Mindflair plc

(Incorporated in England and Wales with registered number **02929801**)

Annual Report and

Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2025

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Contents

Company Information

Directors	**Nicholas Lee (Director)** **David Palumbo (Non-Executive Director)** **Celia Li (Non-Executive Director)**
Secretary	**Robert Porter**
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Independent Auditor	**PKF Littlejohn LLP** Statutory Auditor 30 Churchill Place London E14 5RE
Nominated adviser	**Cairn Financial Advisers LLP** 9th Floor 107 Cheapside London EC2V 6DN
Joint Brokers	**AlbR Capital Limited** 3rd Floor 80 Cheapside London EC2V 6EE
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Company Registration number	**02929801**

Review of Activities

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Highlights

During the period

- Disposal of interests in Getvisibility in April 2025, generating cash proceeds of around £2.6 million, and a profit of £0.62 million on just the Company's direct investment. This was a significant inflow compared to the Company's current market capitalisation of £2.9 million and has enabled the Company to continue to implement its investment strategy from internally generated funds without the need to raise new equity.
- Part of the Company's investment in Catenai plc was sold at a significant profit to realise the cost of the Company's initial investment in this company.
- Cash realisation received from the sale of one of the companies in NRDC which was a small incubator fund held within SVV1 which had previously been written down.
- Cash balance increased to £610,000 (2024: £220,000) which excludes the recent cash inflow of €600,000 from the partial disposal of the investment in CameraMatics (see below).
- Remaining balance of the series of two-year loan notes repaid in April 2025, leaving the Company debt free.
- Net asset value ("NAV") amounted to £9,412,000 as at the year-end or 1.80 pence per share (2024: 2.05 pence). This compares to a current share price of 0.50 pence so the shares are currently trading at a 72% discount to NAV. Total NAV has decreased by 12.8% compared to the prior year figure of £10,793,000, due to the loss generated in the period.
- Loss before tax of £1,660,000 (31 December 2024: Profit of £3,159,000), due principally to the reduction in the valuation of Napster held through SVV1, which flows through the profit and loss account. This is an unrealised movement offsetting the unrealised profit recognised in the prior year in relation to this investment, operating expenses and the non-cash cost of share-based payments.
- Eight new investments made in exciting AI focused companies through SVV2.
- Two further new investments have been made by SVV3.

Post period end

- Partial realisation of investment in CameraMatics held through SVV1 as part of a new investor making up to a €49 million new investment in the company and the repayment of funding provided by the Company to CameraMatics to provide working capital prior to the new investment being made. This has delivered a cash inflow to the Company of €600,000 in aggregate.
- Purchase of an additional participation in SVV2 from another limited partner on attractive terms along with a small increased exposure to the exciting SVV2 fund from 6.1% to 7.9%.
- Five further new investments have been made in 2026 through SVV2.
- Two further new investments made by SVV3 in 2026.

Review of activities

During the year to 31 December 2025, the majority of the Company's investments have continued to make good progress with the key developments being summarised in the following section.

Mindflair is an investment company focused on next generation technology with a focus on the application of AI to transform large traditional industries. Mindflair invests in its portfolio companies directly, or indirectly, as set out below, through: (i) its investments in three funds managed by Sure Valley Ventures ("SVV") and (ii) its investment in Sure Ventures plc.

	Investments	SVV1	SVV2	SVV3	Sure Ventures plc
Direct	Low6 and Precog	13.0%	56.1%	16.0%	23.6%
Indirect		6.1% via Sure Ventures plc	1.4% via Sure Ventures plc		Holds stakes of 25.9% in SVV1 and 5.9% in SVV2
Sovereign cornerstone investor		Enterprise Ireland	British Business Bank	Enterprise Ireland	
Mindflair's net interest		19.1%	7.5%	16.0%	23.6%

Review of Activities (continued)

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The Company's principal investment portfolio categories are summarised below:

	Cost or valuation at 31 December 2025 £000's	Cost or valuation at 31 December 2024 £000's
Categories		
SVV investments	8,422	9,629
Direct investments	486	1,514
Other listed securities	53	–
Cash	610	220
Total	**9,571**	**11,363**

The value of the SVV investments has decreased due to the sale of Getvisibility as funds generated from this investment have now been distributed to investors, the reduction in the value of SVV1's investment in Napster and a decrease in the share price of SV plc. The value of the Direct Investments has decreased due to the sale of Getvisibility and the receipt of the cash proceeds. The cash position as at 31 December 2025, takes into account the cash realised from the sale of Getvisibility less the amounts used to repay the outstanding loan notes. This figure does not include the recent cash inflow from the partial realisation of the investment in CameraMatics.

A. The SVV investments

1. Sure Valley Ventures Fund 1 ("SVV1")

SVV1 is SVV's first fund which has completed its new investment phase and has now entered its realisation phase. It has already achieved six cash realisations to date.

As at the year end, the principal investments in SVV1 comprised the following companies at different stages of development spanning a range of sectors. The portfolio provides Mindflair with exposure to a number of exciting, cutting edge and rapidly growing technology sectors. Further details of the portfolio companies and recent developments are set out below:

Security	
PreCog (Polience Limited)	An Artificial Intelligence security solution platform company that provides data intelligence to combat crime, terrorism and protect vulnerable people. Customers include leading law enforcement and security agencies, and transport infrastructure groups. The company is having a number of funding discussions and is looking to work with various overseas government organisations.
Immersive Technologies	
Engage XR (Engage XR Holdings plc)	ENGAGE XR Holdings plc is listed on AIM and is leading provider of immersive communications technology. ENGAGE's primary enterprise use case was training and onboarding new hires, and the global slowdown in hiring, especially across the technology sector significantly impacted demand during 2025. Several of their larger enterprise clients renewed at materially lower levels or didn't renew during the second half of the year. The Company have seen continued traction within the K-12 education sector, where platform usage is increasing. Several larger clients have expanded their licence volumes over the past year and ENGAGE is now serving both the 'homeschool' and 'in-class' lab environments, representing a strategic realignment with the platform's original design and core strengths. In late December 2025, the company released an update to support newer Chromebook devices and demonstrated the platform alongside Lenovo at the Bett Conference in London on 21 January 2026. Official Chromebook support was driven by direct client demand and enables greater scalability within the US education market, where Chromebooks are the dominant device.

Review of Activities (continued)

	The Company's results for 2025 reflect the current difficult trading conditions, recording a reduction in revenue to €1.9 million for the year. As a result, the company is now focused on reducing its cost base significantly, although it still had a cash balance of €1.6 million as at 31 December 2025. Moving into 2026, there have been some significant renewals by some existing customers and some new contracts have been won.
Napster (formerly Infinite Reality,Inc)	LandVault, a large metaverse builder, was sold to Infinite Reality in July 2024 for US$450 million in new shares in Infinite Reality. SVV1 therefore now holds shares in Infinite Reality. Infinite Reality is a private US company focused on developing immersive 3D interfaces. In January 2025, the company raised US$3 billion of new funds, increasing its valuation to US$12.3 billion. In April 2025, it announced that it had acquired Touchcast for $500 million that would have had the impact of revaluing the company to $15.5 billion, although this revaluation was not reflected in SVV's valuation. The company also changed its name to Napster. Whilst it has also previously been stated that the company is currently working on ways to provide liquidity for its shareholders no plan has been forthcoming. However, it was then subsequently announced in December 2025 that the US$3 billion in new funds raised in January 2025 had not been received. The valuation of this investment has therefore been written down by 30% within SVV1 as at the period end due to, inter alia, uncertainty regarding the route to liquidity. Post period end, the company has refocused to an AI-first business model and launched multiple products and has strategic partnerships with Microsoft, Google Cloud and Lenovo.
VividQ (VividQ. Limited)	A deep tech software company which has developed a framework for real-time 3D holographic displays for use in heads-up displays and AR headsets and glasses. The company continues to make significant developments in its technology and is in advanced discussions with regard to a significant new investor. It has also managed to secure a major new customer.
Volograms (Volograms Limited)	An Artificial Intelligence deep learning company that uses AI to create 3D Augmented Reality from 2D photos and videos. The company is continuing to work on a number of projects.
Zenos (Zenos Technology Limited) (formerly Virtex Limited)	A company building a platform for the next generation of live, immersive entertainment within the virtual reality ("VR") gaming and esports industries. One of its major customers is currently exploring a strategic investment and the company is looking at a number of commercial opportunities. The company is also looking to extend its technology into general gaming infrastructure. Zenos recently raised US$3.2 million in seed funding.
Internet of things	
CameraMatics (MySafe Drive Limited)	An Artificial Intelligence platform enabling transport fleet managers to reduce risk, increase driver safety and comply with growing industry governance and compliance. During the period, the company has been building up its sales team in the US and has successfully closed a number of deals both in the US and the UK. It has also secured additional venture debt funding facilities. Post the period end, it has raised up to €49 million in new funding and partially repaid SVV1's investment. See highlights. SVV1 will continue to remain a shareholder.
Wia (Wia Technologies Limited)	Provides a platform solution for smart buildings. Its platform provides full device and application management, security, data capture and storage, analysis and control. The company has a 5-year contract with one of the world's most prominent logistics companies which was announced in 2023. This contract has now been extended to 32 countries. In 2026, the company is working on some significant new contracts.

Review of Activities (continued)

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Everyangle (Everyangle Limited)	An Artificial Intelligence platform that uses machine learning to provide enterprises, such as large retailers, with business solutions to reduce fraud, churn and waste using machine vision. The company has recently won a number of new contracts and is in the process of raising new funds.

SVV1 has completed its investing in new companies and is now in its realisation phase leading to further returns to the Company and its shareholders.

2. Sure Valley Ventures UK Software Technology Fund ("SVV2")

In March 2022, the Company invested in a second SVV fund, the Sure Valley Ventures UK Software Technology Fund ("SVV2"). The principal investor in SVV2 is the British Business Bank ("BBB"), an investment arm of the UK Government. The first close of this fund amounted to £85 million, with the BBB investing up to £50 million and other investors ("Private Investors"), including Mindflair, investing up to £35 million over the 10-year life of the fund.

Mindflair expects to invest up to £5 million in total over the life of the fund which would provide it with a circa 6.1% interest as at the period end. SVV2 invests in a range of private UK software companies with a focus on companies in the Artificial Intelligence sector and within the subsectors of AI in the enterprise, AI in Immersive Technologies (such as AR/VR) and AI in Cybersecurity sectors.

The profit share arrangements within this new fund are designed to encourage the involvement of the Private Investors alongside the BBB, meaning that Mindflair and the other Private Investors would expect to receive a significantly enhanced share of the total return generated by the fund compared to industry standard. During 2025, SVV2 announced six new investments.

Post period end, the Company acquired an increased exposure to SVV2 from an existing limited partner on attractive terms thereby increasing its exposure to from 6.1% to 7.9% although, at the same time, this fund did contract in size slightly.

The detail of the investments in this fund are set out below.

RETiniZE (RETiniZE Limited)	The company has developed an innovative software product called Animotive that is harnessing the latest VR and Generative AI technologies to transform the 3D animation production process. During the period, the company has secured a 3-year contract with Ulster University and completed a project with Belfast City Council. It has also launched a new version of Animotive and raised a further £1.5 million from existing investors post period end. It has also finalised a new US growth strategy and been working closely with Nvidia.
Jaid (Opsmatix Limited)	Jaid is a rapidly growing company that provides AI as a Service (AIaaS) solutions to businesses to automate a variety of use cases, including client service automation, sales automation, payment exception processing, and claims administration processing. Jaid's technology helps businesses reduce costs, improve efficiency, and make data-driven decisions. The company has added a significant amount of new ARR and through the signing of a number of new contracts and extending contracts with existing customers. It is also in discussions with a new investor to help fund expansion.
Captur (Captur Limited)	Captur is an AI company that is developing a tool that has the potential to automate the workflows of many industry verticals and have already proven the product in the micro-mobility space and are expanding into delivery, car vehicle inspection and other industry verticals. The company's technology uses Edge AI, the implementation of artificial intelligence in an edge computing environment, which allows calculations to be completed nearby to where data is created, rather than an offsite data centre or a centralised cloud computing facility. The company raised an additional £500K and is currently working with Lime, the e-scooter and e-bike provider, initially in Paris and London but this has now expanded to over 90 cities and a major US retailer. Captur completed a $6 million Series A round in December 2025, led by a tier 1 US VC, Rally Ventures.

Review of Activities (continued)

Vortex IQ (Vortex IQ Limited)	Operates an AI-powered cloning and coding platform that streamlines staging, coding, backup, and data migration for businesses, agencies, and developers in the e-commerce business process workflow. During the period, Vortex has achieved elite partner status with Bigcommerce who is rolling out AI Agentic application across their merchants. The company also launched 2 of their AI agents in Shopify Apps. Three large enterprise customers have recently been onboarded and the company is currently looking to raise some additional funding.
Ittybit (Ittybit Limited)	Provides a developer tool that optimises media file management based on a proprietary encoding engine that helps companies to upload, store, extract rich data, convert, compress, and deliver all their media files. During the period, the company has been building brand awareness and acquired another business. It has also been investing significantly in its products and looking to sign up customers to generate immediate revenue.
Floxmind (Phinxt Robotics Limited)	Has developed a decentralised edge computing software solution to enable the automation of warehouses. Their core product enables distributed real-time synchronisation between robots, with interoperability of different OEMs increasing the level of efficient automation. During the period, the company has been developing its technical performance and has had some initial discussions with Hitachi and Toyota regarding product integration. It has also closed a significant contract with a UK based logistic operator for warehouse automation and a contract with a retail company.
Purple Transform (Purple Transform Limited)	Provides a cutting-edge SaaS platform, SiYtE™, designed to address data overload and enhance safety and security in large infrastructure operations such as rail networks. By leveraging advanced AI and machine vision, the platform transforms existing cameras into smart sensors, delivering real-time alerts and predictive analytics. It seamlessly integrates with current IoT sensors and camera systems, optimizing operational efficiency and reducing costs for organizations managing extensive sensor networks. During the period, the company has raised some additional funding and has secured a POV with the RAF.
Stylus Education (Learncycle Limited)	Stylus delivers an AI-powered marking solution aimed at reducing teacher workload and addressing the recruitment and retention crisis in education. By automating the marking of paper-based assessments, Stylus significantly cuts down the time teachers spend on grading. The platform provides detailed, personalized feedback for students, enhancing their learning experience. Teachers can easily scan completed assessments, which are then processed by Stylus's AI to provide immediate feedback and follow-up questions, streamlining the evaluation process and helping to alleviate teacher burnout. During the period, the company has managed to further develop its product and its efficacy and is now securing a number of contracts and partnerships with many new schools every month. It has also been recognised by the DfE as a leading AI innovator and has also raised some additional funding.
Vizgard (Vizgard Limited)	Vizgard develops edge-based visual AI software for the Defence and Security sector, enabling real time intelligence and automated control of precision camera platforms. Their core product, FortifAI, enhances situational awareness by automating steerable sensors, improving detection capabilities, and reducing operator overload. During the period, the company has continued to develop and refine the capabilities of its products. It has been successfully delivering its Home Office contract generating important revenue and has been winning and delivering other contracts, including one with the City of London. It has also been accepted into the prestigious NATO DIANA accelerator and has a paid pilot to provide counter drone capability at two UK prisons.

Review of Activities (continued)

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Inephany (Inephany Limited)	Inephany, is an AI optimisation startup, developing an AI-powered optimisation platform, which intends to revolutionise how neural networks—including Large Language Models (LLMs)—are trained and fine-tuned. As generative AI continues to develop, the computing and energy costs of training cutting-edge models have emerged as a major bottleneck. Inephany addresses this challenge with a novel AI-driven optimisation system that intelligently controls the training process in real-time. Compared to traditional approaches that rely on exhaustive trial-and-error optimisations, Inephany's technology improves sample efficiency, accelerates training, reduces overall development time, and enhances final model performance- all while reducing computing costs. This development has the potential to unlock scalable, sustainable AI development that is significantly more cost-effective. During the year, further product and technical development has been undertaken. Various commercial discussions have also taken place and the team has been expanded.
Capably (Capably AI Limited)	Capably is an Intelligent Automation platform designed to help businesses delegate work to AI across their organisations. The company's technology merges traditional automation with Agentic AI, enabling reliable, scalable, and autonomous execution of complex tasks without the steep learning curve typically associated with legacy automation tools. During the period, the ARR has been increasing consistently and the company has won a number of new customers, including their first large enterprise contract and other new enterprise client wins. Further product improvements have also been made.
Literal Labs (Mignon Technologies Limited)	Literal Labs is developing a new generation of logic-based AI models that are significantly faster, more energy efficient and more explainable than conventional neural networks. The new funding will be used to expand its engineering team and accelerate the commercial launch of its first product, targeting applications where performance, energy efficiency, and explainability are critical, such as Edge AI and battery-powered devices.
Elelem (Elelem Limited)	The investment was made in this company in June 2025. Elelem has developed an analytics platform that gives enterprises visibility and control over how their content is indexed and used by generative AI systems. Its core suite includes a GenAI observability dashboard and a unique "Block & Tackle" content governance protocol (MCP) that redirects AI crawlers to structured, trackable endpoints. The solution protects IP, enhances content visibility, and optimises AI-driven web traffic – positioning Elelem as a first mover in the emerging GenAI infrastructure category. Growth has been strong and the company is making steady progress on product adoption.
CompliMind AI (formerly Innex AI)	The investment was made in this company in July 2025. CompliMind AI (formerly Innex.ai) is building an AI-powered compliance assistant for healthcare infrastructure teams. Its platform enables Estates & Facilities staff to instantly search, draft, and review complex technical guidance – including NHS HTMs, building codes, and local policies – through a secure, chat-based interface. The company has been developing new partnerships during the period and has converted three pilots to paying contracts.
Astut (Astut Limited)	The investment was made in this company in October 2025. Astut is a hybrid AI company spun out from the University of Oxford's mathematics department. The company, based at the Culham Science Centre in Oxfordshire, has already engaged in pilot discussions with organisations in defence and security (including the Ministry of Defence). The funding raised will be used to expand its development team, enhance its hybrid AI platform and establish key channel partnerships across multiple industries. During the period the company has been expanding its pilot cases.

Review of Activities (continued)

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This investment activity has continued, post period end, with two additional investments announced as set out below:

Ralio (Ralio Limited)	Ralio is building a payments infrastructure system purpose-built for autonomous B2B AI systems. As AI agents become increasingly capable of executing financial workflows independently, existing payment systems remain designed primarily for human users, relying on manual authentication, approval processes and human-centric fraud controls. Ralio's platform is designed to address this gap by embedding guardrails, identity verification and audit trails directly into agentic transactions, enabling AI systems to safely and accountably move money across payment rails including bank transfers, cards and stablecoins.
ManaMind	ManaMind is a London-based autonomous game testing company. Its platform is designed to play through games, identify bugs and generate actionable reports for development teams, helping studios reduce time spent on repetitive manual testing. The company has also secured design partnerships with Included Games, a mobile games studio, and Crazy Labs, a leading hypercasual developer.

Sure Valley Ventures III Limited Partnership ("SVV3")

On 23 February 2023, Mindflair announced that it had agreed to invest in SVV's new venture capital fund, SVV3, alongside Enterprise Ireland, the fund's cornerstone investor who has committed 50% or €15 million to the fund. SVV3 plans to invest in circa 15 high-growth Al software companies in sectors such as Enterprise, Immersive Technologies and Cybersecurity across the Republic of Ireland. During 2025, SVV3 made two new investments.

The detail of the investments in this Fund are set out below.

Disseqt AI (InspeqIQ)	This company is a transformative full-stack AI Ops platform and SVV invested alongside Delta Partners and a number of other leading investors. The platform is designed for reliable and compliant AI operations in regulated industries such as banking, insurance and healthcare. During the period, the company has been working with some Tier 1 customers to deploy the full stack product in production.
Jentic AI (Jentic Technology Limited)	Jentic aims to unite the expanding AI agent ecosystem by enabling developers and companies to connect their AI agents to other systems, for the purpose of monitoring and managing large-scale AI deployments. Jentic is "building the 'integration layer' for AI." This entails enabling developers to hook their AI systems up to the world's APIs easily and securely. During the period, the emphasis has been the development of self-hosted and cloud deployment options, with a focus on enterprise grade security and compliance.
Momntum AI (Momntum AI Limited)	This company is pioneering a Customer Relationship Platform powered by its proprietary Relationship Language Model ("RLM") focused on healthcare organisations. Co-led by SVV and ACT Venture Capital, this investment will support the further development of Momntum's AI infrastructure and the expansion of its omnichannel capabilities. Early adoption has been rapid, with customer base growing significantly across a range of sectors including health, automotive and public sector.
Mirror (Mirror Security Limited)	The investment in this company was made in July 2025. Mirror is a Dublin-based cybersecurity company specialising in data protection across the generative AI ecosystem. Mirror is addressing one of the most urgent problems in enterprise AI adoption - the lack of reliable data confidentiality in model training and inference. As organisations integrate AI into their operations, the risk of exposing proprietary data during AI processing has surged. Mirror solves this through its revolutionary Fully Homomorphic Encryption (FHE) technology, VectaX, which allows AI systems to process sensitive data while keeping it completely encrypted. During the period, it has closed US$1 million annual contract.

Review of Activities (continued)

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Kerno (Kerno Limited)	Kerno is an Application Runtime Intelligence platform that addresses a critical challenge in the AI driven development landscape: while AI code generation is exploding (with some startups having 95% AI-generated codebases), it's creating technical debt at an unprecedented rate, generating 41% more bugs at 80x velocity. The company provides real-time production context directly in developers' IDEs to "underwrite" both human and AI-generated code, enabling teams to "ship at AI speed without breaking production." Their proprietary solution combines eBPF sensors with Kernel-to-Code GraphRAG technology to deliver context-rich intelligence at a fraction of the cost and overhead of traditional monitoring systems.

Post period end, SVV3 made two new investments:

Overpath (Overpath Limited)	Overpath is building an AI-powered sales execution layer for revenue teams, designed to help organisations identify execution risk early in the sales cycle and reinforce the right behaviours while deals are still in progress. The platform analyses live qualitative and behavioural signals across sales calls, deal activity, and CRM systems, using a domain-specific Sales Language Model trained on real sales behaviours, deal methodologies and execution patterns used by high-performing teams. This enables sales leaders and managers to identify execution gaps during a sales process and recommend next-best actions within existing workflows - moving beyond retrospective reporting towards proactive intervention.
Audrey AI	Audrey AI is a Dublin-based startup company developing an AI platform for financial auditors. The company is addressing the global financial auditing market, valued at over US$100 billion, which still remains heavily reliant on manual processes. While general purpose AI tools often struggle with the complex tabular data and evidence workflows required by the auditing profession, Audrey AI's agentic system is designed to automate the most time intensive aspects of an audit engagement, specifically evidence gathering and testing.

3. Sure Ventures plc ("SV plc")

SV plc (LSE: SURE) is a London-listed venture capital fund which invests in early-stage software companies in the rapidly growing technology areas of Augmented Reality, Virtual Reality, Internet of Things and Artificial Intelligence. In January 2025, Mindflair subscribed £50,000 for 60,976 new shares in SV plc at a price of £0.82 per share in order to increase the Company's exposure to its underlying investment in SVV1. Mindflair held 1,877,766 shares in SV plc amounting to 23.6% as at the period end. SV plc's principal investments are a 25.9% interest in SVV1, and a 6.1% commitment to SVV2. Consequently, as a result of its shareholding in SV plc, Mindflair has an aggregate (direct and indirect) interest in SVV1 of around 19.1%, which comprises its original direct 13% interest in SVV1 and an indirect interest of 6.1%. It also has an aggregate interest of 7.5% in SVV2. This investment is carried at its market value.

As at 31 December 2025, the SV plc share price was £0.70, (£0.82 as at 31 December 2024) compared to SV plc's NAV per share of £1.52 at that date. In February 2026, due principally to limited liquidity, the SV plc share price fell significantly. The current share price of SV plc is now £0.35 and so very significantly below the company's NAV per share. If the Company were to carry its investment in SV plc at a see-through valuation, the value of the Company's investment would increase significantly. Furthermore, the post period end, SV plc received a cash inflow of €880,000 through the partial realisation of its investment in CameraMatics and repayment of a working capital facility.

Review of Activities (continued)

B. Direct investments

Low6 (Low6 Limited)	Low6 is focused on the revenue generative free-to-play and affiliate markets in North America with the ambition to be the global leader in fan engagement. A number of partnerships have been established, including the appointment as the National Hockey League ("NHL") free to play provider. The shareholder update of 1 October 2025 covers the results for FY2025. Revenue has been flat during this period but EBITDA has significantly improved to £1.62 million. There was no major sporting event during this period, however, going forward, FY2026 will include the 2026 FIFA World Cup with revenue expected to be over £7 million.
Precog (Polience Limited)	PreCog is a software solution that understands visitor flow, protects borders, detects persons of interest, and ensures locations are protected from those who wish to cause damage or commit crime. PreCog provides totally unique, scalable, actionable intelligence solution. Customers include top UK and international government security and law enforcement agencies and transport infrastructure organisations. The company is actively looking at various funding options to expand its business.
Other	A small holding in Catenai plc.

On 1 July 2025, Celia Li joined the board as a non-executive director.

Financial

For the year under review, the Company reported a loss before taxation of £1.660 million (for the year ended 31 December 2024: profit of £3.159 million). The result for the Company includes unrealised gains/losses in the portfolio of quoted equity investments which are marked to market, plus any return from and adjustment to the carrying value of its unlisted investments. Net asset value as at the end of the year amounted to £9,412,000 (31 December 2024: £10,793,000).

The loss for the year and decrease in NAV was due in part by the reduction in value of the investment in Napster held through SVV1, a reduction in the value of the Company's holding in SV plc and the Company's operating expenses. The Company has also recognised total non-cash charges of £279,000 with respect to the issue of options to Directors and staff, and warrants issued to investors in connection with an equity fund raise at the end of 2024.

However, during the year the Company generated a significant cash inflow and profit from the sale of Getvisibility along with some smaller cash realisations. This has enabled the Company to continue to fund its investment strategy and repay the balance of the series of two year loan notes that were outstanding, thereby leaving the Company debt free.

We continue to believe that NAV does not fairly represent the Company's financial potential, given the scope for significant valuation uplift of the companies within the portfolio. This is clearly demonstrated by the gains, both realised and unrealised, that have been achieved to date from the investment portfolio.

Post year end

The Company acquired an additional participation in SVV2 from another limited partner on attractive terms along with a small increased exposure to the exciting SVV2 fund.

The Company also achieved a partial realisation of its investment in CameraMatics held through SVV1 as part of a new investor making an investment in Cameramatics and the repayment of funding provided to CameraMatics to provide working capital prior to the new investment being made. These events generated a cash inflow of €600,000.

The Company has also continued to make further investments post period end which include:

Ralio	A company focused on building a payments infrastructure system purpose-built for autonomous B2B AI systems.
ManaMind	An autonomous games testing company
Overpath	A company building an AI-powered sales execution layer for revenue teams
Audrey	A company developing an AI platform for financial auditors

Review of Activities (continued)

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Outlook

Our investment strategy is focused on AI based next generation technology businesses and we believe that significant progress has been made by the majority of our investments during the period and the outlook for the respective sectors in which they operate remains encouraging. Furthermore, the level of investment activity by SVV2 and SVV3 has increased in order to take advantage of the exciting opportunities that are available in the fast-moving and developing AI sector.

The disposal of one of our investments, Getvisibility, not only demonstrates the value that can be generated from our investment portfolio but has also put the Company on a sound financial footing, being debt free with a significant cash balance to deploy. Furthermore, post period end we have achieved another realisation in connection with our investment in CameraMatics.

Going forward, we expect additional realisations or liquidity events from the investment portfolio which are expected to generate further cash inflows for the Company.

In summary, we believe that our Company offers public market investors the opportunity to gain exposure to an excellent portfolio of companies at the forefront of the AI revolution with the potential for significant growth and the ability to deliver real returns for shareholders.

Nicholas Lee
Director
26 June 2026

Strategic Report

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Business review and future developments

The Company is an investment company listed on AIM focused on investment in next-generation technology with an emphasis on AI.

Investment portfolio

During the year ended 31 December 2025, the Company made a number of investments, principally through SVV2 and SVV3. The Company also made a further investment in SV plc in order to increase its shareholding and gain further exposure to SVV1. Further details regarding these investments and the year's activities are set out in the Review of Activities statement on page 2.

As at 31 December 2025, the Company's investment portfolio comprised:

Investment portfolio	Value (£000's)
Investments in SVV	8,422
Direct investments	486
Other listed securities	52
Cash	610
Total	**9,571**

The portfolio valuations are based on the market valuation where the investments are listed or at cost or fund valuation where they are unlisted. The cash balance above as at 31 December 2025 does not include the proceeds from the partial realisation of the Company's investment in CameraMatics that took place in 2026.

Going concern

During the year under review, the Company made a loss of £1.660 million (year ended 31 December 2024: profit of £3.159 million).

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. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

In reaching this conclusion, the Directors have considered the financial position of the Company, together with its forecasts and projections for the 12-month period from the signing of these financial statements, taking into account reasonably possible changes in trading performance and the environment for investment. Furthermore, the Company has several sources available to provide it with additional funding. These would include, inter alia, realisations from the SVV funds and upcoming liquidity events for a number of its other investments, as well as access to debt and equity capital markets. In particular, post period end, €600,000 was received from the repayment of a loan to CameraMatics and the partial realisation of the investment made in this company.

Investing policy

The Company's revised investing policy was approved by shareholders on 3 October 2019 and has been implemented in accordance with the requirements of Rule 15 of the AIM Rules (as in force at that time) on that date. A copy of the investing policy is available on the website (www.mindflair.tech).

Financial risk management objectives and policies

Details of the Company's financial instruments and financial risk management policies can be found in notes 10 and 11 to the financial statements.

Key performance indicators

As an investment company at this stage of its development, the key performance indicators principally comprise growth in net asset value and share price appreciation. It is also important to have sufficient cash or liquid assets in order to be able to take advantage of investment opportunities as they arise.

Strategic Report (continued)

The key performance indicators are set out below:

	31 December 2025 £	31 December 2024 £	Change %
Share price	0.0060	0.0060	-
Net asset value	9,412,000	10,793,000	(12.8)%
Net asset value per share	0.0180	0.0205	(12.2)%
Cash and cash equivalents	610,000	220,000	177%

The Company's net asset value whilst being used as a performance indicator is not a true measure of the Company's underlying value due to the conservative nature of the Company's basis of valuation of its investment portfolio and the lagging nature of this indicator. This can clearly be demonstrated by the regular revaluations of the companies within the Company's investment portfolio from the previous carrying values as a result of subsequent rounds of investment by third party investors into those companies and based on subsequent sales of investments.

In terms of availability of cash, the Company has several sources available to fund its operations and investments over the coming years. These would include, inter alia, realisations from SVV1, the exercise of outstanding warrants and upcoming liquidity events for a number of its other investments, as well as access to debt and equity capital markets.

Principal business risks and uncertainties

Dependence on key executives and personnel

The Company's future development and prospects are substantially dependent on the continuing services and performance of the Directors. The Directors cannot give assurances that they will remain with the Company, although the Directors believe that the Company's culture and remuneration packages are attractive. If key members of the Company's management team depart or are affected by illness and the Company is not able to find effective replacements in a timely manner or at all, its business may be disrupted or damaged.

Identifying suitable targets

The Company is dependent upon the ability of the Directors to identify suitable investment opportunities in accordance with its Investing Policy. There is no guarantee that the Company will be able to source further opportunities, or complete investments, at an appropriate price, or at all, as a consequence of which resources may be expended on investigative work and due diligence without achieving a return.

Market conditions

Market conditions may have a negative impact on the Company's ability to make investments in suitable entities which generate acceptable returns. There is no guarantee that the Company will be successful in sourcing suitable investments.

Costs associated with potential investments

The Company may incur certain third-party costs associated with the sourcing of suitable investments. The Company can give no assurance as to the level of such costs, and given that there can be no guarantee that negotiations to acquire any given investment will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

Valuation error

The Company may misrepresent the fair value of an investment in a project. A lack of reliable information, errors in assumptions or forecasts and/or inability to successfully implement an investment, among other factors, could all result in the project having a lower fair value than anticipated. If the Company is not able to realise an investment at its anticipated levels of profitability, projected investment returns could be adversely affected.

Funding

If the Company identifies and wishes to pursue an investment opportunity, it may need to raise further funds for further working or development capital. There is no guarantee that the then prevailing market conditions will allow for such a fundraising or that new investors will be prepared to invest on a basis which is acceptable to shareholders.

Assessment of Business Risk

The Board regularly reviews operating and strategic risks and considers in such reviews financial and non-financial information including:

- a review of the business at each Board meeting, focusing on any new decisions/risks arising;
- the performance of investments; and
- selection criteria of new investments; and
- reports prepared by third parties.

Section s172 Statement – Promotion of the Company for the benefit of members as a whole:

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interest of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and

The application of s172 requirements are described in the Corporate Governance Report on page 18 and can also be demonstrated in relation to some of the following:

- The Directors are committed to developing and applying high standards of corporate governance. The Board of Directors has applied the QCA Code, revised in November 2023 as devised by the Quoted Companies Alliance;
- Raising of additional funds during the year, as required, for the Company for investment purposes; and
- The making of investments, as described in the Review of Activities, that have generated returns for the Company and its shareholders.

Nicholas Lee
Director
26 June 2026

Directors' Report

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their annual report to the audited Company financial statements of Mindflair plc for the year ended 31 December 2025.

The Company's Ordinary Shares are traded on the AIM market of the London Stock Exchange under the ticker MFAI.

Results and dividends

The Company made a loss from continuing activities for the year of £1,660,000 (2024 profit for the year: £3,159,000). The Directors are not recommending the payment of a dividend (2024: nil).

Principal activities and review of business

The principal activity of the Company throughout the year under review and since has been as an investment company involved in the seeking, investigation, making of and sale of investments.

The review of the business is contained within the Review of activities on page 2.

Events after the Reporting Year End

The Company acquired an additional participation in SVV2 from another limited partner on attractive terms along with a small increased exposure to the exciting SVV2 fund.

The Company achieved a partial realisation of its investment in CameraMatics held through SVV1 as part of a new investor making an investment in CameraMatics and the repayment of funding provided to CameraMatics to provide working capital prior to the new investment being made.

Post period end, a number of new investments have been made by the SVV funds. These include:

Ralio	A company focused on building a payments infrastructure system purpose-built for autonomous B2B AI systems.
Manamind	An autonomous games testing company.
Overpath	A company building an AI-powered sales execution layer for revenue teams.
Audrey	A company developing an AI platform for financial auditors.

Directors

The following Directors have held office since 1 January 2025, and continue in office as at the date of this report:

Celia Li (appointed 1 July 2025)

Nicholas Lee

David Palumbo

Charitable and political donations

No charitable or political donations were made during the year (2024: nil).

Directors' Report (continued)

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Substantial shareholders

As at 24 June 2026, this shareholder information is based on the Mindflair share register and disclosures made by shareholders:

	Ordinary shares of 0.25p each Number	**% of the issued ordinary share capital**
Tooru plc (formerly RiverFort Global Opportunities plc)	42,979,737	8.16%
Colm Menton	35,991,329	6.83%

Nicholas Lee, a director of the Company, is also a director of Tooru plc.

The Directors beneficial interests in the share capital of the Company as at 31 December 2025 and 31 December 2024 were as follows:

	Ordinary shares of 0.25p each Number	**% of the issued ordinary share capital**
Nicholas Lee	350,000	0.09%
David Palumbo	200,000	0.05%

Auditor

PKF Littlejohn LLP has expressed its willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

By order of the Board

Nicholas Lee
Director
26 June 2026

Report on Remuneration

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Policy on Directors' remuneration

The policy of the Board is to provide remuneration packages designed to attract, motivate, and retain Directors of the calibre necessary to maintain the Company's position. The remuneration will reflect the Directors' responsibilities and time commitment.

Remuneration of the Directors

	Salary 2025 £	**Bonus 2025**	**Pension 2025**	**Fees 2025 £**	**Total 2025 £**	Total 2024 £
John May	**-**	**-**	**-**	**-**	**-**	18,333
Nicholas Lee	**57,000**	**66,500**	**28,221**	**-**	**151,721**	-
Celia Li	**6,000**	**-**		**-**	**6,000**	-
David Palumbo	**17,667**	**35,000**		**14,000**	**66,667**	10,000
	80,667	**101,500**	**28,221**	**14,000**	**224,388**	28,333

John May retired on 31 March 2024 and the salary amount noted above includes payment for his 3-month notice period. Nicholas Lee waived all remuneration for a 14-month period from 1 January 2024 to 29 February 2025.

David Palumbo agreed a reduction in salary and waived all fees for the 14-month period from 1 January 2024 to 29 February 2025.

The bonus payment for the period related to the successful disposal of the Company's interest in Getvisibility which generated a cash inflow to the Company of £2.6 million. The pension payment to Nicholas Lee related to a catch-up in statutory amounts due.

As at 31 December 2025, £nil Directors fees (2024: £nil) have been deferred for payment. All remuneration is considered to relate to short-term benefits.

Celia Li was appointed a director on 1 July 2025.

In January 2025, Nicholas Lee and David Palumbo were granted options to acquire shares on the terms detailed below;

Nicholas Lee, was conditionally granted 28,000,000 options over new Ordinary Shares. These options vest as follows:

- 9,333,333 options vest following shareholder approval ("First Tranche") and so have now vested;
- 9,333,333 options vest upon the Company's share price increasing to 2.2 pence per Ordinary Share, measured over a consecutive 5-day period (a circa 130% increase from the current share price); and
- the remaining options vest upon the Company's share price increasing to 3.5 pence per Ordinary Share, measured over a consecutive 5-day period (a circa 260% increase from the current share price).

David Palumbo, was conditionally granted 8,500,000 options over the Ordinary Shares. These options vest in three equal tranches subject to time-based milestones:

- one third of the options granted shall vest following shareholder approval ("First Tranche") and so have now vested;
- one third of the options granted shall vest on 20 January 2026 and so have now vested; and
- one third of the options granted shall vest on 20 January 2027.

Directors' interests

The Directors' had the following beneficial interests in the share capital of the Company as at 31 December 2024 and 2025:

	Ordinary shares of 0.25p each Number	**% of the issued ordinary share capital**
Nicholas Lee	350,000	0.09%
David Palumbo	200,000	0.05%

David Palumbo
Director
26 June 2026

Statements of Directors' Responsibilities

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Statement of Directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year.

Company Law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK adopted International Accounting Standards ("UK IAS"). Under Company Law the Directors must not approve the financial statements unless they give a true and fair view of the state of affairs and profit or loss of the Company for that year.

In preparing those financial statements, International Accounting Standard 1 requires the Directors to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and accounting estimates that are reasonable and prudent;
- provide additional disclosures when compliance with the specific requirements in UK IAS 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information

In the case of each of the persons who are acting as Directors of the Company at the date when this report was approved:-

- so far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of the which the Company's auditor is not aware; and
- each of the Directors has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information (as defined) and to establish that the Company's auditor is aware of that information.

The Directors are also responsible for the maintenance and integrity of the investor information contained on the website. Legislation in the UK concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Publication of Accounts on the Company Website

Financial statements are published on the Company's website: www.mindflair.tech. The maintenance and integrity of the website is the responsibility of the Directors. The Directors responsibility also extends to the financial statements contained therein.

By order of the Board

Nicholas Lee
Director
26 June 2026

Corporate Governance Report

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

The Company's shares are traded on AIM and on 28 August 2018, the Company formally adopted the QCA Corporate Governance Code which was then subsequently revised in November 2023 and this is reproduced below. The Board is accountable to the Company's shareholders for good corporate governance. This report and the Remuneration Report describe how the Company applies the provisions of good corporate governance.

Directors

The Board currently consists of three Directors. It is responsible for approving Company policy and strategy and for implementing it with support from consultants. The Directors will review the composition of the Board on a regular basis. All Directors have access to advice from the Company Secretary and independent professional advice at the Company's expense.

Relations with shareholders

The Company values the views of its shareholders and recognises their interest in the Company's strategy and performance. The Annual General Meeting is used to communicate with investors and they are encouraged to participate and the Directors are available to answer questions. Separate resolutions are proposed on each issue so that they can be given proper consideration.

Audit Committee

During the year the Audit Committee initially comprised David Palumbo and has now been joined by Celia Li on her appointment as non-executive director. The Committee has met with the auditor and considered the results and the audit process, and has satisfied itself as to the auditor's independence during the year.

Remuneration Committee

During the year the Remuneration Committee comprised David Palumbo and Celia Li (from appointment on 1 July 2025). The policy of the Company on remuneration is to reward individual performance so as to promote the best interests of the Company and enhance shareholder value. The remuneration of Directors is approved by the Board. Individual Directors do not participate in decisions concerning their own remuneration.

Internal control

The Board is committed to the maintenance of effective internal controls. The Board recognises its responsibility for maintaining a strong system of internal control to safeguard shareholders' investment and the Company's assets and for reviewing its effectiveness. The system of internal financial control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board has determined that there is currently no requirement for an internal audit function whilst it is undertaking its current activities. However, the Directors will continue to review the requirement for an internal audit function on a regular basis.

Compliance with Governance Code

The Board of Directors of Mindflair PLC ("Mindflair" or "the Company") is committed to developing and applying high standards of corporate governance. The Board of Directors has applied the QCA Code, revised in November 2023 as devised by the Quoted Companies Alliance.

The Quoted Companies Alliance is the independent membership organisation that champions the interests of small to mid-size quoted companies. The QCA Code takes key elements of good governance and applies them in a manner which is workable for the different needs of growing companies.

A revised version of the QCA Code (the "Revised Code") was published in November 2023, based on the 'comply or explain' principle.

The QCA Code is constructed around ten broad principles (accompanied by an explanation of what these principles entail, under 'application') and a set of disclosures. The Code states what is considered to be appropriate arrangements for growing companies,and asks companies to provide an explanation about how they are meeting the principles through the prescribed disclosures.

The table below sets out the principles, the application recommended by the QCA code. It then sets out how the Company complies with these requirements and departures from code, and provides links to appropriate disclosures. These are based upon the recommended disclosures provided in the QCA code.

These disclosures were last reviewed on 23 June 2026.

Corporate Governance Report (continued)

Principles:	Applications:
1. Establish a purpose, strategy and business model which promotes long-term value for shareholders	The Company is an Investing Company and the Board has adopted a strategy appropriate for its status. The Company's Investing Policy is to invest principally, but not exclusively, in technology sectors. The Company will consider investments in the United Kingdom, Ireland and mainland Europe more generally but will also consider investments in wider geographical regions. The Company may be either an active investor and acquire control of a single company or it may acquire non-controlling shareholdings. Once a target has been identified, additional funds may need to be raised by the Company to complete a transaction. The proposed investments to be made by the Company may be in either quoted or unquoted securities made by direct acquisition and may be in companies, partnerships, funds or joint ventures; or direct interests in projects and can be at any stage of development. The Company's equity interest in a proposed investment may range from a minority position to 100 per cent. ownership. The Company will identify and assess potential investment targets and where it believes further specialist investigation is required, it intends to appoint appropriately qualified advisers to assist. The Company carries out a comprehensive and thorough project review process in which all material aspects of any potential investment are subject to rigorous due diligences, as appropriate. It is likely that the Company's financial resources will be invested in a small number of projects or investments or potentially in an investment which may be deemed to be a reverse takeover under the AIM Rules. Where this is the case, it is intended to mitigate risk by undertaking an appropriate due diligence process. Any transaction constituting a reverse takeover under the AIM Rules will require shareholder approval. The possibility of building a broader portfolio of investment assets will also be considered. The Company intends to deliver shareholder returns principally through capital growth rather than capital distribution via dividends. Given the nature of the Company's Investing Policy, the Company does not intend to make regular disclosures or calculations of net asset value. The Directors believe that their broad collective experience together with their extensive network of contacts will assist them in the identification, evaluation and funding of suitable investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence of prospective opportunities. The Directors will also consider appointing additional directors with relevant experience if the need arises. The objective of the Directors is to generate capital appreciation and any income generated by the Company will in the first instance be applied to cover costs or will be added to the funds available to further implement the Investment Policy. However, they may recommend or declare dividends at some future date depending on the financial position of the Company.

Corporate Governance Report (continued)

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

2. Promote a corporate culture that is based on ethical values and behaviours	The Board recognises that their decisions will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is also very aware that it is important it sets the correct tone and culture for the Company as this will impact all aspects of the Company as a whole. The Board therefore places great importance on this aspect of corporate life and seeks to ensure, through regular discussions between all directors, that this flows through all that the Company does. The Board assessment of the culture within the Company at the present time is one where there is respect for all individuals, there is open dialogue within the Company and there is a commitment to best practice operations. The Board is focused on ensuring that ethical behaviour and values are recognised and respected as part of its regular activities whilst making investment decisions in furtherance of the Company's strategy and business model.
3. Seek to understand and meet shareholder needs and expectations	The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting. Investors also have access to current information on the Company through its website, www.mindflair.tech
4. Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success	The Board recognises that the long-term success of the Company is reliant upon the efforts of its directors. The Company does not currently have any other employees, and it is also reliant upon its contractors, suppliers and regulators. The Board has put in place a range of processes and systems to ensure that there is close Board oversight and contact with its key resources and relationships and these reflect social and environmental responsibilities. For example, the Board ensures that all key relationships with, for example, customers and suppliers are the responsibility of, or are closely supervised by, one of the directors or the Company's accountant.

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

In addition to its other roles and responsibilities the Audit Committee (see composition details in Corporate Governance section of website) is responsible to the Board for ensuring that procedures are in place, and are being effectively implemented to identify, evaluate and manage the significant risks faced by the Company.

The risk assessment matrix below sets out those risks, and identifies their ownership and the controls that are in place.

This matrix is updated as changes arise in the nature of risks or the controls that are implemented to mitigate them. The Audit Committee reviews the risk matrix and the effectiveness of scenario testing on a regular basis.

The following principal risks, and controls to mitigate them, have been identified:

Activity	Risk	Impact	Control(s)
Management	Recruitment and retention of key staff	Reduction in operating capability	Stimulating and safe working environment. Balancing salary with longer terms incentive plans.
Regulatory adherence	Breach of rules or product requirements	Censure or withdrawal of authorisation	Strong compliance regime
Strategic	Damage to reputation inadequate disaster recovery procedures	Inability to secure new customers. Loss of key operational and financial data	Effective communications with shareholders. Secure off-site storage of data
Financial	Liquidity, market, and credit risk.	Inability to continue as going concern.	Robust financial controls and procedures in place.

The Directors have established procedures, as represented by this statement, for the purpose of providing a system of internal control. In addition, there are a range of Company policies that are reviewed at least annually by the Board. These policies cover matters such as share dealing and insider legislation. The Board currently takes the view that an internal audit function is not considered necessary or practical due to the size of the Company and due to the close day-to-day monitoring control exercised by the Directors. However, the Board will continue to monitor the need for an internal audit function.

The annual review of internal control and financial reporting procedures did not highlight any issues warranting the introduction of an internal audit function. It was concluded, given the current size and transparency of the operations of the Company, that an internal audit function was not required.

As noted in the Strategic Report in the Annual Report, the Board regularly reviews operating and strategic risks and considers in such reviews financial and non-financial information including:

- a review of the business at each Board meeting, focusing on any new decisions/risks arising;
- the performance of investments;
    - selection criteria of new investments;
    - and reports prepared by third parties.

Corporate Governance Report (continued)

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

6. Establish and maintain the board as a well-functioning, balanced team led by the chair	During the period, the Board comprised, Nicholas Lee, who has key responsibility for the day-to-day management of the Company and two other Directors, David Palumbo and Celia Li (from appointment on 1 July 2025) as independent non-executive directors. The Board is assisted by Robert Porter with respect to financial accounting and as Company Secretary. The time commitment formally required by the Company is an overriding principal that each director will devote as much time as is required to carry out the roles and responsibilities that the director has agreed to take on. Biographical details of the current directors are set out within Principle seven below. Directors are subject to re-election annually. At each Annual General Meeting all Directors shall retire from office. They can then offer themselves for re-election. The letters of appointment of all directors are available for inspection at the Company's registered office during normal business hours. The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Board meets as regularly as necessary given its AIM status. It has established an Audit Committee and a Remuneration Committee, particulars of which appear hereafter. The Board agreed that appointments to the Board are made by the Board as a whole and so has not created a Nominations Committee. The Board is seeking a replacement for John May who will join the Remuneration and Audit Committees. **Board Meetings** The Board retains full control of the Company with day-to-day operational control delegated to Directors. The full Board meets on occasions it considers necessary. The Directors believe that their broad collective experience together with their extensive network of contacts will assist them in the identification, evaluation and funding of suitable investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence of prospective opportunities. The Directors will also consider appointing additional directors with relevant experience if the need arises. During 2025 there have been 9 board meetings and the Audit and Remuneration Committees have met on 1 occasion respectively. Attendance of the board meetings is set out below: David Palumbo 9/9 Nicholas Lee 9/9 Celia Li 2/2

7. Maintain appropriate governance structures and ensure that individually and collectively directors have the necessary up to date experience and skills, skills and capabilities	The Board currently comprises three directors and, in addition, the Company uses the services of Robert Porter for ad hoc financial accounting and advisory services and also to act as Company Secretary. Nicholas Lee is not considered to be independent as he is a director of Tooru plc (formerly Riverfort Global Opportunities plc) that has a shareholding (8.2%) in Mindflair. David Palumbo-independent non-executive director. Celia Li – independent non-executive director (appointed 1 July 2025) **Nicholas Lee – Director** Nicholas has more than 38 years of experience in international investment banking and working as a company director. Nicholas was with Dresdner Kleinwort and its antecedent firms from 1988 to 2009, starting at Kleinwort Benson Group plc and rising to Managing Director, Head of Banking, Hedge Fund Solutions Group. Previously as a Managing Director in mergers and acquisitions at Dresdner Kleinwort Wasserstein, Nicholas advised leading companies from a number of different industries, including the natural resources, financial services, consumer and retail sectors. Nicholas is currently a director of a number of listed companies. Nicholas qualified as a chartered accountant with Coopers & Lybrand and has an MA in engineering from St John's College, Cambridge. **David Palumbo – Non-Executive Director** David is currently the Non-Executive Chairman of AIM-listed Forgent plc (formerly EQTEC plc), a leading gasification technology solutions company for sustainable waste-to-energy projects, having joined Forgent plc's board in August 2019. David is an experienced entrepreneur with over 22 years of experience in private equity, venture capital and asset management. Since 2006, he has founded and co-founded a number of companies in various industries such as cleantech, digital technology, and real estate. David is also the Founding and Managing Partner of Origen Capital LLP, a private investment firm representing family offices and private consortia in Europe, CIS and Latin America. He holds a BSc and an MSc in electrical engineering. **Celia Li – Non-Executive Director** Celia has worked as an international media tech executive and TV presenter for the world's largest independent Chinese broadcaster Phoenix Satellite Television. Celia set up Phoenix TV's London news division in 2004 where she headed the news team. Since then, she has developed strong relationships with corporates and investors across Asia, Europe, and North America. In addition to her media career, Celia has served as a board director and non-executive director for several companies. The Board schedule provides for quarterly meetings and, in addition, meets ad-hoc as required. Similarly, the Audit and Remuneration Committees meet as and when required. Notwithstanding the above the Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and Committee papers are distributed several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management.

Corporate Governance Report (continued)

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

8. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	Evaluation of Board Performance: Internal evaluation of the Board, the Committees and individual directors is important and will develop as the status of the Company changes in the future. The expectation is that board reviews will be undertaken on annual basis in the form of peer appraisal, questionnaires and discussions to determine the effectiveness and performance in various areas. The Company currently has Nicholas Lee in an executive capacity. Nicholas Lee is currently the person responsible for guiding the business of the Board and ensuring long-term strategic focus and investments.
9.Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture	The policy of the Remuneration Committee of the Board is to ensure remuneration packages are designed to attract, motivate, and retain Directors of the calibre necessary to maintain the Company's position. Performance bonuses are periodically considered specifically to reward exceptional performance with respect to the creation of value or cash generation. Furthermore the Company, with the approval of shareholders, implemented a share option plan to reward long-term value creation.
10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements, the Annual General Meeting (AGM) and one-to-one meetings with large existing or potential new shareholders. A range of corporate information (including all Company announcements and presentations) is also available to shareholders, investors and the public on the Company's corporate website, www.mindflair.tech

Nicholas Lee
Director
26 June 2026

Independent auditor's report to the members of Mindflair plc

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Opinion

We have audited the financial statements of Mindflair Plc (the 'company') for the year ended 31st December 2025 which comprise which comprises the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st December 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining management's forecast cash flows covering the period from the date of signing to the end of June 2027. We assessed the assumptions within the forecast with regards to income generation, capital funding and cash flows.
- Carrying out a comparison of actual results for the year to past budgets to assess the forecasting ability/accuracy of management.
- Assessing the adequacy of going concern disclosures within the Annual Report and Accounts.
- Performing a stress test and reviewing the mathematical accuracy of the forecast model.

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.

Our application of materiality

Materiality for the Company financial statement as a whole was set to £285,000 (2024: £323,000).

This has been calculated at 3% of the benchmark of Net Assets (2024: 3% of the benchmark of Net Assets), which we have determined in our professional judgement, to be one of the principal benchmarks within the financial statements relevant to members of the Company in assessing financial performance. We consider the Net Assets of the company to be the performance measure used by the shareholders as Mindflair Plc is an investment company and therefore the key performance indicators are principally comprised of growth in net asset value and share price appreciation.

We set performance materiality at 75% (2024: 75%) of overall financial statements materiality to reflect the risk associated with the judgemental and key areas of management estimation within the financial statements. No significant changes have come to light through the fieldwork which has caused us to revise our materiality figure.

Independent auditor's report to the members of Mindflair plc (continued)

Annual Report and Financial Statements
FOR THE YEAR ENDED 31 DECEMBER 2025

Our approach to the audit

As part of designing the audit, we determined materiality, as described above, and assessed the risks of material misstatement in the financial statements. In particular, we considered areas involving significant accounting estimates and judgements by the directors, including the impact of future events that are inherently uncertain. We also addressed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that could represent a risk of material misstatement due to fraud. In addition, we addressed the risk that investments may not be correctly valued by confirming ownership, agreeing external share prices where available, reviewing disclosures, and assessing whether management's assumptions were reasonable for both listed and unlisted investments.

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 Investments (note 9) The Company holds Investment assets at fair value through profit and loss of £8,961,000 (2024: £11,142,000) (see note 9). There is a risk that investments are not valued correctly in accordance with IFRS 9 "*Financial Instruments*" and IFRS 13 "*Fair Value Measurement*." The fair value of Level 1 investments is determined using quoted market prices. The fair value of Level 2 investments is based on fund valuations which utilise observable inputs other than quoted prices and therefore involves some management estimation and judgement. The fair value of unquoted investments is determined using Level 3 inputs which involve significant management judgement. The risk of material error is greater for those investments which do not have readily available quoted prices. Due to the material nature of the balance, its significance as a key performance indicator, and the level of judgement involved, this has been determined to be a key audit matter.	Our procedures included, but were not limited to: • Obtaining an understanding of management's processes for determining the fair value of investments, including both quoted and unquoted investments, and evaluating their oversight of the valuation process • Comparing year-end prices of listed investments to externally observable market data and independently recalculating fair values where applicable. • Agreeing valuations of Level 2 investments to third-party valuation reports and assessing the appropriateness of the valuation methodologies applied. • Assessing the reasonableness of management's assumptions used in determining the valuation of unquoted investments and challenging significant judgements where applicable. • Reviewing movements in investment balances during the year, including additions, disposals and revaluation gains or losses, and agreeing these to supporting documentation. • Ensuring that the Company has appropriate title to the investments held. • Reviewing the adequacy of the disclosures in the financial statements, including valuation methodology, key assumptions and the fair value hierarchy applied.

Independent auditor's report to the members of Mindflair plc (continued)

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.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

Independent auditor's report to the members of Mindflair plc (continued)

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 and application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from: the AIM Rules, Companies Act 2006, UK tax legislation and UK employment laws.
- 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:
    - o Enquiries of management
    - o Review of board minutes
    - o Review of RNS announcements
- We also identified the 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 potential for management bias in relation to the valuation of unlisted investments. As noted within the key audit matter above, we addressed this by challenging the assumptions and judgements made by management when auditing this significant accounting estimate.
- 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 Chapter 3 of Part 16 of the Companies Act 2006. 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.

Andrew Simpson (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

30 Churchill Place
London
E14 5RE

26 June 2026

Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	**Year Ended 31 December 2025 £000's**	Year ended 31 December 2024 £000's
CONTINUING ACTIVITIES			
Income			
Other Income	4	**21**	4
Total income			4
(Loss) / gain on investments held at fair value through profit or loss	9	**(849)**	3,533
Operating expenses		**(553)**	(378)
Share based payments		**(279)**	–
Operating (loss) / profit from continuing activities		**(1,660)**	3,159
(Loss) / profit before taxation from continuing activities		**(1,660)**	3,159
Taxation	6	**-**	-
(Loss) / profit for the year from continuing activities		**(1,660)**	3,159
Other Comprehensive Income		**-**	-
Total Comprehensive Income attributable to equity holders of the Company		**(1,660)**	3,159

Basic (loss) / profit per share			
Equity holders			
Basic	7	**(0.32p)**	1.00p
Fully diluted		**(0.32p)**	0.86p

The accounting policies and notes are an integral part of these financial statements.

Statement of Changes in Equity

FOR THE YEAR END 31 DECEMBER 2025

	Share Capital £000's	Share Premium £000's	Share Capital to be issued Reserve £000's	Capital Redemption Reserve £000's	Share based payments Reserve £000's	Retained Earnings £000's	Total £000's
Balance at 1 January 2024	457	8,778	687	11,995	-	(16,073)	5,844
Profit and total comprehensive profit for the year	-	-	-	-	-	3,159	3,159
Shares issued (net of costs)	460	1,097	(687)	-	-	-	870
Shares to be issued (net of costs)	-	-	920	-	-	-	920
As at 31 December 2024	**917**	**9,875**	**920**	**11,995**	**-**	**(12,914)**	**10,793**
Loss and total comprehensive loss for the year	-	-	-	-	279	(1,660)	(1,381)
Shares issued (net of costs)	400	520	(920)	-	-	-	-
As at 31 December 2025	**1,317**	**10,395**	**-**	**11,995**	**279**	**(14,574)**	**9,412**

Share Capital – amount subscribed for share capital at the nominal amount

Share Premium – amount subscribed for share capital above the nominal amount

Share Capital to be issued Reserve (2024) – amount subscribed, net of fees, for share capital allotted subsequent to respective period ends on 9 January 2024 and 10 January 2025.

Capital Redemption Reserve – own shares purchased by the Company

Share based payment reserve – charge through Profit and Loss for valuation of warrants and options

Retained earnings – cumulative gains and losses recognised

The accounting policies and notes are an integral part of these financial statements

(Incorporated in England and Wales with registered number 02929801)

Statement of Financial Position

AT 31 DECEMBER 2025

	Notes	**31 December 2025 £000's**	31 December 2024 £000's
Current assets			
Investments	9	**8,961**	11,143
Trade and other receivables	12	**6**	467
Cash and cash equivalents		**610**	220
Total current assets		**9,577**	11,830
Total assets		**9,577**	11,830
Equity			
Issued share capital	13	**1,317**	917
Share premium	13	**10,395**	9,875
Retained earnings		**(14,574)**	(12,914)
Share capital to be issued reserve		**-**	920
Share based payment reserve	14	**279**	-
Capital redemption reserve		**11,995**	11,995
Total equity (Net assets)		**9,412**	10,793
Non-current liabilities			
Term Loan	16	**-**	401
Current liabilities			
Trade and other payables	15	**165**	152
Term Loan	16	**-**	484
Total liabilities		**165**	1,037
Net current assets		**9,412**	11,194
Total equity and liabilities		**9,577**	11,830

These financial statements were approved and authorised for issue by the Board of Directors on 26 June 2026 and were signed on its behalf by:

Nicholas Lee
Director

The accounting policies and notes are an integral part of these financial statements.

Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2025

	2025 £000's	2024 £000's
Cash flows from operating activities		
(Loss)/ profit for the year	**(1,660)**	3,159
Fair value movements in investments	**849**	(3,533)
Finance income	**(3)**	(4)
Finance cost	**60**	133
Share based payment expense	**279**	-
Decrease in receivables	**461**	225
(Decrease) in payables and Term Loan interest payable	**(872)**	(512)
Net cash used in operating activities	**(886)**	(532)
Cash flows from investing activities		
Net receipts from disposal of investments	2,684	-
Net payments to acquire investments	**(1,351)**	(1,112)
Net cash generated from/(used in) investing activities	**1,333**	(1,112)
Cash flows from financing activities		
Net Finance cost	**(57)**	(129)
Net proceeds from share capital to be issued/issued in the year	**-**	1,790
Net cash (used in)/generated from financing activities	**(57)**	1,661
Net increase in cash and cash equivalents during the year	**390**	17
Cash and cash equivalents at beginning of year	**220**	203
Cash and cash equivalents at end of year	**610**	220

The accounting policies and notes are integral to these financial statements.

Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES

General Information

Mindflair plc ("the Company") was throughout the year an investing Company with an investing policy adopted on 16 April 2012 and revised on 3 October 2019.

The Company is a limited liability company incorporated and domiciled in England.

The address of the registered office is 9th Floor, 107 Cheapside, London, EC2V 6DN.

These financial statements are prepared in round £000s, because that is the currency of the primary economic environment in which the Company operates.

Principal accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial statements have also been prepared under the historical cost convention.

The preparation of financial statements in conformity with applicable law requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed later in these accounting policies.

Going Concern

The financial statements have been prepared on the going concern basis.

During the year under review, the Company made a loss of £1.660 million (2024 – profit of £3.159 million).

Any consideration of the foreseeable future involves making a judgement, at a particular point in time, about future events which are inherently uncertain. The ability of the Company to carry out its planned business objectives is dependent on its continuing ability to raise adequate capital from equity investors and/or the realisation of quoted investments.

At the time of approving these financial statements and after making due enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the Company's financial statements.

In reaching this conclusion, the Directors have considered the financial position of the Company, together with its forecasts and projections for the 12 month period from the signing of these financial statements, taking into account reasonable possible changes in trading performance and the environment for investment. Furthermore, the Company has several sources available to provide funding. These include, inter alia, realisations from the SVV funds, the exercise of outstanding warrants and upcoming liquidity events for a number of its other investments, as well as access to debt and equity markets. The post year end sale of CameraMatics generated around €600,000 of cash and leave the Company with a significant cash balance.

Statement of compliance

(a) New standards, amendments and interpretations adopted by the Company

IAS 2 Effects of changes in foreign exchange rate

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

(b) New standards, amendments and interpretations not yet adopted by the Company

At the date of authorisation of these financial statements, the Company has not applied the following new and revised IFRSs that have been issued but are not yet effective. The Company intends to the adopt these standards, if applicable, when they become effective.

Standard	Description	Effective date
IFRS 19	Subsidiaries without Public Accountability	1 January 2027
IFRS 9	Amendments – Financial Instruments	1 January 2026
IFRS 7	Amendments – Financial Instruments – Disclosures	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027

The Company has not early adopted any of the above standards and the effect of these new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to be material.

Revenue recognition

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods or services provided in the normal course of business, net of discounts, VAT and other sales-related taxes, and provisions for returns.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount. Dividend income is recognised at the time any market share price is adjusted to exclude the right to receive such dividend or, if there is no such adjustment, when received.

Income tax

Income tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. Current income tax is calculated on the results shown in the Financial Statements and according to local tax rules, using tax rates enacted or substantially enacted by the Statement of Financial Position date.

Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the year 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 there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at hand and current and deposit balances at banks, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Fixed Assets

Financial assets

(a) Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. Details of these assets and their fair value is included in note 9.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting year. These are classified as non-current assets. The Company's loans and receivables comprise ' other receivables and prepayments' and 'cash and cash equivalents' in the Statement of Financial Position.

(b) Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade date, being the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value with transaction costs expensed for all financial assets. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Income Statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the Statement of Comprehensive Income within Gain on investments held at fair value through profit or loss in the year in which they arise.

(c) Impairment of financial assets

The Company assesses at the end of each reporting year whether there is objective evidence that a financial asset or a group of financial assets is impaired. A significant or prolonged decline in the fair value of equity investments and securities below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Cash and cash equivalents Cash and cash equivalents comprise cash in hand and bank balances.

Financial liabilities

Financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance cost in the income statement using the effective interest rate method.

The Company's financial liabilities comprise trade and other payables and in the prior year, Loan Notes.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost less settlement payments. Loan Notes are initially recognised at their fair value and subsequently measured at their amortised cost.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Equity instruments

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

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

Share capital account represents the nominal value of the shares issued.

Retained earnings include all current and prior year results as disclosed in the Statement of Comprehensive Income.

The Capital Redemption Reserve includes the nominal value of the Deferred Shares cancelled in 2021.

The Share based payment reserve includes the valuation charges for warrants and options.

1. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATIONS

The preparation of the financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results ultimately may differ from these estimates.

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.

In certain circumstances, where fair value of investments cannot be readily established, the Company is required to make judgements over carrying value impairment, and evaluate the size of any impairment required.

The basis of the fair value measurement of Unquoted Investments (level 2) and Unquoted Investments (level 3) were as follows:

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within level 1.
Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

Any estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year.

2. BUSINESS AND GEOGRAPHICAL REPORTING

An operating segment is a component of the Company that engages in business from which it may earn revenues and incur expenses. The Company has only one operating segment, being the investment in companies or assets. Therefore, the financial information of the single segment is the same as that set out in the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the statement of cash flows.

3. AUDITOR'S REMUNERATION

During the year the Company obtained the following services from the Company's auditor.

	2025 **£000's**	2024 £000's
Fees payable to auditors for the audit of the Company's financial statements;	**28**	24
	28	24

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

4. OTHER INCOME

The company's other income was:

	2025 £000's	2024 £000's
Fee income	**18**	-
Interest receivable	**3**	4
	21	4

5. REMUNERATION

The company's employee emoluments expense was:

	2025 £000's	2024 £000's
Emoluments	**239**	29
	239	29

A non-cash expense of £136,000 has also been charged in respect of options issued to Directors and employees during 2025 which is not included in the above figure. The average monthly number of persons employed by the Company during the year was as follows:

	2025 No	2024 No
	4	2

Details of Directors emoluments are given in the Report of Remuneration. These disclosures form part of the audited financial statements of the Company. The Directors of the Company are considered to represent key management of the Company as defined by IFRS. Also included in emoluments above is salary paid to the Company secretary.

6. TAX EXPENSES

Both current and deferred tax are nil in the year and therefore there is nil tax recoverable/payable.

	2025 £000's	2024 £000's
Factors affecting the tax charge for the year		
(Loss) /profit on ordinary activities before taxation	**(1,660)**	3,159
(Loss) / profit on ordinary activities before taxation multiplied by the standard rate of		
UK corporation tax of 25% (2024: 25%)	**(415)**	790
Effects of:		
Expenses not deductible for tax purposes net of income not subject to corporation tax	**646**	-
Income not taxable for tax purposes	**(364)**	(883)
Chargeable gains	**580**	-
Movement in deferred tax not recognised	**(447)**	93
Tax charge	**-**	-

The Company has tax losses available to carry forward against relevant future taxable income and profits of approximately £8.0 million (2024 £9.2 million) in respect of which no deferred tax asset has been recognised due to the uncertainty as to when profits will be generated against which to relieve said asset.

Where it is anticipated that future taxable profits will be available against which these losses will be utilised a deferred tax asset is recognised.

No deferred tax has been recognised in the year (2024: nil) and the tax charge for the year was nil (2024: nil).

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

7. EARNINGS PER SHARE

	2025 £000's	2024 £000's
(Loss) / profit attributable to the owners of the Company		
Continuing operations	**(1,660)**	3,159

	2025 No. of shares	2024 No. of shares
Weighted average number of shares for calculating basic (loss) / profit per share	**522,719,232**	317,686,595
Weighted average number of shares for calculating the fully diluted (loss) / profit per share	**522,719,232**	365,525,879

	2025 Pence	2024 Pence
Basic and diluted (loss) / profit per share		
Continuing Operations		
– Basic	**(0.32)**	0.994
– Diluted	**(0.32)**	0.86

8. FAIR VALUE MEASUREMENT

The table below sets out the fair value measurements using the fair value hierarchy. Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 – valued using quoted prices in active markets for identical assets.

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

There were no transfers between categories during the year.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

9. INVESTMENTS HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

	2025 £000's	2024 £000's
Investments at fair value brought forward	**11,143**	6,498
Disposal of investments	**(2,684)**	-
Purchase of investments	**1,351**	1,112
Movement in investment holding	**(849)**	3,533
Balance	**8,961**	11,143
Categorised as		
Level 1 – quoted prices	**1,367**	1,490
Level 2 – SVV funds (based on fund valuation)	**7,108**	8,139
Level 3 – Unquoted investments	**486**	1,514
	8,961	11,143
(Losses) / gains on investments held at fair value through profit or loss		
Realised gain on disposal of securities	**1,091**	-
Unrealised movement in investment holding (losses)/gains	**(1,940)**	3,533
Net (loss) / gain on investments held at fair value through profit or loss	**(849)**	3,533

Quoted Investments level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in Level 1. Instruments included in Level 1 comprise Sure Ventures plc which is a listed specialist fund; and a trading investment in Catenai plc, an AIM listed company.

Unquoted investments (Level 2)

The value of Level 2 unquoted investments as at 31 December 2025 was £7,108,000 (2024 – £8,139,000) and comprised;

An investment of £5,491,000 in Sure Valley Ventures ("SVV"), an Irish collective asset-management vehicle with variable capital and limited liability which has been authorised by the Central Bank as a Qualifying Investor Alternative Investment Fund ("QIAIF"). The fair value of the holding in SVV is the value indicated in the capital summary provided by SVV as at 31 December 2025 and 2024.

An investment of £1,031,000 in Sure Valley Ventures Enterprise Capital LP, an Irish collective asset-management vehicle with variable capital and limited liability which has been authorised by the Central Bank as a Qualifying Investor Alternative Investment Fund ("QIAIF"). The fair value of the holding in SVV is the value indicated in the capital summary provided by SVV as at 31 December 2025 and 2024.

An investment of £586,000 in Sure Valley Ventures III Limited Partnership, SVV's new venture capital fund, SVV3, alongside Enterprise Ireland, the fund's cornerstone investor that committed 50% or €15 million to the fund. SVV3 plans to invest in circa 15 high growth AI software companies in sectors such as Enterprise, Immersive Technologies and Cybersecurity across the Republic of Ireland. The fair value of the holding in SVV III is the value indicated in the capital summary provided by NCM Fund Services Limited as Administrator of Sure Valley Ventures III Limited Partnership.

Unquoted investments (Level 3)

The value of the Level 3 unquoted investments as at 31 December 2025 was £486,000 (2024 – £1,514,000) and comprised holdings in PreCog and Low6 which are unquoted companies. An investment in loan notes issued by CameraMatics was also made during the year. All holdings are valued at cost or directors' valuation based on recent funding involving independent third-party investors or other clear metrics.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

10. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Company's risk management is coordinated by the Board of Directors, and focuses on actively securing the Company's short to medium term cash flows by minimising the exposure to financial markets.

The main risks the Company is exposed to through its financial instruments are credit risk, foreign currency risk, liquidity risk and market price risk.

Capital risk management

The Company's objectives when managing capital are:

- to safeguard the Company's ability to continue as a going concern, so that it continues to provide returns and benefits for shareholders;
- to support the Company's growth; and
- to provide capital for the purpose of strengthening the Company's risk management capability.

The Company actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration the future capital requirements of the Company and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes.

Credit risk

The Company's financial instruments, which are subject to credit risk, are cash and cash equivalents. The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable financial institutions.

The Company's maximum exposure to credit risk is £610,000 (2024: £220,000) comprising cash and cash equivalents.

Liquidity risk

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Company manages this risk through maintaining a positive cash balance and controlling expenses and commitments. The Directors are confident that adequate resources exist to finance current operations.

Market price risk

The Company's exposure to market price risk mainly arises from potential movements in the fair value of its investments.

The Company's exposure to price risk on investments is as follows:

	2025 **£000's**	2024 £000's
Increase in investments by 10%	**896**	1,114
Decrease in investments by 10%	**(896)**	(1,114)

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

11. FINANCIAL INSTRUMENTS

Financial asset by category

	2025 **£000's**	2024 £000's
Financial assets:		
Fair value through profit or loss		
Investments	**8,961**	11,143
Cash and cash equivalents	**610**	220
Total	**9,571**	11,363

Financial liabilities by category

	2025 **£000's**	2024 £000's
At amortised cost		
Trade and other payables	**165**	152
Term Loan (including accrued and unpaid interest)	**-**	885

12. TRADE AND OTHER RECEIVABLES

	2025 **£000's**	2024 £000's
Prepayments	**6**	6
Receivable from shares to be issued	**-**	461
Total	**6**	467

The proceeds from the shares to be issued were received after the year end as admission of the new shares did not take place until 10 January 2025.

The Directors do not consider credit risk to be material to the Company's operations.

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

13. ISSUED SHARE CAPITAL

	Ordinary shares		Ordinary shares to be issued		
	Number of shares	**Nominal value £000's**	**Number of shares**	**Net proceeds £000's**	**Share Premium £000's**
Issued and fully paid:					
At 1 January 2024	**182,956,642**	**457**	**91,300,000**	**687**	**8,778**
Ordinary shares of 0.25p each	183,800,000	460	(91,300,000)	-	1,097
Ordinary shares to be issued:					
Ordinary shares of 0.25p each			159,905,464	920	
At 31 December 2024	**366,756,642**	**917**	**159,905,464**	**920**	**9,875**
Ordinary shares of 0.25p each	159,905,464	400	(159,905,464)	(920)	520
Ordinary Shares of 0.25p each					
At 31 December 2025	**526,662,106**	**1,317**	**-**	**-**	**10,395**

Share issues during the years:

On 21 December 2023 the Company announced the placing of 91,300,000 shares of 0.25p each at a price of 0.8 pence per share raising gross proceeds of £730,400. The shares were issued on 9 January 2024.

On 1 August 2024 the Company issued 92,500,000 shares of 0.25p each at a price of 1 pence per share.

On 24 December 2024 the Company announced the placing of 81,666,666 shares of 0.25 pence at a price of 0.6 pence per share raising gross proceeds of £490,000. The shares were issued on 10 January 2025.

The Company also announced on 24 December 2024 that it had agreed with the holders of the Loan Notes to re-profile the Loan Notes which were due for repayment in December 2024. The re-profiling included the repayment of £185,250 of principal, of which £108,000 had been repaid by 31 December 2024. The re-profiling also included the issue of 78,238,798 shares to the Loan Note holders at a price of 0.6 pence per share to repay part of the principal owed and settle interest accrued to 30 November 2024. In aggregate, £470,000 of principal and accrued interest was repaid through the issue of these shares. The shares were not issued until 10 January 2025.

Rights of ordinary shareholders

The holders of the ordinary shares are entitled to one vote for each share held on a poll. They are also entitled to receive dividends declared in proportion to the number of shares held (subject to any right of another class, and none currently exists, to receive a preferred dividend) and, on a return of capital and subject to the limited participation rights of the holders of the two classes of deferred shares detailed below and any subsequently created class of shares with preferential rights, to participate in such return in proportion to the number of shares held.

Options and Warrants

47,839,284 warrants were issued to the investors in the Loan Notes issued on 22 December 2022 with an exercise price of 4p and which will only vest if the average of the Company's volume weighted average price exceeds 5.163 pence within the 3-year exercise period of the warrants. As part of the reprofiling of the Loan Notes, the exercise price of the 47,839,284 warrants noted above (the "Repriced Warrants") has been reduced to 1.6 pence (from 4 pence), the vesting hurdle has been reduced to 2.5 pence (from 5.163 pence) and the exercise period of the Repriced Warrants has been extended to 31 December 2026.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

13. ISSUED SHARE CAPITAL (continued)

A further 40,833,333 warrants were issued to investors in the share placing announced in December 2024. The shares were issued on 10 January 2025. The terms of these warrants are the same as those of the 'Repriced Warrants' noted above.

Details of movements in warrants and those outstanding as at 31 December 2025 are detailed below.

	Exercise price for the year ended 31 December 2025 £	**Numbers of shares to be issued upon exercise for the year ended 31 December 2025**	Exercise price for the year ended 31 December 2024 £	Numbers of shares to be issued upon exercise for the year ended 31 December 2024
Outstanding at beginning of year	**0.016**	**47,839,284**	0.04	47,839,284
Warrants issued during the year	**0.016**	**40,833,333**	-	-
Exercisable at end of year	**0.016**	**88,672,617**	0.016	47,839,284

The Repriced Warrants and Warrants issued are exercisable into Mindflair equity and have the same exercise terms as noted above. The Warrants were issued to investors as part of the capital raise at the end of 2024.

The value of the Warrants outstanding and exercisable at the year end have been valued at £143,000 and this has been charged through the Income Statement and credited to the Share Based Payment Reserve.

The key terms for the basis of this valuation are;

- Valued using Monte Carlo simulation model;
- Zero yield assumed as the Company has not paid or declared any dividends;
- An average volatility assumption of 88.3% has been used based on the last 4 years:

Details of the options granted to Director's and Employees during the year are detailed below.

	2025	**Exercise price £**
New options granted during the year	**41,500,000**	**0.0025**
Vested during the year	**13,833,333**	
Options exercised during the year	**0**	

Nil-cost options of 41,500,000 shares were granted to directors and an employee of the Company in February 2025, as approved by shareholders.

The options have been valued with a total valuation of £355,000 and this will be charged through the Income Statement in 2025, 2026 and 2027. The charge for 2025 is £136,000 and this amount has been credited to the Share Based Payment Reserve.

The charges through the Income Statement in 2026 and 2027 will be £129,000 and £127,000 respectively.

The options were valued with a Black Scholes model using the following key terms;

- Share price of 1.05p; exercise price of 0.25p;
- Exercise term of 10 years;
- Volatility of 84.3%
- Risk free return of 4.109%

  A Monte Carlo simulation was then applied for the hurdle based grant.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

13. ISSUED SHARE CAPITAL (continued)

The allocations and vesting conditions are detailed below;

Nicholas Lee, was conditionally granted 28,000,000 options over new Ordinary Shares. These options vest as follows:

- 9,333,333 options vested following shareholder approval on 20 February 2025 these have vested;
- 9,333,333 options vest upon the Company's share price increasing to 2.2 pence per Ordinary Share, measured over a consecutive 5-day period (a circa 340% increase from the current share price); and
- The remaining options vest upon the Company's share price increasing to 3.5 pence per Ordinary Share, measured over a consecutive 5-day period (a circa 600% increase from the current share price).

David Palumbo, was granted 8,500,000 options over new Ordinary Shares. An employee of the Company was granted 5,000,000 options over new Ordinary Shares. These options vest in three equal tranches subject to time-based milestones:

- one third of the options granted vested following shareholder approval so these have vested;
- one third of the options granted shall vest on 20 January 2026 so these have vested; and
- one third of the options granted shall vest on 20 January 2027.

14. SHARE BASED PAYMENT RESERVE

	2025 **£000's**
Opening balance	**-**
Warrant valuation	**143**
Management Incentive nil cost options valuation	**136**
Closing balance	**279**

15. TRADE AND OTHER PAYABLES

	2025 **£000's**	2024 £000's
Trade and other payables	**105**	111
Accruals and deferred income	**55**	41
Taxation and social security	**5**	-
	165	152

The directors consider the carrying amounts of trade payables to be a reasonable approximation of their fair value. At 31 December 2025 and 31 December 2024, the Company had no material contingent liabilities.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

16. LOAN NOTES

On 22 December 2022, the Company issued two-year £1.235 million unsecured loan notes accruing interest at 7.5% per annum with bullet repayment of principal and interest at the end of the term. In December 2024, the Company entered into a Deed of Amendment with each of the loan note holders to reprofile the loan notes. The principal elements of this re-profile comprised;

- a payment to redeem £185,250 of Loan Notes to reduce part of the principal owed. £108,000 of this amount had been repaid by 31 December 2024. The remaining balance was fully repaid by 31 March 2025.
- the issue of 78,238,798 new shares in the Company at a price of 0.6 pence to the Loan Note holders to repay part of the principal owed and the accrued interest to 30 November 2024 (the "Loan Note Shares"). In aggregate, £469,433 of principal and interest was repaid. The Loan Note shares are included in the Shares to be Issued (see note 13).
- 50% of the remaining balance due on the Loan Notes plus future accrued interest is to be repaid by 31 December 2025 and 50% of the remaining balance plus future accrued interest is to be repaid by 31 December 2026.
- The Company took the decision to fully repay the Loan Notes in April 2025 and exercised its right for early repayment and repaid the full remaining balance of the Loan Notes together with accrued interest calculated through to 31 December 2025.

Non-current liabilities	**2025 £000's**	2024 £000's
Term Loan	**-**	401

Current liabilities	**2025 £000's**	2024 £000's
Term Loan including accrued interest	**-**	484

17. CAPITAL COMMITMENTS

The Company may invest in collective investment vehicles or funds, subscriptions to which are usually made on a commitment basis. In these circumstances, the Company may be expected to make a commitment to invest that may be drawn down, or called, from time to time, at the discretion of the manager of the fund or collective investment vehicle. The Company will usually be contractually obliged to make such capital call payments and failure to do so would usually result in the Company being treated as a defaulting investor by the fund or collective investment vehicle.

The Company expects to satisfy the cash calls on any such commitments through a combination of reserves and, where applicable, the use of its cash balances, realisation of its other investments, the use of borrowings or, potentially, through the further issue of shares in the Company.

On 2 September 2019, the Company entered into a commitment, which was approved by the shareholders on 3 October 2019, to invest up to €3.5 million in SVV1. The outstanding commitment at the period end was a further €64,000. On 3 March 2022, the Company entered into a commitment to invest up to £5 million in the Sure Valley Ventures UK Software Technology Fund ("SVV2"). SVV2 will invest in a range of private UK software companies with a focus on companies in the metaverse, AI and Cybersecurity sectors. The outstanding commitment at the period end was a further £3.45 million.

On 23 February 2023, Mindflair entered into a commitment to invest in SVV's new venture capital fund, SVV3, alongside Enterprise Ireland, the fund's cornerstone investor that committed 50% or €15 million to the fund. SVV3 plans to invest in circa 15 high growth AI software companies in sectors such as Enterprise, Immersive Technologies and Cybersecurity across the Republic of Ireland. The outstanding commitment at the period end was a further €3.3 million.

Notes to the Financial Statements (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

18. RELATED PARTY TRANSACTIONS

Ultimate controlling party

The Directors do not consider there to be a single ultimate controlling party.

Remuneration of key management personnel

The remuneration of the directors can be found in the Report on Remuneration on page 15 and in Note 5. David Palumbo received part of his remuneration via his consultancy company as set out below.

	2025	2024
	£	£
Fees for consultancy services supplied by Origen Capital Limited, a company of which David Palumbo is a director	**14,000**	-

Celia Li is a director and ultimate beneficial owner of Market Perspectives Consulting Ltd to which the Company paid £12,000 consultancy fees for its services for corporate communications. The fees noted above relate to the period from 1 July 2025 when Celia was appointed as a Director of Mindflair Plc.

Reprofiling of Loan Notes in 2024

Following the issue of the Loan Notes on 22 December 2022, a Loan Note holder disposed of their Loan Note to Tooru plc (formerly Riverfort Global Opportunities plc) which had an existing interest over 38,228,393 ordinary shares in the Company, representing 10.4% of the Company's issued share capital and, as such, was a substantial shareholder as defined in the AIM Rules for Companies ("AIM Rules"). Nicholas Lee, a director of the Company, was also a director of Tooru plc. Accordingly, the Re-profile of the Loan Note held by RGO was a related party transaction pursuant to Rule 13 of the AIM Rules.

19. POST BALANCE SHEET EVENTS

The Company acquired an additional participation in SVV2 from another limited partner on attractive terms along with a small increased exposure to the exciting SVV2 fund.

The Company achieved a partial realisation of its investment in CameraMatics held through SVV1 as part of a new investor making an investment in CameraMatics. The Company also achieved the repayment of the holding of loan notes provided to CameraMatics during 2025 to provide working capital prior to the new investment being made.

Post period end, a number of new investments have been made by the SVV funds. These include:

Ralio	A company focused on building a payments infrastructure system purpose-built for autonomous B2B AI systems.
ManaMind	An autonomous games testing company.
Overpath	A company building an AI-powered sales execution layer for revenue teams.
Audrey	A company developing an AI platform for financial auditors.

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