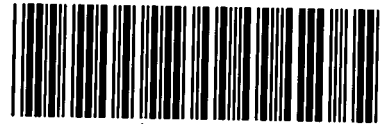


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CERILLION PLC

**UNAUDITED INTERIM FINANCIAL
STATEMENTS**

**For the five months ended
28 February 2023**

Company no 09472870

CERILLION PLC
UNAUDITED INTERIM FINANCIAL STATEMENTS

For the period ended 28 February 2023

Company registration number: 09472870

Registered office: 25 Bedford Street
London
WC2E 9ES

Directors: L T Hall
A R Dickson
G J O'Connor
A M Howarth
M Dee

Secretary: A R Dickson

Bankers: IISBC UK Bank plc
69 Pall Mall
St James
London
SW1Y 5EY

National Westminster Bank
332 High Holborn
London
WC1V 7PA

Solicitors: Orrick, Herrington & Sutcliffe (Europe) LLP
107 Cheapside
London
EC2V 6DN

Auditor: PricewaterhouseCoopers LLP
Registered Auditor
Chartered Accountants
4th Floor, One Reading Central
23 Forbury Road
Reading, Berkshire
RG1 3JH

INDEX	PAGE
Principal accounting policies	2 – 4
Statement of comprehensive income	5
Statement of financial position	6
Statement of changes in equity	7
Notes to the unaudited interim financial statements	8 – 9

PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these unaudited interim financial statements are set out below.

Basis of preparation

The Company is a public limited company, which was incorporated in England and Wales on 5 March 2015 and domiciled in the United Kingdom. The address of its registered office is 25 Bedford Street, London, England, WC2E 9ES. The principal activity of the Group is the supply and development of telecommunication software solutions and equipment. These unaudited interim financial statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention. There is no material difference between the fair value of financial assets and liabilities and their carrying amount.

The Company's directors are responsible for the preparation of the unaudited interim financial statements.

The preparation of the unaudited interim financial statements in conformity with IFRSs requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited interim financial statements and the reported amounts of revenues and expenses during the period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Further details regarding areas requiring significant assumptions and estimates are provided in Note 1 to the unaudited interim financial statements.

The functional and presentational currency is UK Sterling. Amounts in the unaudited interim financial statements have been rounded to the nearest pound.

Going concern

The Directors have assessed the current financial position of the Company, along with future cash flow requirements, to determine if the Company has the financial resources to continue as a going concern for the foreseeable future.

The conclusion of this assessment is that it is appropriate that the Company be considered a going concern. For this reason the Directors continue to adopt the going concern basis in preparing the unaudited interim financial statements.

New and Revised Standards

IFRS in issue but not applied in the current financial statements

Certain new accounting standards and interpretations have been published that are not mandatory for 28 February 2023 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

IFRS applied for the first time in the current financial statements

The Group has applied the following Standards and Amendments for the first time for their annual reporting period commencing 1 October 2022:

- **Property, Plant and Equipment: Proceeds before intended use (Amendments to IAS 16).** The amendment prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses technical and physical performance of the asset. The financial performance of the asset is not

For the period ended 28 February 2023

relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

- **Reference to the Conceptual Framework (Amendments to IFRS 3).** The amendment updates the references to the Conceptual Framework for Financial Reporting and to add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets and Interpretation 21 Levies. The amendments also confirm that contingent assets should not be recognised at the acquisition date.
- **Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37).** The amendments require clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

The Amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Segmental reporting

In accordance with IFRS 8, segmental information is presented based on the way in which financial information is reported internally to the chief operating decision maker. The Company's internal financial reporting is currently not deemed to be separable into business segments and as such has not been separated in these unaudited interim financial statements.

Taxation

The income tax expense or income for the period is the tax payable on the current period's taxable income. This is based on the national income tax rate enacted or substantively enacted for each jurisdiction with any adjustment relating to tax payable in previous years and changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Current tax credits arise from the UK legislation regarding the treatment of certain qualifying research and development costs, allowing for the surrender of tax losses attributable to such costs in return for a tax rebate.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applicable when the asset or liability crystallises based on current tax rates and laws that have been enacted or substantively enacted by the reporting date. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of temporary differences can be deducted. The carrying amount of deferred tax assets are reviewed at each reporting date.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less.

Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs that are directly attributable to the acquisition of the financial asset. Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include trade and certain other payables. Financial liabilities are measured subsequently at amortised cost using the effective interest.

Equity

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

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

The ordinary share capital account represents the amount subscribed for shares at nominal value.

Retained earnings include all results as disclosed in the statement of comprehensive income.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the period in which the dividends are approved by the Company's shareholders. Interim dividend distribution is recognised in the period in which they are approved and paid.

CERILLION PLC
STATEMENT OF COMPREHENSIVE INCOME

For the period ended 28 February 2023

		Period from 1 Oct 2022 to 28 Feb 2023	Period from 1 Oct 2021 to 28 Feb 2022
	Notes	£'000	£'000
Revenue		1,344	1,357
Gross profit		1,344	1,357
Administrative expenses		(1,301)	(1,306)
Operating profit	2	43	51
Finance costs		(43)	(51)
Income from shares in group undertakings	3	3,000	3,000
Profit before taxation		3,000	3,000
Taxation		-	-
Profit for the period		3,000	3,000
Other comprehensive income		-	-
Total comprehensive income for the period		3,000	3,000

All transactions arise from continuing operations.

The company has no other recognised gains or losses for the current period.

The accompanying accounting policies and notes form an integral part of these unaudited interim financial statements.

CERILLION PLC
STATEMENT OF FINANCIAL POSITION

As at 28 February 2023

	Notes	As at 28 Feb 2023 £'000	As at 30 Sep 2022 £'000
ASSETS			
Fixed assets			
Right-of-use assets		2,445	2,656
Investments	4	14,652	14,652
		<u>17,097</u>	<u>17,308</u>
Current assets			
Trade and other receivables	5	3,465	2,066
Cash and cash equivalents		192	289
		<u>3,657</u>	<u>2,355</u>
TOTAL ASSETS		<u>20,754</u>	<u>19,663</u>
LIABILITIES			
Non-current liabilities			
Lease liabilities		(2,542)	(2,803)
		<u>(2,542)</u>	<u>(2,803)</u>
Current liabilities			
Trade and other payables	6	(411)	(236)
Lease Liabilities		(731)	(731)
		<u>(1,142)</u>	<u>(967)</u>
TOTAL LIABILITIES		<u>(3,684)</u>	<u>(3,770)</u>
NET ASSETS		<u>17,070</u>	<u>15,893</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS			
Ordinary share capital	7	147	147
Share premium account		13,319	13,319
Treasury stock		-	-
Share option reserve		233	137
Retained profit		3,371	2,290
TOTAL EQUITY		<u>17,070</u>	<u>15,893</u>

These unaudited interim financial statements were approved and authorised for issue by the Board of Directors on 24 April 2025.

Signed on behalf of the Board of Directors by:

L T Hall - Director
Company Number 09472870



The accompanying accounting policies and notes form an integral part of these unaudited interim financial statements.

CERILLION PLC
STATEMENT OF CHANGES IN EQUITY

For the period ended 28 February 2023

	Ordinary share capital £'000	Share premium £'000	Treasury Stock £'000	Share option reserve £'000	Retained earnings £'000	Total £'000
Balance at 1 October 2021	147	13,319	-	128	2,187	15,781
Profit for the period	-	-	-	-	3,000	3,000
Total comprehensive income	-	-	-	-	3,000	3,000
Transactions with owners:						
Share option charge	-	-	-	114	-	114
Purchase of treasury stock	-	-	(827)	-	-	(827)
Dividends	-	-	-	-	(1,476)	(1,476)
Total transactions with owners	-	-	(827)	114	(1,476)	(2,189)
Balance at 28 February 2022	147	13,319	(827)	242	3,711	16,592
Balance at 1 October 2022	147	13,319	-	137	2,290	15,893
Profit for the period	-	-	-	-	3,000	3,000
Total comprehensive income	-	-	-	-	3,000	3,000
Transactions with owners:						
Share option charge	-	-	-	96	-	96
Dividends	-	-	-	-	(1,919)	(1,919)
Total transactions with owners	-	-	-	96	(1,919)	(1,823)
Balance at 28 February 2023	147	13,319	-	233	3,371	17,070

The accompanying accounting policies and notes form an integral part of these unaudited interim financial statements.

For the period ended 28 February 2023

1 Critical accounting estimates and judgements

The Directors consider that in the proper preparation of the unaudited interim financial statements there were no critical or significant areas which required the use of accounting estimates and exercise of judgement by management while applying the Company's accounting policies.

2 Operating profit

Revenue for the period derived from services provided to group companies. Expenses in the period related to staff salaries and office costs, and to professional fees in relation to administering the Company on AIM.

3 Income from shares in group undertakings

	Feb 2023	Feb 2022
	£'000	£'000
Dividend income	<u>3,000</u>	<u>3,000</u>

4 Investments

Cerillion plc paid £14,651,571 cash on 18 March 2016 for 100% of the share capital of Cerillion Technologies Limited.

5 Trade and other receivables

	Feb 2023	Sep 2022
	£'000	£'000
Amounts owed by group undertakings	3,135	2,058
Prepayments	<u>330</u>	<u>8</u>
	<u>3,465</u>	<u>2,066</u>

There are no differences between the carrying amount and fair value of any of the trade and other receivables above.

CERILLION PLC
NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the period ended 28 February 2023

6 Trade and other payables

	Feb 2023	Sep 2022
	£'000	£'000
Trade creditors	319	97
Taxation	0	0
Other taxation and social security	25	64
Accruals	67	75
	<u>411</u>	<u>236</u>

7 Share capital

	Feb 2023	Sep 2022
	£'000	£'000
Issued, allotted, called up and fully paid:		
29,513,486 (Sep 2022: 29,513,486) Ordinary shares of 0.5 pence	<u>147</u>	<u>147</u>

The Ordinary Shares have been classified as Equity. The Ordinary Shares have attached to them full voting and capital distribution rights.

8 Subsequent events

There have been no subsequent events requiring adjustments or disclosure within the unaudited interim financial statements.