monetized channels. This is slightly lower than the number of channels at year end 2022, albeit the Group has continued to focus on adding higher profit generating channels with strategic upselling opportunities whilst allowing low margin channels to leave the CSP

(vii) CSP Audience - At year-end 2023, the CSP had approximately 4.4 billion views, down 56 per cent (2022: 10.0 billion), although this was offset by a much higher watch time per view of 19% which drives higher revenues per view

(viii) Adjusted EBITDA - EBITDA adjusted for share-based payments and non-core costs was a loss of $0.6 million, in line with current market expectations for 2023 (2022: loss of $0.8 million)

(ix) Non-Core Costs - During the year to 31 December 2023, there were net non-core costs of $2.7 million, reflecting $2.1 million of impairment of goodwill and $0.5 million of impairment of intangible assets reflecting the estimated value in use of the Group's intangible assets (2022: $7.6 million), discussed above, and a small impairment for aged receivables

(x) Net Cash - At the end of 2023, the Group had $1.1 million in both gross and net cash

Technology Development

	2021	2022	2023
Creator Suite	CreatorSuite 1.0	Dialog-To-Clip integration Moments based Playlists	V2.0 released, including advertising integration and interactive shoppable in-video CTAs
JetStream	JetStream	Sound and audio indexing Logo recognition	Activity based searches Integrating ChatGPT
CSP technology	Dialog-To-Clip		*ShortsCut* Clipping Tool produced and used by CSP for customer upsells

Cumulative Technology Customer Numbers

	2021	2022	2023
Strategic	1	3	5
Vertical	4	14	28
eCommerce-led	2	4	10

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 released *CreatorSuite 2.0* in 3Q 2023, which includes 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 June 2024.

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 2023.

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 momentize 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 beginning.

Going Concern

The Directors have prepared a business plan and cash flow forecast for the period 1 July 2024 to 31 December 2025 ("Forecast Period"). The business plan starts with several disclosed updates in finance and operations. First, in May 2024 the Company announced a successful fund raise amounting to $0.7 million before expenses which added to existing cash. Second, as of 30 June 2024, the CSP business is operating at cash flow breakeven. Third, as of 30 June 2024, our technology business has recognised revenue of $0.35 million in the prior 12 months and as at 30 June 2024 is running at annualised recurring revenue of $0.4 million, before any one-off projects and performance fees. Fourth, the Company has narrowed its annualised losses on an operating basis (excluding amortisation) to less than $0.5 million. The Forecast contains certain growth assumptions about CSP and technology sales and the operating margins following such sales, as well as prudently managing overhead expenses including R&D. These assumptions have been tested with various operating and market scenarios covering the range of outcomes.

The Board has reviewed these scenarios and the forecasts and various uncertainties that could arise given market conditions. The board has identified and number of mitigating actions that could be considered if the assumptions noted above are not achieved, including further cost saving measures and obtaining new financing which it has previously been able to do, but which would eventually give rise to a material uncertainty that may cast significant doubt over the ability of the Group to continue as a going concern if the mitigating actions are not implemented.

Notwithstanding the material uncertainties and the mitigating actions identified, the Directors have concluded that it is appropriate for the consolidated financial statements to be prepared on the going concern basis and do not reflect any adjustments that would be necessary if this basis were inappropriate.

Dividends

The Directors do not recommend the payment of a dividend (2022: nil).

Share Price

On 31 December 2023, the closing market price of SEEEN plc ordinary shares was 6.13 pence. The highest and lowest prices of these shares during the year to 31 December 2023 were 6.35 pence and 2.65 pence respectively.

Capital Structure

Details of the authorised and issued share capital are shown in Note 16. 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 2023, the following Board change has taken place; Akiko Mikumo ceased to be a director of the Company on 1 February 2024.

On 30 May 2024, the Group announced a fundraise through the issue of new ordinary shares at 3 pence each to raise up to £763,000 with associated warrants issued (to raise up to £800,000) to incoming investors to acquire further new ordinary shares at a price of 4.5 pence per new ordinary share. These shares were admitted on 4 June and 19 June 2024. In addition the Group entered into a conditional subscription agreement with Gresham House Asset Management Limited (a related party by virtue of its shareholding) to issue convertible loan notes with a face value of £325,000 at a conversion price of 3 pence per share and with an interest rate of 12 per cent. per annum, as well as other standard customary provisions.

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

Non-Executive Directors

Patrick DeSouza

David Anton

Mark Williams (appointed 18 May 2023)

Akiko Mikumo (resigned 1 February 2024)

Charles Burdick (resigned 3 April 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 2023 (2022: £Nil).

Directors' emoluments

12 months to 31 December 2023	Salary, Fees & Bonus in Cash	Benefits*	Total
	$	$	$
Executive Directors			
A Hargrave	161,629	8,321	169,950
Non-Executive Directors			
P DeSouza	30,000	-	30,000
A Mikumo	-	-	-
D Anton	30,000	-	30,000
M Williams	34,812	-	34,812
	241,441	**8,321**	**249,762**

* The directors did not receive any other emoluments, compensation or cash or non-cash benefits other than that disclosed above. The Company contributed $2,235 to Adrian Hargrave's pension and did not make any contributions to a pension scheme in relation to the other directors in the 12 months to 31 December 2023.

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.

** 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)

No directors received any pension contributions from the Group during the course of the year.

Directors' interests

The Directors who held office at 31 December 2023 and subsequent to year end had the following direct interest in the ordinary shares of the Company at 31 December 2023 and at the date of this report:

	Number of shares at 31 December 2023	% held at 31 December 2023	Number of shares at 29 June 2024	% held at 29 June 2024
P DeSouza	5,426,165	5.8%	7,426,165	6.3%
A Hargrave	1,142,414	1.2%	1,985,747	1.7%

D Anton	0	0.0%	1,333,333	1.1%
M Williams	0	0.0%	333,333	0.3%

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
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	23.4%
Water Intelligence plc	5,938,366	5.0%
Scott Schlichter	5,870,406	4.9%
181 Fund	10,557,442	8.9%
Dowgate Capital Limited	9,811,633	8.3%

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.

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 pages 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 three 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. 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 2023 and the attendance of directors is summarised below.

	Board meetings	**Audit committee**	**Remuneration committee**
	Possible (attended)	**Possible (attended)**	**Possible (attended)**
Adrian Hargrave	5/5		
Patrick DeSouza	5/5	2/2	1/1
David Anton	5/5	2/2	1/1
Mark Williams	3/3	2/2	
Akiko Mikumo	5/5		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, 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 David Anton and comprises himself, Patrick DeSouza and Mark Williams.

(c) Nominations and Strategy Committee

Given the size of the Group, it is considered appropriate that all members of the Board sit on the Nominations and Strategy 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. 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.

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 Directors have access to the 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 risk register for the Group 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 both internal reports and those from the 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 Patrick DeSouza, David Anton and Mark Williams.

The CEO is 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 2023 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 2023. 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 2023. Following is an overview of how the Board performed its duties during 2023.

Shareholders

The Chairman, Chief Executive 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 2023, which comprise:

- the Group statement of comprehensive income for the year ended 31 December 2023;
- the Group and parent company statements of financial position as at 31 December 2023;
- 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 material 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 standards.

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 2023 and of the Group's loss for the year then ended;
- the group and parent company financial statements have been properly prepared in accordance with UK adopted international accounting standards; 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.

Material uncertainty related to going concern

We draw attention to Note 2 in the accounting policies, concerning the Group's ability to continue as a going concern. The matters explained in Note 2 indicate that if assumptions included in the forecast are not met including growth in revenue the Group may need to raise further finance to fund its working capital needs, the quantum and timing of additional financing is uncertain. These events or conditions along with the matters set forth in Note 2 indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 Directors cash flow 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 2023 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, (being: 1. Revenue and cost base in line with post year end activity to date; 2. Growth assumptions brought in line with impairment model), 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.
- Obtained details of post year end fundraising and agreeing supporting documentation and cash received;

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 $135,000 (2022: $150,000), based on 5% 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 $45,000 (2022: $96,00) 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 $94,500 (2022: $105,000) for the Group and $31,500 (2022: $62,700) 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 $6,750 (2022: $7,500). Errors below that threshold would also be reported to them 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, Tagasuris 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 a local audit team.

The primary audit team interacted regularly with the local team 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 the material uncertainty related to going concern included above, those matters we considered to be key audit matters.

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

Key audit matter	*How the scope of our audit addressed the key audit matter*
Carrying value of goodwill and other intangible assets (see note 10) The carrying value of goodwill and other intangible assets at 31 December 2023 totalled $2.4million (2022: $6.0 million) being goodwill of $nil (2022: $2.1million) and other intangibles of $2.4 million (2022: $3.0 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.	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 obtained management's discounted cash flow models supporting the intangible asset carrying amount. 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. Following our challenge the carrying value of goodwill and other intangible assets was subject to an impairment during the year of $2.6 million in total, being a $2.1million impairment to goodwill and an impairment of $0.5 million to other intangible assets, (2022: $7.7million impairment to goodwill).
Carrying value of investments and intercompany receivables - Parent Company (see note 11 and 12) The carrying value of investments in subsidiaries in the parent company financial statements at 31 December 2023 was $2.4 million (2022: $5.0 million), as well as an intercompany balance of $nil (2022: $2.7m million), after an impairment in the current year of $2.6m (2022: $7.7 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. 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.	For investments in subsidiaries we assessed the Group's cash flow forecasts and compared the Group's assumptions to externally derived data in relation to key inputs such as projected economic growth and discount rates. To challenge the reasonableness of the assumptions we also assessed the historical accuracy of the Group's forecasting. We performed scenario-specific models including changes to the discount rate, long-term growth rates and forecast cash flows. We found that the resulting estimate of the recoverable amount of investments indicated impairment. In relation to intercompany balances we assessed the recoverability of such balances in accordance with IFRS 9. We found that the intercompany balances required provision under IFRS 9. Following our challenge and in line with the procedures noted above on the discounted

	cashflow model an impairment of $2.6m was recognised.

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 Charlton (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 2023 $	Year ended 31 December 2022 $
		Audited	Audited
Revenue		2,051,384	3,253,055
Cost of sales		(1,571,054)	(2,749,415)
Gross profit		**480,330**	**503,640**
Administrative expenses			
- Share-based payments	6	(109,924)	(108,825)
- Amortisation and impairment of intangibles	10	(2,416,146)	(2,061,137)
- Impairment of goodwill	10	(2,090,132)	(7,672,026)
- Other administrative costs	4	(1,139,896)	(1,356,636)
Total administrative expenses		(5,756,098)	(11,198,624)
Operating Loss		**(5,275,768)**	**(10,694,984)**
Finance income	7	5,728	-
Loss before tax		**(5,270,040)**	**(10,694,984)**
Taxation	8	129,584	423,308
Loss after tax		**(5,140,456)**	**(10,271,676)**
Other Comprehensive Income			
Items that will not be reclassified to profit and loss			
Exchange differences arising on translation of foreign operations		15,544	(162,164)
Total comprehensive loss for the year		**(5,124,912)**	**(10,433,840)**
Loss per share attributable to equity holders of Parent		**Cents**	**Cents**
Basic	9	(5.51)	(20.48)
Diluted	9	(5.51)	(20.48)

The results reflected above relate to continuing activities.

Consolidated Statement of Financial Position

	Notes	31 December 2023 $	31 December 2022 $
ASSETS			
Non-current assets			
Goodwill and indefinite life intangible assets	10	-	2,090,132
Other intangible assets	10	2,357,931	3,924,317
Trade and other receivables		1,800	1,800
		2,359,731	6,016,249
Current assets			
Trade and other receivables	12	947,132	2,905,576
Cash and cash equivalents	13	1,060,864	1,236,664
		2,007,996	4,142,240
TOTAL ASSETS		**4,367,727**	**10,158,489**
EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	16	7,454,052	7,454,052
Share premium	16	10,180,736	10,180,736
Merger relief reserve		8,989,501	8,989,501
Share based payment reserve		1,343,517	1,233,593
Foreign exchange reserve		19,235	3,691
Retained earnings		(24,737,000)	(19,596,545)
Total Shareholders' Equity		**3,250,041**	**8,265,028**
Non-current liabilities			
Deferred tax liability	15	17,408	146,992
		17,408	**146,992**
Current liabilities			
Trade and other payables	14	1,100,278	1,746,469
		1,100,278	**1,746,469**
TOTAL EQUITY AND LIABILITIES		**4,367,727**	**10,158,489**

The financial statements of SEEEN plc, company number 10621059, were approved by the board of Directors and authorised for issue on the 4 July 2024. They were signed on its behalf by:

Adrian Hargrave
Chief Executive Officer

Company Statement of Financial Position

	Notes	31 December 2023 $	31 December 2022 $
ASSETS			
Non-current assets			
Investment in Subsidiaries	11	2,373,722	4,981,583
		2,373,722	4,981,583
Current assets			
Trade and other receivables	12	188,030	4,803,999
Cash and cash equivalents	13	898,468	853,317
		1,086,498	5,657,316
TOTAL ASSETS		**3,460,220**	**10,638,899**

EQUITY AND LIABILITIES			
Equity attributable to holders of the parent			
Share capital	16	7,454,052	7,454,051
Share premium	16	10,180,736	10,180,736
Merger reserve		8,989,501	8,989,501
Share based payment reserve		1,343,517	1,233,593
Foreign exchange reserve		19,235	(333,591)
Retained earnings		(24,700,692	(17,583,998)
Total Shareholders' Equity		**3,286,349**	**9,940,292**
Current liabilities			
Trade and other payables	14	173,871	698,607
		173,871	698,607
TOTAL EQUITY AND LIABILITIES		**3,460,220**	**10,638,899**

The loss for the financial year in the financial statements of the parent Company was $7,116,695 and $8,386,104 for the 12 months ended 31 December 2023 and 2022, respectively.

The financial statements of SEEEN plc, company number 10621059, were approved by the board of Directors and authorized for issue on the 4 July 2024. They were signed on its behalf by:

Adrian Hargrave
Chief Executive Officer

Consolidated Statement of Cash Flows

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Cash flows from operating activities		
Loss before tax	(5,270,039)	(10,694,984)
Adjustments for non-cash/non-operating items:		
Amortisation and impairment of intangible assets	2,416,146	2,061,137
Impairment of goodwill	2,090,132	7,672,026
Share based payments	109,924	108,825
Interest income	(5,728)	-
Operating cash flows before movements in working capital	(659,565)	(852,996)
Increase in trade and other receivables	(134,005)	(3,635)
(Decrease)/increase in trade and other payables	(646,191)	435,441
	(780,196)	431,806
Cash used by operations	(1,439,761)	(421,190)
Income taxes paid	-	-
Net cash used by operating activities	(1,439,761)	(421,190)
Cash flows from investing activities		
Purchase of intangible assets	(849,760)	(730,437)
Net cash used in investing activities	(849,760)	(730,437)
Cash flows from financing activities		
Proceeds from issue of shares	2,092,449	463,314
Interest income/(paid)		
Net cash generated from financing activities	2,092,449	463,614

Net decrease in cash and cash equivalents	(197,072)	(688,013)
Effect of exchange rates on cash	21,272	(161,572)
Cash and cash equivalents at the beginning of year	1,236,664	2,086,249
Cash and cash equivalents at end of year	1,060,864	1,236,664

Company Statement of Cash Flows

	Year ended 31 December 2023	Year ended 31 December 2022
	$	$
Cash flows from operating activities		
Loss before tax	(7,116,693)	(8,386,104)
Adjustments for non-cash/non-operating items:		
Share based payment expense	109,924	108,825
Change in carrying value of investment in subsidiaries	2,607,863	7,672,026
Provision against intercompany receivable	3,774,592	-
Operating cash flows before movements in working capital	(624,314)	(605,253)
Decrease (Increase) in trade and other receivables	(1,251,074)	-
(Decrease) Increase in trade and other payables	(524,736)	493,908
Cash used by operations	(2,400,124)	(111,345)
Income taxes	-	-
Net cash used by operating activities	(2,400,124)	(111,345)
Cash flows from investing activities	-	-
Loans to subsidiaries	-	(461,583)
Net cash used in investing activities	-	(461,583)
Cash flows from financing activities		
Proceeds from issue of shares	2,092,449	463,314
Net cash/generated from financing activities	2,092,449	463,614
(Decrease)/Increase in cash and cash equivalents	(307,675)	(109,315)
Effect of exchange rates on cash	352,826	(338,773)
Cash and cash equivalents at the beginning of period	853,317	1,301,405
Cash and cash equivalents at end of period	898,468	853,317

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 momentize 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 4 July 2024.

2 Material 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 Directors have prepared a business plan and cash flow forecast for the period 1 July 2024 to 31 December 2025 ("Forecast Period"). The business plan starts with several disclosed updates in finance and operations. First, in May 2024 the Company announced a successful fund raise amounting to $0.7 million before expenses which added to existing cash. Second, as of 30 June 2024, the CSP business is operating at cash flow breakeven. Third, as of 30 June 2024, our technology business has recognised revenue of $0.35 million in the prior 12 months and as at 30 June 2024 is running at annualised recurring revenue of $0.4 million, before any one-off projects and performance fees. Fourth, the Company has narrowed its annualised losses on an operating basis (excluding amortisation) to less than $0.5 million. The Forecast contains certain growth assumptions about CSP and technology sales and the operating margins following such sales, as well as prudently managing overhead expenses including R&D. These assumptions have been tested with various operating and market scenarios covering the range of outcomes.

The Board has reviewed these scenarios and the forecasts and various uncertainties that could arise given market conditions. The board has identified and number of mitigating actions that could be considered if the assumptions noted above are not achieved, including further cost saving measures and obtaining new financing which it has previously been able to do, but which would eventually give rise to a material uncertainty that may cast significant doubt over the ability of the Group to continue as a going concern if the mitigating actions are not implemented.

Notwithstanding the material uncertainties and the mitigating actions identified, the Directors have concluded that it is appropriate for the consolidated financial statements to be prepared on the going concern basis and do not reflect any adjustments that would be necessary if this basis were inappropriate.

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.

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.

Technology Income

The Group derives revenue from licensing software as a service and bespoke development work.

For software as a service, under IFRS 15 three distinct performance obligations have been identified for these contracts.

- Hosted software licenses;
- performance based results;and
- maintenance and support.

Revenue from the provision of the hosted software licence is recognised evenly over the period in which the licence is hosted by the Group. This policy reflects the continuous transfer of the service to the customer throughout the contracted licence period. For renewals of hosted licences, the revenue is recognised over the period of the contract.

Revenue related to the success of the Group's software products in driving specific customer targets, such as sales of products or clickthroughs onto landing pages, is recognised monthly utilizing the Group's analytics tools to measure the performance of the Group's technology. Customers are invoiced monthly in relation to these performance based results.

Revenue related to ongoing support and periodic updates is recognised evenly over the licence period as the Group is unable to predict at inception of the licence when the support and updates will be required to be provided to the customer.

For bespoke development work, revenue is recognised on completion of the work in those contracts where it is considered that control of the work does not pass until all development work has been completed. Bespoke development work does not create an asset with an alternative use to the Group and, in those contracts where the Group does have an enforceable contractual right to payment for performance completed to date, revenue is recognised over time.

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

The Board consider the Company to be one cash generating unit for the purposes of management reporting. During the year to 31 December 2023, 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 2023 was £1 = US$1.2747 (31 December 2022 was £1 = US$1.2098). The average exchange rate for the year to 31 December 2023 was £1 = US$1.2433 (2022 was £1 = US$1.2322).

(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 and other intangible assets
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 and other intangible assets requires estimates of the value in use (or fair value less costs to sell) of subsidiaries to which goodwill has been allocated. Given the nature of the business, estimating the future cash flows and appropriate discount factor, in order to determine the net present value of those cash flows is an area of estimation uncertainty. The carrying amount at the end of the period for goodwill was $0, based on the assumptions made by the Directors as provided in note 10 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. Given the nature of the business, estimating the future cash flows and appropriate discount factor, in order to determine the net present value of those cash flows is an area of estimation uncertainty. The carrying value of these investments at the end of the period was $2.4 million. Further details on the assumptions made by the Directors in these estimations are provided in note 11 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 Segmental reporting

Management currently identifies one operating segment in the company under IFRS 8:

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
CSP Revenue	1,811,747	3,164,705
Technology Revenue	239,637	88,350
Total Revenue	**2,051,384**	**3,253,055**

Revenue is attributed to the following geographical locations:

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
USA	1,940,462	3,190,967
ROW	110,922	62,088
	2,051,384	**3,253,055**

4 Expenses by nature

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

	Year ended 31 December 2023	Year ended 31 December 2022

	$	$
Employee costs	335,420	369,255
Severance costs	-	91,333
Consulting services	84,566	84,713
Agency fees	24,401	58,011
Rent	4,126	-
Professional fees	152,878	202,974
Listing fees	16,020	17,012
Other	522,484	533,338
Subtotal	**(1,139,895)**	**(1,356,636)**

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Auditors remuneration		
Fees payable to the Group's auditor for audit of Parent Company and Consolidated Financial Statements	49,000	48,059
Fees payable to the Group's auditor for non-audit services	-	-

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 (2022: $45,000) for the audit of these companies with no payments for other services.

5 Employees and Executive Directors

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

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Staff costs for all employees, including Executive Directors consist of:		
Wages and Salaries	335,420	606,130
Share Based Payments Expense	109,924	108,825
	445,344	714,955

Information regarding Directors emoluments are as follows:

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Short-Term employee benefits		
Directors' fees, salaries and benefits	241,441	211,130
Social Security Costs	8,321	24,497
	249,762	235,627

The highest paid Executive Director received emoluments of $169,950 (2022: $154,035).
The average number of employees (including Directors) in the Group during the year was:

	Year ended 31 December 2023	Year ended 31 December 2022
Directors (executive and non-executive)	5	4
Management	2	1

Other	8	3
	14	8

Note: The Group also uses two 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.

6 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 2023	Weighted average exercise price (GBp) 2023
Outstanding at beginning of year	8,596,887	51.7
Granted during the year	-	-
Forfeited/lapsed during the year	(133,333)	30.0
Exercised during the year	-	-
Outstanding at end of the year	8,463,554	52.1
Exercisable at end of the year	4,996,887	45.0

During 2022 the Company granted options to Charles Burdick upon appointment to the Board. 133,333 of these lapsed when Charles Burdick left the group.

Fair value of share options

The Black Scholes calculations for the options held during 2023 resulted in an annual charge of $109,924 (2022, $108,825) which has been expensed in 2023.

The weighted average remaining contractual life of the share options as at 31 December 2023 was 6.36 years.

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

Grant	31 December 2023	31 December 2022	Date of Grant	Exercise price	Exercise period From	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	66,667	200,000	27/5/2022	30p	27/5/2025	27/5/2032
Total	**8,463,554**	**8,596,887**				

All share options are equity settled on exercise.

7 Finance income

	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Interest income	5,728	-

Interest income on loan provided to shareholders in Tagasauris, Inc to buy shares in Tagasauris, Inc prior to its acquisition by SEEEN plc.

8 Taxation

The major components of income tax expense for the periods ending 31 December 2023 and December 2022 are as follows:

Group	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Current tax:	-	-
Current tax (benefit) on profits in the year	-	-
Prior year over provision	-	-
Total Tax charge (benefit)	**0**	**-**
Deferred tax current year	(129,584)	(423,308)
Deferred	-	-
Total Tax charge (benefit)	**(129,584)**	**(423,308)**

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 2023 $	Year ended 31 December 2022 $
Total loss on ordinary activities before tax	(5,254,855)	(10,694,984)
Loss on ordinary activities at the standard rate of corporation tax in the US of 21% (2022: 21%)	(1,103,520)	(2,245,947)
Non-deductible expenses	571,090	1,630,970
State taxes net of federal benefit	(163,700)	(199,154)
Other tax adjustments, reliefs and transfers	6,307	(4,697)
Adjustment in respect of prior year	(430)	(64,631)
Deferred tax not recognised / valuation allowance	560,669	460,151
Changes in rates	-	-
Total Tax charge	**(129,584)**	**(423,308)**

At the balance sheet date, the Group had unused tax losses (as reported on the Group's tax returns) of $16,830,145 available for offset against future profits. $2,685,722 represents unrecognized deferred tax assets thereon. The deferred tax asset has not been recognized due to uncertainty over timing of utilization.

9 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 2023	Year ended 31 December 2022
Loss for the year attributable to equity holders of the Parent ($)	(5,140,455)	(10,271,676)
Weighted average number of ordinary shares	93,345,815	50,131,428
Diluted weighted average number of ordinary shares	93,345,815	50,131,428
Loss per share (cents)	(5.51)	(20.48)
Diluted loss per share (cents)	(5.51)	(20.48)

10 Intangible assets

Group	Goodwill Arising on Consolidation	Other Intangible Assets	Development Costs	Totals

	$	$	$	$
Net Book Value				
At 31 December 2021	9,762,158	2,082,934	3,172,083	15,017,175
Additions	-	-	730,437	730,437
Amortisation/impairment	(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
Additions	-	-	849,760	849,760
Amortisation/impairment	(2,090,132)	(892,685)	(1,523,461)	(4,506,278)
At 31 December 2023	-	-	2,357,931	2,357,931

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 2023	31 December 2022
GTChannel, Inc	-	700,322
Tagasauris, Inc	-	827,994
Entertainment AI, Inc	-	561,816
Total	-	2,090,132

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 its proprietary technology for the publishing, sports, retail and services market segments. During 3Q 2023, the Group released its new product *CreatorSuite 2.0,* as well as further development of *ShortsCut*, an internal tool which is expected to be a driver of growth within the CSP business. The Board has considered these new releases as drivers of growth, together with continued momentum of customer acquisition. Despite these drivers of growth, using the following key assumptions in this impairment review: (i) a perpetuity growth rate from 2028 of 2%, (ii) a discount rate of 20.0%, (iii) a 2.5% annual increase in costs and (iii) customer acquisition remaining consistent with levels since the beginning of 2024 with three new technology customers per month, one strategic customer every four months and minimal growth in the CSP through to the end of 2028 with no increase, the carrying value is less than the value in use and hence the goodwill from the time of the acquisition should be fully impaired. In addition, the Group has also impaired the value of intangible assets, reflecting the estimated value in use of the Group's intangible assets . Should the key assumptions be varied to include no further client growth, this would result in a full impairment of the Group's intangible assets.

11 Investment in subsidiary undertakings

Company	Cost of investment $	Loan to group undertaking $	Total $
Cost			
At 31 December 2022	12,984,835	4,743,896	17,728,731
At 31 December 2023	12,984,835	4,743,896	17,728,731

Impairment			
At 31 December 2022	(12,747,148)	-	(12,747,148)
At 31 December 2023	(12,984,835)	(2,370,176)	(15,355,011)
Carrying amount			
At 31 December 2022	237,687	4,743,896	4,981,583
At 31 December 2023	-	2,373,720	2,373,720

The Directors annually assess the carrying value of the investment in the subsidiaries and in their opinion an impairment provision of $2,607,863 is required to reflect the value in use derived from the Group's impairment assessment.

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.

12 Trade and other receivables

	Group		Company	
	31 December 2023 $	31 December 2022 $	31 December 2023 $	31 December 2022 $
Trade and other receivables	947,132	2,905,576	188,030	2,092,449
Intercompany receivables	-	-	-	2,711,550

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.

As at 31 December 2022, the amount receivable on the issue of shares from the December 2022 fundraising was $2,092,449, which was all received in 2023. There were no such amounts receivable as at 31 December 2023.

13 Cash and cash equivalents

	Group		Company	
	Year ended 31 December 2023 $	Year ended 31 December 2022 $	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Cash at bank and in hand	1,060,864	1,236,664	898,468	853,317

14 Trade and other payables

	Group		Company	
	Year Ended 31 December 2023 $	Year Ended 31 December 2022 $	Year Ended 31 December 2023 $	Year Ended 31 December 2022 $
Trade payables	550,856	1,058,385	60,512	510,456
Accruals and other payables	549,422	688,084	113,359	188,151
	1,100,278	1,746,469	173,871	698,607

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

15 Deferred Tax

	Total $
Balance as at 1 January 2023	(146,992)
Deferred tax charge for the year	129,584
Balance At 31 December 2023	(17,408)

The deferred tax provision comprises:

	31 December 2023 $	31 December 2022 $
Deferred tax liability arising from acquisition of intangible assets	-	142,917
Deferred tax liability relating to other timing differences	17,408	4,075
Total	17,408	146,992

At the balance sheet date, the Group had unused tax losses (as reported on the Group's tax returns) of $16,830,145 available for offset against future profits. $2,685,722 represents unrecognized deferred tax assets thereon. The deferred tax asset has not been recognized due to uncertainty over timing of utilization.

16 Share capital

The issued share capital in the year consisted of ordinary shares of 0.1 pence each and deferred shares of 11.9 pence each and was as follows:

Group & Company

	Number of Shares		Nominal Value of Shares $		
	Ordinary	Deferred	Ordinary	Deferred	Total
At 31 December 2022	93,345,815	49,957,876	114,992	7,339,059	7,454,051
Issue of Shares	-	-	-	-	-
At 31 December 2023	93,345,815	49,957,876	114,993	7,339,059	7,454,052

.

Group & Company

	Share capital $	Share premium $
At 31 December 2022	7,454,052	10,180,736
At 31 December 2023	7,454,052	10,180,736

17 Financial instruments

Financial instruments

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

At 31 December 2023	Loans and Receivables at Amortized Cost $	Other Financial Liabilities at Amortized Cost $	Fair Value through Profit or Loss $	Total $
Financial Assets				
Cash	1,060,864	-	-	1,060,864
Trade and Other Receivables	947,132	-	-	947,132

Financial Liabilities				
Trade and Other Payables	-	1,100,278	-	1,100,278

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	-	1,417,943	-	1,417,943

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 2023 and 31 December 2022, 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.

The Company's accounts receivable aging as follows:

	31 December 2023	31 December 2022
Current	947,132	2,724,615
31-60 days	-	-
61-90 days	-	-
>90 days	-	-
	947,132	2,724,615
Allowance for doubtful accounts	-	-
Total	947,132	2,724,615

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 2023, 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 2023 $	Year ended 31 December 2022 $	Year ended 31 December 2023 $	Year ended 31 December 2022 $
Assets				
Sterling	951,623	848,305	951,623	848,305
Liabilities				
Sterling	60,512	369,809	60,512	369,809

As shown above, at 31 December 2023 the Group had Sterling denominated monetary net assets of $891,111 (2022: $478,496). If Sterling weakens by 10% against the US dollar, this would decrease net assets by $89,111 (2022: $47,850) 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 $14,665 in the year to 31 December 2023 (year to 31 December 2022: loss of $663,130), 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

During the year, the Group performed digital marketing services for American Leak Detection, a subsidiary of Water Intelligence plc, which is a related party of the Group as SEEEN plc's Chairman, Dr Patrick DeSouza is Executive Chairman and a significant shareholder in Water Intelligence plc, totalling $36,114 during 2023 pursuant to related party arrangements in place since the Group's admission to AIM.

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

20 Subsequent events

Since 31 December 2023, Akiko Mikumo ceased to be a director and resigned on 1 February 2024.

On 30 May 2024, the Group announced a fundraise through the issue of new ordinary shares at 3 pence each to raise up to £763,000 with associated warrants issued (to raise up to £885,000) to incoming investors to acquire further new ordinary shares at a price of 4.5 pence per new ordinary share. These shares were admitted on 4 June and 19 June 2024. In addition the Group entered into a conditional subscription agreement with Gresham House Asset Management Limited (a related party by virtue of its shareholding) to issue convertible loan notes with a face value of £325,000 at a conversion price of 3 pence per share and with an interest rate of 12 per cent. per annum, as well as other standard customary provisions.

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.

---

[1] https://www.globenewswire.com/news-release/2023/05/15/2668528/0/en/Global-Video-Commerce-Market-Analysis-By-Product-Category-By-Region-Size-and-Trends-with-Impact-of-COVID-19-and-Forecast-up-to-2028.html

[2] https://straitsresearch.com/report/virtual-training-and-simulation-market

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 GZGGNZDZGDZZ