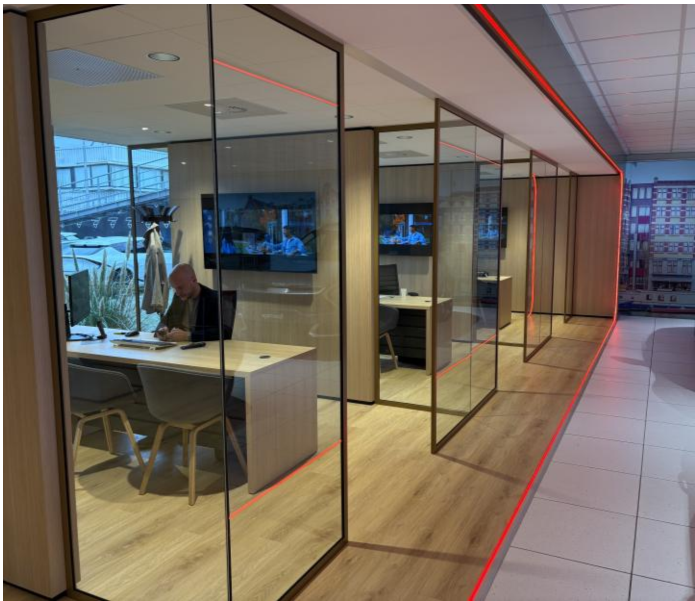
REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2024

COMPANY NUMBER 05151799



REGISTERED NUMBER: 05151799 (England and Wales)

MediaZest plc

Group Strategic Report, Report of the Directors and

Consolidated Financial Statements for the Year Ended 30 September 2024

Contents of the Consolidated Financial Statements for the Year Ended 30 September 2024

MediaZest plc

Company Information
for the Year Ended 30 September 2024

DIRECTORS:	J C Abdool L A O'Neill G S Robertson
REGISTERED OFFICE:	Unit 9 Woking Business Park Albert Drive Woking Surrey GU21 5JY
REGISTERED NUMBER:	05151799 (England and Wales)
SOLICITORS:	CMS Cameron McKenna Nabarro Olswang LLP Cannon Place 78 Cannon Street London EC4N 6AF
NOMINATED ADVISER:	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP
BROKER:	Hybridan LLP 3rd Floor, Moor Place 1 Fore St Ave London EC2Y 9DT
PRINCIPAL BANKERS:	Lloyds Bank plc 25 Gresham Street London EC2V 7HN
REGISTRARS:	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX
AUDITORS:	CLA Evelyn Partners Limited 4th Floor Cumberland House 15-17 Cumberland Place Southampton SO15 2BG

Chairman's Statement for the Year Ended 30 September 2024

Introduction

The Board presents the consolidated audited results for the year ended 30 September 2024 for MediaZest plc ("MDZ" or the "Company") and its wholly owned subsidiary companies MediaZest International Ltd ("MDZI") and MediaZest International BV ("MDZBV") which together constitute the "Group".

About MediaZest

MediaZest is a creative audio-visual solutions provider that specialises in delivering innovative digital signage and audio systems. The Group offers an integrated service from content creation and system design to installation, technical support, and maintenance and operates in three core sectors:

1. **Retail** - Major high street retail brands continue to transition to digital signage displays including window displays, self-service kiosks and large-scale displays such as LED and videowalls.

2. **Automotive** - The role of technology in automotive showrooms has also evolved with major automotive brands increasingly using audio-visual solutions on their sites.

3. **Corporate Offices** - Typical projects in this sector include hybrid meeting rooms, video conferencing technology and innovation centres.

During the last financial year the Group worked with customers such as **Pets at Home, Lululemon Athletica, KIA, Hyundai, First Rate Exchange Services, Wincanton, Harrods, Arc'Teryx** and **Castore**.

Overview

The Board is delighted to report to shareholders that the trading performance of the Group has significantly improved over the last year. MediaZest has returned to year-on-year revenue growth, has delivered a return to profitability at the EBITDA level, and has made further improvement in the Company's overall cash position following a strong trading performance in 2024.

Financial Review

The improved FY24 trading performance, showing a 32% increase in revenues to £3.074m (FY23: £2.335m), reflects the resumption of key client projects in FY24, following a period of uncertainty within the macro-economic environment, which impacted decision making regarding quantum and the timing of the roll out of digital signage and audio systems in FY23.

At the beginning of the financial year, the Board targeted a return to year-on-year growth, alongside a return to EBITDA profitability, and we are pleased to deliver against these objectives.

We are particularly pleased to see further growth in longer-term recurring revenue contracts, having ended the financial year with a recurring annual run rate of approximately £0.9m, up from £0.7m as at September 2023.

Year ended 30 September	FY24	FY23	FY22	FY21
Revenues (£'000)	3,074	2,335	2,820	2,246

Chairman's Statement
for the Year Ended 30 September 2024

Group results for the year and Key Performance Indicators ("KPIs")

- Revenue for the year increased 32% to £3,074,000 (2023: £2,335,000).
- Gross profit increased 26% to £1,595,000 (up from FY23: £1,262,000)
- Consistent gross margins of 52% (FY23: 54%)
- Administrative expenses excluding depreciation and amortisation were £1,582,000 (FY23: £1,487,000)
- EBITDA profit was £14,000 (FY23: £322,000 loss)
- Loss After Tax of £214,000 (FY23: £553,000 Loss)
- Basic and fully diluted earnings / loss per share 0.0133 pence (FY23: 0.0396 pence)
- Net assets of the Group were £591,000 (FY23: £688,000)
- Cash in hand at 30 September 2024 was £64,000 (FY23: £40,000)

Operational Review
FY24 saw strong client demand for our audio-visual solutions return across the three key sectors that MediaZest focusses on, namely Retail, Automotive, and Corporate Office spaces. A number of large-scale deployments had been delayed in FY23 and it was reassuring to see a number of well-known brands roll-out new digital signage displays across multiple locations during the financial year. Our long-term client base remains consistent, and we enter the new financial year with a greater degree of visibility on further roll-out programmes expected during 2025.

We continue to be encouraged by new project opportunities within our existing client base, as well as seeing incoming opportunities with new potential customers as a result of additional investment in our marketing activities.

As noted throughout the year. we have been particularly active delivering projects for a number of our key customers. In FY24 we saw the continued roll-out of digital signage solutions for **Pets at Home**, with our solutions now in place in over 100 stores across the UK. We also completed installation for **Lululemon Athletica** within the UK as well as in new stores in Oslo, Stockholm and Berlin. Both **Hyundai** and **Kia** are major clients within the automotive industry and we have installed new digital signage for the former across dealerships in the UK and with the latter in three territories across Europe.

Shortly after the end of the financial year, we announced the completion of a "proof of concept" project with **First Rate Exchange Services** ("FRES") whereby we installed digital currency boards across 50 UK Post Office locations. These boards offer customers daily live exchange rates, supporting marketing materials and offers relating to the Post Office's foreign currency exchange services.

Our European subsidiary in the Netherlands continues to deliver strong revenue growth driven by automotive customer demand and other projects.

Outlook
As a Board we continue to believe that the outlook for the new financial year is encouraging. We have returned to year-on-year revenue growth and we see this momentum continuing into FY25. We have good visibility on ongoing long-term project roll-outs with existing customers, with several confirmed substantial projects in the new financial year.

Going into 2025, recurring revenue streams have been robust with growth expected to continue in FY25.

Initial feedback from the "proof of concept" contract with FRES is that the project has been successful, demonstrating that digital currency boards are an effective alternative to the current static displays. We believe this could present a significant opportunity for MediaZest, given that FRES provides rate boards to approximately 1,500 Post Office branches and supplies currency exchange services to a range of clients including John Lewis, Hays Travel, and TUI.

We continue to seek new opportunities in Europe and our Dutch subsidiary continues to perform well and attract client interest.

Chairman's Statement
for the Year Ended 30 September 2024

As previously stated, we believe that adding scale to the current operational business via potential M&A activity would unlock shareholder value. The Board therefore continues to evaluate potential acquisition targets that would further enhance the Group's business.

The Board remains confident in the outlook for the business, and we will target further year-on-year growth and a return to profitability at the pre-tax level in FY25, having already recorded a positive EBITDA performance in FY24.

The new financial year has started well and we remain very positive about the Group's future.

Lance O'Neill
Chairman
Date: 6th March 2025

Group Strategic Report for the Year Ended 30 September 2024

The directors present their strategic report of the company and the group for the year ended 30 September 2024.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company operates principally as a holding and investment company and specifically provides support to the subsidiary companies in pursuit of the Group's strategy to deliver a one-stop audio-visual, content management and consumer interaction platform to retailers, brand owners and corporate entities wishing to communicate dynamically with their customers and stakeholders.

A review of business developments is given in the Chairman's Statement.

KEY PERFORMANCE INDICATORS

The Board considers Key Performance Indicators ("KPIs") to be financial performance, measured using revenue, gross profit, gross margin, EBITDA, profit after tax, profit/loss per share, cash in hand and banking facilities plus outstanding shareholder loans.

These key performance indicators are regularly monitored on an ongoing basis. There are no non-financial KPIs actively monitored by management currently.

Turnover for the period was £3,074,000 (2023: £2,335,000), cost of sales was £1,479,000 (2023: £1,073,000) leading to an EBITDA (as defined in note 2) profit before exceptional costs of £14,000 (2023: loss of £225,000). Exceptional costs were £nil (2023: £97,000 being professional fees in relation to an unsuccessful acquisition). The definition can be found in note 2.

The Group made a loss for the year, after taxation, of £214,000 (2023: loss of £553,000) after finance costs of £151,000 (2023: £164,000), depreciation and amortisation of £74,000 (2023: £67,000) and having incurred administrative expenses of £1,581,000 (2023: £1,487,000).

The basic and diluted loss per share was 0.0133p (2023 loss per share: 0.0396p). The Group had cash in hand of £64,000 (2023: £40,000) at the year end and an invoice discounting facility over the debtors of MediaZest International Ltd of which £203,000 (2023: £135,000) was in use at 30 September 2024. As at 30 September 2024, the Group had a limit of £500,000 (2023: £500,000) under the existing invoice discounting facility.

As at 30 September 2024, the Group also had loans from shareholders of £1,193,000 (2023: £1,015,000) and accrued interest on those loans during the year amounted to £94,000 (2023: £80,000).

The Group has net assets of £591,000 (2023: £688,000) and net current liabilities of £2,100,000 (2023: £1,986,000). Net current liabilities are increased by shareholder loans which although repayable on demand, the directors believe will remain outstanding for the foreseeable future.

The Group continues to make repayments against a Government bounceback loan of £19,000 (2023: £27,000).

PRINCIPAL RISKS

Principal non-financial risks the directors are monitoring include:

Global Economy - the Group faces a risk of reduced levels of business as a result of the economic environment. Management constantly monitor sales levels, pipeline and margin profitability and continue work to make the administrative cost base more flexible in order to minimise risk as a result of the economic climate. However, whilst there continues to be high levels of uncertainty in both the private and public sectors in which the Group operates, this consequential risk will remain.

Technology obsolescence and supplier reliance - as a leading provider of audio-visual technology, the Group faces risks if it does not gain access to the latest commercial products in its field of operation. As such, a sufficient proportion of management time is dedicated to keeping abreast of latest developments and gaining access to new technology. The Group is a "best practice" supplier with direct relationships with all the major audio-visual manufacturers and hence the Directors do not consider there to be an undue risk associated with a lack of supply from any one particular manufacturer.

Customer concentration - The group has larger clients, but no customer accounts for over 30% of the group revenue. The group seeks to work with multiple customers with a large number of retail premises. As such there is exposure to these larger clients. The board believes our exposure is lower than competitors in the industry and works hard to reduce customer concentration through winning new business.

Customer strategy - The group works hard to demonstrate the transformative impact of digital signage in the retail environment. Larger clients work with MediaZest when they wish to invest in their retail space and engage with customers. The group is exposed to changes in strategy by larger clients, but works hard to demonstrate the value our products bring.

FINANCIAL RISK MANAGEMENT
Details of the Group's financial instruments and its policies with regards to financial risk management are given in Note 24 to the financial statements.

SECTION 172(1) STATEMENT
Section 172 of the UK Companies Act 2006 requires Directors of the company act in the way they consider, in good faith, is most likely to promote the success of the company for the benefit of its members as a whole. When doing so, they have regard (amongst other matters) to:

(a) Likely consequences of any decision in the long term

Directors consider the future success of the company and any decisions with long term ramifications are considered in such context. The Board believes the Group has an exciting future as digital transformation continues at ever increasing pace in coming years and considers all relevant decisions with this in mind. Detailed financial forecasts for at least 2 fiscal years are consistently updated and discussed. Longer term financial forecasts, which by definition carry more uncertainty, are also considered.

The Company has adopted the 2018 Quoted Companies Alliance Corporate Governance Code (the 'QCA code') and how the Board meets this requirement is also discussed in its implementation of Principle 1 of that code below.

(b) The interests of the company's employees

Directors believe a major factor in the success of the company is the high quality of employed staff and considers their wellbeing and interests in the context of all business activities.

Further detail on how this is achieved is discussed below in the Company's implementation of Principle 3 and Principle 8 of the QCA code below.

(c) The need to foster the Company's business relationships with suppliers, customers, and others,

The Board's approach to these relationships is to maintain the highest standards of behaviours and highest quality of delivery of projects for clients.

Delivery of projects and the Company's approach is discussed in more detail in the implementation of Principle 3 of the QCA code below.

The detail below around implementation of Principle 8 sets out how the Board seeks to promote a corporate culture that is based on ethical values and enables the Company to foster strong relationships with all these parties.

(d) The impact of the company's operations on the community and the environment

The approach to this is documented below in the Company's implementation of Principle 3 of the QCA code. The Board looks to maintain a policy of continuous improvement and this includes matters of environmental impact and in its interactions with the community.

(e) The desirability of the company maintaining a reputation for high standards of business conduct

The operational business has quality controls that ensure high standard installations. In addition the Group carefully selects staff to manage customer accounts and carry out installations. Professional and experienced staff are employed in key positions to maintain quality throughout the group.

(f) The need to act fairly as between members of the company

The Boards approach to both these is documented in the Company's implementation of Principle 8 of the QCA code below. The Board seek to act fairly between members of the company and it is the approach of all senior management as well as the Board to ensure that the company's reputation for high standards of business conduct is maintained at all times

ON BEHALF OF THE BOARD:

....
Director

Date: ....

Report of the Directors for the Year Ended 30 September 2024

The directors present their report and the audited financial statements of MediaZest plc (the "Company", and collectively with the subsidiary companies, the "Group") for the year ended 30 September 2024. The consolidated financial results of the Group include the results of its subsidiary companies, which are wholly owned.

GENERAL INFORMATION
MediaZest plc is a public limited company which is listed on the AIM market of the London Stock Exchange and is incorporated and domiciled in the UK. The company's registered number is 05151799.

PRINCIPAL ACTIVITY
The Company operates principally as a holding and investment company and specifically provides support to the subsidiary companies in pursuit of the Group's strategy to deliver a one-stop audio, visual, content management and consumer interaction platform to retailers and brand owners wishing to communicate dynamically with their customers to increase sales and brand awareness.

DIVIDENDS
No dividends will be distributed for the year ended 30 September 2024.

The loss for the year after taxation amounted to £214,000 (2023: loss of £553,000).

The directors do not recommend the payment of a dividend (2023: £nil).

FUTURE DEVELOPMENTS
The likely future developments of the Group are outlined in the Chairman's Statement.

DIRECTORS
The directors shown below have held office during the whole of the period from 1 October 2023 to the date of this report.

J C Abdool
L A O'Neill
G S Robertson

FINANCIAL RISK MANAGEMENT
Details of the Group's financial instruments and its policies with regard to financial risk management are given in note 24 to the financial statements.

CORPORATE GOVERNANCE
Introductory Statement
The Board of Directors acknowledges the importance of good corporate governance and has developed appropriate policies accordingly, given the size of the Group and its current stage of development. As Chairman, Lance O'Neill has oversight of the board and ultimate responsibility for the Group's governance.

The Board has elected to apply the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code') in this regard. The QCA Code is an alternative corporate governance code that can be adopted by AIM companies, and is the result of extensive consultation between the QCA and a wide range of shareholders over "best practice".

The Board of Directors believes that good corporate governance creates shareholder value by improving performance, whilst reducing or mitigating the risks that a company faces as it seeks to create sustainable growth over the medium to long-term.

The QCA code identifies 10 principles that well governed businesses should follow. MediaZest applies these principles as follows:

1. Establish a strategy and business model which promotes long-term value for shareholders
MediaZest's strategy is laid out in detail within the Chairman's Statement, beginning on page 2 of this document.

In particular, this focuses on:-

concentrating new business efforts on large scale opportunities; improving recurring revenue streams; developing intellectual property where possible including through analytics; maintaining a 'one-stop shop' approach for customers.

Key risks to the business and how they are mitigated can be found on page 5.

2. Seek to understand and meet shareholder needs and expectations
The Board is committed to constructive two-way dialogue between all shareholders and the Company, and regularly holds calls or face to face meetings and responds to email enquiries to achieve this. The website provides contact details for the company.

The Chairman regularly discusses relevant matters with the Group's major shareholders and ensures their views are communicated on an accurate and timely basis to the Board. This includes discussion of strategy in order to demonstrate how the Board believes this will deliver long-term value for stakeholders.

In addition, the AGM provides a forum for all shareholders to raise questions in person and the Board devotes time after these meetings to consider the views of attending shareholders and endeavours to answer any questions wherever possible.

Where substantial voting at any general meeting is against any resolutions proposed by the Board, the Chairman will engage with relevant investors to understand the reasons for this and address any concerns, with corrective action as necessary.

The Group holds regular shareholder meetings online through the Investor Meet Company Portal, on 12th April 2024 and 9th July 2024 addressing Prior year results and interim results for the six months ended 31 March 2024 respectively. At each meeting time is allowed to address and current or potential shareholder questions.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success
The Company uses several mechanisms to achieve this.

Quality assurance is governed by ISO 9001 compliance. A central tenet of this framework is continuous improvement in all areas. This includes regular review on an ongoing, constant basis of all aspects of company performance. Both good and bad feedback is sought and reviewed to understand areas for improvement and key areas of strength. The framework also includes review of Group suppliers and their performance including reliability of technology and timeliness and cost-effectiveness of supply. Any issues are reviewed and corrective action sought.

The Group has set up a European subsidiary in the Netherlands to provide as efficient a service as possible to it's clients and the same quality control processes are applied to this entity.

The Company seeks to use recycling and energy efficient devices as far as practically possible throughout the business.

Employee stakeholders are encouraged to share views with their line managers and on a quarterly basis the Board hosts a team meeting for all employees where they can be updated on key clients, developments, technology and their views can be heard, with action taken as appropriate. Annual staff reviews also give employees the opportunity to review progress, training needs and development requirements for the year ahead.

The Company has a proactive approach of promoting from within, where possible, to engender an inspiring culture within the business which affords employees' long-term career opportunities.

The Company's approach to all projects is to deliver an exceptionally high quality, value for money service taking into account longevity of deployment, return on investment for the client and independently recommending the best available products, systems and design to achieve this. This has been recognised in a large number of awards won by the Company over recent years.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

MediaZest's strategy regarding management of risk is laid out on page 5 of these accounts.

Financial risk is monitored on a weekly basis by all Directors, including those of the subsidiary companies, and the Group Financial Controller.

The Board aims to meet at least 6 and ideally 12 times a year on a formal basis and a topic on the agenda of these Board Meetings is assessment of risk of all types. This includes reviewing opportunities for development of the Group as well as external threats and competition. It also includes thorough review of financial position, forecasts and monthly management information on a timely basis.

Management meetings and calls occur on a weekly basis and consider the operational risk inherent in the Company's business and report to the Board significant matters that require attention between formal Board Meetings.

5. Maintaining the board as a well-functioning, balanced team led by the chair

The Board comprises one Executive Director (Geoff Robertson) and two Non-Executive Directors (Lance O'Neill and James Abdool). The Board is led by the chair, Lance O'Neill. The Board considers the Non- Executive Directors to be independent notwithstanding their shareholdings and, in the case of the chair, his length of service having been appointed in October 2004.

Mr Robertson is full time, Mr O'Neill works on average one to two days per week with MediaZest. As Independent Non-Executive Director, Mr Abdool works on average four days per month for the Company.

Operational data, and the resulting financial information is regularly provided to the Board on a timely basis, including ahead of formal Board Meetings. The Board aims to meet at least 6 and ideally 12 times a year on a formal basis. In the last 12 months the Board has met at least once per month either in a formal Board Meeting or by way of Management Meeting.

All Directors have access to advice from the Company Secretary (externally provided) and the Company's advisers including but not limited to MediaZest's NOMAD, Broker and legal advisers.

All Directors are encouraged to seek further skills as required to meet the demands of the business, and to take further independent advice as necessary, at the expense of the Company where appropriate.

The Company extends this principle further than the Board requires and all employees are encouraged, on an annual basis, to identify training needs and opportunities with their line managers to support continuing development of the whole team and reinforce the continuous improvement ethos that the Board is committed to.

The Board is supported on specific matters by committees.

The Audit Committee comprises Lance O'Neill who has a number of years' experience as a director of smaller public companies, and James Abdool. The duties of the Audit Committee currently cover a review of the Group's financial reporting. The Committee's role is to review, on behalf of the Board, the annual report and financial statements and the interim report. The Committee focusses on reviewing any changes in accounting policy, major areas of judgement and estimates and compliance with accounting principles and regulatory requirements.

The Remuneration Committee comprises Lance O'Neill and James Abdool. Each recuses himself from discussions and refers to Mr Robertson when discussing their own remuneration.

The Board does not have a separate Nominations Committee due to the size of the Board, and all Directors participate in this function when required.

6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities
A summary of the experience of each of the directors who held office during the year and up to the date of signing the financial statements are given below:

Lance O'Neill - Non Executive Chairman
Lance is a London-based director of DFB (Australia) Pty. Ltd, a Sydney based investment adviser. He is also chairman of EP&F Capital Plc. He has worked in international securities and investment markets since 1981. During this time, he spent over ten years based in London and Sydney with periodic work in the United States and the Far East, principally with Prudential-Bache Securities Inc., Societe Generale (Australia) Securities and Rivkin Securities Limited, working in institutional equity and fixed income sales/trading as well as in corporate finance. He is a director of, and investor in, a number of private and public companies in the UK, USA and Australia. He holds a BSc (Econ) Hons in Accountancy and Law from the University of Wales and is a member of the Securities Institute of Australia.

Geoff Robertson - Chief Executive Officer & Finance Director
Geoff qualified as a Chartered Accountant in London with Ernst & Young, and left to join Sony Corporation of America in 1997. There he spent two years in the Operational Review department, working and leading Internal Audit reviews of the international offices of Sony Music and Columbia Tristar Pictures, predominantly in Europe, North America and the Far East. He then moved to a line role within Sony Music for the majority of the next five years, in various senior finance roles within a specialist department sourcing international music repertoire through funding or acquisition deals with independent record labels. Although most of this time was spent based in London, Geoff also worked for 3 months at Sony Music Australia during 2003.

Upon his return from Australia, Geoff moved to Lewis Communications Ltd, a privately owned international Public Relations agency as Group Finance Director. He left in October 2005 and joined MediaZest plc. Geoff has a BSc (Econ) Hons in Econometrics from the London School of Economics.

James Abdool - Non Executive Director
James graduated in Marketing and Management Science in 1994 before joining the family business providing in-store music to restaurants in the UK. Within 5 years he became Managing Director, growing the business internationally in the retail, hospitality and leisure sectors and culminating in leading the company through sale in 2007.

James then joined EnQii, a SaaS based content management software company, heading up EMEA before setting up the International operations for PlayNetwork Inc. He helped shape the sales strategy for MediaZest Plc delivering innovative digital experiences for major retailers and brands as an Executive Director, and then moved to global design and consultancy Arcadis as the Partner heading up Digital Experience working on innovation, technology and content strategies and delivery, across their client base. Most recently, he worked as SVP UK & Ireland for Fortude to develop and growth their ERP implementation services businesses and support their global expansion with Infor.

James also is a qualified Executive Coach and has spent time coaching key executives in a growing number of companies and roles. He also enjoys charity work. From 2003 he started a 3 year non-executive term with the NHS and he continues his charity work today as Chair of Crawley Open House helping the homeless and disadvantaged, formerly a Governor at Copthorne Prep School, and other local and national charities.

The Board considers there to be three key areas of requirement that give MediaZest a balanced strategy and sufficient knowledge to perform well.

Further details of each Directors skills and experience are noted in the biographies on this page.

Audio-Visual market place - the core of the operational business - Mr Robertson and Mr Abdool provide this.

Public Markets skills - predominantly provided by Mr O'Neill and Mr Robertson.

Financial knowledge - all three of the Directors are well qualified and extremely experienced in this area.

The Board seeks advice from relevant professional advisers, as required, and regularly invites senior staff members to Board meetings to discuss specific matters.

The Board continues to consider further appointments as necessary and when opportunity arises.

7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement
The Board considers Key Performance Indicators (KPIs) to be financial performance, measured using revenue, gross profit, gross margin, EBITDA, profit after tax, profit/loss per share, cash in hand, banking facilities plus outstanding shareholder loans and net asset value. These key performance indicators are regularly monitored on an ongoing basis.

There are no non-financial KPIs actively monitored by management at this current time. The Board reviews the KPIs used on a regular basis, and makes adjustments as necessary.

There is no formal process by which board members are formally appraised as the Board considers it more relevant to monitor how the Group performs against KPIs at this stage in the Company's development.

8. Promote a corporate culture that is based on ethical values and behaviours
The Group maintains an Equal Opportunities Policy that ensures that no individual is discriminated against irrespective of sex, race, disability, sexual orientation, marital status, religious beliefs, or age.

This is applied across all activities of the Group including recruitment and dealings with clients, suppliers, and any other partners.

The Group also maintains a clear Anti-Bribery and Corruption policy as well as an Anti-Modern Slavery policy. Employees with any concerns over either of these can contact their line manager to raise these concerns or the Board if more appropriate.

During the regular employee forums, all staff are encouraged to discuss areas of concern or development opportunities for the Company culture when fulfilling projects for our clients, which is based around 4 key principles:

- Accountability
- Innovation
- Teamwork
- Positivity

This is all undertaken within the ISO9001 Quality Assurance framework that the Company has attained.

The Board keeps these policies under review and reviews their implementation through the various stakeholder feedback processes discussed herein.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board
The Board recognises that, due to the size of the Company and its stage of development, it is necessary to have a reasonably small Board that will evolve and grow with the business.

The Board of Directors has been chosen for their expertise in areas vital to the development of the Company rather than adding more members to reach a specific total number of Directors. The Board's corporate governance is supported by two committees (Audit Committee, and Remuneration Committee) as described in principle 5 and all members of the Board act as the nomination committee.

The make-up of the Board and additional skill requirements are considered on a regular basis.

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders
The Company's Corporate Governance practices are highlighted on its website, www.mediazest.com and also in these accounts.

The Board is committed to constructive two-way dialogue between shareholders and the Company, as detailed above.

The Chairman regularly discusses relevant matters with the Group's major shareholders and ensures their views are communicated on an accurate and timely basis to the Board.

In addition, the AGM provides a forum for all shareholders to raise questions in person and the Board devotes time after these meetings to consider the views of attending shareholders and looks to answer any questions as fully as possible.

The proxies for and against each resolution are announced at the meetings.

The audit committee focussed during the prior year ended 30 September 2023 on the Group's accounts as well as the wider financial performance and reporting of the Company. This work has been closely conducted with the Company's auditors. There are no significant new IFRS applying to the year ended 30 September 2024.

The remuneration committee met during the year and remuneration packages for all individuals falling under the remit of this committee were reviewed on the basis of performance, length of service, various internal promotions that occurred during the year and in light of inflationary pressures and the current status of the business and audio-visual marketplace. Input from other senior management was also taken into account and remuneration packages adjusted accordingly where appropriate.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
In the case of each person who was a director at the time this report was approved:

- so far as that director was aware there was no relevant available information of which the company's auditors were unaware; and

- that director had taken all steps that the director ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditors were aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

AUDITORS
CLA Evelyn Partners Limited have expressed their willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the next Annual General Meeting.

ON BEHALF OF THE BOARD:

....
G S Robertson - Director

Date: ....

Statement of Directors' Responsibilities for the Year Ended 30 September 2024

The directors are responsible for preparing the Group Strategic Report and Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year.

Under that law the directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the Group and of the profit or loss of the group for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business;

- make judgments and accounting estimates that are reasonable and prudent;

- state whether international accounting standards have been followed subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

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

The directors are also responsible for ensuring that they meet their responsibilities under the AIM Rules.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDIAZEST PLC

Opinion
We have audited the financial statements of MediaZest Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2024 which comprise Consolidated Statement of Profit or Loss, the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statements of Cash Flows, Notes to the Statements of Cash Flows, and the notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2024 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company 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.

Our approach to the audit
Of the group's three reporting components (PLC, International, and BV), we subjected two to full-scope audits for group reporting purposes and one to analytical procedures. The extent of our audit work was based on our assessment of the risk of material misstatement and the materiality of each component. The latter was not individually significant enough to require a full audit for group reporting purposes but was still material to the group.

The components within the scope of our work covered 93% of group revenue, 95% of group expenses, and 97% of group total assets.

Key audit matters
Key audit matters are those matters that, in our professional judgment, 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) we identified, including 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.

Key audit matter	Description of risk	How the matter was addressed in the audit
Group – Revenue recognition (including accrued and deferred income)	The Group has revenue which can span different accounting periods covering multiple income streams. We have therefore identified revenue cut-off to be a significant audit risk.	We challenged the assumptions used in the revenue recognition as disclosed in note 4. As part of our procedures, we: • reviewed a sample of purchase orders, timesheets, stock movements and maintenance revenue in the period and compared it to the customers' purchase order, invoice and also ensured it has been correctly recorded in the accounting records. • reviewed transactions around the year-end and agreed that goods and services have been provided in the correct period by agreeing to relevant audit evidence. • agreed a sample of contract assets and contract liabilities to invoices and evidence of work performed and recalculated the associated accrued or deferred elements.
The cashflow projections which support going concern for group and parent company investments in subsidiaries	The Group has historically been loss making and has relied on shareholder support and an invoice discounting facility. Management have prepared a budget and cashflow forecast indicating that in their view the group and parent company can continue to operate as a going concern for at least 12 months from the date the financial statements are approved. Cashflow projections are inherently judgemental and subject to fluctuation. For the Group, the timing of customer projects is a key estimate. As a result, these projections were a key area of audit focus.	We challenged the assumptions used in the cash flow forecasts for going concern as disclosed in note 2 of the financial statement. The main procedures performed on the forecasts and areas we challenged management were: • testing the quality of management forecasting by comparing cash flow forecasts for prior periods to actual outcomes • discussion with management over the basis and appropriateness of key assumptions used in the cashflow forecasts – and the likely success and timing of current project proposals with customers. • Verifying the consistency of the forecasts used in the impairment calculations with those used for going concern assessment where appropriate. • Reviewed management's sensitivity calculations to understand the impact of changing key assumptions and the effect on cashflows and value in use. • Reviewing the disclosures around going concern in the financial statements to ensure they are consistent with the work performed. As part of our procedures, we used our internal valuation specialists to assess the appropriateness of the assumption and model.
Group – Valuation of goodwill Parent company – Valuation of investment in subsidiary	The Group has material goodwill resulting from the acquisition of MediaZest International Limited and the parent company has a material investment in the same subsidiary. The group's assessment of carrying values requires significant judgement, in particular regarding cashflows, growth rates, discount rates and sensitivities.	We have challenged the assumptions used in the impairment model for goodwill and investments as described under Note 12 in Notes to the Financial Statements. In performing our procedures, we: • considered the reliability of estimates by comparing prior year estimates against current period actuals • assessed the appropriateness of the assumptions concerning growth rates • considered sensitivity analyses of key variables included within the value in use calculations • discussed the achievability of current period estimates with management and the Directors • challenged sufficiency of sensitivity disclosure in the note As part of our procedures we used our internal valuation specialists to assess the appropriateness of the discount rate applied and model used.

Our application of materiality

The materiality for the group financial statements as a whole ("group FS materiality") was set at £62k. This has been determined with reference to the benchmark of the group's revenue, which we consider to be one of the principal considerations for members of the company in assessing the group's performance. Group FS materiality represents 2% of the group's revenue as presented on the face of the consolidated income statement.

The materiality for the parent company financial statements as a whole ("parent FS materiality") was set at £31k. This has been determined with reference to the benchmark of the parent company's total assets as it exists only as a holding company for the group and carries on no trade in its own right. Parent FS materiality represents 1% of the parent company's total assets as presented on the face of the parent company statement of financial position.

Performance materiality for the group financial statements was set at £49k, being 80% of group FS materiality, for purposes of assessing the risks of material misstatement and determining the nature, timing and extent of further audit procedures. We have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds group FS materiality. We judged this level to be appropriate based on our understanding of the group and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements including considering experience from previous audits. It was set at 80% based on our overall expectation of the level of audit differences, and the number and significance of areas of judgement in the financial statements.

Performance materiality for the parent company financial statements was set at £24k, being 80% of parent FS materiality. It was set at 80% based on our overall expectation of the level of audit differences, and the number and significance of areas of judgement in the financial statements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- Challenging the detailed budgets and forecasts prepared by management for the forthcoming 12-month period;
- Comparing the prior year forecast results to those actually achieved, and comparing the forecast results to those achieved in the financial period so far; and
- Reviewing bank statements to monitor the cash position of the group post year end, and obtaining an understanding of significant expected cash outflows (such as capital expenditure) in the forthcoming 12-month period.

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

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

Other information

The other information comprises the information included in Group Strategic Report, Report of the Directors and Consolidated Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Group Strategic Report, Report of the Directors and Consolidated Financial Statements. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the 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 the 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 in relation to which 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 directors
As explained more fully in the directors' responsibilities statement set out on page 15, 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 the 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.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below. 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.

We obtained a general understanding of the group's legal and regulatory framework through enquiry of management concerning: their understanding of relevant laws and regulations; the entity's policies and procedures regarding compliance; and how they identify, evaluate and account for litigation claims. We also drew on our existing understanding of the group's industry and regulation.

We understand that the group complies with the framework through:

- Outsourcing tax compliance and statutory accounts production to external experts.
- The Executive Directors' close involvement in the day-to-day running of the business, meaning that any litigation or claims would come to their attention directly.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements; which are central to the group's ability to conduct its business; and where failure to comply could result in material penalties. We identified the following laws and regulations as being of significance in the context of the group:

- The Companies Act 2006 and IFRS in respect of the preparation and presentation of the financial statements.
- General Data Protection Regulation (GDPR) relating to the holding of customer data.

We performed the following specific procedures to gain evidence about compliance with the significant laws and regulations identified above:

- Examined the results of any regulatory compliance audits, compliance certificates and performed online searches of key regulators to ensure adequate compliance.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The areas identified in this discussion were:

- Manipulation of the financial statements, especially revenue, via fraudulent journal entries or error affecting cut off around the year end, particularly as the size of the group means that there is little opportunity for segregation of duties.
- Carrying value and impairment of goodwill in the group statement of financial position and the carrying value and impairment of investment in subsidiary in the parent company statement of financial position, as these require estimates and judgements to be made by management.

These areas were communicated to the other members of the engagement team not present at the discussion. The procedures we carried out to gain evidence in the above areas included:

- Challenging management regarding the assumptions used in the estimates identified above.
- Substantive work on material areas affecting profits.
- Testing journal entries, focusing particularly on postings to unexpected or unusual accounts and those posted at unusual times.

A further description of our responsibilities is available on the FRC'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 parent 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 parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Edmonds BSc FCA
Senior Statutory Auditor, for and on behalf of
CLA Evelyn Partners Limited
Statutory Auditor
Chartered Accountants
4th Floor Cumberland House
15-17 Cumberland Place
Southampton
SO15 2BG

Date: ....

Consolidated Statement of Profit or Loss for the Year Ended 30 September 2024

	Notes	2024 £'000	2023 £'000
CONTINUING OPERATIONS			
Revenue	4	3,074	2,335
Cost of sales		(1,479)	(1,073)
GROSS PROFIT		1,595	1,262
Administrative expenses		(1,655)	(1,554)
OPERATING LOSS BEFORE EXCEPTIONAL ITEMS		(60)	(292)
Exceptional items		-	(97)
OPERATING LOSS		(60)	(389)
Finance costs	6	(151)	(164)
LOSS BEFORE INCOME TAX	7	(211)	(553)
Income tax	9	(3)	-
LOSS FOR THE YEAR		(214)	(553)
Loss attributable to:			
Owners of the parent		(214)	(553)
Earnings per share expressed in pence per share:	11		
Basic		(0.0133)	(0.0396)
Diluted		(0.0133)	(0.0396)

The notes form part of these financial statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the Year Ended 30 September 2024

	2024 £'000	2023 £'000
LOSS FOR THE YEAR	(214)	(553)
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(214)	(553)
Total comprehensive income attributable to:		
Owners of the parent	(214)	(553)

The notes form part of these financial statements

Consolidated Statement of Financial Position
30 September 2024

	Notes	2024 £'000	2023 £'000
ASSETS			
NON-CURRENT ASSETS			
Goodwill	12	2,772	2,772
Owned			
Intangible assets	13	-	-
Property, plant and equipment	14	56	60
Right-of-use			
Property, plant and equipment	14, 23	355	37
Investments	15	-	-
		3,183	2,869
CURRENT ASSETS			
Inventories	16	76	97
Trade and other receivables	17	649	406
Cash and cash equivalents	18	64	40
		789	543
TOTAL ASSETS		3,972	3,412
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	19	3,686	3,656
Share premium	20	5,331	5,244
Share option reserve	20	146	146
Retained earnings	20	(8,572)	(8,358)
TOTAL EQUITY		591	688
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	22	492	195
CURRENT LIABILITIES			
Trade and other payables	21	1,412	1,308
Financial liabilities - borrowings			
Interest bearing loans and borrowings	22	1,477	1,221
		2,889	2,529
TOTAL LIABILITIES		3,381	2,724
TOTAL EQUITY AND LIABILITIES		3,972	3,412

The notes form part of these financial statements

Consolidated Statement of Financial Position - continued
30 September 2024

The financial statements were approved by the Board of Directors and authorised for issue on .... and were signed on its behalf by:

....
G S Robertson - Director

The notes form part of these financial statements

MediaZest plc (Registered number: 05151799)

Company Statement of Financial Position
30 September 2024

	Notes	2024 £'000	2023 £'000
ASSETS			
NON-CURRENT ASSETS			
Investments	15	3,047	3,047
		3,047	3,047
CURRENT ASSETS			
Trade and other receivables	17	17	14
Cash and cash equivalents	18	-	1
		17	15
TOTAL ASSETS		3,064	3,062
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	19	3,686	3,656
Share premium	20	5,331	5,244
Share option reserve	20	146	146
Retained earnings	20	(9,559)	(9,015)
TOTAL EQUITY		(396)	31
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	22	152	142
CURRENT LIABILITIES			
Trade and other payables	21	2,115	1,874
Financial liabilities - borrowings			
Interest bearing loans and borrowings	22	1,193	1,015
		3,308	2,889
TOTAL LIABILITIES		3,460	3,031
TOTAL EQUITY AND LIABILITIES		3,064	3,062

The notes form part of these financial statements

Company Statement of Financial Position - continued
30 September 2024

The financial statements were approved by the Board of Directors and authorised for issue on .... and were signed on its behalf by:

....
Director

The notes form part of these financial statements

Consolidated Statement of Changes in Equity for the Year Ended 30 September 2024

	Called up share capital	Retained earnings	Share premium	Share option reserve	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 October 2022	3,656	(7,805)	5,244	146	1,241
Changes in equity					
Total comprehensive income	-	(553)	-	-	(553)
Balance at 30 September 2023	3,656	(8,358)	5,244	146	688
Changes in equity					
Issue of share capital	30	-	87	-	117
Total comprehensive income	-	(214)	-	-	(214)
Balance at 30 September 2024	3,686	(8,572)	5,331	146	591

The notes form part of these financial statements

MediaZest plc

Company Statement of Changes in Equity for the Year Ended 30 September 2024

	Called up share capital	Retained earnings	Share premium	Share option reserve	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 October 2022	3,656	(8,403)	5,244	146	643
Changes in equity					
Total comprehensive income	-	(612)	-	-	(612)
Balance at 30 September 2023	3,656	(9,015)	5,244	146	31
Changes in equity					
Issue of share capital	30	-	87	-	117
Total comprehensive income	-	(544)	-	-	(544)
Balance at 30 September 2024	3,686	(9,559)	5,331	146	(396)

The notes form part of these financial statements

MediaZest plc

Consolidated Statement of Cash Flows for the Year Ended 30 September 2024

	Notes	2024 £'000	2023 £'000
Cash flows from operating activities			
Cash generated from operations	1	(108)	162
Net cash (used in)/generated from operating activities		(108)	162
Cash flows from investing activities			
Purchase of tangible fixed assets		(28)	(47)
Sale of tangible fixed assets		-	16
Net cash used in investing activities		(28)	(31)
Cash flows from financing activities			
Other loans receipt/(repayment)		13	30
Shareholder loan net receipt		84	131
Bounce back loan (repayment)		(8)	(10)
Payment of lease liabilities		(7)	(50)
Proceeds of share issue		120	-
Share issue costs		(3)	
Invoice financing (repayment)		-	(154)
Interest paid		(39)	(83)
Net cash from/(used in) financing activities		160	(136)
Increase/(decrease) in cash and cash equivalents		24	(5)
Cash and cash equivalents at beginning of year	2	40	45
Cash and cash equivalents at end of year	2	64	40

The notes form part of these financial statements

Company Statement of Cash Flows for the Year Ended 30 September 2024

	Notes	2024 £'000	2023 £'000
Cash flows from operating activities			
Cash generated from operations	1	(192)	(100)
Net cash used in operating activities		(192)	(100)
Cash flows from investing activities			
Purchase of fixed asset investments		-	(1)
Net cash used in investing activities		-	(1)
Cash flows from financing activities			
Shareholder loan net receipt		84	102
Proceeds of share issue		120	-
Share issue costs		(3)	-
Interest paid		(10)	(1)
Net cash from financing activities		191	101
Increase in cash and cash equivalents		(1)	-
Cash and cash equivalents at beginning of year	2	1	-
Cash and cash equivalents at end of year	2	-	1

The notes form part of these financial statements

Notes to the Statements of Cash Flows
for the Year Ended 30 September 2024

1. RECONCILIATION OF LOSS BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

Group

	2024	2023
	£'000	£'000
Loss before income tax	(211)	(553)
Taxation	(3)	-
Depreciation charges	74	67
Profit on disposal of fixed assets	-	(16)
Finance costs	151	164
	11	(338)
Decrease in inventories	21	24
(Increase)/decrease in trade and other receivables	(244)	268
Increase in trade and other payables	104	208
Cash (used in)/generated from operations	(108)	162

Company

	2024	2023
	£'000	£'000
Loss before income tax	(544)	(612)
Finance costs	116	113
	(428)	(499)
Increase in trade and other receivables	(3)	(5)
Increase in trade and other payables	239	404
Cash used in operations	(192)	(100)

2. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Financial liabilities	Lease liabilities	Total liabilities
	£'000	£'000	£'000
At 1 October 2022	1,269	118	1,387
Cashflows	111	(71)	40
Other non-cash changes	(61)	50	(11)
At 30 September 2023 and 1 October 2023	1,319	97	1,416
Cashflows	76	(12)	64
Other non-cash changes	172	317	489
At 30 September 2024	1,567	402	1,969

The notes form part of these financial statements

1. **STATUTORY INFORMATION**

MediaZest plc is a public limited company which is listed on the AIM market of the London Stock Exchange, limited by shares; domiciled and incorporated in London, United Kingdom, under company registration number 05151799. The principal place of business, as well as registered office, is 9 Woking Business Park, Albert Drive, Woking, Surrey GU21 5JY.

2. **ACCOUNTING POLICIES**

Basis of preparation
These financial statements have been prepared in accordance with UK-adopted international accounting standards and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Going concern
The Group made a loss after tax of £214,000 and has net current liabilities of £2,100,000. The financial statements are prepared on a going concern basis which the Directors believe to be appropriate for the following reasons:

The Directors have considered financial projections based upon known future invoicing, existing contracts, the pipeline of new business and the increasing number of opportunities it is currently working on in 2025, the expected macroeconomic environment and prior year trading.

Several substantial new contracts have been won during the new financial year, ongoing roll out projects with existing clients continue apace, and recurring revenues have grown significantly in the second half of calendar year 2024.

Management has engaged with clients where possible to understand their plans for the coming year and the likely timing of those plans. Several have indicated substantial projects which they expect to work with the Company to deliver in the next 12 months, however as always, timing remains difficult to predict.

The Directors have received written confirmation from the holders of the shareholder loans that these liabilities will not be called within 12 months of signing these financial statements unless the company has sufficient cash resources with which to make such payments.

These forecasts indicate that the Company will generate sufficient cash resources to meet its liabilities as they fall due over the 12-month period from the date of the approval of the accounts. As a result the Directors consider that it is appropriate to draw up the accounts on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Basis of consolidation
The Group financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) prepared to 30 September each year.

The Company has taken advantage of the exemption under section 408 of the Companies Act 2006 from publishing its individual income statement, statement of other comprehensive income and related notes.

2. **ACCOUNTING POLICIES - continued**

Changes in accounting policies
a) Effective for periods beginning on after 1 January 2023

The following new and amended Standards and Interpretations effective for the financial year beginning 1 January 2023 have been adopted. The adoption of these standards has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IAS 12 Income taxes: Deferred tax related to assets and liabilities arising from a single transaction
- IAS 12 Income taxes: temporary recognition exception to accounting for deferred taxes arising from the implementation of the international tax reform (Pillar Two Model Rules)
- IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of accounting estimates
- IAS 1 Presentation of Financial Statements: Disclosure initiative - accounting policies

b) Effective for periods beginning on or after 1 January 2024

The International Accounting Standards Board (IASB) and IFRS Interpretations Committee (IFRIC) have issued the following standards and interpretations with an effective date after the date of these financial statements:

- IAS 1 Presentation of Financial Statements: Classification of Liabilities
- IAS 1 Presentation of Financial Statements: Non-current liabilities with Covenants
- IFRS 16 Leases: Lease liability in a sale and leaseback

Revenue recognition

Revenue is recognised in accordance with the five-step model as outlined within IFRS 15.

The Group have taken advantage of the practical expedient within IFRS 15:63, as the expected period between transfer of a promised good or service and payment from the customer is one year or less, no adjustment for a financing component has been made.

For the sale of standalone goods, revenue is recognised when control passes to the customer, which is typically on despatch of goods. Where a solution is provided to a customer including both goods and services and/or software, this is considered to be a single performance obligation and the contract revenue is recognised over the period of installation. Support revenue is recognised evenly over the period of the contract.

2. **ACCOUNTING POLICIES - continued**

Intangible fixed assets
Intangible fixed assets are stated at cost less amortisation. Amortisation is provided to write off the cost less estimated residual value in equal annual instalments over the estimated useful economic lives of the assets. The estimated useful economic lives are as follows:

Intellectual property	-	three years

Property, plant and equipment
Property, plant and equipment are stated at cost less depreciation. Depreciation is provided to write off the cost less estimated residual value in equal annual instalments over the estimated useful economic lives of the assets. The estimated useful economic lives are as follows:

Leasehold property and improvements	-	original lease term
Plant and machinery	-	three years

Investments in subsidiaries
Investments in subsidiaries are stated at cost less any provision for impairment.

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

Financial assets
Cash and cash equivalents include cash at bank and in hand.

Financial assets
Trade receivables are held in order to collect the contractual cash flows and are initially measured at the transaction price as defined in IFRS 15, as the contracts of the Group do not contain significant financing components. Impairment losses are recognised based on lifetime expected credit losses in profit or loss.

Other receivables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method less any impairment. Interest income is recognised by applying the effective interest rate except for short term receivables, when the recognition of interest would be immaterial.

Financial liabilities
Classification as debt or equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

2. **ACCOUNTING POLICIES - continued**

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

Other financial liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability.

Inventories
Inventories are stated at the lower of cost and net realisable value and are recognised and measured in accordance with IAS 2.

Taxation
Current tax and deferred tax are recognised and measured in accordance with IAS 12.

Foreign currencies
Transactions in foreign currency and the recognition of assets and liabilities denominated in foreign currencies are recognised and measured in accordance with IAS 21.

Leases
Right of use assets and lease liabilities are recognised and measured in accordance with IFRS 16.

A right of use asset and a lease liability has been recognised for all leases except leases of low value assets, which are considered to be those with a fair value below £4,500, and those with a duration of 12 months or less. These are further explained in note 23.

The lease liabilities are measured at the present value of the lease payments due to the lessor over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Pension scheme
The Group makes payments to certain employees' personal pension schemes. The Group auto-enrols all qualifying employees in the NEST workplace pension scheme. Costs incurred during the year are charged to the statement of comprehensive income as they fall due.

Share based payments
The Group enters into equity settled share-based payment transactions which are recognised and measured in accordance with IFRS 2.

2. **ACCOUNTING POLICIES - continued**

EBITDA
This is defined as Profit/(Loss) before Tax, adjusted for finance costs, depreciation and amortisation. The company uses this as a valuable measurement of performance after administrative expenses are deducted, but before depreciation, amortisation, finance costs and tax are considered.

Operating (loss)/profit
This is defined as Profit before Tax, adjusted for finance cost.

These can be reconciled as follows:

	2024	2023
	£'000	£'000
(Loss)/profit on ordinary activities before taxation	(211)	(553)
Finance Costs	151	164
Operating loss	(60)	(389)
Administrative expenses - depreciation & amortisation	74	67
EBITDA	14	(322)

Exceptional item
Expenses of a material value that are unusual in nature. The previous year includes the professionals fees related to an aborted acquisition.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the statement of financial position date and the reported amounts of revenues and expenses during the reported year.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The most critical accounting judgements relate to the going concern assumption (Note 2), the non-recognition of deferred tax assets (Note 9), and judgements around the revenue recognition principles adopted. In particular whether solutions provided to customers form a single or multiple performance obligation. In view of the nature of goods and services provided, the Board consider that there is a single performance obligation based upon the criteria of IFRS 15.

Key sources of estimation uncertainty

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value of the cash generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value and no provision for impairment was made in the year.

These assessments include an assumption of an improvement in financial performance over the next two years that will continue longer term. The calculations are sensitive to both this improvement in performance and a terminal growth rate.

The carrying value of goodwill as at 30 September 2024 was £2,772,000 (2023: £2,772,000) - see Note 12.

Impairment of investments

Determining whether investments are impaired requires an estimation of the value in use of the cash generating units to which investments have been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value.

These assessments include an assumption of an improvement in financial performance over the next two years that will continue longer term. The calculations are sensitive to both this improvement in performance and a terminal growth rate.

Investments in subsidiaries held as fixed assets are stated at cost less provision for any impairment and have a carrying value as at 30 September 2024 of £3,047,000 (2023: £3,047,000) - see Note 15.

4. **REVENUE**

Segmental reporting

Revenue for the year can be analysed by customer location as follows:

	2024	2023
	£'000	£'000
UK and Channel Islands	2,652	1,979
Rest of Europe	422	356
	3,074	2,335

An analysis of revenue by type is shown below:

	2024	2023
	£'000	£'000
Hardware and installation	2,529	1,686
Support and maintenance - recurring revenue	453	595
Other services (including software solutions)	92	54
	3,074	2,335

Analysis of revenue recognition:

	2024	2023
	£'000	£'000
Recognised at a point in time	2,573	1,688
Recognised over time	501	647
	3,074	2,335

Analysis of future obligations:

	2024	2023
	£'000	£'000
Performance obligations to be satisfied in the next year	402	439
Performance obligations to be satisfied in later years	-	-
	402	439

Segmental information and results

The Chief Operating Decision Maker ('CODM'), who is responsible for the allocation of resources and assessing performance of the operating segments, has been identified as the Board. IFRS 8 requires operating segments to be identified on the basis of internal reports that are regularly reviewed by the Board. The Board have reviewed segmental information and concluded that there is only one operating segment.

The Group does not rely on any individual client, however there is one client who has contributed over 10% of total revenue. The following revenues arose from sales to the Group's largest client:

	2024	2023
	£'000	£'000
Goods and services	503	332
Service and maintenance	168	116
Other services	-	25
	671	473

5. EMPLOYEES AND DIRECTORS

	2024	2023
	£'000	£'000
Wages and salaries	863	838
Social security costs	100	92
Other pension costs	20	20
	983	950

The average number of employees during the year was as follows:

	2024	2023
Management	4	4
Other	12	11
	16	15

Director's emoluments	2024	2023	Unexercised share options at 0.35p
	£'000	£'000	
Geoffrey Robertson	142	141	50,320,000
Lance O'Neill	61	63	26,260,000
James Abdool	63	31	13,130,000

Two directors were accruing benefits under money purchase pension schemes (2023: 2). £4k was charged to the Statement of Comprehensive Income in respect of these schemes (2023: £5k).

6. NET FINANCE COSTS

	2024	2023
	£'000	£'000
Finance costs:		
Bank loan interest and charges	32	43
Shareholder loan interest	116	113
Leasing	3	8
	151	164

7. LOSS BEFORE INCOME TAX

The loss before income tax is stated after charging/(crediting):

	2024	2023
	£'000	£'000
Depreciation - owned assets	32	22
Depreciation - assets on hire purchase contracts and finance leases	42	45
Profit on disposal of fixed assets	-	(16)
Foreign exchange differences	15	11
Pension contributions	20	20
Operating lease rentals paid - other	1	-

8. AUDITORS' REMUNERATION

	2024 £'000	2023 £'000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	15	15
The audit of the Company's subsidiary	60	57

9. INCOME TAX

Analysis of tax expense

	2024 £'000	2023 £'000
Current tax:		
Foreign taxation	3	-
Total tax expense in consolidated statement of profit or loss	3	-

Factors affecting the tax expense
The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2024 £'000	2023 £'000
Loss before income tax	(211)	(553)
Loss multiplied by the standard rate of corporation tax in the UK of 25% (2023 - 22%)	(53)	(122)
Effects of:		
Expenses not allowed for taxation purposes	3	(1)
Fixed asset differences	8	(1)
Lease cost recognition	(11)	(10)
Carry forward tax losses	56	134
Tax expense	3	-

A potential deferred tax asset of £4,170,000 (2023: £3,970,000) in respect of the following (calculated at the corporate tax rate of 25% (2023: 25%) has not been provided for on the basis that there is insufficient certainty over the date that they will be utilised.

	2024 £'000	2023 £'000
Losses carried forward	16,679	15,986
Net fixed asset timing differences (ACA)	40	57
	16,719	16,043

10. **LOSS OF PARENT COMPANY**

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £544,000 (2023: £612,000).

11. **EARNINGS PER SHARE**

	2024	2023
Loss	£'000	£'000
Loss for the purposes of basic and diluted earnings per share being net loss attributable to equity shareholders	(214)	(553)

	2024	2023
Number of shares	Number	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	1,615,055,911	1,396,425,774
Number of dilutive shares under option or warrant		-

	2024	2023
Weighted average number of ordinary shares for the purposes of dilutive loss per share	1,615,055,911	1,396,425,774

Basic earnings per share is calculated by dividing the loss after tax attributed to ordinary shareholders of £214,000 (2023 loss: £553,000) by the weighted average number of shares during the year of 1,615,055,911 (2023: 1,396,425,774).

The diluted loss per share is identical to that used for basic loss per share as the options are "out of the money" and therefore anti-dilutive.

12. **GOODWILL**

Group

	£'000
COST	
At 1 October 2023 and 30 September 2024	2,772
NET BOOK VALUE	
At 30 September 2024	2,772

	£'000
COST	
At 1 October 2022 and 30 September 2023	2,772
NET BOOK VALUE	
At 30 September 2023	2,772

12. **GOODWILL - continued**

Group

Goodwill acquired is allocated to a single cash generating unit (CGU).

The group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the single CGU are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct selling costs during the year.

Management has adopted a discount rate of 12.5% (2023: 12.5%) using pre-tax rates that reflect current market assessments of the time value of money and specific risks. The growth rates are based on recent historical data, future opportunities and orders placed. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management and forecasts over a further four years based on future expectations of revenue growth and cost inflation. Beyond that cashflows are extrapolated using a long term average growth rate of 2% thereafter.

A 1% change in terminal growth rate impacts the valuation by £40,000. A change in discount rate of 1% changes the valuation by £558,000.

13. **INTANGIBLE ASSETS**

Group

	Intellectual property £'000
COST	
At 1 October 2023	
and 30 September 2024	77
AMORTISATION	
At 1 October 2023	
and 30 September 2024	77
NET BOOK VALUE	
At 30 September 2024	-

13. **INTANGIBLE ASSETS - continued**

Group

	Intellectual property £'000
COST	
At 1 October 2022 and 30 September 2023	77
AMORTISATION	
At 1 October 2022 and 30 September 2023	77
NET BOOK VALUE	
At 30 September 2023	-

14. **PROPERTY, PLANT AND EQUIPMENT**

Group

	Leasehold property and improvements £'000	Plant and machinery £'000	Totals £'000
COST			
At 1 October 2023	300	405	705
Additions	364	24	388
At 30 September 2024	664	429	1,093
DEPRECIATION			
At 1 October 2023	256	352	608
Charge for year	47	27	74
At 30 September 2024	303	379	682
NET BOOK VALUE			
At 30 September 2024	361	50	411

14. **PROPERTY, PLANT AND EQUIPMENT - continued**

Group

	Leasehold property and improvements £'000	Plant and machinery £'000	Totals £'000
COST			
At 1 October 2022	299	377	676
Additions	1	46	47
Disposals	-	(18)	(18)
At 30 September 2023	300	405	705
DEPRECIATION			
At 1 October 2022	206	353	559
Charge for year	50	17	67
Eliminated on disposal	-	(18)	(18)
At 30 September 2023	256	352	608
NET BOOK VALUE			
At 30 September 2023	44	53	97

Property, plant and equipment comprise owned and leased assets as shown below:

	2024 £'000
Property, plant and equipment owned	56
Right-of-use assets (see note 23)	355
	411

Information about leases for which the Group is a lessee is presented below:

	Leasehold property and improvements £'000	Total £'000
Balance at 30 September 2023	37	37
Additions in the year	360	360
Depreciation charge for the year	(42)	(42)
Balance at 30 September 2024	355	355

15. **INVESTMENTS**

Company

	Shares in group undertakings £'000
COST	
At 1 October 2023 and 30 September 2024	3,047
NET BOOK VALUE	
At 30 September 2024	3,047
At 30 September 2023	3,047

	Shares in group undertakings £'000
COST	
At 1 October 2022	3,046
Additions	1
At 30 September 2023	3,047
NET BOOK VALUE	
At 30 September 2023	3,047

The investment has been tested for impairment. A discount rate of 12.5% and a terminal growth rate of 2% were applied to management cashflow forecasts derived from the most recent budgets and forecasts for the next four years.

A 1% change in terminal growth rate impacts the valuation by £40,000. A change in discount rate of 1% changes the valuation by £558,000.

At 30 September 2024 the Company held the following interests in unlisted subsidiary undertakings:

Name of Company	Registered Office	Country of incorporation	Proportion held	Business
MediaZest International Ltd	9 Woking Business Park, Albert Drive, Woking, Surrey, GU21 5JY	UK	100%	Audio Visual Supply & Installation
MediaZest Netherlands BV	9 Woking Business Park, Albert Drive, Woking, Surrey, GU21 5JY	Netherlands	100%	Audio Visual Supply & Installation

16. **INVENTORIES**

	Group	
	2024	2023
	£'000	£'000
Finished goods	76	97

The cost of inventories recognised as an expense and included within cost of sales amounted to £1,261,000 (2023: £866,000).

During the year the Group made a provision against slow moving stock of £nil (2023: £nil).

17. **TRADE AND OTHER RECEIVABLES**

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Current:				
Trade debtors	505	288	-	-
Other debtors	1	-	-	-
Prepayments	139	114	17	14
Corporation tax repayable	4	4	-	-
	649	406	17	14

Trade receivables, which are the only financial assets at amortised cost, are non-interest bearing and generally have a 30 - 90 day term. Due to their short maturities, the carrying amount of trade and other receivables is a reasonable approximation of their fair value.

Of the trade receivables balance at the end of the year, £85,000 (2023: £13,000) is due from the Group's largest customer. 5 customers (2023: 5) held balances that represent more than 5% of the total balance of trade receivables.

A provision for impairment of trade receivables is established using an expected loss model. Expected loss is calculated from a provision matrix based on the expected lifetime default rates and estimates of loss on default.

After undertaking a review of trade receivables, the Group has not provided for any impairment in 2024 (2023: £nil). No provision was deemed necessary for overdue amounts as all of these debts have been settled since the year end.

The table below shows the ageing of trade receivables that are past due but not impaired:

	2024	2023
	£'000	£'000
31 - 60 days	87	93
61 - 90 days	26	5
91 + days	25	2
	138	100

18. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Cash in hand	64	40	-	1

19. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal Value £:	2024 £'000	2023 £'000
1,696,425,774	Ordinary	0.0001	169	139
1,396,425,774	A deferred	0.0009	1,257	1,257
22,825,327	Deferred	0.099	2,260	2,260
			3,686	3,656

300,000,000 Ordinary shares of 0.0001 each were allotted as fully paid at a premium of 0.0003 per share during the year.

Each ordinary share carries the right to one vote at company meetings, equal rights in any ordinary dividend declaration and equal rights in the distribution of any surplus due to ordinary shareholders upon a winding up.

The deferred shares do not carry voting or dividend rights and deferred shareholders are only entitled to payment on winding up after the ordinary shareholders have received a payment of £1,000,000 on each ordinary share in issue.

20. RESERVES

Group

	Retained earnings £'000	Share premium £'000	Share option reserve £'000	Totals £'000
At 1 October 2023	(8,358)	5,244	146	(2,968)
Deficit for the year	(214)	-	-	(214)
Cash share issue	-	87	-	87
At 30 September 2024	(8,572)	5,331	146	(3,095)

20. **RESERVES - continued**

	Retained earnings £'000	Share premium £'000	Share option reserve £'000	Totals £'000
At 1 October 2022	(7,805)	5,244	146	(2,415)
Deficit for the year	(553)	-	-	(553)
At 30 September 2023	(8,358)	5,244	146	(2,968)

Company

	Retained earnings £'000	Share premium £'000	Share option reserve £'000	Totals £'000
At 1 October 2023	(9,015)	5,244	146	(3,625)
Deficit for the year	(544)	-	-	(544)
Cash share issue	-	87	-	87
At 30 September 2024	(9,559)	5,331	146	(4,082)

	Retained earnings £'000	Share premium £'000	Share option reserve £'000	Totals £'000
At 1 October 2022	(8,403)	5,244	146	(3,013)
Deficit for the year	(612)	-	-	(612)
At 30 September 2023	(9,015)	5,244	146	(3,625)

Retained earnings
Retained earnings relates to accumulated profits less distributions to shareholders.

Share premium account
Share premium represents the excess of the amount received on the issue of share capital in excess of its nominal value.

Share options reserve
This reserve relates to share options issued.

21. TRADE AND OTHER PAYABLES

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Current:				
Contract liabilities	402	470	-	-
Trade payables	643	507	221	224
Amounts owed to group undertakings	-	-	1,822	1,574
Social security and other taxes	188	138	-	-
Accruals and other payables	179	193	72	76
	1,412	1,308	2,115	1,874

£470,000 of revenue was recognised in the reporting period that was included in the contract liability balance at the beginning of the period.

Trade payables comprise amounts for trade purchases and on-going costs, accruals and lease liabilities, and are measured at amortised cost.

22. FINANCIAL LIABILITIES - BORROWINGS

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Current:				
Bank loans	8	10	-	-
Invoice discounting facility	203	135	-	-
Shareholder loans	1,193	1,015	1,193	1,015
Leases (see note 23)	73	61	-	-
	1,477	1,221	1,193	1,015
Non-current:				
Convertible loan notes	152	142	152	142
Bank loans	11	17	-	-
Leases (see note 23)	329	36	-	-
	492	195	152	142

22. **FINANCIAL LIABILITIES - BORROWINGS - continued**

Terms and debt repayment schedule

Group

	1 year or less	1-2 years	2-5 years	Totals
	£'000	£'000	£'000	£'000
Convertible loan notes	-	-	152	152
Bank loans	8	11	-	19
Invoice discounting facility	203	-	-	203
Shareholder loans	1,193	-	-	1,193
Leases	73	329	-	402
	1,477	340	152	1,969

Company

	1 year or less	2-5 years	Totals
	£'000	£'000	£'000
Convertible loan notes	-	152	152
Shareholder loans	1,193	-	1,193
	1,193	152	1,345

The Group's invoice discounting facility is up to £500,000 (2023: £500,000), of which there were £203,000 (2023: £135,000) of funds in use at the balance sheet date. This facility is provided through the wholly owned subsidiary MediaZest International Ltd and is secured under an existing all assets debenture.

Shareholder loan interest rates were fixed at 10% (2023: 10%).

23. **LEASING**

Group
Right-of-use assets

The nature and accounting of Group's leasing activities
The Group has a new five year lease on the registered office which was signed in September 2024. The lease ends August 2029.

The lease term begins at the commencement date and includes any rent-free periods provided by the lessor. Lease terms vary between contracts and depend on the individual facts and circumstances of the contract. Lease liabilities are measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate as at 1 April 2019. The Company's incremental borrowing rate is the rate at which a similar borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted average rate applied was 10%.

23. **LEASING - continued**

Group
Lease liabilities

Minimum lease payments fall due as follows:

	2024 £'000	2023 £'000
Gross obligations repayable:		
Within one year	98	67
Between one and five years	383	42
	481	109
Finance charges repayable:		
Within one year	25	6
Between one and five years	54	6
	79	12
Net obligations repayable:		
Within one year	73	61
Between one and five years	329	36
	402	97

24. **FINANCIAL INSTRUMENTS**

The Group and Company's financial instruments comprise cash and cash equivalents, shareholder loans, invoice discounting facility, bank loan and items such as trade payables and trade receivables which arise directly from its operations. The main purpose of these financial instruments is to facilitate the Group's operations.

The Group's operations expose it to a variety of financial risks including credit risk, liquidity risk, interest rate risk and foreign currency exchange rate risk. Given the size of the Group, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Group's finance department.

Shareholder loans (Group and Company)
Included within current liabilities are loans of £1,193,000 (2023: £1,015,000) owed to shareholders, interest rates are fixed at 10% per annum (2023: 10%).

Convertible loan notes
Convertible loan notes of £152,000 (2023: £142,000) are to be repaid or converted into shares in the Group by August 2026.

The Group received cash of £130,000, offset at recognition by £5,000 of legal fees and £13,000 of a derivative element. These are charged to the statement of comprehensive income through the term of the loan. Under the terms of the convertible loan, interest accrues at 10% per annum and is payable quarterly.

Credit risk
The Group and Company's credit risk is primarily attributable to its trade receivables. The Group has implemented polices that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed annually by the board. The carrying amount of financial assets represents the maximum credit exposure. The maximum credit exposure of the group to credit risk at the reporting date was:

	Group		**Company**	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Trade receivables	505	288	-	-
Other receivables	1	-	-	-
Cash and cash equivalents	64	40	-	-

Interest rate risk
The Group and Company are exposed to interest rate risk as a result of positive cash balances at certain times during the year which earn interest at a variable rate, however the interest fluctuation would not be material therefore no sensitivity analysis is required under IFRS 7.

The Group is exposed to interest rate risk as a result of its invoice discounting facility, denominated in sterling, which accrues interest at a variable rate, however the interest balance is not material and therefore no sensitivity analysis is required under IFRS 7.

The Company has fixed rate shareholder loans which are carried at amortised cost and changes in the market interest rates of these liabilities do not affect profit or equity therefore no sensitivity analysis is required under IFRS 7.

Neither the Group nor Company has not entered into any material derivative transactions during the year.

Liquidity risk

The Group and Company maintain short-term debt finance that is designed to ensure it has sufficient available funds for operations and planned expansions. The Group monitors its levels of working capital to ensure that it can meet its debt repayments as they fall due. The following table shows the contractual maturities of the Group's financial liabilities, all of which are measured at amortised cost:

Group	Trade payables	Accruals	Bank and other loans	Invoice discounting	Total
At 30 September 2024	£'000	£'000	£'000	£'000	£'000
6 months or less	643	179	1,294	203	2,319
6 - 12 months	-	-	-	-	-
1 - 2 years	-	-	340	-	340
2 - 5 years	-	-	152	-	152
Total contractual cash flows	643	179	1,786	203	2,811
Carrying amount of financial liabilities measured at amortised cost	643	179	1,786	203	2,811

Group	Trade payables	Accruals	Bank and other loans	Invoice discounting	Total
At 30 September 2023	£'000	£'000	£'000	£'000	£'000
6 months or less	508	193	1,063	135	1,899
6 - 12 months	-	-	44	-	44
1 - 2 years	-	-	37	-	37
2 - 5 years	-	-	179	-	179
Total contractual cash flows	508	193	1,323	135	2,159
Carrying amount of financial liabilities measured at amortised cost	508	193	1,323	135	2,159

The Group has an invoice discounting facility of up to £500,000 (2023: £500,000) of which there were £203,000 (2023: £135,000) of funds in use at the balance sheet date.

This facility is provided through the wholly owned subsidiary MediaZest International Ltd and secured under an existing all assets debenture. The Group has a lease liability, the leases are secured against the specific assets purchased.

Company	Trade payables	Accruals	Total
At 30 September 2024	£'000	£'000	£'000
6 months or less	221	72	293
6 - 12 months	-	-	-
1 - 2 years	-	-	-
Total contractual cash flows	221	72	293
Carrying amount of financial liabilities measured at amortised cost	221	72	293

Company	Trade payables	Accruals	Total
At 30 September 2023	£'000	£'000	£'000
6 months or less	224	76	300
6 - 12 months	-	-	-
1 - 2 years	-	-	-
Total contractual cash flows	224	76	300
Carrying amount of financial liabilities measured at amortised cost	224	76	300

Market risk and sensitivity analysis

Foreign currency exchange rate risk
The Group is exposed to foreign currency exchange rate risk as a result of trade receivables and trade payables which will be settled in US Dollars and Euros. The impact on foreign exchange is immaterial therefore no sensitivity analysis is required under IFRS 7.

Capital risk management
The Group and Company defines capital as being share capital plus reserves. The Group and Company's objectives when managing capital are to safeguard their ability to continue as a going concern in order to maintain an optimal capital structure to reduce the cost of capital. The Board of Directors monitors the level of capital as compared to long term debt commitments and adjusts the ratio of debt to capital as it is determined to be necessary.

25. CONTINGENT LIABILITIES

The Group had no contingent liabilities at 30 September 2024 (2023: £nil).

The Company has an unlimited corporate guarantee in favour of RBS Invoice Finance to discharge, on demand, the obligations of MediaZest International Ltd with interest from the date of demand. Details of the outstanding balances can be found in Note 22.

26. CAPITAL COMMITMENTS

There were no capital commitments at 30 September 2024 (2023: £nil).

27. **RELATED PARTY DISCLOSURES**

There is no ultimate controlling party of MediaZest plc.

Key management are those persons having authority and responsibility for planning, controlling and directing the activities of the Group.

Key management of the Group during the year:

Geoffrey Robertson
Lance O'Neill
James Ofield
James Abdool

Information regarding their compensation, is given below in aggregate per IAS 24 Related Party Disclosures.

	Group 2024 £'000	Group 2023 £'000	Company 2024 £'000	Company 2023 £'000
Short term benefits	362	315	195	159
Social security costs	38	37	16	22
Pension contribution	11	5	2	2
	411	357	213	183

There were no sales to other group companies during the year ended 30 September 2024 (2023: £nil). At the balance sheet date the Company owed £1,822,000 to its subsidiary MediaZest International Ltd (2023: £1,574,000 owed by). Balances between group companies arise as a result of loans or recharges undertaken in the normal course of business.

A Director of MediaZest plc provided consultancy services and received invoiced remuneration of £62,950 during the year (2023: £31,200), of which £25,000 was outstanding at 30 September 2024.

A Shareholder of MediaZest plc has a shareholding in excess of 10%. This Shareholder has a brought forward loan balance of £688,000, including accrued interest of £340,000. No further loans have been provided during the year and no loans have been repaid. However, a further £68,000 of interest has been accrued during the year, bringing the total balance to £756,000 at the year end.

The same Shareholder held £100,000 of convertible loan notes that expired in August 2022. The capital of £100,000 was reinvested in a new convertible loan note that expires in August 2026 and carries the right to convert to equity annually. Interest accrues at 10% per annum and is paid quarterly.

During the year, directors and senior managers provided up to £20,000 (2023: £55,000) of short term unsecured short term financing. At the year end £60,000 was outstanding (2023: £50,000).

28. SHARE-BASED PAYMENT TRANSACTIONS

During 2015 the Group's share option scheme was updated and the Company authorised the issue of 130,010,000 share options at an exercise price of £0.0035 per share. A total of 128,690,000 options were granted on 1 October 2015 and a further 440,000 on 6 January 2016. A further 880,000 options remain to be issued. The options were granted on terms that they will vest six months following the date of the grant, and will be settled by the issue of ordinary shares. The options may not be exercised later than the day before the tenth anniversary of the grant date. Option holders must remain employees in order to meet the vesting conditions.

Details of the share options outstanding during the year are as follows:

	2024	
	Number of share options	Weighted average exercise price
Outstanding at the beginning of the year	127,810,000	0.35p
Granted during the year	-	
Forfeited during the year	-	
Exercised during the year	-	
Expired during the year	-	
Outstanding at the end of the year	127,810,000	0.35p
Exercisable at the end of the year	-	

The Group recognised total expenses of £nil (2023: £nil) related to equity-settled share-based payment transactions.