

Company registration number 11448807 (England and Wales)

SPECTRAL COMPUTE LTD
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2025

SPECTRAL COMPUTE LTD

COMPANY INFORMATION

Directors	M Sondergaard T Liu	(Appointed 17 September 2025)
Company number	11448807	
Registered office	483 Green Lanes London N13 4BS	
Accountants	Azets 2nd Floor Regis House 45 King William Street London United Kingdom EC4R 9AN	

SPECTRAL COMPUTE LTD

CONTENTS

	Page
Directors' report	1
Accountants' report	2
Income statement	3
Statement of financial position	4
Notes to the financial statements	5 - 10

SPECTRAL COMPUTE LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JULY 2025

The directors present their annual report and financial statements for the year ended 31 July 2025.

Principal activities

The principal activity of the company continued to be that of software development.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

M Sondergaard

T Liu

(Appointed 17 September 2025)

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Michael Christian Sondergaard
Michael Christian Sondergaard / Feb 20, 2026 09:45:15 GMT+1

M Sondergaard

Director

Date: **Feb 20, 2026**
Date:

SPECTRAL COMPUTE LTD

ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF SPECTRAL COMPUTE LTD FOR THE YEAR ENDED 31 JULY 2025

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Spectral Compute Ltd for the year ended 31 July 2025 which comprise the income statement, the statement of financial position and the related notes from the company's accounting records and from information and explanations you have given us.

This report is made solely to the board of directors of Spectral Compute Ltd, as a body, in accordance with the terms of our engagement letter dated 13 August 2025. Our work has been undertaken solely to prepare for your approval the financial statements of Spectral Compute Ltd and state those matters that we have agreed to state to the board of directors of Spectral Compute Ltd, as a body, in this report in accordance with ICAEW Technical Release 07/16 AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Spectral Compute Ltd and its board of directors as a body, for our work or for this report.

It is your duty to ensure that Spectral Compute Ltd has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Spectral Compute Ltd. You consider that Spectral Compute Ltd is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Spectral Compute Ltd. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Azets

2nd Floor
Regis House
45 King William Street
London
EC4R 9AN

Date:

SPECTRAL COMPUTE LTD

INCOME STATEMENT

FOR THE YEAR ENDED 31 JULY 2025

	Notes	2025 £	2024 £
Turnover		153,632	214,583
Cost of sales		(366,136)	(216,534)
		<u> </u>	<u> </u>
Gross loss		(212,504)	(1,951)
Administrative expenses		(514,425)	(252,277)
		<u> </u>	<u> </u>
Operating loss		(726,929)	(254,228)
Interest payable and similar expenses		(78,815)	(63,920)
		<u> </u>	<u> </u>
Loss before taxation		(805,744)	(318,148)
Tax on loss		12,202	-
		<u> </u>	<u> </u>
Loss for the financial year		<u><u>(793,542)</u></u>	<u><u>(318,148)</u></u>

The income statement has been prepared on the basis that all operations are continuing operations.

SPECTRAL COMPUTE LTD

STATEMENT OF FINANCIAL POSITION

AS AT 31 JULY 2025

	Notes	2025		2024	
		£	£	£	£
Fixed assets					
Tangible assets	4		3,636		4,288
Current assets					
Debtors	5	102,983		29,801	
Cash at bank and in hand		547,742		158,232	
		<u>650,725</u>		<u>188,033</u>	
Creditors: amounts falling due within one year	6	<u>(2,552,421)</u>		<u>(1,296,872)</u>	
Net current liabilities			<u>(1,901,696)</u>		<u>(1,108,839)</u>
Net liabilities			<u>(1,898,060)</u>		<u>(1,104,551)</u>
Capital and reserves					
Called up share capital			121		88
Profit and loss reserves			<u>(1,898,181)</u>		<u>(1,104,639)</u>
Total equity			<u>(1,898,060)</u>		<u>(1,104,551)</u>

For the financial year ended 31 July 2025 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on Feb 20, 2026 and are signed on its behalf by:

Michael Christian Sondergaard
Michael Christian Sondergaard, Feb 20, 2026 09:40:35 GMT+11

M Sondergaard
Director

Company registration number 11448807 (England and Wales)

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2025

1 Accounting policies

Company information

Spectral Compute Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 483 Green Lanes, London, N13 4BS.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Revenue comprises income from the provision of software licences and consulting services, stated net of value added tax and other sales taxes, and after deducting discounts and allowances. Revenue is recognised when the company satisfies its performance obligations and transfers control of goods or services to the customer.

The company generates revenue from the following streams:

Software licences

The company grants customers the right to use its internally developed software for a specified licence period. As the customer simultaneously receives and consumes the benefits of the licence over time, revenue is recognised on a straight-line basis over the duration of the licence term.

Consulting services

Revenue from consulting services is recognised when the related performance obligation is satisfied. Where services are delivered as a single output, revenue is recognised upon delivery of the agreed product. Where contracts specify defined milestones, revenue is recognised upon completion and delivery of each milestone, reflecting the transfer of control to the customer.

Where performance obligations are satisfied over time, the company measures progress using an appropriate method that faithfully depicts the transfer of services to the customer.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	25% on cost
-----------	-------------

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2025

1 Accounting policies

(Continued)

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.6 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2025

1 Accounting policies

(Continued)

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.8 Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2025

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2025 Number	2024 Number
Total	7	4

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2025

4 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 August 2024	28,459
Additions	4,848
	<hr/>
At 31 July 2025	33,307
	<hr/>
Depreciation and impairment	
At 1 August 2024	24,171
Depreciation charged in the year	5,500
	<hr/>
At 31 July 2025	29,671
	<hr/>
Carrying amount	
At 31 July 2025	3,636
	<hr/> <hr/>
At 31 July 2024	4,288
	<hr/> <hr/>

5 Debtors

	2025 £	2024 £
Amounts falling due within one year:		
Trade debtors	75,733	-
Corporation tax recoverable	21,886	21,886
Other debtors	5,364	7,915
	<hr/>	<hr/>
	102,983	29,801
	<hr/> <hr/>	<hr/> <hr/>

6 Creditors: amounts falling due within one year

	2025 £	2024 £
Bank loans and overdrafts	-	546
Convertible loans	155,000	-
Trade creditors	2,927	798
Taxation and social security	9,800	2,808
Other creditors	2,384,694	1,292,720
	<hr/>	<hr/>
	2,552,421	1,296,872
	<hr/> <hr/>	<hr/> <hr/>

SPECTRAL COMPUTE LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2025

6 Creditors: amounts falling due within one year

(Continued)

Creditors include £155,000 of convertible loan notes. These convert automatically into equity upon a future qualifying fundraising event or on a specified long-stop date. As the conversion conditions had not been met at the balance sheet date, the amount has been classified as a financial liability.

Other creditors include £793,783 received under advance subscription agreements. These amounts are convertible into equity at the earlier of a future qualifying fundraising event or a specified long-stop date. As neither of these conversion conditions had been met at the balance sheet date, the amounts have been classified as financial liabilities.

7 Related party transactions

Included within other creditors is a loan of £1,585,428 (2024: £1,281,720) owed to a minority shareholder. The loan is unsecured, repayable on demand, and interest is charged monthly at the Bank of England base rate plus 1%.

8 Events after the reporting date

After the year end, the advance subscription agreements totalling £793,783 and convertible loan notes totalling £155,000 were converted into equity in accordance with their terms. This represents a non-adjusting post-balance sheet event.

After the year end, the company raised \$3,500,000 (£2,582,073) in new equity. As this occurred after the balance sheet date, it is treated as a non-adjusting post-balance sheet event.

SPECTRAL COMPUTE LTD

DETAILED INCOME STATEMENT

FOR THE YEAR ENDED 31 JULY 2025

	2025	2025	2024	2024
	£	£	£	£
Turnover				
Sales		153,632		214,583
Cost of sales				
<i>Purchases and other direct costs</i>				
Computer running costs	15,706		4,089	
Consultancy fees	350,430		212,445	
	<u>366,136</u>		<u>216,534</u>	
Total purchases and other direct costs				
Total cost of sales		(366,136)		(216,534)
Gross loss		(212,504)		(1,951)
Administrative expenses				
Wages and salaries	352,837		172,767	
Social security costs	29,870		18,193	
Staff recruitment costs	-		14,085	
Staff welfare	8,025		6,689	
Staff training	5,190		-	
Staff pension costs defined contribution	10,698		2,155	
Power, light and heat	-		2,004	
Travelling expenses	62,596		10,376	
Legal and professional fees	52,871		3,597	
Accountancy	6,732		10,467	
Bank charges	2,774		1,519	
Insurance	1,795		251	
Printing and stationery	2,345		422	
Advertising	29,298		2,198	
Telecommunications	772		793	
Entertaining	11,615		6,720	
Sundry expenses	1,567		(148)	
Depreciation	5,500		2,877	
Profit or loss on foreign exchange	(70,060)		(2,688)	
		<u>(514,425)</u>		<u>(252,277)</u>
Operating loss		(726,929)		(254,228)
Interest payable and similar expenses				
Non bank interest on loans		(78,815)		(63,920)
Loss before taxation		<u>(805,744)</u>		<u>(318,148)</u>






Full Accounts 310725

Final Audit Report

2026-02-20

Created:	2026-02-19
By:	Patrick Ville (patrickville@villeco.dk)
Status:	Signed
Transaction ID:	CBJCHBCAABAA4usi2KatBvLftkpSEWGITPTtZMjUd9ju

"Full Accounts 310725" History

-  Document created by Patrick Ville (patrickville@villeco.dk)
2026-02-19 - 10:26:05 AM GMT
-  Document emailed to Michael Christian Søndergaard (ms@spectralcompute.co.uk) for signature
2026-02-19 - 10:27:39 AM GMT
-  Email viewed by Michael Christian Søndergaard (ms@spectralcompute.co.uk)
2026-02-20 - 8:43:56 AM GMT
-  Document e-signed by Michael Christian Søndergaard (ms@spectralcompute.co.uk)
Signature Date: 2026-02-20 - 8:45:15 AM GMT - Time Source: server
-  Agreement completed.
2026-02-20 - 8:45:15 AM GMT