

SuperSeed Capital Limited

**Annual Report and Audited Financial Statements
for the year ended 31 December 2023**

SuperSeed Capital Limited

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SuperSeed Capital Limited

General Information

Directors:	Joseph Truelove Andrew Hatton Mads Jensen
Alternate Director:	Colette Taylor (<i>appointed 27 February 2023</i>)
Registered Office:	First Floor, St Peter's House Le Bordage St Peter Port Guernsey, GY1 1BR
Administrator:	Imperium Fund Services Limited First Floor, St Peter's House Le Bordage St Peter Port Guernsey, GY1 1BR
Investment Manager:	SuperSeed Ventures LLP 231-232 Strand London WC2R 1DA
Aquis Stock Exchange Corporate Adviser and Corporate Broker:	VSA Capital Limited Park House 16-18 Finsbury Circus London EC2M 7EB
Registrar:	Link Market Services (Guernsey) Limited Mont Crevelt House Bulwer Avenue St Sampsons Guernsey, GY2 4LH
Auditor:	PKF Littlejohn LLP (<i>appointed 10 October 2023</i>) 15 Westferry Circus Canary Wharf London E14 4HD

SuperSeed Capital Limited

Chairman's Statement for the year ended 31 December 2023

Introduction

This is now my second statement on the audited financial statements published for SuperSeed Capital Limited (“SuperSeed” or the “Company”) since its admission to trading on Aquis Stock Exchange Growth Market in January 2022. The IPO market for listed investment companies has continued to be very challenging with very few IPOs. As a member company of the Association of Investment Companies (the AIC) the board receives regular updates on sector performance and there is a general theme of members trading at a discount to their NAV. The Company’s NAV as of 31 December 2023 was £1.13 when the shares were trading at a mid-price of £0.85 per share, which is a discount of 25%. At time of writing (2nd May 2024) the share price has remained around this level since June 2023 when the most recent published NAV was £1.18 and the current price would have represented a discount of only 28%. The discount has therefore steadily increased as NAV has been growing. In contrast, in the first quarter of 2023, the Company’s shares traded at prices as high as £1.10 per share, a premium of 5% to the then net asset value. The Board believes that the current share price represents a good opportunity to buy shares in the Company at an attractive price.

The intention behind the Company was to permit investors to invest into a listed fund with liquidity and no minimum investment, and which can access opportunities in seed stage venture capital portfolio companies through funds managed by SuperSeed Ventures LLP. This has been achieved but of course the Board would like to see more liquidity and additional share issues to enable the Company to continue to commit capital to its principal underlying fund investment and other opportunities. The fund-raising environment has not been conducive to that during 2023 but can only really improve from this low point. Despite the adverse market conditions the Company was able to issue equity in January 2023 of 244,240 new shares and a further issue of 41,366 shares in April 2023. In June 2023 100,000 investors warrants were issued to the Company’s broker to aid liquidity.

In February 2024 the Company issued and subsequently repaid 60,000 Convertible Loan Notes. Since the year-end the Company has used £150,000 of its £1m loan facility to continue to meet its capital commitments to SuperSeed II LP (the “Fund”) which has in turn deployed its drawn capital into further new investments that are strongly positioned to take advantage of exceptional growth opportunities.

The Fund performed well during 2023 with two successful exits of underlying companies being made in the third quarter providing the Company with net cash of £435,238.

The Company continues to comply with the AIC Code of Corporate Governance which ensures that it meets the required standards of governance and ESG, which are expected by investors and stakeholders. It is an honour to lead such a dynamic and forward-thinking organisation, and I continue to be excited about the opportunities that lie ahead.

Investment Policy

The Company invests in early-stage European software and AI businesses which have technologies that are disruptive to the traditional services sector. A typical investment will offer the prospect of high growth and the potential to scale. The Company’s objective is to provide long-term capital growth to shareholders.

SuperSeed Capital Limited

Chairman's Statement (continued)
for the year ended 31 December 2023

Performance

I am pleased to report that the Company has performed well with an increase in the Company's NAV from inception to £1.13p per share as at 31 December 2023. Accordingly, we are pleased with the Company's performance which gives us confidence in its current value and future prospects. The Company continues to actively review potential acquisition targets at various stages of development and operating in a number of geographic regions, all of which have potential global relevance.

Pipeline

The investment pipeline of the Fund remains strong and the Company's investment manager continues to have visibility over large swathes of the opportunities in European SaaS and AI.

ESG

The Company and its investment manager, SuperSeed Ventures LLP, recognises the importance of ESG and governance considerations in building a sustainable and resilient business. As an investment fund with no staff and premises the Company's main effort to ensure positive ESG outcomes are achieved is by monitoring the actions of our investment manager and our portfolio companies, further details of which can be found here:

<https://www.superseed.com/journal/superseed-esg-policies-and-investment-strategy/>

Outlook

The Board is of the view that the combination of an established, successful and hands-on investment manager with access to an attractive seed portfolio as well as an identified and growing pipeline of investments in the SaaS and AI space, makes this a compelling investment. We remain committed to our vision and strategy of supporting the growth of innovative and high-potential AI companies, while adhering to high standards of governance and ESG practices. We welcome our new shareholders and look forward to working with them and successfully delivering on our investment strategy.

Joseph Truelove
Chairman
SuperSeed Capital Limited

SuperSeed Capital Limited

Investment Manager's Report for the year ended 31 December 2023

2023 marked yet another successful year for SuperSeed II LP (the "Fund"). Artificial Intelligence continued to be both a driver of business transformation and to form the foundation for many promising new software companies, precisely the type of companies the Fund invests in.

During 2023, the Fund backed seven new AI-led SaaS companies (one investment, FreightCore, was agreed in December 2023 and closed in early January 2024). The Fund also successfully sold two positions, as both Garvis and Techsembly were acquired by large US technology corporations (Logility and Sabre, respectively).

The technology industry continues to be full of disruption and volatility, but the possibilities created by technological advances are undiminished. In fact, we believe that AI provides the biggest opportunity in decades to transform how business is done.

Portfolio Progress and Revenue

Fund portfolio revenue grew 96% year-on-year. There is a general sense in the industry that software revenue growth bottomed out in 2023, with a positive outlook for 2024.

At SuperSeed we work closely with our portfolio founders to help them build strong companies. A core part of this is supporting the build-out of their teams. In 2023 we helped bring in excellent business leaders across several of the companies, including:

- At Uhura, where we brought in Pete O'Neil (former Chief Revenue Officer of Blueprism) as new VP Sales;
- At Octaipipe, where we brought in Arnaud Lagarde (former VP Europe of Automation Anywhere) as new Chief Revenue Officer; and
- At Finteum, where we brought Rupert Hume Kendall (former chairman of Bank of America Merrill Lynch in Europe) as vice chair of the board.

Outlook for the rest of 2024

As we look to 2024, we continue to see advances in AI providing great investment opportunities across the software landscape. Thus, the strategy for the year ahead is unchanged: SuperSeed looks to back the best technical founders and support them in building successful global software companies.

The Fund continues to perform to strategy with existing portfolio companies growing well and exciting new companies being added to the portfolio. This positions the Fund strongly to capitalise on the continued opportunity in AI in 2024 and beyond.

Mads Jensen
Managing Director
SuperSeed Ventures LLP

SuperSeed Capital Limited

Directors' Report for the year ended 31 December 2023

The Directors of SuperSeed Capital Limited present their Report, together with the audited financial statements for the year ended 31 December 2023.

Principal activities and status

The Company was incorporated on 6 October 2021 in Guernsey, as a non-cellular company limited by shares under The Companies (Guernsey) Law, 2008 (as amended) ("Company Law"). The Company is regulated by the Guernsey Financial Services Commission as a Registered Closed-ended Collective Investment Scheme pursuant to The Protection of Investors (Bailiwick of Guernsey) Law, 2020 and the Registered Collective Investment Schemes (RCIS) Rules and Guidance 2021.

On 31 January 2022, the Company was admitted to the Access segment of the Aquis Stock Exchange ("AQSE") Growth Market.

The main purpose of the Company is to carry on business as a fund-of-funds. The Company will invest in technology-led innovation primarily through unquoted funds managed by SuperSeed Ventures LLP, the Investment Manager, with the objective of maximising investors' long term total returns – principally through capital appreciation.

Review of the Company's activities

A review of the business together with potential future developments is contained in the Investment Manager's Report and Chairman's Statement. The Directors are satisfied with the performance of the Investment Manager during the year.

Results

The results for the year are set out in the Statement of Comprehensive Income on page 25.

Dividends

The Company invests in funds which aim to themselves invest in early-stage technology companies with potential for very high growth rates, well above what is typically seen in publicly traded companies. As long as the Investment Manager believes it can continue to identify investment opportunities with opportunity for outsized growth, the Company will seek to reinvest all capital in preference of returning the capital as dividends. No dividends were paid to shareholders during the

Going concern

The Directors, and the Investment Manager having considered the Company's objectives and available resources along with its projected income and expenditure, are satisfied that the Company has adequate resources to meet its liabilities as they fall due and continue in operational existence for the foreseeable future. The Company adopts an "Overcommitment Policy" in order to reduce the cash reserves held by the Company that have not been called by its commitment-based investments. In order to meet ongoing investment commitments, the Company may utilise any cash reserves held, incur borrowings, issue new share capital or sell assets in order to realise their value. The Directors are cognisant of potential capital calls from underlying investments. Loans can also be drawn from the Investment Manager under the Convertible Loan Note Instrument entered into on 14 September 2022, if required. The Directors do not consider there to be any threat to the going concern status of the Company.

Accordingly the financial statements have been prepared on a going concern basis.

SuperSeed Capital Limited

Directors' Report (continued)
for the year ended 31 December 2023

Directors

The Directors of the Company during the year and to date are stated on page 3.

As at 31 December 2023 and on the date of this report Mads Jensen held 604,797 shares in the Company via a nominee.

Joseph Truelove

Joseph is a Chartered Accountant and Trust Estate Practitioner with 25 years' experience of corporate governance and strategy derived from roles in audit, financial control, operations, client management and fund administration leadership. Joseph is an experienced Director of multiple public and private investment funds in various roles including Director, Chairman and Chair of the audit committee. Joseph has wide experience of asset classes including venture capital, private equity, real estate, infrastructure, debt and listed securities.

Andrew Hatton

Andrew has more than 20 years' financial services experience and was Head of the Guernsey Funds Team for a major fund administration company prior to his current role at the Administrator, where he is a client service director. He has gained further experience of third-party fund administration through various positions at Gentoo Fund Services Limited, Ipes and Northern Trust. Andrew holds a Diploma in Company Direction (Dip IoD), a Diploma in International Finance and Administration and is a Fellow of the Institute of Administrative Management (Fins AM).

Mads Jensen

Mads is a successful entrepreneur and passionate technologist (having authored multiple US patents) who has worked for 2 decades building and growing tech businesses. At SuperSeed Ventures LLP he helps ambitious technical founders build companies from the early stages. Prior to SuperSeed Ventures LLP, Mads was an entrepreneur, taking Sefaira (a SaaS company) from inception in 2009 to exit in 2016. Before that he was a business executive at IBM. Mads Jensen holds an MBA from INSEAD and a BSc in International Business from Copenhagen Business School.

Significant Shareholdings

The following shareholdings represent interests of 3 per cent or more of the shares of the Company as at 29 February 2024:

Shareholder	Number of Ordinary Shares	% Shareholding
Creative UK Investments Limited	244,240	10.32
Ms Anne Mette Horneman	135,000	5.71
Interactive Investor Services Nominees Limited SMKTNOMS Acct	965,765	40.83
Lawshare Nominees Limited ISA Acct	252,990	10.69
Lawshare Nominees Limited SIPP Acct	507,835	21.47

The Alternative Investment Fund Managers Directive

The Investment Manager has been appointed as the Alternative Investment Fund Manager ("AIFM") of the Company and is regulated by the Financial Conduct Authority as a small authorised UK AIFM (sub-threshold) for the purposes of the UK AIFMD laws.

SuperSeed Capital Limited

Directors' Report (continued)
for the year ended 31 December 2023

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company Law requires Directors to prepare financial statements for each financial year. The Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as issued by the IASB and applicable laws.

Under the 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 for that year. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Company Law. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to the auditors

The Directors confirm that they have complied with the above requirements in preparing the financial statements. They also confirm that so far as they are aware there is no relevant audit information of which the Company's auditors are unaware and they have taken all reasonable steps they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditor

Grant Thornton Limited resigned as auditor on 10 October 2023 and PKF Littlejohn LLP was appointed on 9 November 2023 and has expressed its willingness to continue in office.

Corporate Governance

A report on Corporate Governance is included on pages 10 to 17.

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Joseph Truelove and Andrew Hatton
Directors
SuperSeed Capital Limited

22 May 2024

SuperSeed Capital Limited

Corporate Governance Report for the year ended 31 December 2023

The Directors present their Corporate Governance Report for the year ended 31 December 2023.

As a Company registered in Guernsey and listed on the Access segment of the AQSE Growth Market, the Company is subject to the requirements of the Finance Sector Code of Corporate Governance Code (the "Guernsey Code") issued by the Guernsey Financial Services Commission ("GFSC"), or any other such governance code that is recognised and endorsed by the GFSC as compatible with the Guernsey Code. The Association of Investment Companies ("AIC") has issued the AIC Code of Corporate Governance which sets out a framework of best practice in respect of the governance of investment companies and has been endorsed by the GFSC as compatible with the Guernsey Codes. As the Company is an AIC member, the Board has elected to report in accordance with the principles and recommendation in the AIC Code, <https://www.theaic.co.uk/aic-code-of-corporate-governance>.

The GFSC republished the GFSC Finance Sector Code of Corporate Governance (Guernsey Code) in October 2021. The introduction to the Guernsey Code states that "Companies which report against the UK Corporate Governance Code or the Association of Investment Companies Code of Corporate Governance are deemed to meet this Code". Therefore, AIC Members which are Guernsey-domiciled and which report against the AIC's Code of Corporate Governance are not required to report separately against the Guernsey Code. The Board places a high degree of importance in ensuring that high standards of corporate governance are maintained and has considered the principles and recommendations of the AIC Code. For the year ended 31 December 2023, the Company has complied with the applicable provisions of the AIC Code, except for the matters set out below which the Board has determined do not impact effective corporate practices. It is the intention of the Board that the Company will continue to comply with the applicable provisions of the AIC Code throughout the year to 31 December 2023.

The Board of SuperSeed Capital Limited has considered the Principles and Provisions of the AIC Code of Corporate Governance (AIC Code). The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the UK Code), as well as setting out additional Provisions on issues that are of specific relevance to SuperSeed Capital Limited. The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the Guernsey Financial Services Commission provides more relevant information to shareholders. The company has complied with the Principles and Provisions of the AIC Code. The AIC Code is available on the AIC website (www.theaic.co.uk). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies.

The appointment of a Senior Independent Director: Given the size and composition of the Board it is not practical or cost effective to separate the roles of Chairman and Senior Independent Director. The Board considers that all the independent Directors have different qualities and areas of expertise on which they may lead where issues arise and to whom concerns can be conveyed.

Internal audit function: The Board has reviewed the need for an internal audit function and due to the size of the Company and the delegation of day-to-day operations to regulated service providers, who report to the Board on the outcomes of its internal monitoring programme, an internal audit function is not considered necessary. The Directors will continue to monitor the systems of internal controls in place in order to provide assurance that they operate as intended.

SuperSeed Capital Limited

Corporate Governance Report (continued) for the year ended 31 December 2023

The appointment of a Nomination Committee: Given the size and composition of the Board it is considered unduly burdensome to establish a separate Nomination Committee. All the Directors are deemed to be independent and qualified to vote on candidates for the appointment of new independent directors.

The appointment of a Remuneration Committee: Given the size of the Board it was considered unnecessarily costly to establish a separate Remuneration Committee. There are no executive directors and although consideration of directors' remuneration remains a function of the Board as a whole, no individual Director is entitled to vote in relation to his own remuneration. The Board considers that these provisions are not relevant to the structure of the Company, being a small company with day-to-day administrative functions outsourced to third parties. As a result, the Company has no executive directors, employees or internal operations. The Board has therefore not reported further in respect of these provisions.

Board leadership and purpose

The Board regularly assesses the basis on which the Company generates and preserves value over the long-term. The Board considers strategy and Company performance at quarterly board meetings. The Investment Manager is committed to the active management of the investment portfolio to ensure the best possible returns for shareholders. The Board regularly considers the risks to the Company's future success, further details are included under the "Audit, Risk and Internal Control" section of this report.

The Board undertakes an annual evaluation (details on page 14) of its own performance and that of individual Directors. The Board has considered and discussed the outcomes of the evaluations undertaken during the year and is satisfied that its policies, practices and behaviour are aligned with the Company's purpose, values and strategy.

The Company's investment policy is to invest in technology-led innovation primarily through unquoted funds managed by the Investment Manager, with the objective of maximising the investors' long term total returns – principally through capital appreciation.

The Investment Manager predominantly backs technical founders who have developed a ground-breaking technology with global potential. The Investment Manager invests in these businesses at an early stage of their development and uses its experience to accelerate the journey to their first £1m in revenue and prepare them for a Series A funding round.

The Company intends to subscribe for investments which operate on a "commitment" approach ("Commitment Based Investments"). Investors in such Commitment Based Investments agree (or "commit") to pay in moneys up to an agreed amount (such amount their "commitment") upon request (when they are "called" or "drawn down" by the Commitment Based Investments), typically when such moneys are required by the Commitment Based Investments. Accordingly, the amount of money actually drawn down by such Commitment Based Investments on or about the date of the Company making its commitment is expected to be significantly less than the commitment amount itself.

The Company acknowledges the importance of communicating clearly and openly with its shareholders. The Board welcomes correspondence from shareholders, addressed to the Company's registered office. All shareholders have the opportunity to attend and vote at the Annual General Meeting and put questions to the Board and the Investment Manager.

SuperSeed Capital Limited

Corporate Governance Report (continued) for the year ended 31 December 2023

Board leadership and purpose (continued)

There may be occasions where the Investment Manager may encounter potential conflicts of interest in connection with business activities and operations of the Company. If any matter arises that the Investment Manager determines in its good faith judgement constitutes an actual conflict of interest, the Investment Manager will take reasonable steps to ensure that the conflict is resolved in accordance (so far as applicable in the circumstances) with applicable regulations and its conflicts of interest policy. If, in the Investment Manager's reasonable opinion, such steps are insufficient to prevent the risk of damage to the interests of the Company, the Investment Manager will discuss with the Board how such conflict is to be managed and mitigated.

Andrew Hatton is an employee of the Administrator, whilst Mads Jensen is the managing partner of the Investment Manager. In the event of any conflict of interest arising between the duties owed by any Director to the Company and their duties owed to, or interests in, any other party, such conflicts will be notified to the Board in accordance with Company Law and the Board will take appropriate steps in the circumstances to manage such conflict and to mitigate the risk of damage to the interests of the Company.

The Directors are required by the RCIS Rules to take all reasonable steps to ensure that there is no breach of the conflicts of interest requirements of the RCIS Rules.

Division of responsibilities

The AIC Code principles are:

- The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.
- The board should consist of an appropriate combination of directors (and, in particular, independent nonexecutive directors) such that no one individual or small group of individuals dominates the board's decision making.
- Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold third party service providers to account.
- The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

The Board is responsible for the overall leadership of the Company, setting the Company's values and strategic objectives, and for the oversight of the Company's operations and performance. The Board is led by the Chairman whose primary role is to ensure that the Board is effective in its task of setting and implementing the Company's direction and strategy.

A summary of the Directors' attendance at meetings during the year ended 31 December 2023 to which they were eligible to attend is provided below.

	Board meetings	Audit Committee meetings
Joseph Truelove	7	6
Andrew Hatton	7	6
Mads Jensen	7	-

SuperSeed Capital Limited

Corporate Governance Report (continued)
for the year ended 31 December 2023

Division of responsibilities (continued)

It is a principle of the AIC Code that a majority of the board should be independent of the Investment Manager. There are three Directors on the Board, two of whom are considered to be independent and non-executive, Joseph Truelove and Andrew Hatton. The Chairman, Joseph Truelove, is non-executive independent of the Investment Manager while the second non-executive director, Andrew Hatton, is an employee of the Administrator. The Board does not feel however that this relationship with the Administrator is sufficiently material to compromise Mr Hatton's independence. The third director, Mads Jensen, is a representative of the Investment Manager and an executive director. The Board therefore complies with the provision of the AIC Code that at least half of the Board, excluding the Chairman, should comprise non-executive directors determined by the Board to be independent. The Chairman is not considered to have any conflicts of interest between his interests as Chairman and those of shareholders.

Given the size of the Board, the Company has not appointed a senior independent director.

The Directors will meet at least four times a year, to review and assess the Company's investment performance, the performance of the Company's service providers and to supervise the conduct of its affairs.

The Investment Manager has the authority, power and discretion to acquire, consolidate or dispose of any investment on behalf of the Company. The Investment Manager meets with the Board at least 4 times a year to review the performance of the Company's investments and to discuss the Investment Policy and Investment Restrictions.

Other service providers of the Company are as set out on page 3. Clear documented contractual arrangements are in place with these firms which define the areas where the Board has delegated responsibility to them. The Board evaluates the performance of each service provider, including the Investment Manager, at quarterly Board meetings. Given the size of the Board, the Company has not established a separate management engagement committee to carry out reviews of the Investment Manager.

Composition, succession and evaluation

The AIC Code principles are:

- Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.
- Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

SuperSeed Capital Limited

Corporate Governance Report (continued)
for the year ended 31 December 2023

Composition, succession and evaluation (continued)

The company will not initially have a separate nominations committee. The Board as a whole will instead review the Board's size, structure and composition taking into account the interests of Shareholders and the performance of the Company.

All Directors will be subject to re-election at each annual general meeting of the Company.

The AIC Code recommends that the Board have a policy on tenure of the Chairman. The Board does not consider it appropriate that Directors should be appointed for a specific term but has determined that all directors will be subject to annual re-election at the annual general meeting of the Company.

The Directors believe that the Board, taken as a whole has sufficient expertise and a variety of complementary skills for the Company to operate and develop its business satisfactorily.

The performance of the Board, the Audit Committee, the Chairman and the individual directors are subject to annual evaluation. The last annual evaluation was undertaken in March 2024. The Board has considered and discussed the outcomes of the evaluations and is satisfied that it is operating well.

The Board has chosen not to adopt a definitive policy on diversity and inclusion, however knowledge, experience and governance credentials are all considered when recommending appointments to the Board and in formulating succession plans.

Audit, risk and internal control

The AIC Code principles are:

- The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of external audit functions and satisfy itself on the integrity of financial and narrative statements.
- The board should present a fair, balanced and understandable assessment of the company's position and prospects.
- The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

The Company has established an Audit Committee comprising of its two non-executive directors, Joseph Truelove and Andrew Hatton. Andrew Hatton is the Chairman of the Audit Committee. The Board has determined it to be appropriate for the Company's Chairman to be a member of the Audit Committee due to the small size of the Board. Both Audit Committee members have recent and relevant financial experience.

Further details on the Audit Committee can be found on pages 18 to 19.

The ultimate responsibility for reviewing and approving the annual report and financial statements remains with the Board. Having reviewed the annual report and audited financial statements in detail, having considered all matters brought to the attention of the Board during the year, and having regard to the work of the Audit Committee, the Directors consider that the annual report and audited financial statements taken as a whole, provide a fair, balanced and understandable representation of the Company's affairs, and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

SuperSeed Capital Limited

Corporate Governance Report (continued) for the year ended 31 December 2023

Audit, risk and internal control Continued)

The company will not initially have a separate risk committee. The Board as a whole will instead review risk matters.

The Board has taken into account the relevant provisions of the AIC Code in formulating the systems and procedures in operation for the Company and conducts annual risk assessments to identify any deficiencies in the controls currently operating over all aspects of the Company. The Board believes that the Company has adequate and effective systems in place to identify, mitigate and manage the risks to which it is exposed and to highlight any emerging risks.

The following sets out key Company, emerging and principal risks and associated control procedures and mitigation measures.

Risk	Control Procedure
<u>Cash</u>	
Risk of fraud, defalcation	The Administrator will produce the information to the Board to monitor the cash position. Two authorised signatories are required for any payment or cash transfer.
Credit risk of deposit counterparty failure	Selection of counterparties with an appropriate credit rating will be approved by the Board. Consideration of multiple counterparties where necessary to reduce risk of failure of a single counterparty. Quarterly accounts are reviewed and approved by the Board.
Interest rate risk	Interest rates are monitored by the Investment Manager.
<u>Fixed Assets</u>	
Risk of theft/misappropriation	It is not envisaged that the Company will have any fixed assets of note. Important documents will be kept in safe custody by the Administrator.
<u>Expenditure Controls</u>	
Unauthorised expenditure takes place	Appropriate authorisation levels are set and two authorised signatories are required for any payment or cash transfer.
<u>Investment Manager Risk</u>	
Investment Manager invests outside the investment policy	The Board will monitor investments to ensure they fall within the investment policy.
<u>Key Supplier Risk</u>	
Loss of the Investment Manager's Key Personnel	The Board maintains an insurance policy to cover loss of investment management services.
<u>Accounting Errors</u>	
Risk of accounting errors	The Administrator prepares the accounts with oversight from the Chairman and quarterly review by the Board. The year-end financial statements are audited by PKF Littlejohn LLP.
<u>Information Systems</u>	
Loss of data due to systems outage	Data is stored in a ISO27001 certified data Centre and is backed up daily.

SuperSeed Capital Limited

Corporate Governance Report (continued)
for the year ended 31 December 2023

Risk	Control Procedure
<u>Cyber Crime</u>	
Loss of funds due to financial crime	Two authorised signatories are required for transfers. Call back procedures are in place to ensure that any changes to beneficiary bank account details are bonafide. Physical security measures are in place in addition to information security measures at the registered office to prevent unauthorised access to banking systems, tokens, passwords etc.
<u>Insurance</u>	
General insurances	Annual reviews take place as to the adequacy of any insurance coverage.
D & O insurance	The agreed policy limit is reviewed annually.
<u>Investment Risk</u>	
Performance / default	It is likely that some of the underlying investments that are in the Company's portfolio will fail to achieve the returns expected and some may fail completely. The mitigation against this is: a) to work with a competent manager who can help reduce the probability of failure, b) mitigate loss in the event of a failure, and c) diversify investments such that losses in some underlying investments are more than offset by gains in other investments.

The Board does not intend to establish a separate internal audit function given the current size and stage of development of the business. Any material concerns raised in management letters or reports received from the auditors will be considered by the Audit Committee and reported to the Board. Appropriate internal controls and segregation of duties are in place to guard against fraud.

Based on their assessment of the prospects of the Company, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due.

Remuneration

The AIC Code principles are:

- Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success.
- A formal and transparent procedure for developing policy remuneration should be established. No director should be involved in deciding their own remuneration outcome.
- Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

The Company will not initially have a separate remuneration committee. The Board as a whole will instead review the scale and structure of the Directors' fees, taking into account the interests of Shareholders and the performance of the Company.

SuperSeed Capital Limited

Corporate Governance Report (continued)
for the year ended 31 December 2023

Remuneration (continued)

The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

Remuneration does not include share options or other performance based elements.

Details of Directors fees can be found in note 13 to the financial statements.

Duty to Promote

In accordance with Section 172 of the Companies Act 2006, as the AIC Code requires us to comment on, the Directors are satisfied that during the year, each Director acted in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (among other matters) to:

- the likely consequences of any decision in the long term;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desire of the Company to maintain a reputation for high standards of business conduct; and
- the need to act fairly between members of the Company.

SuperSeed Capital Limited

Report of the Audit Committee for the year ended 31 December 2023

The Board is supported by the Audit Committee, comprising of its two non-executive directors, Joseph Truelove and Andrew Hatton. The Chairman of the Audit Committee is Andrew Hatton. The Board has considered the composition of the Committee and is satisfied that the Members have sufficient skills and relevant expertise.

See page 9 for biographical details of the current audit committee members.

The function of the Audit Committee is to ensure that the Company maintains high standards of integrity, financial reporting and internal controls.

Internal Control Review and Risk Management System

The Board of Directors is responsible for establishing the system of internal controls relevant to the Company and for oversight of the effectiveness of those systems. The review of internal controls is an on-going process for identifying and evaluating the risks faced by the Company, designed to effectively manage rather than eliminate business risks to ensure the Board's ability to achieve the Company's business objectives.

It is the responsibility of the Board to undertake the risk assessment and review of the internal controls in the context of the Company's objectives in relation to business strategy and the operational compliance and financial risks facing the Company. These controls are operated by the Company's main service providers. The Board receives regular updates from each provider and undertakes an annual review of the effectiveness of each service providers' controls environment.

The Board is satisfied that each service provider has effective controls in place to control the risks associated with the services that they are contracted to provide to the Company and therefore the Board is satisfied with the internal controls of the Company.

The Audit Committee has written terms of reference, which clearly set out its duties and authority conveyed upon it by the Board, and are reviewed annually.

Roles and Responsibilities

The main roles and responsibilities of the Audit Committee include:

- monitoring the integrity of the financial statements of the company and any formal announcements relating to the company's financial performance, and reviewing significant financial reporting judgements contained in them;
- providing advice (where requested by the Board) on whether the annual report and accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- reviewing the adequacy and effectiveness of the Company's internal financial controls and the Company's other internal control and risk management systems;

SuperSeed Capital Limited

Report of the Audit Committee (continued) for the year ended 31 December 2023

- conducting the tender process and making recommendations to the Board, about the appointment, reappointment and removal of the external auditor, and approving or recommending to the Board the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity;
- reviewing the effectiveness of the external audit process, taking into consideration relevant professional and regulatory requirements;
- developing and implementing policy on the engagement of the external auditor to supply non-audit services, ensuring there is prior approval of non-audit services, considering the impact this may have on independence, taking into account the relevant regulations and ethical guidance in this regard, and reporting to the Board on any improvement or action required; and
- reporting to the Board on how it has discharged its responsibilities.

Activities of the Audit Committee

The Audit Committee met 6 times during the year. Individual attendance of the Directors is outlined within the Directors' Report.

During the year the Audit Committee has reviewed the integrity of the information contained in the quarterly results and investment valuations prior to their publication on the Aquis Stock Exchange.

The Audit Committee has also periodically assessed the independence and effectiveness of the external audit process through discussions within the Committee and then further to the full Board and is satisfied that the external auditor has been and remains independent from the Company in all aspects. The external auditor was changed during the year from Grant Thornton Limited to PKF Littlejohn LLP in order to streamline the audit process between the Company and the Fund. PKF Littlejohn LLP was formally appointed by way of execution of an engagement letter in November 2023 and works carried out in respect of these financial statements are the first conducted by them.

There was no non-acceptance by the Board of the Audit Committee's recommendation on the appointment of the external auditor. Further, the external auditor provided no further non-audit services to the Company.

SuperSeed Capital Limited

Independent Auditor's Report for the year ended 31 December 2023

We have audited the financial statements of SuperSeed Capital Limited (the 'company') for the year ended 31 December 2023 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, Statement of Changes in Equity, the Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ("IFRSs") as issued by the International Standards Board (IASB).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies (Guernsey) Law 2008.

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 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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 company's ability to continue to adopt the going concern basis of accounting included:

- Confirmation of our understanding of management's going concern assessment process. We also engaged with management to ensure all key factors were considered in their assessment.
- We obtained management's going concern assessment, including the expense forecast for a period exceeding twelve months from the date the financial statements were approved by the directors. We reviewed the factors and assumptions included in the assessment and forecast.
- We reviewed the company's going concern disclosures included in the annual report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

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 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.

SuperSeed Capital Limited

Independent Auditor's Report (continued) for the year ended 31 December 2023

Our application of materiality

The scope of our audit was influenced by our application of materiality. We determined materiality for the financial statements as a whole to be £80,000 using 3% of net assets based on the 31 December 2023 financial statements. We consider net assets to be the most stable benchmark and the most relevant determinant of the company's performance used by shareholders.

We used a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is based on the overall materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. This was set at 70% of overall materiality at £56,000.

We agreed that we would report all audit differences in excess of 5% of overall materiality at £4,000 as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We reassessed materiality at the end of the audit and did not find it necessary to revise our planning materiality.

Our approach to the audit

Our audit approach was developed by obtaining an understanding of the company's activities, the key subjective judgements made by the directors, for example in respect of significant accounting estimates that involved making assumptions, and considering future events that are inherently uncertain, and the overall control environment, such as valuation of investments.

Based on this understanding we assessed those aspects of the company's transactions and balances which were most likely to give rise to a material misstatement and were most susceptible to irregularities including fraud or error. Specifically, we identified what we considered to be key audit matters and planned our audit approach accordingly.

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	How our scope addressed this matter
Valuation of unquoted investments £2,433,012	
The valuation of unquoted investments comprises 91% of the total value of the Company's net assets.	We obtained an understanding of the management's processes, policies and underlying controls in relation to the valuation of unquoted investments.

SuperSeed Capital Limited

Independent Auditor's Report (continued)
for the year ended 31 December 2023

Key audit matters (continued)

Key Audit Matter	How our scope addressed this matter
Valuation of unquoted investments £2,433,012	
<p>The company invests in unquoted companies and thus, the valuation of each investment and the underlying assumptions being used in the valuation model is subject to a degree of estimation uncertainty. The fair value of unquoted investments might be materially misstated due to the application of inappropriate methodologies, assumptions or source data for estimates made and/or inappropriate underlying judgments made due to error or fraud.</p> <p>Refer to note 2d, 2g (accounting policy) and 7 to the financial statements.</p>	<p>We discussed with Investment Manager the techniques used in deriving the valuation of each investment to ensure these techniques are in line with the requirements of IFRS and the valuation techniques stated in the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines.</p> <p>For each investment in an unquoted company we:</p> <ul style="list-style-type: none"> • Obtained the valuation of each investment to ensure the calculation is in accordance with IPEV; • Confirmed that valuing investments at cost approach is appropriate, for those investments acquired in the current year; • Checked the acquisition price to the relevant SPA's, to confirm the agreed the ordinary share value; • Confirmed that for investments where they have been valued using market multiples, we have obtained and reviewed the underlying data used by management in order to arrive at the valuation of such investments. <p>For the company's investment in the SuperSeed II LP we:</p> <ul style="list-style-type: none"> • Obtained the Investor Report/Net Asset Value statement provided by the Investment Manager and check for arithmetical accuracy along with any required procedures mentioned above.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

SuperSeed Capital Limited

Independent Auditor's Report (continued) for the year ended 31 December 2023

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records and returns; 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, 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, application of cumulative audit knowledge and experience of the investment management sectors.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from being regulated by Companies (Guernsey) Law, 2008, Guernsey Financial Services Commission (GFSC) as a Registered Closed-ended Collective Investment Scheme pursuant to The Protection of Investors (Bailiwick of Guernsey) Law, 2020 and the Registered Collective Investment Schemes (RCIS) Rules and Guidance 2021.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to making enquiries of management and those responsible for legal and compliance matters, review of minutes of the Board and review of compliance reports.

SuperSeed Capital Limited

Independent Auditor's Report (continued)
for the year ended 31 December 2023

Auditor's responsibilities for the audit of the financial statements (continued)

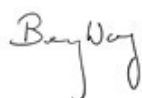
- We also identified the possible risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that there was a potential for management bias in relation to the valuation of investments. We addressed this by challenging the assumptions and judgements made by management when auditing significant accounting estimates.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Benny Wong
for and on behalf of

PKF Littlejohn LLP

15 Westferry Circus, Canary Wharf, London, E14 4HD

Date: 22 May 2024

SuperSeed Capital Limited

Statement of Comprehensive Income for the year ended 31 December 2023

		1 January 2023 to	6 October 2021 to
		31 December 2023	31 December 2022
<i>Notes</i>		£	£
Income			
Investment income		1,024	379
Realised gain on investments held at fair value through profit or loss		221,955	-
Unrealised gain on investments held at fair value through profit or loss	7	297,373	260,581
Bank interest income		2,947	2,347
Total income		523,299	263,307
Expenses			
Administration fees	13	30,450	27,432
Audit fees		23,500	21,000
Directors' fees	13	18,000	18,000
Establishment costs		-	194,298
Insurance		1,036	1,316
Legal & professional fees		54,911	40,838
Loan interest		134	-
Management fees		5,128	-
Regulatory fees		16,131	14,839
Sundry expenses		2,126	1,599
Total expenses		151,416	319,322
Total profit/(loss) and comprehensive income for the year/period		371,883	(56,015)
Basic earnings per share	6	0.1582	(0.0371)
Diluted earnings per share	6	0.1518	(0.0368)

All the above items are derived from continuing operations.

The accompanying notes on pages 29 to 42 form an integral part of these financial statements.

There is no other comprehensive income for the year.

SuperSeed Capital Limited

Statement of Financial Position as at 31 December 2023

	Notes	2023 £	2022 £
Non-current assets			
Investments	7	2,433,012	1,799,616
Total non-current assets		2,433,012	1,799,616
Current assets			
Trade and other receivables	8	182,827	11,025
Cash and cash equivalents		99,185	235,089
Total current assets		282,012	246,114
Total assets		2,715,024	2,045,730
Current liabilities			
Trade and other payables	9	29,413	21,745
Total current liabilities		29,413	21,745
Total liabilities		29,413	21,745
Net assets		2,685,611	2,023,985
Equity			
Share capital	11	2,369,743	2,080,000
Retained earnings		315,868	(56,015)
Total equity		2,685,611	2,023,985
Net asset value per ordinary share		1.1333	0.9731

The financial statements on pages 25 to 42 were approved by the Board of Directors and authorised for issue on 22 May 2024.

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Joseph Truelove and Andrew Hatton
 Directors
SuperSeed Capital Limited

Date: 22 May 2024

The accompanying notes on pages 29 to 42 form an integral part of these financial statements.

SuperSeed Capital Limited

Statement of Changes in Equity for the year ended 31 December 2023

	Share Capital £	Retained Earnings £	Total £
Ordinary Shares issued on incorporation	1	-	1
Issue of Ordinary Shares	2,079,999	-	2,079,999
Total comprehensive loss for the period	-	(56,015)	(56,015)
Balance as at 31 December 2022	2,080,000	(56,015)	2,023,985
	Share Capital £	Retained Earnings £	Total £
Balance as at 1 January 2023	2,080,000	(56,015)	2,023,985
Issue of Ordinary Shares	289,743	-	289,743
Total comprehensive income for the year	-	371,883	371,883
Balance as at 31 December 2023	2,369,743	315,868	2,685,611

The accompanying notes on pages 29 to 42 form an integral part of these financial statements.

SuperSeed Capital Limited

Statement of Cash Flows for the year ended 31 December 2023

	2023	2022
	£	£
Cash flows from/(used in) operating activities		
Net profit/(loss) for the year/period	371,883	(56,015)
Realised gain on investments	(221,955)	-
Unrealised gain on investment revaluation	(297,373)	(260,581)
Non-cash income adjustments	(1,529)	-
Movement in prepayments	(1,471)	(11,025)
Movement in trade and other payables	7,668	21,745
Loan interest	134	-
Investment income	(1,024)	-
Net cash flow (used in) operating activities	<u>(143,667)</u>	<u>(305,876)</u>
Cash flows from/(used in) investing activities		
Purchase of investments	(216,611)	(1,539,035)
Proceeds from disposal of investments	825,253	-
Movement in prepaid investments	(600,745)	-
Net cash flow from/(used in) investing activities	<u>7,897</u>	<u>(1,539,035)</u>
Cash flows from/(used in) financing activities		
Proceeds from issue of shares*	-	2,080,000
Loan interest	(134)	-
Proceeds from loan	50,000	-
Repayment of loan	(50,000)	-
Net cash flow (used in)/from financing activities	<u>(134)</u>	<u>2,080,000</u>
Net movement in cash and cash equivalents during the year/period	(135,904)	235,089
Cash and cash equivalents at the beginning of the year/period	235,089	-
Cash and cash equivalents at the end of the year/period	<u><u>99,185</u></u>	<u><u>235,089</u></u>

Non cash activity

* On 12 January 2023 122,120 Ordinary shares were issued by the Company as compensation for a further investment in Duel Holdings Limited of £244,240.

* On 15 March 2023 a further 41,366 Ordinary shares were issued by the Company as compensation for an investment in Kluster Enterprises Limited of £45,503.

The accompanying notes on pages 29 to 42 form an integral part of these financial statements.

SuperSeed Capital Limited

Notes to the Financial Statements for the year ended 31 December 2023

1 General Information

The Company was incorporated on 6 October 2021 in Guernsey, as a non-cellular company limited by shares under The Companies (Guernsey) Law, 2008 (as amended) ("Company Law"). The Company is regulated by the Guernsey Financial Services Commission as a Registered Closed-ended Collective Investment Scheme pursuant to the The Protection of Investors (Bailiwick of Guernsey) Law, 2020 and the Registered Collective Investment Schemes Rules and Guidance 2021. The address of the registered office is given on page 3.

The main purpose of the Company is to carry on business as a fund-of-funds. The Company will invest in technology-led innovation primarily through unquoted funds managed directly and indirectly through SuperSeed II LP by SuperSeed Ventures LLP, the Investment Manager, with the objective of maximising investors' long term total returns – principally through capital appreciation.

2 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been adopted consistently in the preparation of the financial statements unless otherwise stated.

Basis of accounting

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and The Companies (Guernsey) Law, 2008. These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss.

a) Functional and presentational currency

The financial statements are presented in British Pound Sterling ("GBP" or "£"), which is the Company's functional currency as the Company's primary business transactions and majority of overall transactions are conducted in GBP. The Directors consider GBP as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions of the Company.

b) Foreign currency translation

Monetary assets and liabilities are translated from currencies other than GBP ("foreign currencies") to GBP (the "functional currency") at the rate prevailing at the period end date. Income and expenses are translated from foreign currencies to the functional currency at the rate prevailing at the date of the transaction. Exchange differences are recognised in the Statement of Comprehensive Income.

Foreign currency transaction gains and losses on financial instruments classified as fair value through profit or loss are included in the Statement of Comprehensive Income.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

2 Significant accounting policies (continued)

c) Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are only offset and the net amount reported in the Statement of Financial Position and Statement of Comprehensive Income when there is a currently enforceable legal right to offset the recognised amounts and the Fund intends to settle on a net basis or realise the asset and liability simultaneously.

The Company's financial assets comprise of receivables and cash at amortised cost and investments held at fair value through profit and loss.

Receivables

With the exception of receivables related to investments, receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They principally comprise trade and other receivables. They are initially recognised at fair value plus transaction costs that are directly attributable to the acquisition, and subsequently carried at amortised cost using the effective interest rate method, less provisions for impairment. The effect of discounting on these financial instruments is not considered to be material.

For assets measured at amortised cost, IFRS 9 requires an assessment of impairment based on providing for expected losses. The Company has chosen to apply an impairment approach similar to the simplified approach for expected credit losses under IFRS 9 for the Company's receivables. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on life time expected credit losses at each reporting date. This approach takes into account historic observed loss rates over the expected life of the receivables, and is adjusted for forward looking estimates.

Investments at fair value through profit or loss

(i) Classification

The Company classifies its investments as financial assets at fair value through profit or loss. These financial assets are designated by the Company at fair value through profit or loss at inception.

(ii) Recognition

Purchase and sales of investments will be recognised on the trade date which is the date on which the Company commits to purchase or sell the investment. Investment purchases which involve earn-out payments or similar deferred payments will be accounted for at the best estimate of fair value, any subsequent changes in these fair value estimates are recognised in the Statement of Comprehensive Income as part of the changes in fair value of financial assets held at fair value through profit or loss.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

2 Significant accounting policies (continued)

c) Financial instruments (continued)

(iii) Measurement

The investments will be initially recognised at cost, being the fair value of consideration given. Subsequently such assets are carried at fair value and the changes in fair value are recognised in the profit and loss.

(iv) Derecognition of financial assets

A financial asset (in whole or in part) is derecognised either:

- When the Company has transferred substantially all the risks and rewards of ownership; or
- When it has neither transferred nor retained substantially all the risks and rewards and when it no longer has control over the assets or a portion of the asset; or
- When the contractual right to receive cash flow has expired.

Cash and cash equivalents

Cash and cash equivalents are defined as cash in hand, demand deposits and highly liquid investments readily convertible to known amounts of cash with an original maturity of three months or less and are subject to an insignificant risk of changes in value. As at 31 December 2023 cash and cash equivalents consists only of cash at bank.

d) Fair value estimation

International Financial Reporting Standard 13, "Fair Value Measurement" recommends investments treated as "financial assets at fair value through profit or loss" to be subsequently measured at fair value. IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under IFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique.

The Board has delegated responsibility for carrying out the fair valuation of the Company's portfolio to the Investment Manager.

Investments are reported as having the fair value estimated by the Investment Manager at the reporting date. The fair value of the Company's investments in SuperSeed Fund II LP and other future investments will be calculated in accordance with International Private Equity and Venture Capital ("IPEV") valuation guidelines. Under IPEV guidelines, the fair value of unquoted investments can be calculated using a number of approaches, broadly categorised under three headings, Income Approach, Market Approach and Replacement Cost.

SuperSeed Capital Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2023

2 Significant accounting policies (continued)

d) Fair value estimation (continued)

Given the type and stage of investments, the Investment Manager will seek to take a Market Approach where possible, most often based on calibration to the price of the recent investment and market multiples. Alternative methodologies may be considered in accordance with IPEV.

It is the opinion of the Directors, that the IPEV valuation methodology used in deriving a fair value is not materially different from the fair value requirements of IFRS 13.

All valuations made by the Investment Manager will be made, in part, on valuation information provided by the portfolio companies of SuperSeed Fund II LP alongside other future investments. Although the Investment Manager will evaluate all such information and data, it may not be able to confirm the completeness, genuineness or accuracy of such information or data. In addition, the financial reports provided by the Portfolio Companies may be provided only on a quarterly basis and generally will be issued one to two months after their respective valuation dates. Consequently, each quarterly Net Asset Value is likely to contain information that may be out of date and require updating and completing. Shareholders should bear in mind that the actual Net Asset Values at such time may be materially different from the quarterly valuations.

Investment income from financial assets at fair value through profit or loss is recognised in the Statement of Comprehensive Income when the Company's right to receive payments is established.

e) Financial liabilities

The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics.

All financial liabilities are initially recognised at fair value net of transaction costs incurred. All purchases of financial liabilities are recorded on trade date, being the date on which the Company becomes party to the contractual requirements of the financial liability. Unless otherwise indicated, the carrying amounts of the Company's financial liabilities approximate to their fair values. The Company's financial liabilities consist of only financial liabilities measured at amortised cost.

(i) Financial liabilities measured at amortised cost

These include trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

2 Significant accounting policies (continued)

e) Financial liabilities (continued)

(ii) Derecognition of financial liabilities

A financial liability (in whole or in part) is derecognised when the Company has extinguished its contractual obligations, it expires or is cancelled. Any gain or loss on derecognition is taken to the Statement of Comprehensive Income.

f) Segmental reporting

In accordance with IFRS 8, Operating Segments, the Company is required to present and disclose segmental information. The Chief Operating Decision Maker, which is the Board, is of the opinion that the Company is engaged in a single segment of business through its investment portfolio, with the aim of providing long-term returns through capital appreciation to shareholders. The financial information used by the Chief Operating Decision Maker to manage the Company presents the business as a single segment.

g) Critical accounting judgements and key sources of estimation uncertainty

IFRS requires the Directors to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

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 results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability in future periods.

The areas where assumptions and estimates are significant to the financial statements include the valuation of investments. The Company's investment into SuperSeed II LP is measured at the net asset value of the Company's investment at year end. The underlying investments of SuperSeed II LP are valued in accordance with the IPEV methodology in which unlisted investments are carried at such fair value as is considered appropriate by the Investment Manager. The investment in Duel Holdings has been valued at fair value and in Kluster Enterprises Limited at recent round of financing. The models used to determine fair values are validated and periodically reviewed by the Investment Manager. Refer to note 2 (d) for further disclosure details.

h) Income and expenses

Operating income and expenses have been accounted for on an accruals basis, and are recognised in the Statement of Comprehensive Income in the period which they are incurred.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

2 Significant accounting policies (continued)

i) Management fees

Management fees are accounted for on an accruals basis and are measured at the fair value of the consideration paid.

j) Going concern

The Directors, and the Investment Manager having considered the Company's objectives and available resources along with its projected income and expenditure, are satisfied that the Company has adequate resources to meet its liabilities as they fall due and continue in operational existence for the foreseeable future. The Company adopts an "Overcommitment Policy" in order to reduce the cash reserves held by the Company that have not been called by its commitment-based investments. In order to meet ongoing investment commitments, the Company may utilise any cash reserves held, incur borrowings, issue new share capital or sell assets in order to realise their value. The Directors are cognisant of potential capital calls from underlying investments. Loans can also be drawn from the Investment Manager under the Convertible Loan Note Instrument entered into on 14 September 2022, if required. The Directors do not consider there to be any threat to the going concern status of the Company.

For these reasons, the Company continues to adopt the going concern basis in preparing the financial statements.

3 Adoption of new and revised standards

Standards issued and effective

There are new standards and amendments to existing standards that are effective for the period beginning on 1 January 2023 and have therefore been adopted. None of these standards or amendments have a significant impact on the Company's financial results or position; hence they have not been disclosed.

Standards issued but not yet effective

New standards, amendments and interpretations issued but not yet effective are not early adopted by the Company. At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards and Interpretations have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Company and are not thought to have any impact on the Company's financial results.

4 Taxation

The Company is exempt from income taxation in Guernsey under the provisions of the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989, as amended. An annual fee of £1,200 is payable and is included in the Statement of Comprehensive Income within regulatory fees.

SuperSeed Capital Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2023

5 Material agreements

Investment Manager

Under the Alternative Investment Fund Management Agreement dated 21 January 2022, the Company has appointed SuperSeed Ventures LLP as the Company's Investment Manager to provide portfolio and risk management services to the Company. The Investment Manager does not charge separate fees to the Company for managing funds where it is already paid a fee as part of a direct fund management mandate (including the Company's investment in SuperSeed II LP). For all other investments, the Investment Manager is entitled to receive from the Company a management and performance fee for the management of investments. This is calculated as being:

- (a) 0.25 per cent. of the Total Portfolio Value; and
- (b) 20 per cent. of the aggregate net realised profits on Investments since the start of the relevant Calculation Period.

In each case, calculated as at the end of a Calculation Period and payable in arrears within 30 days after the end of that Calculation Period.

For these purposes:

"Calculation Period" means each calendar quarter, with the first Calculation Period commencing on Admission and ending on 31 March 2022.

"Investment" means any investment or other asset (including cash) of the Company of any description, the acquisition or holding of which is authorised under the investment policy of the Company from time to time, and in the case of investment commitments into other funds the total commitment to that fund should be regarded as an "Investment".

"net realised profits" means the net profit received by the Company following a disposal of an Investment as recorded in its accounts in accordance with the Company's adopted accounting policies from time to time.

"Portfolio" means the portfolio of Investments held by the Company directly or indirectly from time to time.

If all assets were to be realised at the current valuation, the Manager would be due additional management fees that have not been accrued in the amount of £48,311.

Administrator

Under the Administration agreement dated 15 October 2021, Imperium Fund Services Limited provides secretarial, directors and administration services to the Company and is entitled to remuneration and reimbursement of expenses as may be determined from time to time by the parties.

VSA Engagement Letter

Under the engagement letter dated 7 October 2021, the Company appointed VSA Capital Limited to act as its Corporate Adviser for the purposes of seeking admission of the Company's shares to trading on the Access Segment of the Growth Market operated by Aquis Exchange Limited, for which the Company agreed to pay VSA Capital Limited £40,000 plus any applicable VAT.

SuperSeed Capital Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2023

5 Material agreements (continued)

AQSE Corporate Adviser Agreement

Under the AQSE Corporate Adviser agreement dated 7 October 2021, the Company has appointed VSA Capital Limited to act as corporate adviser and broker to the Company on an on-going basis following admission of the Company's shares to trading on the AQSE, for which the Company agreed to pay VSA Capital Limited a fee of £40,000 plus any applicable VAT per annum payable quarterly in advance.

Registrar

The Company utilises the services of Link Market Services (Guernsey) Limited as a registrar in relation to the transfer and settlement of its issued shares. Under the terms of the Registrar Agreement, the Registrar is entitled to an annual fee of £3,969 per annum. In addition, the Registrar is entitled to remuneration as may be determined from time to time by the parties. Additional remuneration of £2,448 was paid during the year.

6 Earnings per share

Earnings per share is calculated by dividing the profit or loss for the period by the weighted average number of ordinary shares in issue during the period.

	31 December 2023	31 December 2022
	£	£
Total profit and comprehensive income for the year/period	371,883	(56,015)
Weighted average number of shares in issue	2,349,972	1,509,234
Basic earnings per share	<u>0.1582</u>	<u>(0.0371)</u>
Diluted weighted average number of shares in issue	2,449,972	1,522,505
Diluted earnings per share	<u>0.1518</u>	<u>- 0.0368</u>

7 Investments held at fair value through profit or loss

	31 December 2023	31 December 2022
	£	£
Cost at beginning of the year/period	1,539,035	-
Purchases during the year/period	939,321	1,539,035
Disposals during the year/period	<u>(603,298)</u>	<u>-</u>
Cost as at 31 December	<u>1,875,058</u>	<u>1,539,035</u>
Movement in fair value at beginning of the year/period	260,581	-
Movement in fair value during the year/period	<u>297,373</u>	<u>260,581</u>
Movement in fair value as at 31 December	<u>557,954</u>	<u>260,581</u>
Fair value at year/period end	<u>2,433,012</u>	<u>1,799,616</u>

All investments are fair valued at the year end.

The Company has committed to invest up to £4,500,000 in SuperSeed II LP, of which £3,020,778 is unfunded as at 31 December 2023.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

8 Trade and other receivables

	31 December 2023	31 December 2022
	£	£
Prepayments	4,160	2,689
Prepaid investment costs	178,667	8,336
Total	182,827	11,025

9 Trade and other payables

	31 December 2023	31 December 2022
	£	£
Audit fees payable	23,500	21,000
Legal fees payable	785	745
Management fees payable	5,128	-
Total	29,413	21,745

10 Financial risk management

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk, and the market risks of interest rate risk, price risk and foreign currency risk. The Company uses different methods to measure and manage the various types of risk to which it is exposed. These methods are explained below.

a) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument will default on its contractual obligations that it has entered into with the Company resulting in financial loss to the Company. At 31 December 2023, the major financial assets which were exposed to credit risk are cash and cash equivalents, investments (note 7) and trade and other receivables (see note 8). The maximum exposure to credit risk is represented by the carrying value of each financial asset recognised in the statement of financial position. The Company has no overdue financial assets as at the year end.

The table below shows the cash balance at the reporting date and the Standard & Poor's credit rating for the counterparty as at 19 February 2024.

	Rating	Carrying Amount
		31 December 2023
HSBC UK Bank plc	A1	99,185

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

10 Financial risk management (continued)

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations arising from financial liabilities. At 31 December 2023 the Company had £99,185 in cash balances. Financial liabilities consist of trade and other payables (see Note 9).

The following table details the Company's expected maturity for its financial liabilities as at 31 December 2023:

	Total 31 December 2023	Less than 3 months	More than 12 months
Financial liabilities			
Trade and other payables	<u>29,413</u>	<u>29,413</u>	<u>-</u>

The Company's investments will be, by their nature, illiquid. As a result the Company may not be able to liquidate quickly any part of its investment at an amount close to fair value.

In order to meet ongoing liquidity requirements, the Company may incur borrowings, issue new share capital or sell assets in order to realise their value.

c) Market risk

i) Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk as it has current account balances.

The Company does not have any interest bearing liabilities and hence considers interest rate risk, in respect of financial liabilities to be minimal. The Company monitors market interest rates and will place interest bearing assets at best available rates but also taking into consideration the counterparty's credit rating and financial position.

During the year, the interest received on current accounts and deposit accounts was immaterial, and therefore no sensitivity analysis has been provided.

ii) Price Risk

The Company's investments will be susceptible to market price risk arising from the business and financial uncertainties facing individual underlying portfolio companies. The value of investments may fall as well as rise and consequently the Company may not be able to return all or any of the investment made by shareholders. To manage market price risk, the Investment Manager will review the performance of the underlying portfolio companies and will be in regular contact with the management of the underlying portfolio companies for business and operational matters.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

10 Financial risk management (continued)

c) Market risk (continued)

ii) Price Risk (continued)

The table below summarises the sensitivity of the Company's investments. It is based upon the assumption that the investments increase or decrease by 10% with all the other variables held constant. The Directors feel that 10% best represents the margin of price risk associated to the activity of the Company.

	2023
	£
Effect on net assets attributable to investments of an increase in the index	243,301
Effect on net assets attributable to investments of a decrease in the index	(243,301)

iii) Foreign currency risk

As all monetary assets and liabilities and all transactions of the Company are denominated in its functional currency, the Company is not exposed to significant foreign currency risk.

Financial investments measured at fair value

IFRS 13 requires disclosure of fair value measurements by level of the following fair value hierarchy:

- Level 1 - Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active;
- Level 3 - Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Company's investments have been classified within Level 3 as these investments are valued based on unobservable inputs and trade infrequently or not at all.

The following table presents the investments carried on the Statement of Financial Position by level within the valuation hierarchy as at 31 December 2023.

31 December 2023	Level 1	Level 2	Level 3	Total
	£	£	£	£
Investments	-	-	2,433,012	2,433,012

There have been no transfers between levels during the year. Due to the nature of the investments, they are always expected to be classified under Level 3.

Note 7 shows a reconciliation of all movements in the fair value of investments categorised within Level 3 between the beginning and the end of the reporting year.

SuperSeed Capital Limited

Notes to the Financial Statements (continued)
for the year ended 31 December 2023

10 Financial risk management (continued)

c) Market risk (continued)

The Company's investment into SuperSeed II LP is measured at the net asset value of the Company's investment at year end. The investment in Duel Holdings has been valued at fair value and in Kluster Enterprises Limited at recent round of financing.

SuperSeed II LP's investments are valued in accordance IPEV valuation guidelines, including valuing investments at the price at which third party capital has recently been raised, comparative industry price earnings ratios discounted for marketability and performance of the investment, and net asset valuations for asset based investments.

A reasonably possible change in the net asset value used +/-10.0% would result in:

- An increase in carrying value of GBP 181,986 or 7% (+10%)
- A decrease in carrying value of GBP (181,986) or -7% (-10%)

A reasonably possible change in the recent capital raising price used +/-10.0% would result in:

- An increase in carrying value of GBP 61,316 or 2% (+10%)
- A decrease in carrying value of GBP (61,316) or -2% (-10%)

11 Share Capital

	31 December 2023		31 December 2022	
	Number	£	Number	£
Authorised:				
Ordinary Shares of no par value	Unlimited	Unlimited	Unlimited	Unlimited
Issued:				
Allotted and paid up Ordinary Shares of no par value	2,369,743	2,369,743	2,080,000	2,080,000

On 24 November 2022, 100,000 warrants in the Company were issued at no premium with an exercise price of 100p. Each warrant shall entitle the warrant holder (VSA Capital Limited) to subscribe in cash for one share at the exercise price. Each warrant is exercisable at any time during the subscription period on or prior to the expiry date, which was 24 June 2023. On 22 June 2023 a new warrant instrument was issued with the same terms as above apart from the exercise price which was 112p.

The subscription rights shall automatically lapse and be of no further effect if they have not been exercised by the expiry date on 24 June 2023. On 22 June new rights were issued with the same terms.

Shares issued pursuant to the exercise of a warrant will rank in full for all dividends and other distributions declared, made or paid after the relevant exercise date and rank pari passu in all other respects with the shares in issue at that date.

Ordinary shareholders are entitled to vote at the general meeting of the Company, to receive dividends and to participate in the results of the Company.

SuperSeed Capital Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2023

12 Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the warrants and convertible loan note. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. As at 31 December 2023 the Company's capital structure consists of 100% equity.

13 Related parties

Joseph Truelove, Andrew Hatton and Mads Jensen were Directors of the Company during the year. Colette Taylor was appointed as Alternate Director to Andrew Hatton with effect from 27 February 2023.

Joseph Truelove earned £18,000 in the year ended 31 December 2023 (2022: £18,000), £nil of which was outstanding at the year end (2022: £nil).

Andrew Hatton and Colette Taylor are employees and Directors of the Administrator, whose services include the provision of the directorship and alternate directorship. During the year ended 31 December 2023, the Company incurred £30,450 (2022: 27,432) of administration fees of which £nil was outstanding at the year end (2022: £nil).

Mads Jensen is Managing Partner of the Investment Manager, management fees for the year were £5,128 (2022: Nil) (see Note 5). He has waived any director fees payable to himself. He holds 604,797 shares in the Company via nominee.

On 28 February £1,000,000 capital commitment in SuperSeed II LP was transferred from the Company to SuperSeed Ventures LLP for a consideration of £299,833.

Please refer to note 15 of the financial statements for related party transactions with SuperSeed Ventures with respect to credit facility arrangements.

14 Ultimate controlling party

In the opinion of the Directors the ultimate controlling party is Mads Jensen.

15 Credit facility

On 14 September 2022 a convertible loan note agreement was signed with SuperSeed Ventures LLP. This is a loan facility of which the aggregate principal amount of notes outstanding at any time is limited to £1,000,000.

The notes when issued and outstanding shall rank pari passu, equally and rateably, without discrimination or preference among themselves and as obligations of the Company.

SuperSeed Capital Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2023

15 Credit facility (continued)

Until the notes are repaid by the Company or converted into Shares, in each case in accordance with the provisions of this Instrument, interest shall accrue and be paid on the principal amount of the notes outstanding at the rate of SONIA plus 10% per annum.

All outstanding notes shall automatically convert into fully paid Shares of the class set out below at the Conversion Price on written notice of the noteholder. The noteholder shall have the right to serve a Conversion Notice on the Company at any time to convert some or all of the notes outstanding into fully paid Ordinary Shares at a price of £1.30 per Share.

During the year there were borrowings of £50,000, there was no outstanding balance at the end of the year.

16 Events after the end of the reporting period

On 12 February 2024 the Company issued 60,000 convertible loan notes to Superseed Ventures LLP for a subscription price of £60,000.

On 11 March 2024, the 60,000 convertible loan notes issued to SuperSeed Ventures LLP were redeemed for £60,000.

On 11 March 2024 the Company sold £300,000 of its commitment in Superseed II LP to the investment manager Superseed Ventures LLP for £119,974

On 3 April 2024 the Company issued 150,000 convertible loan notes to Superseed Ventures LLP for a subscription price of £150,000.

There are no further subsequent events to note.