

Financial Statements
for the Year Ended 31 December 2021
for
Coull Limited

**Contents of the Financial Statements
for the Year Ended 31 December 2021**

	Page
Company Information	1
Balance Sheet	2
Notes to the Financial Statements	3

Coull Limited
Company Information
for the Year Ended 31 December 2021

DIRECTORS:	T W Fraser P I Fraser M R M Hall
REGISTERED OFFICE:	77 Stokes Croft Bristol BS1 3RD
REGISTERED NUMBER:	06679670 (England and Wales)
SENIOR STATUTORY AUDITOR:	Neil Dando FCA
AUDITORS:	Wormald & Partners Chartered Accountants (ICAEW) Redland House 157 Redland Road Redland Bristol BS6 6YE

Balance Sheet
31 December 2021

	Notes	2021 £	2020 £
CURRENT ASSETS			
Debtors	5	88,683	107,859
Cash at bank		<u>246,146</u>	<u>129,857</u>
		334,829	237,716
CREDITORS			
Amounts falling due within one year	6	<u>528,033</u>	<u>1,778,930</u>
NET CURRENT LIABILITIES		<u>(193,204)</u>	<u>(1,541,214)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(193,204)</u>	<u>(1,541,214)</u>
CAPITAL AND RESERVES			
Called up share capital	8	4,007,978	2,392,978
Share premium	9	10,599,468	10,599,468
Equity reserves	9	36,350	28,350
Retained earnings	9	<u>(14,837,000)</u>	<u>(14,562,010)</u>
SHAREHOLDERS' FUNDS		<u>(193,204)</u>	<u>(1,541,214)</u>

The financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 19 May 2022 and were signed on its behalf by:

T W Fraser - Director

**Notes to the Financial Statements
for the Year Ended 31 December 2021**

1. STATUTORY INFORMATION

Coull Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis as the Directors believe that the Company has both sufficient support from existing shareholders and the potential to raise external funds from new investors to enable it to trade for a period of at least 12 months from the date that the audited financial statements are signed.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment.

Depreciation is provided, at the following annual rates in order to write off each asset to its residual value over its estimated useful life:-

Straight line basis

Fittings, fixtures, furniture and equipment - Over 3 years

Software purchase and development - Over 3 years

Rates of depreciation are reviewed regularly in the light of experience.

Assets under course of construction are not depreciated until the asset is fully completed and has 'gone live' in the business.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Lease commitments

Rentals paid under operating leases are charged to the Income Statement on a straight line basis over the lease term. Assets used by the Company that have been funded through finance leases or hire purchase agreements are capitalised and the resulting lease obligations are included in creditors, net of finance charges. Interest costs on finance leases or hire purchase agreements are charged to the Profit and Loss Account to represent a constant rate on the carrying amount of the liability.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. ACCOUNTING POLICIES - continued

Capital instruments

Ordinary shares are an equity instrument and are included in shareholders' funds. Other capital instruments are classified as liabilities if they have a contractual obligation to transfer economic benefits in a future period. The finance cost recognised in the Income Statement in respect of capital instruments that are classified as liabilities is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

Share-based payments

The Company issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 6 (2020 - 7) .

4. TANGIBLE FIXED ASSETS

	Fixtures, fittings & equipment £
COST	
At 1 January 2021	
and 31 December 2021	<u>164,691</u>
DEPRECIATION	
At 1 January 2021	
and 31 December 2021	<u>164,691</u>
NET BOOK VALUE	
At 31 December 2021	<u>-</u>
At 31 December 2020	<u>-</u>

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021 £	2020 £
Trade debtors	-	1,756
Other debtors	6,050	6,050
Tax	81,147	98,358
VAT	717	1,012
Prepayments	769	683
	<u>88,683</u>	<u>107,859</u>

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021 £	2020 £
Convertible promissory loan notes (see note 9)	-	1,615,000
Trade creditors	158,589	141,846
Social security and other taxes	7,064	6,176
Other creditors	350,913	8,964
Accrued expenses	11,467	6,944
	<u>528,033</u>	<u>1,778,930</u>

Notes to the Financial Statements - continued
for the Year Ended 31 December 2021

7. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2021 £	2020 £
Within one year	<u>22,800</u>	<u>21,600</u>

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2021 £	2020 £
400,797,819	Ordinary Shares	0.01	4,007,910	2,392,910
6,800	Ordinary B Shares	0.01	<u>68</u>	<u>68</u>
			<u>4,007,978</u>	<u>2,392,978</u>

During the year 161,500,000 Ordinary Shares of £0.01 each were issued and allotted as fully paid. This allotment relates to the conversion of promissory loan notes to equity during the year.

9. RESERVES

	Retained earnings £	Share premium £	Equity reserves £	Totals £
At 1 January 2021	(14,562,010)	10,599,468	28,350	(3,934,192)
Deficit for the year	(274,990)			(274,990)
Movement in share options	-	-	8,000	8,000
At 31 December 2021	<u>(14,837,000)</u>	<u>10,599,468</u>	<u>36,350</u>	<u>(4,201,182)</u>

Share Options have been granted under the company's Enterprise Management Incentive (EMI) to enable certain employees to acquire ordinary shares of the company in the future. The scheme was set up during the year ended 31 December 2013. The expected vesting period is 6 years from the date of issue.

At the year end, 15,303,000 ordinary share options remain at an expected total value at the end of the vesting period of £179,850.

The exercise period for 3,000 ordinary share options issued during the year ended 31 December 2013, at an exercise price of £8.95 commenced on 31 December 2018. The exercise period for 300,000 ordinary share options issued during the year ended 31 December 2017, at an exercise price of £0.01 is expected to commence on 31 December 2023. The exercise period for 15,000,000 ordinary share options issued during the year ended 31 December 2021, at an exercise price of £0.01 is expected to commence on 30 June 2031.

Warrant Options were granted to shareholders, based on the share issues and allotments in October 2019, August 2020 and April 2021. The Warrant Options, have no determined exercise date.

10. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Report of the Auditors was unqualified.

Neil Dando FCA (Senior Statutory Auditor)
for and on behalf of Wormald & Partners

11. RELATED PARTY DISCLOSURES

Coull Americas Group LLC

On the 3 April 2012 the Company acquired 100% of the ordinary share capital of Coull Americas Group, LLC, its only subsidiary and a company based and incorporated in USA. The total consideration when the subsidiary was acquired was £1,294,495 (\$2,000,000).

During the year ended 31 December 2015, the Company Directors believed that the subsidiary was no longer a cash-generating unit, as its carrying amount exceeded its recoverable amount. Hence, an impairment for the full historical carrying amount of £1,294,495 was accounted for during the year ended 31 December 2015 and the subsidiary is now considered dormant.

12. POST BALANCE SHEET EVENTS

Within other creditors for the year, there are funds totalling £344,297, which relate to payments received in advance of an equity fund raise, which took place on 29 March 2022.

13. ULTIMATE CONTROLLING PARTY

The Company's controlling party is Mr P I Fraser by virtue of his shareholding in the company.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.