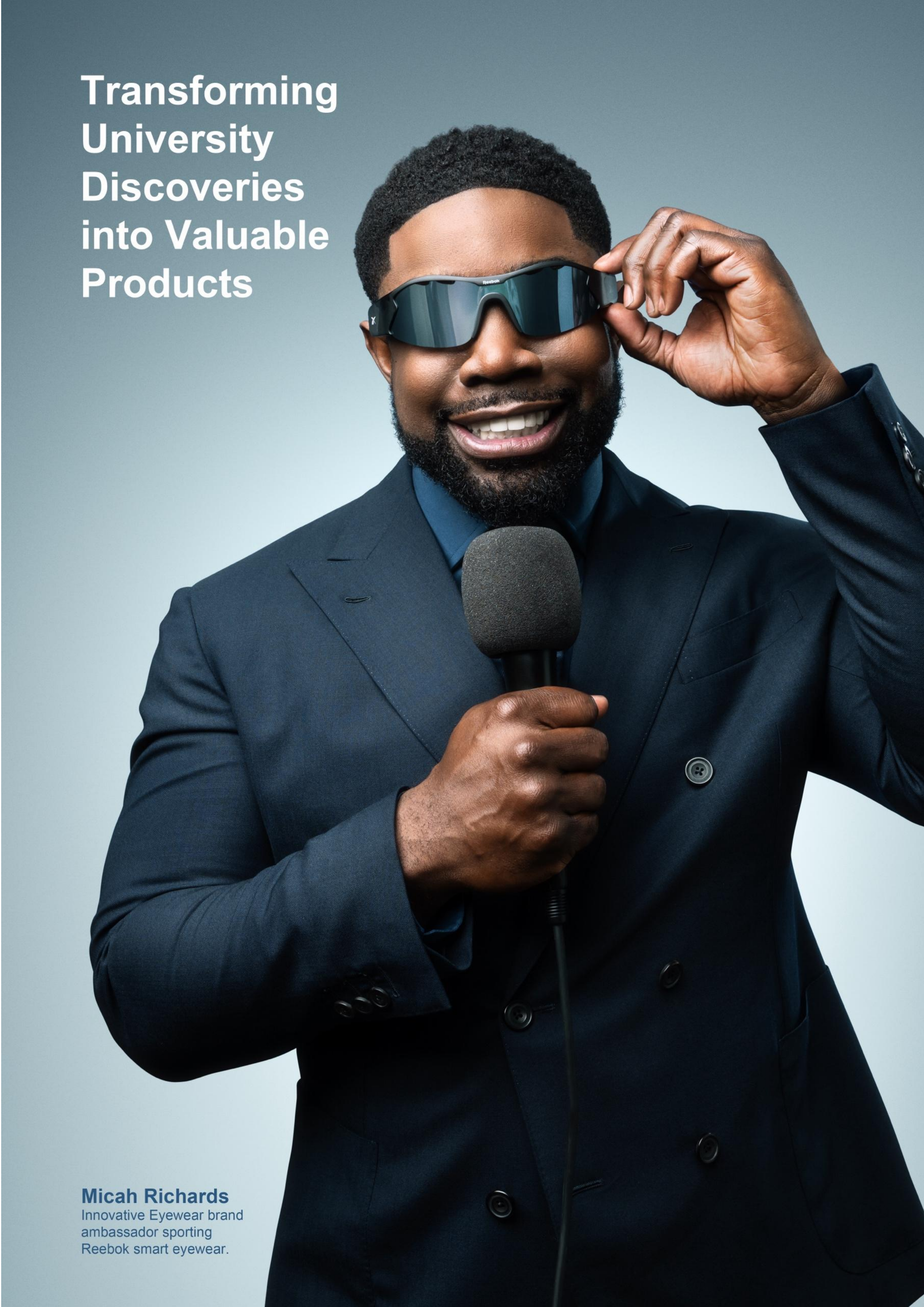
Annual Report & Accounts 2024

31 December 2024

Transforming University Discoveries into Valuable Products



Micah Richards
Innovative Eyewear brand ambassador sporting Reebok smart eyewear.

CONTENTS

OVERVIEW & HIGHLIGHTS

TEKCAPITAL TRANSFORMS UNIVERSITY DISCOVERIES INTO VALUABLE NEW PRODUCTS

We find and invest in exciting new discoveries from our global university network that can enhance people's lives. We believe that when you couple commercial ready, strong university IP with star power management, vibrant companies can emerge. When we realise material exits, the Group's goal is to distribute a portion of the proceeds as a special dividend to our shareholders.

EXCEPTIONAL FINANCIAL PERFORMANCE

In 2024, Tekcapital plc (the "Company") and subsidiaries (the "Group" or "Tekcapital") delivered strong performance, placing the Group at the front of the UK-listed IP commercialization and technology investment sector during a challenging year in the markets. Portfolio return and revenue surged in 2024 to US $21.2 million from a US $13.0 million loss recorded in 2023.

Profit after tax in 2024 rose to US $19.2m from a loss of US $15.7m in 2023, driven by an increase in total income coupled with a reduction of expenses. Overall, there was a ~US $35m positive swing in profit after tax – underscoring the effectiveness of Tekcapital's strategic direction and the inherent value of its portfolio companies.

Consistent with this, Net assets expanded from US $47.9m to US $70.1m, reflecting a 46% year-over-year increase.

- Net Assets US$70.1m (2023: US$47.9m)
- NAV per share US$0.33 (2023: US$0.27)
- Portfolio valuation US$61.5m (2023: US$41.1m)
- Profit after tax: US$19.2m, resulting primarily from unrealised increase in the fair value of the portfolio (2023: loss of US$15.7m).

The Group's Net Assets are higher by approximately US $4.8m as compared to our 2024 unaudited year-end portfolio update provided on 17 February 2025 due to the addition of a fair value of control premium attributed to Tekcapital's majority stakes in Microsalt plc and GenIP plc.

PORTFOLIO COMPANIES: IPOs, GROWING SALES & STRONG COMMERCIAL PROGRESS

Demonstrating Tekcapital's ability to successfully commercialise technologies, even in adverse markets, two of our Investment Portfolio companies (MicroSalt plc & GenIP plc) floated on AIM in 2024. As a result, four out of five portfolio companies are now public. In 2024 only 10 companies completed IPO's on AIM[1].

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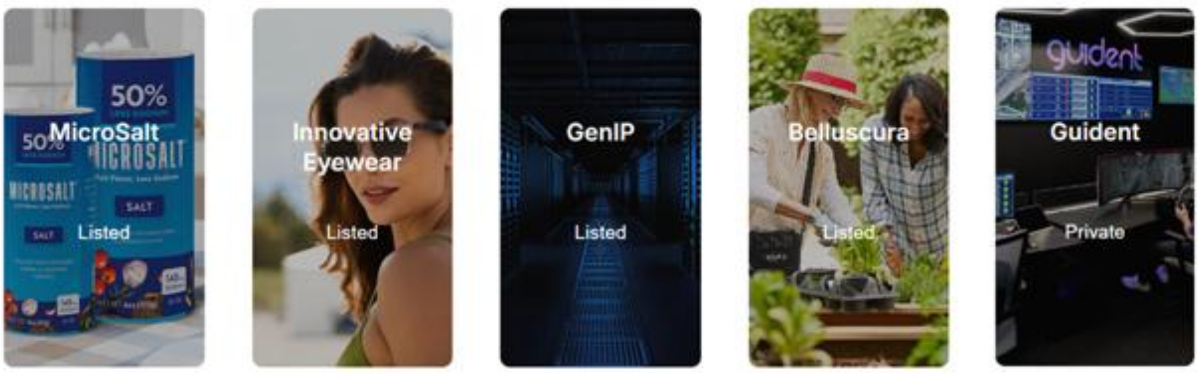
[1] https://www.uhy-uk.com/insights/aim-shrinks-61-companies-202425-companies-left-aim-lowest-level-2001

Notable commercial success was achieved at the Investment Portfolio level driven by their strategic positioning and relevance to addressing pressing global needs with compelling new technologies. Our portfolio companies achieved many milestones during 2024, some of which included:

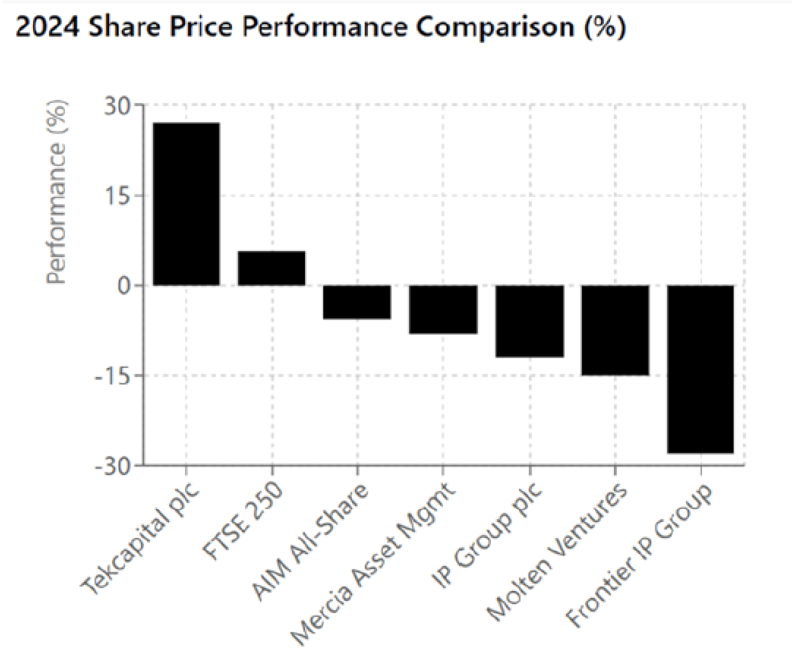
- **MicroSalt plc ("Microsalt")** secured recurring bulk purchases of its full-flavour, low-sodium salt, for multiple product lines from one of the world's largest food manufacturers. The Company also anticipates additional purchase orders for MicroSalt® from the same customer for additional product lines in 2025, and significant increases more broadly in its B2B sales volumes.
- **Innovative Eyewear Inc ("Innovative Eyewear")** continued to grow their sales in 2024 and strengthened their balance sheet. They set the foundation for more growth with strong relationships with big box stores throughout the U.S. consistent with their focus on product placement with large national retailers. The well received launch of world's first smart safety eyewear, Lucyd Armor®, expanded Innovative Eyewear's sales further.
- **Guident Ltd ("Guident")** progressed the integration of its remote monitoring and control software with several autonomous vehicle ("AV") shuttle partners, and commenced a sales program to deliver security robots that will leverage its existing Remote Monitor and Control Centre ("RMCC") in the future. This work has resulted in several new contracts in 2025 and a strong sales pipeline.
- **GenIP plc ("GenIP")** announced it has signed a commercial agreement with a leading Saudi Arabian research institution, GenIP's first client in the Kingdom. In addition, GenIP has received significant orders from organisations in the U.S., Latin America, South Africa, and Singapore for its GenAI analytic services.
- **Belluscura plc ("Belluscura")** continued its revenue growth in 2024. The Company also received Pricing Data Analysis and Coding ("PDAC") codes that allow Durable Medical Equipment distributers to claim reimbursement from Medicare for sales of DISCOV-R to patients. We believe that this is an important catalyst for future sales growth, and greatly contributes to the enterprise value of the business, when added to its previously received FDA clearance and deep patent portfolio rights.



Tekcapital's Portfolio Companies 2024

OUTPERFORMING THE SECTOR

Tekcapital plc's exceptional 2024 performance represents a compelling narrative of innovation and strategic foresight. The Company's ~46% increase in net assets to US$70.1m demonstrates its ability to execute effectively under challenging market conditions. Our 2024 share price performance is particularly noteworthy when compared with other listed U.K. IP commercialization companies, technology investment companies and relevant indices as follows*:



**includes data for 12 month period ended 31 December 2024*

- Tekcapital plc: +27% (London Stock Exchange)
- AIM All-Share Index: -5.5% (London Stock Exchange)
- FTSE 250: +5.69% (London Stock Exchange)

This performance validates Tekcapital's differentiated approach of carefully identifying and nurturing groundbreaking university technologies that have the potential to improve the quality of life of the customers we serve. Our sector focus requires both mitigation of adverse selection and patience, two complementary characteristics that are somewhat uncommon in the small cap markets.

In our view, Tekcapital's year-end share price discount to NAV of ~66% appears unwarranted, given the company's strong execution and portfolio maturation. According to Morningstar, the average market cap discount to NAV for UK closed-end funds (a close analogue) in 2024 was 16.6%. By peer comparison:

- Molten Ventures plc trades at a 52% discount to NAV (Molten Ventures plc, 2024)
- IP Group plc trades at a 45% discount to NAV (IP Group plc, 2024)
- Frontier IP Group plc trades at a 35% discount to NAV (Frontier IP Group plc, 2024)
- Mercia Asset Management plc trades at a 25% discount to NAV (Mercia Asset Management plc, 2024).

With four of five portfolio companies now publicly listed and demonstrating commercial traction, we believe there is a probability that Tekcapital's valuation gap may narrow, if its fifth portfolio company achieves a public listing or if one of the other portfolio companies achieves noteworthy commercial milestones.

Share placings totalling US$3.6m, net of share issue costs, were completed during the period (2023: US$5m). Tekcapital's strengthened financial position, combined with its strategic portfolio of companies operating in high-growth, globally relevant sectors like sodium reduction (MicroSalt), respiratory care (Belluscura), autonomous vehicle safety (Guident), smart eyewear (Innovative Eyewear) and GenAI analytic services (GenIP), positions the company for continued growth in the value of our investment portfolio.

We envision the continued growth of existing portfolio companies to be aided by new investments in the Generative Artificial Intelligence sector. Our portfolio company address critical market needs and have demonstrated meaningful commercial progress in 2024.

Tekcapital's future outlook is supported by:

- A proven ability to identify, select and commercialize university technologies
- Strong portfolio company execution and public market validation
- Operating leverage from our efficient, low-cost corporate structure
- Multiple potential catalysts for further value creation in 2025 & beyond

Dr. Benjamin Franklin famously stated in Poor Richard's Almanack: “A penny saved is two pence clear.” Following this inspiration, Tekcapital is glad to report it has the lowest operating cost structure amongst its listed peers in the U.K., with 2024 administrative expenses of just US $2.0m, compared to IP Group plc, Molten Ventures plc, Mercia Asset Management plc or Frontier IP Group plc. We believe that this is partly due to our selectivity and the concentrated nature of our portfolio. As Warren Buffett has sagaciously demonstrated, value creation is not dependent on diversification but rather on carefully investing for the long-term in the right assets.

We are thankful to our steadfast shareholders for their unwavering support and to our portfolio company management teams that have punched significantly above their weight.

DR. CLIFFORD GROSS, EXECUTIVE CHAIRMAN SAID:

“We are excited to provide this 2024 summary report which describes a few of our portfolio company achievements and their contribution to our profitability and growth. In 2024 our net assets reached US $70.1m, an increase of ~46%, over the previous year, an annual record since the Company’s inception. NAV per share was US $0.33.

Our performance reflects strong commercial progress through the completion of two AIM listings (MicroSalt plc & GenIP plc), and as a result, four of our five portfolio companies are now listed. Additionally, we observed significant commercial traction for Innovative Eyewear Inc. as they achieved several new product and go-to-market milestones. We were also pleased to note MicroSalt has received new and follow-on B2B orders from a major snack food manufacturer. Further, we believe that Guident Corp’s commercial advancements coupled with improving performance and market traction in the autonomous vehicle industry, have created a fertile opportunity for Tekcapital to potentially further crystalise its balance sheet in 2025.

We believe that Tekcapital's success in 2024 is a testament to its portfolio companies' strategic positioning and relevance. Our core long-term financial objective is to grow net assets and returns on invested capital. Once material levels of capital are monetized from our portfolio companies, we will seek to provide a special dividend. We remain committed to this long-term objective, and our portfolio companies' progress in 2024 is a good step in that direction."

PORTFOLIO REVIEW

Our investment portfolio consists of the following companies:

PORTFOLIO COMPANY OWNERSHIP as of 31 December 2024		Market
belluscura	~ US $1M *5% ownership*	AIM: BELL
lucyd® upgrade your eyewear™	~ US $1.3M *10% ownership*	NASDAQ: LUCY
MICROSALT®	~US$ 36.9M *69% ownership*	AIM: SALT
guident	~US$18.1m *90% ownership*	PRIVATE
GenIP®	~US$4.1m *63% ownership*	AIM: GNIP

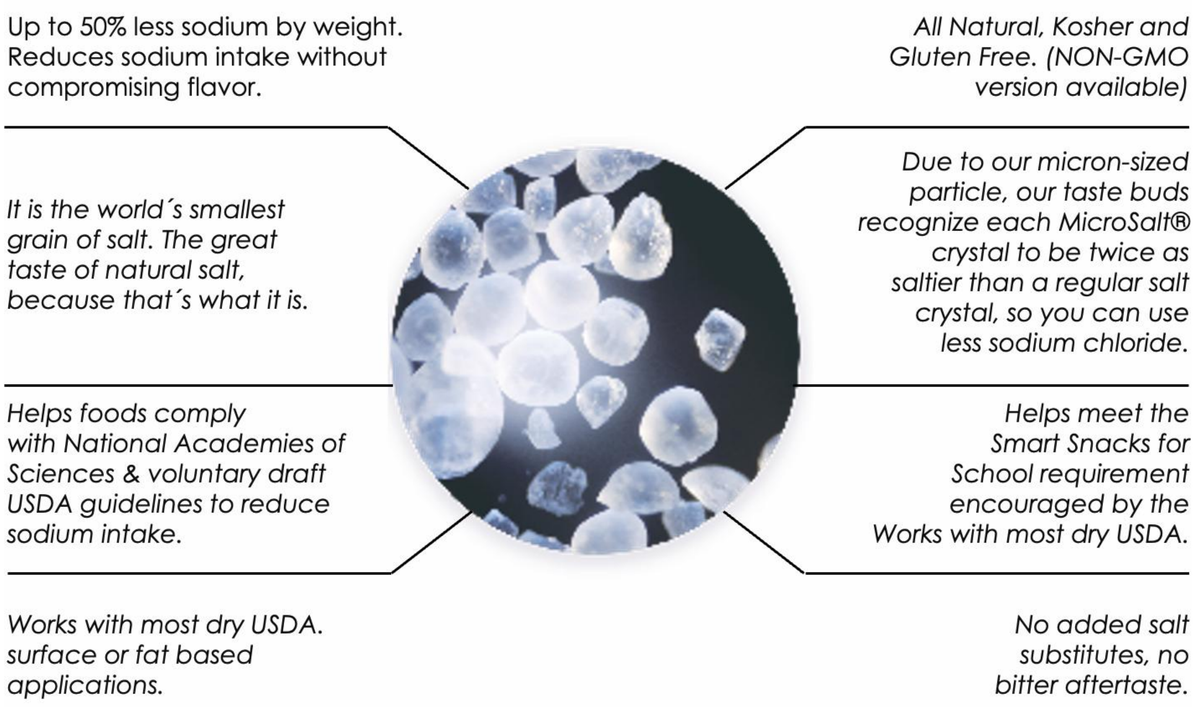
MICROSALT®
Full Flavor, Less Sodium

MicroSalt's patented, low-sodium salt delivers full flavoured natural salt with approximately 50% less sodium.

INVESTMENT RATIONALE:
The snack food industry is focused on developing and providing better-for-you products that both taste good and help reduce sodium intake. Excess sodium consumption contributes to cardiovascular disease, a leading cause of premature death globally. The World Health Organization has indicated that reducing sodium consumption to 2,300 mg/day can save upwards of 2m lives per year. To help address this problem, MicroSalt provides a patented, low-sodium salt has all the flavour of salt with roughly half the sodium for topical applications such as crisps, pretzels, nuts, popcorn and other salty snacks, bakery products and precooked meals.

2024 DEVELOPMENTS:

- Successfully completed its Initial Public Offering with listing price of 43p per share and commenced trading on the AIM market of the London Stock Exchange on February 1st, 2024. MicroSalt's share price as of 31 December 2024 increased to £0.77.
- Secured large volume purchase commitments of MicroSalt® with a leading food manufacturer as well as placements of its salt shakers across multiple retail locations, and large volume commitments into 2025
- Has been granted an important additional patent #11,992,034 protecting the IP of its micron-sized salt. This patent, entitled Low Sodium Salt Composition, is focused on how MicroSalt's low-sodium salt adheres to food particles vs traditional table salt. MicroSalt also has counterpart patent applications with claims directed to similar subject matter pending in countries including China, Chile, Australia, Brazil, Europe, Canada, Japan, Russia, Mexico, India and Hong Kong., many of which have been granted as of the date of this report.
- Introduced MicroSalt® shakers on Amazon UK and laid the foundation for the UK expansion of MicroSalt's bulk business with local distribution and storage via Reliable Express
- Announced multiple placements of its products including placement of SaltMe! Crisps on Thrive Market, a US-based healthy snack marketplace with 1.2 million members, and Carma Hospital Group, marking the Company's entrance into the food service market.
- Developed additional B2B bulk product for Quick Service Restaurant after receiving indicators of demand for MicroSalt from the fast-food sector.



Innovative Eyewear Inc's vision is to Upgrade your Eyewear® by providing tech-enhanced eyewear that makes it easier to stay connected to your digital life. Lucyd introduced the world's first prescription ready smart eyewear with ChatGPT.

As of 31 December 2024, Tekcapital owned 100% of Lucyd Ltd which holds ~10% of NASDAQ quoted Innovative Eyewear Inc.

Photo courtesy of Innovative Eyewear, Inc.

Innovative Eyewear Inc. is the first developer of ChatGPT enabled smart eyewear under the Lucyd®, Nautica®, Eddie Bauer® and Reebok® brands. Innovative Eyewear, Inc ("Innovative Eyewear"), Lucyd's ~10% owned U.S. operating subsidiary, was the first Company to deliver prescription glasses with Bluetooth® technology in 2019. Their eyeglass frames help you stay connected safely and conveniently, by enabling many common smartphone tasks to be performed handsfree with Bluetooth®, voice assistants and GenAI.

INVESTMENT RATIONALE:

In the first 9 months of 2024, the National Highway Traffic Safety Administration (NHTSA) estimates that 29,135 people died in traffic crashes on public roads.[2] We believe that open ear audio found in Lucyd smart glasses can help pedestrians maintain situational awareness whilst walking running and cycling as there is nothing in the ear canal blocking the sounds of adjacent traffic. According to the Vision Institute[2], approximately 75% of the adult population need corrective lenses, and advancements in Bluetooth technology have enabled it to be incorporated into traditional eyeglass form factors. This combination created a new type of eyewear with built-in speakers, microphones and touch controls. Lucyd smart eyewear allows the wearer to forego headphones and use their glasses to

[2] https://www.nhtsa.gov/press-releases/nhtsa-estimates-traffic-fatalities-declined-44-first-nine-months-2024

listen to audio content and talk to others and digital assistants. Since the speakers are open-ear, Lucyd smart glasses enables the wearer to stay connected to their digital life whilst maintaining situational and social awareness.

2024 DEVELOPMENTS:

- Announced a partnership with New Look Vision Group to distribute its smart eyewear in Canada. New Look Vision Group is one of the largest optical groups in Canada and has been rapidly expanding in the United States.
- Launched major products under its licensed branded smart eyewear products: Nautica and Eddie Bauer.
- Appointed Micah Richards as a brand ambassador. Micah is a former Olympic athlete and English footballer, turned successful broadcaster. He is currently working for several sport networks whilst he is also a co-host of "The Rest is Football" - a top ten UK podcast.
- Expanded its sales prospects by launching the world's first smart safety eyewear in a lightweight, affordable and prescription-ready form factor, and meeting the ANSI Z87.1 standard for workplace safety use. The Company is already in discussion with several notable retailers about launching the Lucyd Armor™ product in brick and mortar locations in addition to online sales.

Photo courtesy of Innovative Eyewear, Inc.

- Innovative Eyewear Inc also announced its Lucyd Lyte frames are now available on Target.com.
- Reported second quarter revenue growth of 82% compared to the second quarter of 2023, also noting improvement in gross margins. Innovative Eyewear anticipates the potential for additional growth in the fourth quarter of 2024 as the new Lucyd Armor™ and Reebok® *Powered by Lucyd* lines are launched, as the unit cost of these new products are estimated to be significantly lower than current Lucyd Lyte models.

Guident Limited ("Guident") has developed and deployed remote monitoring and control software to improve safety of autonomous vehicles and land-based delivery devices. Guident's software incorporates artificial intelligence and advanced network technologies to minimize signal latency and improve the safety of autonomous vehicles.

Guident RMCC- Photo courtesy of Guident Corp.

Guident developed a state of the art, fully functional remote monitoring and control software to improve the safety of autonomous vehicles and land-based delivery devices.

As at 31 December 2024, Tekcapital owned 100% of Guident Ltd, ~and 90% of Guident Corp, its US operating subsidiary.

INVESTMENT RATIONALE:
Vehicles of all types are rapidly becoming electric and autonomous. Whilst Autonomous Vehicles ("AVs") are projected to be significantly safer than traditional vehicles, there will still be mishaps and in many instances there will be no vehicle operator present to help resolve these problems. Guident believes remote human interaction will be needed to address many of these mishaps. Guident's remote monitoring and control centre monitors vehicles and when necessary, can provide additional support such as calling first responders, taking over control of the vehicle to move it out of harm's way as well as provide real-time communication with passengers and pedestrians. Over time, Guident believes remote monitoring centres will be required in most jurisdictions where AVs operate.

2024 DEVELOPMENTS:

- Hosted the grand opening of its first U.S. commercial Remote Monitor and Control Centre (RMCC) for enhancing AV safety. Guident's new best-in-class RMCC including video wall displays and visualisation system, is now commercially available. This deployment is strategically located at the Boca Raton Innovation Campus (BRiC), the largest office complex in Florida (1.7m sq ft), and the Southeast's premier technology and life-sciences hub.
- Entered into a Strategic Partnership agreement with Star Robotics, a leading Spanish security robotics company. The Strategic Partnership will aim to integrate Guident's teleoperation solution into Star Robotics' products and provide an autonomous security surveillance solution with a human-in-the-loop capability. The partnership enables both companies to work on a combined go to market strategy and roll out in North America.
- Incorporated its RMCC technology into AuVe Tech OÜ ("Auve Tech") Level 4 MiCa autonomous shuttles. The MiCa vehicle offers turnkey autonomous transportation solutions tailored to diverse environments and simple integration into existing transport networks.
- Received a second grant from Space Florida to add low earth orbit, low-latency satellite connectivity to its AV remote monitoring service. This Space Florida-Israel Innovation grant supports the development and implementation of a leading-edge system architecture, leveraging non-geostationary satellite technology to provide monitoring redundancy in the event of mobile network outages.

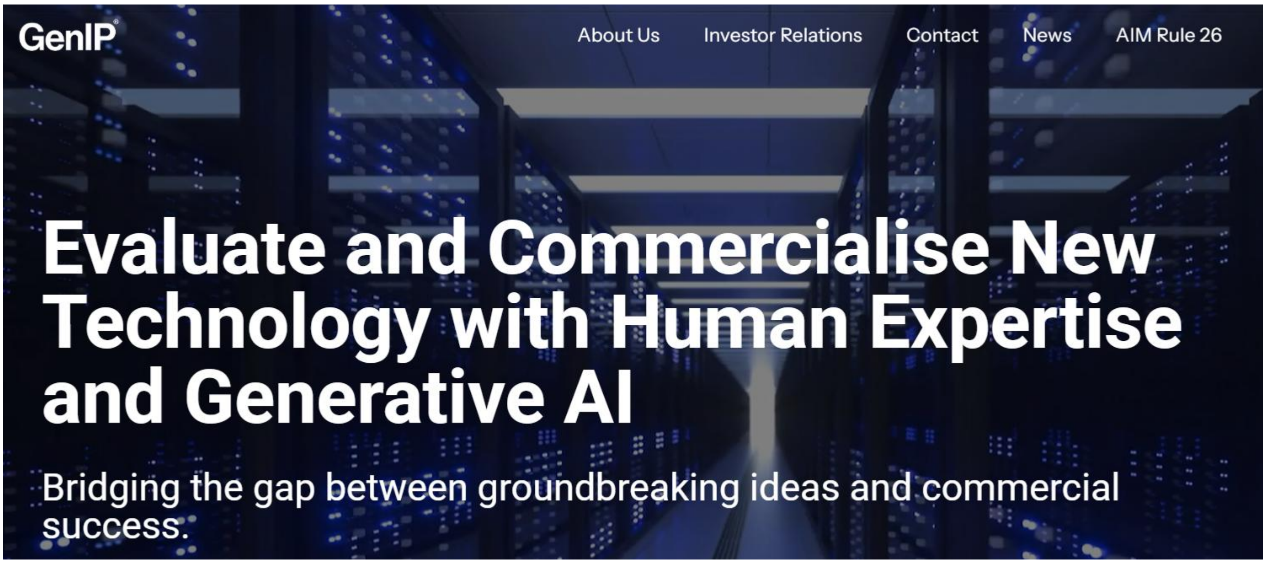


Image courtesy of GenIP plc

GenIP Ltd ("GenIP") was incorporated on 23 February 2024 with a goal of building a unique GenAI B2B analytics service business. Subsequently, Tekcapital's Invention Evaluator® and VortechsTM business services were developed into new services with the introduction of Generative AI large language models (LLMs) into their workstreams. GenIP uses generative artificial intelligence aimed at empowering companies to better evaluate and commercialise technological discoveries through its services. GenIP represents Tekcapital's fifth portfolio company. GenIP plc listed on the AIM in October 2025.

As of 31 December 2024, Tekcapital owned 63% of GENIP plc.

INVESTMENT RATIONALE

The GenAI market is currently experiencing exponential growth. In 2023, 426 start-ups received total funding in excess of US$21 billion. GenIP provides Services to evaluate new technologies and identify capable individuals to market these technologies. We believe the incorporation of GenAI LLM's into these services will help companies, research institutions and venture funds mitigate adverse selection, improve returns on invested capital and more efficiently deploy capital to produce useful businesses that can become financially successful and contribute to the quality of life of the customers they serve. The initial performance appears quite promising.

2024 DEVELOPMENTS:

- Effective 4 June 2024, GenIP acquired certain assets and liabilities from Tekcapital related to Invention Evaluator and Vortechs business service lines. These assets and liabilities, disclosed in the Related Parties note to the financial information below, were transferred to GenIP Ltd as part of a US$191,564 capital contribution by Tekcapital plc. GenIP's new products were launched in September 2024.
- Signed a commercial agreement with a leading Saudi Arabian research institution, GenIP's first client in the Kingdom.
- Initiated negotiations with over 50 potential new clients, including research institutions, corporations, and venture capital firms, following recent engagements at global technology transfer events.
- Following the launch of GenIP's GenAI services, 195 orders for IE Reports and 8 orders for Vortechs placement assignments were secured prior to year end 2024.

belluscura®

Belluscura plc ("Belluscura") is a respiratory medical Device company that has developed and launched an improved portable oxygen concentrator (POC) to provide on-the-go, supplemental O2. Belluscura believes its product is the first FDA cleared, modular POC with a user-replaceable filter cartridge. Belluscura aims to make POC's more affordable to those who need them.

INVESTMENT RATIONALE:

Worldwide, approximately 300m individuals suffer from COPD (chronic obstructive pulmonary disease). COPD is a progressive lung disease that includes emphysema and chronic bronchitis and is the fourth leading cause of death worldwide, causing 3.5 million deaths in 2021, approximately 5% of all global deaths.[3]

POC's are also used to treat:

Interstitial lung disease (ILD): This is a group of lung diseases that cause scarring of the lungs.

Cystic fibrosis: This is a genetic disease that causes thick, sticky mucus to build up in the lungs, making it hard to breathe.

Sleep Apnea: This is a sleep disorder that causes breathing to repeatedly stop and start.

[3] https://www.who.int/news-room/fact-sheets/detail/chronic-obstructive-pulmonary-disease-(copd)

Pulmonary hypertension: This is high blood pressure in the lungs.
Heart failure: This is a condition that makes it hard for the heart to pump blood effectively.

Many patients suffering from the above disorders require supplemental oxygen. As there is no cure for COPD, over time patients require greater amounts of oxygen, and if they use a portable oxygen concentrator, many individuals must replace their devices with greater capacity models as their disease progresses. With Belluscura's new patented device, users can swap out the filter cartridges to enable higher capacity oxygen flow without having to buy a new device, like upgrading memory on a laptop. The result is more affordable oxygen therapy, which increases the number of people who can avail themselves of POC's to improve both the duration and quality of life.

2024 DEVELOPMENTS:

- Belluscura announced their prospects were enhanced by the forthcoming release of the new DISCOV-R device.
- The company announced its revenue continued to grow through 2024, with revenue of ~$3.3m in the first nine months of 2024.
- Belluscura was also able to complete the acquisition of TMT Acquisition plc and raised US$ 7.3m through combination of convertible loan notes and new placings, enabling the company to deliver on the demand for its products.

Photo courtesy of Belluscura plc

POST PERIOD END HIGHLIGHTS

Following successful deployments of its Remote Monitor and Control Center, Guident has confidentially submitted a draft registration statement on Form S-1 with the Securities and Exchange Commission (the "SEC") relating to the proposed initial public offering. The initial public offering is expected to take place after the SEC completes its review process, subject to market and other conditions. Guident has also received significant additional patent coverage:

- Guident has successfully validated its European Patent Grant No. 4097550, entitled *Artificial Intelligence Method and Apparatus for Remote Monitoring and Control of Autonomous Vehicles*, and has obtained patent protection in 20 European countries.

  The validated European patent is directed to an autonomous vehicle remote monitoring and control center (RMCC) employing distributed sensor fusion and artificial intelligence techniques that is configured to receive sensor data across multiple independently governed autonomous vehicles, including sensor data from vehicles not operating under RMCC control, determine incident risk levels, implement safety measures and take control of one or more of the autonomous vehicles when operating at an unsafe incident risk level, and return control when the risk level is safe.

- In addition, Guident is pleased to announce it has received a Notice of Allowance from the United States Patent and Trademark Office for its U.S. Patent Application No. 17/579,203, entitled Near Real-Time Data and Video Streaming System for a Vehicle, Robot or Drone. The allowed U.S. patent application is directed to methods and systems for using a remote monitoring control device to receive video and image data from and communicate with collection devices of autonomous vehicles, robots, or drones (such as camera sensors) to improve the safety of their operation. Guident anticipates the United States Patent will issue in due course after it pays the required issue fee.

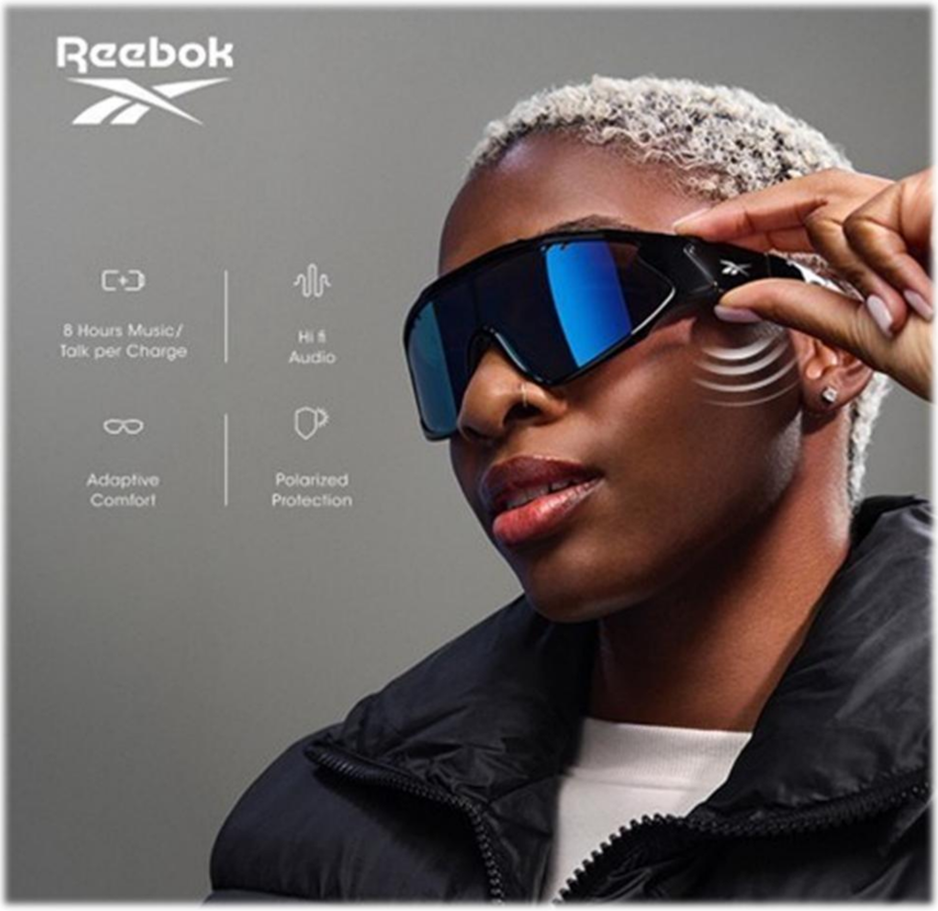
- Guident, in collaboration with the Related Companies, Circuit Transit and Auve Tech, announced the launch of a pilot program with the City of West Palm Beach to demonstrate the future of urban public transportation. The MiCa, a fully electric SAE Level 4 autonomous shuttle, has been operating autonomously within the CityPlace area of West Palm Beach since mid-February, successfully navigating the dense urban area occupied by cars, trucks, bicycles and pedestrians. With six stops between Brightline Station and the Publix supermarket plaza, the project offers 0.9 miles of clean, quiet and convenient public transportation within the heart of West Palm Beach.

MiCa Shuttle in West Palm Beach, Florida - Photo courtesy of Guident Corp.

- Guident also announced it secured its first contract for its Autonomous Surveillance & Inspection Robot service with the Boca Raton Innovation Campus (BRiC), a 1.7-million-square-foot multi-tenant office campus and IBM's former R&D facility.
- In addition to the above Guident has a strong pipeline of customers it is seeking to close in H1.

Innovative Eyewear Inc announced that it has partnered with Micro Center™, one of the leading tech retailers in the United States, to expand its retail reach and bring Lucyd smart eyewear in stores nationwide and online.

Additionally, post period end Innovative Eyewear announced the launch of its Reebok smart eyewear powered by Lucyd and the inking of a partnership deal with Eye Recommend, expanding their smart eyewear across 600+ independent optometry stores in Canada.



Reebok smart eyewear - Photo courtesy of Innovative Eyewear Inc.

Also, post period-end, MicroSalt plc completed a successful, oversubscribed fundraising of £2.3 million. The proceeds of the Subscription will be mainly used to support inventory to satisfy expected B2B customer demand in 2025 from leading snack manufacturers, as well as general working capital purposes. MicroSalt has received commitments for an additional 290 metric tonnes ("mT") in bulk orders for 2025 and expects this to further increase as MicroSalt is rolled out over new product lines. Based on existing orders for Q1 2025 and expected orders for the rest of 2025 for existing product lines, B2B volumes are projected to increase more than 10X the quantity manufactured in 2024.

MicroSalt also announced they launched a new Quick Service restaurant ("QSR") product, initially targeting the "*French fry*" market where the Company sees a tremendous opportunity for growth. At the same time, significant new FDA guidance was released indicating the near-term requirement for front of package nutrition labels, providing another catalyst for MicroSalt’s product.

MicroSalt has been recognized by Fast Company in their 2025 list of the World’s Most Innovative Companies. The company, known for its patented full-flavor salt with approximately 50% less sodium, earned the ninth position in the "Small but Mighty" category, which highlights businesses with fewer than 50 employees that are making significant impacts in their industries.[4]

[4] https://www.investing.com/news/company-news/microsalt-secures-spot-on-innovative-companies-list-93CH-3935929

Image courtesy of MicroSalt plc

GenIP plc provided a significant corporate update, noting since the launch of its GenAI enhanced services in September 2024, they have secured Invention Evaluator orders for over 450 analytical assessments.

Additionally, GenIP Plc announced it secured a significant contract worth $0.35m with a new client, a research organisation in Saudi Arabia (the "Client"). The contract commences immediately and covers the delivery of 400 GenAI-enhanced analytical assessments and additional technology commercialisation consulting services.

Post end-of-period Belluscura announced on 6 February 2025, the Company has raised gross proceeds of approximately $5.0 million through the placing of 199,151,375 new ordinary shares. Additionally on 16 April 2025 Belluscura announced its Q1 2025 sales were $912,000 (Q1 2024: $166,000), and that it has launched the X-PLOR 5, the first FDA cleared five-level portable oxygen concentrator weighing under four pounds. In May 2025, Belluscura also announced that it initiated a strategic review aimed at supporting both the Company's short-term cash requirements and its longer-term growth and accelerating its path to sustainable profitability. The Company also confirmed, as of 9 May 2025, the US import tariff on its portable oxygen containers remains at zero and that April 2025 marked their best sales month with US$ 0.52m in revenue booked. On 9 May 2025 Belluscura announced it has initiated a strategic review, which will evaluate a range of options to substantially strengthen its capital position, including potential strategic investment, partnerships, alternative funding structures and other corporate initiatives. The review is aimed at supporting both the Company's short-term cash requirements and its longer-term growth and accelerating its path to sustainable profitability.

STRATEGIC REPORT

CHAIRMAN’S SUMMARY

Tekcapital Performance Update

Tekcapital delivered exceptional financial performance in 2024, transitioning from a loss in 2023 to significant profitability. The company's portfolio return and revenue surged to US ~$21 million from a US ~$13 million loss in 2023. Profit after tax rose substantially to US ~$19.2 million from a loss of US ~$15.7 million the previous year, driven by increased total income and reduced expenses. This represents an impressive US ~$35 million positive swing in Net Income, demonstrating the effectiveness of Tekcapital's strategic direction and the inherent value of its portfolio companies.

Net assets expanded from US $47.9 million to an annual record of US $70.1 million, reflecting a 46% year-over-year increase.

The company's portfolio valuation reached US $61.5 million (up from US $41.1 million in 2023), with NAV per share growing to US $0.33 (from US $0.27).

Tekcapital completed share placings totaling US $3.6 million during the period.

Portfolio Company Achievements

Demonstrating Tekcapital's ability to successfully commercialize technologies even in adverse markets, two Investment Portfolio companies (MicroSalt plc and GenIP) floated on AIM in early 2024, bringing the total number of public portfolio companies to four out of five. A few of the achievements across the portfolio included:

- MicroSalt secured recurring bulk purchases for multiple product lines from one of the world's largest food, soft drink, and snack manufacturers, with additional purchase orders anticipated for 2025 and a significant projected increase in B2B volume.
- Innovative Eyewear continued sales growth and strengthened its balance sheet, and launched the first smart safety eyewear line under the Lucyd Armor™ brand. The Lucyd Armor product is certified to comply with the American National Standards Institute.
- Guident progressed the integration of its remote monitor and control software with several AV shuttle partners and launched a sales program targeting the security robot market, resulting in multiple contracts announced in early H1 2025.
- GenIP signed a commercial agreement with a leading Saudi Arabian research institution, its first client in the Kingdom
- Belluscura continued revenue growth and received important Pricing Data Analysis and Coding ("PDAC") codes allowing medical equipment distributors to claim Medicare reimbursement

Following the period end, Guident appointed an investment bank to assist with a potential Nasdaq IPO in 2025. MicroSalt completed an oversubscribed fundraising of £2.3 million and secured commitments for significantly increased bulk orders in 2025. Belluscura has also recently completed a fundraise of gross proceeds of ~£4.7 million.

Outlook

Tekcapital has demonstrated a proven ability to identify and commercialize university technologies, with strong portfolio company execution and public market validation. Its efficient corporate structure provides operating leverage, with administrative expenses of just US $2.0 million in 2024, the lowest amongst all of its peers in the United Kingdom.

The Company has multiple potential catalysts for value creation in 2025, particularly if its fifth portfolio company achieves a public listing or if existing portfolio companies reach noteworthy commercial milestones. Tekcapital's strategic positioning in high-growth, globally relevant sectors including sodium reduction (MicroSalt), respiratory care (Belluscura), autonomous vehicle safety (Guident), smart eyewear (Innovative Eyewear), and AI-driven innovation (GenIP) positions the company for continued growth.

We intend to aggressively pursue further investments in pre-existing generative artificial intelligence companies (GenAI). Our potential targets are expected to include companies that are focused on the transformative impact of GenAI on business workflows across a number of sectors. Having witnessed GenAI's positive impact on a few of our portfolio companies, we believe its potential to accelerate value creation, mitigate risk and reduce administrative overhead may provide significant investment opportunities for the Group.

Tekcapital's long-term objective is to grow both its net assets and returns on invested capital. Once material levels of capital are monetized from its portfolio companies, the Group plans to provide a special dividend to shareholders. Management believes that Tekcapital's 2024 performance is a testament to its portfolio companies' strategic positioning and relevance, and represents a good step towards achieving its long-term objective.

Financial performance

Net Assets US$70.1m (2023: US$47.9m)
NAV per share US$0.33 (2023: US$0.27)
Portfolio valuation US$61.5m (2023: US$41.1m)
Profit after tax: US$19.2m, resulting primarily from unrealised fair value increase of portfolio valuation (2023: loss of US$15.7m).

Fundraisings during the period

In 2024 we completed share placements totaling US$ 3.6m (2023: US$ 5m), excluding expenses. Proceeds were used primarily to accelerate commercial progress of select portfolio companies and provide additional working capital for the Group.

PRINCIPAL RISKS AND UNCERTAINTIES

The specific financial risks are discussed in the notes to the financial statements. Other risks are as follows:

We believe the principal financial risks and benefits of the business relate to the value and performance of the Group's portfolio companies. We believe that the fair value of each portfolio Company is a time dependent valuation that may become impaired if the business does not achieve it milestones, growth trajectory, product development goals, market acceptance, capital raises or other key performance metrics. Individually and as a group our portfolio companies have a material impact on our financial performance.

- The risk of individual portfolio company negative performance, in the future, may be ameliorated, as our portfolio becomes more mature, and when our portfolio companies develop significant capital reserves, predictable revenues and have demonstrated significant increases in value. Management's strategy of early detection and remediation includes continuous monitoring of sales performance, expenses and capital requirements as well as ongoing assistance in strategic planning and fundraising activities, amongst others.

- The principal operational risk of the business is management's ability to assist our portfolio companies in achieving their goals and ultimate exits whilst having a small team and an additional goal of increasing our service revenues. Management's strategy of early detection and remediation includes continuous monitoring of sales performance and expenses, intellectual property position and strategic direction, as well as ongoing assistance in executive and board recruitment, IP acquisition and fundraising activities, amongst others.

- The current Russian invasion of Ukraine, the Israel/Gaza conflict and the recent US imposed global tariffs may over time may contribute to inflation of energy costs, goods and supply chain disruptions which could increase the cost and complexity of sourcing components and selling products for some of our portfolio companies. Additionally, the uncertainty that has been introduced to the capital markets have resulted in small cap stocks worldwide feeling the pinch. This can be seen in Belluscura's and Innovative Eyewear's share prices at the end of the period, although other non-macro-economic factors may play a role as well.

We are grateful for the patience and support of our shareholders. We are also sincerely appreciative of our dedicated, creative and incredibly hardworking portfolio company management teams as well as our corporate team, without whom, none of the results reported herein would be possible.

SECTION 172 (1) STATEMENT

Our Board (please also see Board of Directors page for information on Directors) ensures that all decisions are taken for the long term, and collectively and individually aims to always uphold the highest standard of conduct. Similarly, our Board acknowledges that the business can only grow and prosper over the long-term if it understands and respects the views and needs of the Company's investors, customers, employees, suppliers and other stakeholders to whom we are accountable, as well as the environment we operate within. When making decisions, each director ensures that they act in the way that would most likely promote the Company's success for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the following matters:

a) The likely consequences of any decision in the long term

In line with our strategy, Tekcapital plc's purpose is to find and invest in exciting new discoveries from our global university network that can enhance people's lives. We believe that when you couple commercialisation ready, compelling university IP with strong senior management, vibrant companies will likely emerge. When we realise exits the Group's goal is to distribute a portion of the proceeds as a special dividend to our shareholders.

With this in mind, we apply the same high standards of responsible stewardship to our businesses as if we were to own them forever, and it is this approach to decision making that requires the Directors to have regard to the likely consequences of decisions in the long-term.

The long-term decision making and strategy also considers consequences of climate change, such as changes in extreme and unpredictable weather. The Board considers the potential impacts of the climate change related disruptions on business operations of Tekcapital Group and its portfolio companies as they relate to supply chain, customer demand and business operations as these risks may affect future investment decisions.

b) The interests of the Group's employees

The Board strives to maintain and develop a culture where everyone feels valued and included. The Board also considers the health, safety and wellbeing of all Tekcapital employees in everyday decisions. Feedback from employees is actively encouraged and is considered a key driver in developing our business activities, processes and workplace environment. Initiatives to encourage wellbeing are well established and continue to evolve and are strongly influenced by the workforce. Professional and personal development of employees is viewed as fundamental to the continued success of the Company.

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

The Board ensures that the Group's mission is focused on improving the world with university discoveries, and focuses on innovations that, if successful, can improve the quality of life of customers we serve.

The Board recognises that it is crucial that we deliver a reliable service to our customers and maintain excellent relationships with suppliers.

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

In their decision making, the Directors need to have regard the impact of the Company's operations on the community and environment. The Board plays a constructive role in tackling issues through engagement and making sure that all of the Group's investments focus on improving quality of life and attempt to solve significant health, safety or productivity problems facing communities. The Board also considers impact of Group's investment decisions on the environment as part of screening process.

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

The Board recognises that culture, values, and standards are key contributors to how the Group creates and sustains value over the longer term, and to enable it to maintain a reputation for high standards of business conduct. High standards of business conduct guide and assist in the Board's decision making, and in doing so, help promote the Group's success, recognising, amongst other things, the likely consequences of any decision in the long-term and wider stakeholder considerations. The standards set by the Board mandate certain requirements and behaviour with regards to the activities of the Directors, the Group's employees and others associated with the Group.

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

The Company has one class of ordinary shares, which have the same rights as regards voting, distributions and on a liquidation. Management are also significant shareholders in the Group, holding approximately 6% of the register, together putting them in the top 3 shareholders of the Group. On this basis the Board feels that the executive Directors are fully aligned with shareholders.

g) Fundraising activities

During the course of the year, Tekcapital plc consummated two fundraises for the dual reason of continued investment in our portfolio companies and to increase our available working capital. The former reason is consistent with board policies mentioned in our current report.

We are enthusiastic about the development of Tekcapital's portfolio companies, their performance to-date and their prospects to significantly expand in 2025. The Board is confident that continued investment in Guident, the sagacious stewardship of our equity holdings and additional investments in later-staged, GenAI businesses remains the right approach for potential long-term value creation.

STRATEGIC REPORT: FINANCIAL REVIEW & KEY PERFORMANCE INDICATORS

THE KEY PERFORMANCE INDICATORS (KPIs) FOR THE GROUP

The Key Performance Indicators (KPIs) listed below represent those that are typically applied to companies that seek to commercialise university technologies and serve as a starting point for evaluating the Group’s performance:

KPI	DESCRIPTION	2024	2023
FAIR VALUE OF THE PORTFOLIO	Updated value of portfolio companies using costs, independent valuations or observed third party investments	$61.5m	$41.1m
TOTAL INCOME	Total income including revenue from services, fair value gains, and other income	$21.2m	($13.0m)
PROFIT/(LOSS)	After tax profit/(loss)	$19.2m	($15.7m)
NET ASSETS PER SHARE	Total assets minus total liabilities per share	$0.33	$0. 27

Key Performance Indicators showed significant improvement in 2024, with a significant portion of the changes attributable to the listing of MicroSalt, and their performance since then. The company's ~46% increase in net assets to US $70.1m and dramatic swing to US $19m net income demonstrates its ability to execute effectively in challenging market conditions.

The Group’s cash position at the end of the period was US$0.8m (2023: US$0.6m) with modest liabilities as costs have been settled without delay using available funds and post period fundraise of GBP 0.5m completed in January 2025. The Group had no debt as of 31 December 2024 (2023: US$nil) and has a very significant amount of marketable securities on the balance sheet.

Directors do not believe there are any material environmental issues that need to be reflected in our KPIs for 2024.

The Strategic Report was approved by the Board of Directors on 22 May 2025.

Clifford M. Gross, Ph.D.
Chairman and CEO

22 May 2025

BOARD OF DIRECTORS

Clifford M. Gross, Ph.D. is a successful executive with more than 25 years of leadership experience in academia and business. He is passionate about commercialisation of university discoveries to improve the quality of life. He founded three companies (Biomechanics Corp., UTEK & Tekcapital) which subsequently listed, where he served as CEO and Chairman and co-founded or founded numerous private companies including HumanCAD, MicroSalt (which has subsequently listed), Belluscura (which has subsequently listed), GenIP (which has subsequently listed) and Guident. Previously he was President and CEO of Innovacorp, the provincial venture capital fund of Nova Scotia. Cliff was Acting Director of the graduate program in Biomechanics and Ergonomics at New York University, Chairman of the Nelson Rockefeller Department of Biomechanics at the New York Institute of Technology and Research Professor at the University of South Florida. He has authored or co-authored several books including “Too Good to Fail: Creating Marketplace Value from the World’s Brightest Minds,” and is a named inventor on more than 50 issued or pending patents. A number of the ergonomic products he has developed became significant commercial successes, including the DeWalt Cordless Drill for Black & Decker, The Parachute Chair for Knoll, the ergonomic mouse for Logitech, HumanCAD, the first PC based human CAD software and the flexible back belt, which is used to help reduce back stress for individuals worldwide. Several of the products he helped to develop were included in a Smithsonian exhibit on ergonomic design. Cliff is a Fellow of the National Academy of Inventors. He received his MA and Ph.D. from New York University and an Executive MBA from Oxford University.

Robert practiced at the Mayo Clinic for twenty-five years, serving as a Physician-Executive before retiring as an Emeritus Professor in 2019. He served as Vice Chair of the national Mayo Clinic Cancer Center Practice Committee, overseeing cancer care delivery at all of Mayo’s national sites, and was Medical Director Particle Therapy at Mayo Clinic Florida where America’s first carbon ion radiotherapy facility is being built. He also previously served as Vice Chairman of the Board of Trustees of the Mayo Clinic Health System – Albert Lea and Austin. He is the author of over 200 peer-reviewed papers. Robert has successfully led a series of national, NIH funded Phase III clinical trials searching for new pharmaceutical solutions to reduce symptoms of cancer therapy. Robert began his scientific career as a medical physicist at the University of Kentucky, before going on to graduate from medical school at the University of Kentucky. Robert also received an MBA from Oxford University.

The Rt Hon Lord Willetts FRS is Chair of the UK Space Agency's Board, President of the Resolution Foundation and former Minister for Universities and Science. He served as the Member of Parliament for Havant (1992-2015) and previously worked at HM Treasury and the No. 10 Policy Unit. Lord Willetts is a visiting Professor at King’s College London, Governor of the Ditchley Foundation, former Chair of the British Science Association and member of the Council of the Institute for Fiscal Studies. He is also an Honorary Fellow of Nuffield College, Oxford. Lord Willetts has written widely on economic and social policy. One of his books, ‘The Pinch’, which focused on intergenerational equity, was published in 2010, and he recently published ‘A University Education’. Lord Willetts is a graduate of Oxford University and has been awarded numerous honorary doctorates.

Louis Castro has over 30 years’ experience in investment banking and broking both in the UK and overseas. He is currently Executive Chairman of Orosur Mining Inc, an AIM and

TSXV listed exploration company. Previously he was Chief Executive of Northland Capital Partners in London and before this was Head of Corporate Finance at Matrix Corporate Capital and at Insinger de Beaufort. He started his career by qualifying as a Chartered Accountant with Coopers & Lybrand (now PWC). Louis chairs the Audit Committee and is a member of the Remuneration Committee. He is a Fellow of the Institute of Chartered Accountants In England and Wales and has a Double Degree in Engineering Production & Economics from Birmingham University.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

PRINCIPAL ACTIVITIES

The principal activity of the Group and the parent Company is that of an investment entity.

RESULTS AND DIVIDENDS

The results for the period are set out in the consolidated statement of comprehensive income on page 46. No dividend was declared or paid during the period ended 31 December 2024 (2023: $nil).

DIRECTORS

The following Directors held office during the period:
Clifford M Gross, Ph.D.
Robert Miller, M.D.
Louis Castro, FCA
The RT Hon Lord David Willetts FRS

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the financial statements in accordance with applicable laws and regulations.

Under that law the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted in the United Kingdom ("UK adopted IFRS") and have also chosen to prepare the Company financial statements in accordance with the United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Parent Company and of their profit or loss for that period.

In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

Each of the current Directors, whose names are listed in the Directors' report on this page of the financial statements confirm that, to the best of each person's knowledge and belief:

- the Group financial statements, prepared in accordance with UK-adopted IFRS, give a true and fair view of the assets, liabilities, financial position and profit (or loss) of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, give a true and fair view of the Company's assets, liabilities and financial position of the Company; and
- the chairman's statement contained in the annual financial statements includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face.

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

GOING CONCERN

The Group meets its day-to-day working capital requirements through its service offerings, cash at bank, monies raised in follow-on offerings and realisation of its investments. The Group's forecasts and projections indicate that the Group has sufficient cash reserves to operate within the level of its current facilities.

The Group has access to equity markets if it seeks additional funds. At the time of approving the accounts after making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

See Note 2.1.2 for additional information on Going Concern.

FUTURE DEVELOPMENTS

Whilst no material changes in the nature of the business is expected in the foreseeable future we will make course corrections as needed, to adapt to our evolving business needs, resources and the current geopolitical uncertainty. Information has been included in the strategic report in relation to disclosures under S414C(11) of the Companies Act 2006.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

AUDIT COMMITTEE REPORT

The Board operates an Audit Committee, chaired by Louis Castro. This Committee carries out duties as set out in the AIM Admission Document, supervising the financial and reporting arrangements of the Group. During the period, no issues arose that the Directors consider appropriate to disclose in their Report. The audit committee met 3 times during the period.

DIRECTORS' EMOLUMENTS

	Salary & fees US $	Benefits in kind US $	Bonus US $	2024 Total US $	2023 Total US $
Clifford M Gross	261,976	24,475	264,727	**551,178**	**281,942**
Robert Miller	21,600	-	-	**21,600**	**23,261**
Louis Castro	46,002	-	-	**46,002**	**44,779**
Lord David Willetts	38,335	-	-	**38,335**	**36,694**
	367,912	24,475	264,727	**657,114**	**386,676**

The Director's proportion of the share option expense was US$1,400 (2023: US$1,362). The Group did not make any contributions to a pension scheme in the period ended 31 December 2024 (2023: Nil). The Directors' beneficial interests in shares is set out below:

	2024 No of Shares	2023 No of Shares	2024 No of Options	2023 No of Options
Clifford M Gross	**9,000,000**	**8,657,500**	3,000,000	3,000,000
Lord David Willetts	**-**	**-**	200,000	200,000
Robert Miller	**2,664**	**2,664**	200,000	200,000

Please note the above figure for Clifford M Gross does not include 100,000 shares held by both of Dr. Gross's adult children who are not considered a PCA as defined in the Article 3(1)(26) of the UK Market Abuse Regulation.

The details of the options held by each director at 31 December 2024 are as follows:

	No of Options	Exercise Price	Grant Date	Date from which exercisable	Life
Clifford M Gross	3,000,000	£0.12	27-Aug-20	Special Conditions*	5 Years
Robert Miller	100,000	£0.19	16-Jun-21	Special Conditions**	5 Years
Lord David Willetts	100,000	£0.0525	6-Jan-20	Special Conditions**	5 Years
	100,000	£0.19	16-Jun-21	Special Conditions**	5 Years

DIRECTORS' EMOLUMENTS (CONTINUED)

* The options vest in three equal annual instalments from the date of grant and there is a special condition which means the options will vest when the closing price for a share has been traded at more than 50 pence (sterling) for ten consecutive trading days.
** The options shall vest when the net asset value, as stated in the annual consolidated accounts, meets, or exceeds USD$20.53m during the 36 months after the grant date. The threshold shall be re-tested when each set of accounts published during the 36 months are finalised.

An additional 525,000 options were held by Harrison Gross, family member of Dr. Clifford Gross.

Total of key management personnel compensation including short term benefits and share based payments is disclosed in Note 8 of the accounts below.

DIRECTORS' INDEMNITY ARRANGEMENTS

The Group has made qualifying third-party indemnity provisions for the benefit of the Directors, which were made during the period and remain in force at the date of this report.

The Group has purchased and maintained throughout the period Directors & Officers liability insurance in respect of itself and its Directors.

PRINCIPAL RISKS & UNCERTAINTIES

Please refer to strategic report.

RESEARCH & DEVELOPMENT ACTIVITIES

The Group conducted research and development related to generative AI technology. This was pertinent to the incorporation of GenIP ltd prior to its acquisition of our Invention Evaluator and Vortechs assets.

POST BALANCE SHEET EVENTS

For further details, please refer to note 26 in the notes to the accounts. Information has been included in the strategic report under S414C(11).

For financial instruments risks, please refer to Note 3.1 of the Notes to the Financial Statements.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024 ON CORPORATE GOVERNANCE

The Tekcapital board is committed to maintaining high standards of corporate governance. In accordance with AIM Rule 26, AIM quoted companies are required to adopt and give details of the corporate governance code which they have adopted and to show how they are following it. The board has adopted the Quoted Companies Alliance's (QCA) Corporate Governance Code for small and mid-size quoted companies (the "QCA Code"). In 2025 we will report under the 2023 code for small and mid-size quoted companies.

Of the recognized codes generally adhered to by AIM companies, the QCA Code has been drafted with smaller businesses in mind, with a pragmatic and principles-based approach. It was therefore deemed by the board to be the most suitable.

Solid corporate governance is the foundation on which the business is managed, and this is supported by the range of talents of the directors. Biographies of the directors appear on page 26 and demonstrate a range of experience and caliber to bring the right level of independent judgment to Tekcapital's business. Ensuring financial strength alongside the growth of portfolio businesses are key guiding principles, supported by an effort to ensure solid communication with shareholders.

The chairman is responsible for leading the board and for its overall effectiveness in directing the group. They ensure that the board implements, maintains and communicates effective corporate governance processes and promotes a culture of openness and debate designed to foster a positive governance culture throughout the group.

The board is responsible for the group's system of internal control and for reviewing its effectiveness. Such a system can only provide reasonable, but not absolute, assurance against material misstatement or loss. The board believes that the group has internal control systems in place appropriate to the size and nature of its business. The board is satisfied that the scale of the group's activities does not warrant the establishment of an internal audit function.

The board is also responsible for identifying the major business risks faced by the group and for determining the appropriate course of action to manage those risks. Formal meetings are held quarterly to review strategy, management and performance of the group, with additional meetings between those dates convened as necessary. During 2024, there were 6 Board meetings. The QCA Code identifies ten principles that focus on the pursuit of medium- to long-term value for shareholders without stifling entrepreneurial spirit. Tekcapital's adoption of the QCA principles is summarized in the table below. Further details are made available on our website at https://www.tekcapital.com/investors/#section-ecc78d7-5.

No	QCA principle	Tekcapital adoption
1	Establish a strategy and business model which	Tekcapital's mission is to transform university discoveries into valuable products. Our investment objective is to achieve long-term

	promote long-term value for shareholders	growth of net assets and returns on invested capital through the commercialisation of university discoveries that can make a positive impact on people's lives. We believe the combination of these factors will maximize long-term value for shareholders. The Board also considers long term impact of climate change and related violent climate events' impact on different business verticals during investment decision process. The Board also considers factors such as impact of supply chain, manufacturing, CO2 emission, health implications of each potential investee's product/service on the environment and society as a whole as part of investment screening process.
2	Seek to understand and meet shareholder needs and expectations	The board engages with shareholders and the broader investment community via a variety of channels and activities including the annual general meeting, updates to shareholders via reporting and the regulatory news service, and institutional presentations. The Chairman and CEO are the primary contacts for investor interaction alongside SP Angel.
3	Take into account wider stakeholder and social responsibilities and their implications for long-term success	Tekcapital's culture is very open and this includes reaching out and seeking feedback and insights from our various stakeholders. In addition to the investor outreach described above, key practical elements of this philosophy for other stakeholders include having a flat organization with few tiers of management, meeting regularly; all-hands communications via web-meetings; engagement with portfolio companies through regular meetings, satisfaction surveys.
4	Embed effective risk management, considering both opportunities and threats, throughout the organization	The board is responsible for identifying the major business risks faced by the group and for determining the appropriate course of action to manage those risks. The board has adopted a framework for the effective identification, assessment, and management of risks to the achievement of corporate objectives. The risks that the board consider to be principal risks to the group's business and how they are mitigated are set out on page 21 of the Strategic Report.

5	Maintain the board as a well-functioning, balanced team led by the chair	The QCA Code requires that boards have an appropriate balance between executive and non-executive directors and that each board should have at least two independent directors. The board is made up of one executive director and three non-executive directors. The non-executive directors are mature, experienced and independent persons who have each succeeded in their own businesses and are not dependent upon income from the group, and they include: Louis Castro, FCA (attended 9 Board meetings during 2024), Lt Hon Lord David Willets (8) and Robert Miller (8). They have developed a strong and detailed understanding of the business, and are prepared and able to intervene and challenge the executive director. Clifford Gross attended 9 Board of Directors meetings in 2024.
6	Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities	Details of the background and experience of the directors of the Company are set out on page 26 of this report. These demonstrate that our team collectively has the necessary skills and experiences, as well as the required calibre, to carry out the group's strategy and business model effectively. The non-executive directors comprise an investment specialist, a professor and pharmaceuticals specialist, and a former minister for universities and science. All three have experience of working in a public Company environment. Each Director maintains his skillset by participating in industry events, online trainings as well as experience on other boards seats they occupy.
7	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	A board self-evaluation process led by the chairman takes place every three years, using a QCA-sponsored questionnaire and process. Low scoring or divergent scoring responses are discussed, with gaps and actions for improvement identified.
8	Promote a corporate culture that is based on ethical values and behaviours	Tekcapital's core values statement and guiding principles, developed by the extended management team, support the group's culture with a strong footing in ethical values. These are reinforced in the staff handbook and the staff appraisal and development process, which formally embeds cultural and ethical considerations as part of each employee's self-evaluation.

9	Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	Formal board meetings are held quarterly to review strategy, management and performance of the group, with additional meetings between those dates convened as necessary. We have two board committees, the Audit Committee and the Remuneration Committee.
10	Communicate how the Company is governed and is performing by maintaining a dialog with shareholders and other relevant stakeholders	The group's approach to investor and shareholder engagement is described under Principle 2 above. Annual reports, Annual General Meeting notices, regulatory announcements, trading updates and other governance-related are available from the group's website.

Directors' Remuneration report

The Board has delegated to its Remuneration Committee, chaired by Robert Miller, certain responsibilities in respect of the remuneration of senior executives. During the period, no issues arose that the Directors consider appropriate to disclose in their Report. The remuneration committee meets at least 2 times during the calendar year.

INDEPENDENT AUDITORS

The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP. In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP. MHA will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Statement of disclosure of information to auditors

Each of the persons who was a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

By order of the Board of Directors and signed on behalf of the Board

Louis Castro
Director
22 May 2025

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Tekcapital plc. For the purposes of the table on pages 38 to 39 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Tekcapital plc and its subsidiaries (the "Group"). The "Parent Company" is defined as Tekcapital plc, as an individual entity. The relevant legislation governing the Parent Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Tekcapital plc for the year ended 31 December 2024.

The financial statements that we have audited comprise:

- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Statement of Changes in Equity
- the Consolidated Statement of Cash Flows
- Notes to the Consolidated Financial Statements, including significant accounting policies
- the Company Statement of Financial Position
- the Company Statement of Changes in Equity and
- Notes to the Company Financial Statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK-adopted International Financial Reporting Standards (UK adopted IFRS). The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- of the Group have been properly prepared in accordance with UK-adopted IFRS;
- of the Parent Company have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Audit Committee.

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 Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group 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 ethical responsibilities in accordance with those 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 Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Group and Parent Company's operations and specifically its business model and the evaluation of how those risks might impact on the Group and Parent Company's available financial resources.
- Evaluating the directors' assessment of the Group's ability to continue as a going concern, including an examination of cash flow forecasts, challenging the underlying data and key assumptions in those forecasts, being the operating expenses and planned funding for investments, used to make the assessment and comparing these to historical performance and post year-end information.
- Examining management's budgets and forecasts and their basis of preparation, including review and assessment of the model's appropriateness and mechanical accuracy.
- We assessed the reasonableness of management's assumptions included within the forecasts, including considering the impact of the current macro-economic environment. We evaluated the effects on the group's solvency and liquidity position, and performed sensitivity analysis on key cash changes.
- Consideration of availability of funds (including fund-raising post year-end) required to settle obligations, as they fall due, during the going concern review period. Consideration of the Group's cash balance at the date of signing of the auditor's report, in addition to assessing amounts available in the group's listed investments, including consideration of lock-in periods. Assessing the reasonableness and practicality of the mitigation measures identified by management in their conservative case scenario and considered by them in arriving at their conclusions about the existence of any uncertainties in respect of going concern.

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

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

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Group, including the Parent Company, and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

Materiality	**2024**	**2023**	
Group	£600k	£400k	0.8% (2023: 0.8%) of gross assets
Parent Company	£236k	£200k	1% (2023: 0.9%) of gross assets

Key audit matters	
Recurring	• Valuation of investments in unquoted companies

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, 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) that we identified. These matters included those matters 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.

Valuation of investments in unquoted companies	
Key audit matter description	*Refer to Note 2 – Accounting policies and Note 12 – Financial Assets at fair value through profit and loss.* As at 31 December 2024, the Group held a significant unquoted investment in Guident Limited, representing approximately 26% of the Group's total assets. Guident is an early-stage technology business with no active market for its shares. The investment was valued using a combination of the most recent third-party funding round and an internally developed discounted cash flow (DCF) model. Due to the subjectivity involved in estimating future cash flows, the absence of a terminal value in the model, and sensitivity to the discount rate applied, we determined this to be a key audit matter.

How the scope of our audit responded to the key audit matter	Our audit work included, but was not restricted to the following: • We assessed the appropriateness of the directors' accounting policy in respect of unquoted investments, in line with the requirements of the applicable accounting standards. • We reconciled management's valuation methodology to the accounting policies and to the requirements of IFRS 13 'Fair Value Measurement'. • We involved third party valuation experts to critically assess management's valuation methodology. • We audited management's valuation, assessing the assumptions used, the valuation methodology, and the mechanics of the model. • We performed a review of the valuations sensitivity to the discount rates and other key areas of estimation and reviewed the sensitivity disclosure calculations. • We reviewed documentation related to the raising of capital of the relevant investment entities, to ascertain existence of any observable transactions and understand their relevance to the valuations. • We reconciled the fair value movements to the financial statements. • We reviewed the appropriateness of the Group's financial statement disclosures in relation to the valuation of investments in unquoted companies, including; critical accounting judgements and estimates, valuation methodology, key valuation inputs and valuation uncertainty.
Key observations communicated to the Audit Committee	Based on our audit work detailed above, nothing has come to our attention that indicates that the Group's valuation methodology in regard to unquoted investments is not in line with the requirements of IFRS 13.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Group			
Overall Materiality	$600,000 (2023: $400,000)	0.8% (2023: 0.8%) of the Group's gross assets	Total assets were deemed to be the most appropriate benchmark to set materiality. The Group's assets are principally made up of investments in portfolio companies.

			The potential future earnings of the investee entities is best reflected in the fair value of the portfolio, which is a KPI for the Group and, in our view, the primary metric of interest to users of the financial statements. we deem to be the primary metric that the users of the financial statements are interested in.
Performance Materiality	$420,000 (2023: $280,000)	70% (2023: 70%) of the above materiality levels	Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.
De Minimis reporting threshold	$30,000 (2023: $20,000)	5% of Overall Materiality	We agreed to report any corrected or uncorrected adjustments exceeding this threshold to the Audit Committee as well as differences below that in our view warranted reporting on qualitative grounds.
Parent Company			
Overall Materiality	$236,000 (2023: $200,000)	1% (2023: 0.9%) of the Parent Company's gross assets	Gross assets were deemed to be the most appropriate benchmark to set materiality as the parent primarily holds investments in the group's subsidiaries. The materiality applied to the Parent Company was capped at below group materiality to mitigate the aggregated risk of material error on consolidation.
Performance Materiality	$165,200 (2023: $140,000)	70% (2023: 70%) of the above materiality levels	Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the

			level of misstatements arising in previous audits. The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.
De Minimis reporting threshold	$11,800 (2023: $10,000)	5% of Overall Materiality	We agreed to report any corrected or uncorrected adjustments exceeding this threshold to the Audit Committee as well as differences below that in our view warranted reporting on qualitative grounds.

Overview of the scope of the Group and Parent Company audits

Our assessment of audit risk, evaluation of materiality and our determination of performance materiality sets our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. This assessment takes into account the size, risk profile, organisation / distribution and effectiveness of group-wide controls, changes in the business environment and other factors such as recent internal audit results when assessing the level of work to be performed at each component.

In assessing the risk of material misstatement to the consolidated financial statements, and to ensure we had adequate quantitative and qualitative coverage of significant accounts in the consolidated financial statements we identified all 3 components, two in the UK and one in the USA, as representing the principal business units within the Group.

Full scope audits - Full scope audits of the complete financial information for each of the 3 components (Tekcapital plc, Tekcapital Europe Limited and Tekcapital LLC) were undertaken. The procedures cover 100% of the group's revenue, loss before tax and total assets.

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle.

Reporting on 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.

Strategic report and directors report
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.

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

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Extent to which the audit was considered capable of detecting irregularities, including fraud
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.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud
The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Group's, including the Parent Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, AIM listing rules and tax legislation.
- We enquired of the directors and management concerning the Group's and the Parent Company's policies and procedures relating to:
    - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
    - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks related to management bias in accounting estimates, particularly in determining the valuation of investments in unquoted companies, or posting inappropriate journal entries to increase revenue or reduce costs.

Audit response to risks identified
In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Group's and the Parent Company's board and audit committee meetings;
- audit procedures performed by the engagement team in connection with the risks identified included:
  - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
  - testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;
  - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
  - enquiry of management around actual and potential litigation and claims.
  - challenging the assumptions and judgements made by management in its significant accounting estimates, in particular those relating to the valuation of investments in unquoted companies as reported in the key audit matter section of our report; and
  - obtaining confirmations from third parties to confirm existence of balances.
- the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, including experts, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Use of our report
This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Gandell

Andrew Gandell FCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
22 May 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

Group	Note	Year ended 31 December 2024 US $	Year ended 31 December 2023 US $
Portfolio return and revenue			
Changes in fair value on financial assets at fair value though profit or loss	12	**20,016,771**	(14,229,009)
Revenue from services	6	**425,986**	735,265
Interest from financial assets at fair value through profit or loss	6	**743,205**	455,096
Other income	6.1	**-**	20,384
		21,185,962	(13,018,264)
Administrative expenses and other expenses			
Cost of sales	7	**(147,203)**	(314,083)
Operating expenses	7	**(1,879,773)**	(2,353,704)
Operating profit/(loss) before tax		**19,158,986**	(15,686,051)
Income tax expense	9	**(2,961)**	(2,266)
Profit/(loss) after tax for the year		**19,156,025**	(15,688,317)
Other comprehensive income*			
Translation of foreign operations		**(589,195)**	900,722
Total other comprehensive loss		**(589,195)**	900,722
Total comprehensive income/(loss) for the year		**18,566,830**	(14,787,595)
Earnings per share			
Basic earnings per share	10	**0.10**	(0.09)
Diluted earnings per share	10	**0.10**	(0.09)

* May be reclassified to profit or loss in future years.
All comprehensive income as presented above belongs to the owners of the Group.
The notes on pages 51 to 82 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2024

Group	Note	As at 31 December 2024 US$	As at 31 December 2023 US$
Assets			
Non-current assets			
Intangible assets	13	**-**	218,158
Financial assets at fair value through profit and loss	12	**69,201,744**	46,653,995
Property, plant and equipment	14	**7,152**	14,271
		69,208,896	46,886,424
Current assets			
Trade and other receivables	15	**644,365**	1,114,753
Cash and cash equivalents	16	**786,290**	620,248
		1,430,655	1,735,001
Total assets		**70,639,551**	48,621,425
Current liabilities			
Trade and other payables	19	**548,725**	517,154
Deferred revenue	20	**22,844**	217,391
		571,569	734,545
Total liabilities		**571,569**	734,545
Net assets		**70,067,982**	47,886,880
Equity attributable to owners of the Parent			
Ordinary shares	18	**1,142,071**	973,329
Share premium		**32,297,956**	28,937,011
Retained earnings		**36,314,227**	17,073,617
Translation reserve		**385,897**	975,092
Other reserve		**(72,169)**	(72,169)
Total equity		**70,067,982**	47,886,880

The notes on pages 51 to 82 are an integral part of these financial statements.

The financial statements on pages 46 to 82 were approved and authorised for issue by the Board of Directors on 22 May 2025 and were signed on its behalf.

Louis Castro
Director

Tekcapital PLC
registered number
08873361

Dr Clifford M Gross
Chairman and CEO

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 DECEMBER 2024

		Attributable to equity holders of the parent company					
Group	**Note**	**Ordinary Shares US $**	**Share Premium US $**	**Translation Reserve US $**	**Other Reserve US $**	**Retained Earnings US $**	**Total Equity US $**
At 31 December 2022		**839,723**	**24,240,930**	**74,370**	**(72,169)**	**32,682,276**	**57,765,130**
Loss for the period		-	-	-	-	(15,688,317)	(15,688,317)
Other comprehensive loss		-	-	900,722	-		900,722
Total comprehensive loss for the year			**-**	**900,722**	**-**	**(15,688,317)**	**(14,787,595)**
Transactions with owners, recorded directly in equity							
Share issue	18	133,606	5,045,893	-	-	-	5,179,499
Cost of share issue		-	(349,812)	-	-	-	(349,812)
Share issue in share option exercise	18	-	-	-	-	-	-
Share based payments	24	-	-	-	-	79,658	79,658
Total transactions with owners		**133,606**	**4,696,081**	**-**	**-**	**79,658**	**4,909,345**
At 31 December 2023		**973,329**	**28,937,011**	**975,092**	**(72,169)**	**17,073,617**	**47,886,880**
Profit for the year						19,156,025	19,156,025
Other comprehensive loss				(589,195)			(589,195)
Total comprehensive profit for the year		**-**	**-**	**(589,195)**	**-**	**19,156,025**	**18,566,830**
Transactions with owners, recorded directly in equity							-
Share issue	18	168,742	3,626,796	-	-	-	3,795,538
Cost of share issue		-	(265,851)	-	-	-	(265,851)
Share issue in share option exercise	18	-	-	-	-	-	-
Share based payments	24	-	-	-	-	84,585	84,585
Total transactions with owners		**168,742**	**3,360,945**	**-**	**-**	**84,585**	**3,614,272**
At 31 December 2024		**1,142,071**	**32,297,956**	**385,897**	**(72,169)**	**36,314,227**	**70,067,982**

Share premium - amount subscribed for share capital in excess of nominal value, net of directly attributable costs.

Translation reserve - foreign exchange differences recognized in other comprehensive income.

Other reserve – historic other reserve outside of share premium, translation reserve and share premium.

Retained earnings - cumulative net gains and losses recognised in the consolidated statement of comprehensive income, net of dividends paid.

The notes on pages 51 to 82 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	**Year ended 31 December 2024 US $**	Year ended 31 December 2023 US $
Cash flows from operating activities			
Income/(Loss) after income tax		**19,156,025**	(15,688,317)
Adjustments for			
- Depreciation		**7,120**	2,523
- Amortisation		**34,911**	83,786
- Share based payment expense		**84,585**	79,658
- Management services income		**(326,144)**	(455,777)
- Interest from financial assets at FVTP&L		**(743,205)**	(455,096)
- Unrealised (gains)/losses on foreign exchange		**(8,473)**	620,843
- Fair value (gain)/losses on financial assets at FVTP&L		**(20,016,772)**	14,229,009
Movement in working capital:			
- Movement in trade and other receivables		**470,388**	(26,710)
- Deferred revenue movement		**(194,548)**	44,781
- Movement in trade and other payables		**31,568**	301,156
Net cash outflows from operating activities		**(1,504,545)**	(1,264,144)
Cash flows from investing activities			
Additions to financial assets at fair value through profit and loss	12	**(3,200,305)**	(3,999,072)
Proceeds from disposals of financial assets at fair value through profit and loss	12	**1,381,440**	478,008
Purchases of intangibles	13	**-**	(59,004)
Purchases of property, plant and equipment	14	**-**	(6,825)
Net cash outflows investing activities		**(1,818,865)**	(3,586,893)
Cash flows from financing activities			
Proceeds from issuance of ordinary shares	18	**3,795,538**	5,179,498
Costs of raising finance	18	**(265,851)**	(349,812)
Net cash inflows from financing activities		**3,529,687**	4,829,686
Net (decrease)/increase in cash and cash equivalents		**206,277**	271,543
Cash and cash equivalents at beginning of year	16	**620,248**	628,640
Exchange gains/(losses) on cash and cash equivalents		**(40,235)**	12,961
Cash and cash equivalents at end of period/year	16	**786,290**	620,248

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Tekcapital PLC (Companies House registration number: 08873361) is a Company incorporated in England and Wales and domiciled in the UK. The address of the registered office is detailed on page 36 of these financial statements. The Company is a public limited company limited by shares, which listed on the AIM market of the London Stock Exchange in 2014. The principal activity of the Group is to provide universities and corporate clients with valuable technology transfer services. The Group also acquires exclusive licences to university technologies that it believes can positively impact people's lives, for subsequent commercialisation.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The amounts presented in the consolidated financial statements are comparable to consolidated financial statements for the year ended 31 December 2023.

Amounts presented in this report are rounded to nearest US$1.

2. MATERIAL ACCOUNTING POLICIES
2.1 STATEMENT OF COMPLIANCE

The consolidated financial statements of Tekcapital have been prepared in accordance with the UK-adopted International Financial Reporting Standard ("UK adopted IFRS") and those parts of the Companies Act 2006 that are relevant to companies which report in accordance with UK adopted IFRS. The consolidated financial statements have been prepared under the historical cost convention. The consolidated financial statements comprise the financial statements of Tekcapital plc and its subsidiaries, Tekcapital Europe Ltd and Tekcapital LLC.

The preparation of financial statements in accordance with UK-adopted International Financial Reporting Standards requires the use of certain critical accounting estimates. It requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2.1.1 GOING CONCERN

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

The Group and Company meet their day to day working capital requirements through service offerings, monetisation of quoted equity stakes and monies raised through issues of equity. As disclosed in note 26, the Group announced a placing to raise £500,000 in February 2025. This has resulted in an increase in the Group's cash balance since the year end.

The Group's forecasts and projections indicate that the Group and Company have sufficient cash reserves to operate within the level of its current funds. The forecasts and projections included assumptions and estimation uncertainties related to Group's service revenues, cost of goods sold and operating expenses, as determined by impact to the cash runway of the Group and the Company. Most material significant assumptions include Company's payroll, which is limited to a handful of employees, and Company's investing cash flows related to its portfolio companies. The Group has no third party debt facilities.

The Directors have prepared detailed cash flow projections for the period to 31 May 2026 ("going concern assessment period"). The cash flow projections have been subjected to sensitivity analysis which demonstrate that the Group and Company will maintain a positive cash balance through the going concern assessment period.

The Directors have also considered the geo-political environment, including rising inflation, and whilst the impact on the Group is currently deemed minimal, the Directors remain vigilant.

On this basis, the Directors have therefore concluded that it is appropriate to prepare the financial statements on a going concern basis.

2.1.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

Standards and Interpretations not yet effective

The Group has applied the following standards and amendments for the first time for its annual reporting period commencing 1 January 2024:

• IFRS 17 Insurance Contracts;

• Definition of Accounting Estimates – amendments to IAS 8;

• International Tax Reform – Pillar Tow Model Rules – amendments to IAS 12;

• Deferred Tax related to Assets and Liabilities arising from a Single Transaction – amendments to IAS 12; and

• Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

There are a number of standards, amendments to standards, and interpretations which have been issued that are effective in future accounting periods that the Group has decided not to adopt early as they will not have a significant impact on the presentation of the Group financial statements.

2.2 CONSOLIDATION

The consolidated financial statements comprise the financial statements of Tekcapital PLC and all subsidiaries controlled by it, except for indirect subsidiaries. These indirect subsidiaries are classified as equity investments based on their purpose, as those subsidiaries represent investment assets for the Group.

Subsidiaries are entities that are controlled by the Group. Control is achieved when the Group has the power to govern the financial and operating policies of an entity so as to obtain economic benefit from its activities. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated when necessary amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

2.3 FOREIGN CURRENCIES

(a) Functional and presentation currency

These consolidated financial statements are presented in US Dollars which is the presentation currency of the Group. The Directors consider this to be the most appropriate presentational currency. Each subsidiary within the Group has its own functional currency which is dependent on the primary economic environment in which that subsidiary operates. The functional currency of Tekcapital Plc is UK sterling as this is the currency the entity undertakes its primary economic activity.

(b) Transactions and Balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statement of comprehensive income statement within 'operating expenses'.

(c) Group companies

The results and financial position of all Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Monetary assets and liabilities for each balance sheet presented are translated at the closing exchange rates at the date of that balance sheet.
(ii) Income and expense for each income statement are translated at the average rates of exchange during the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions)
(iii) All resulting exchange differences are recognized in other comprehensive income.

2.4 INVESTMENT IN PORTFOLIO COMPANIES

Investments in portfolio companies are held at fair value through the profit and loss. Directors' judgment was exercised in determination that the Group meets the following criteria and should be recognized as an investment entity under IFRS 10 par. 27. Directors re-evaluated the below criteria and concluded they were met as at 31 December 2024:

- Obtains funds from one or more investors for the purpose of providing clients with investment management services
- Commits to its investors that its business purpose is to invest funds solely for return from capital appreciation, investment income or both

- Measures and evaluate the performance of substantially all of its investments on a fair value basis.

Tekcapital's IP search and technology transfer investment services represent investment advisory services, and therefore Tekcapital Europe Limited and Tekcapital LLC continue to be treated as subsidiaries and are consolidated in the Group financial statements. These services may be provided to investors, clients and third parties. The Board considers that the criteria are met in the group's current circumstances.

The Board envisages that Tekcapital's shareholder returns will derive primarily from mid to long-term capital appreciation of a portion of its intellectual property investments, as well as from providing IP investment services to clients. Consequently, the Group's portfolio companies are measured at fair value in accordance with IFRS 9 as disclosed in Note 2.8.3.

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred. Depreciation of assets are calculated to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over the estimated useful economic lives as follows:

Furniture	3 years
Computer equipment	3 years
Leasehold improvements	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The asset's carrying amount is written down immediately to its recoverable amount if the assets carrying value is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within 'Operating expenses' in the income statement.

2.6 INTANGIBLE ASSETS

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged to the administrative expenses in the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite.

(a) INVENTION EVALUATOR

This is an intangible asset and a piece of computer software acquired for use by one of the subsidiaries of the Group.

The estimated useful life of the Invention Evaluator intangible asset is 10 years. The useful life is estimated based upon management's best estimate of the expected life of the asset. The useful life is reconsidered if circumstances relating to the asset change or if there is an indication that the initial estimate requires revision.

The intangible asset has a finite life of 10 years over which amortisation is charged on a straight line basis.

On June 4, 2024, Tekcapital LLC entered into an agreement with its newly formed subsidiary, GenIP Ltd, to sell Invention Evaluator at the Net Book Value of the intangible asset at the transaction date. As such, disposal of gross cost of US$397,773 and accumulated amortization of US$318,879 was recorded.

(b) COMPUTER SOFTWARE AND WEBSITE DEVELOPMENT

Costs associated with maintaining computer software programmes and the Company website are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

(i) it is technically feasible to complete the software product so that it will be available for use;
(ii) management intends to complete the software product and use or sell it;
(iii) there is an ability to use or sell the software product;
(iv) it can be demonstrated how the software product will generate probable future economic benefits;
(v) adequate technical, financial and other resources to complete the development and to use or sell thesoftware product is available; and
(vi) the expenditure attributable to the software product during its development can be reliably measured.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which do not exceed four years.

(c) VORTECHS GROUP

This is an intangible asset acquired for use by one of the subsidiaries of the Group. The estimated useful life of the Vortechs Group intangible asset is 10 years over which amoritsation is charged on a straightline basis. The useful life is estimated based upon management's best estimate of the expected life of the asset. The useful life is reconsidered if circumstances relating to the asset change or if there is an indication that the initial estimate requires revision.

On June 4, 2024, Tekcapital LLC entered into an agreement with its newly formed subsidiary, GenIP Ltd, to sell Vortechs at the Net Book Value of the intangible asset at the transaction date. As such, disposal of gross cost of US$500,000 and accumulated amortization of US$395,646 was recorded.

2.7 IMPAIRMENT OF NON-FINANCIAL ASSETS

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows, (CGUs). Prior impairments of non-financial assets are reviewed for possible reversal at each reporting date.

2.8 FINANCIAL INSTRUMENTS

2.8.1 CLASSIFICATION AND MEASUREMENT

The Group classifies its financial assets depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

During the financial year the Group held investments in portfolio companies classified as equity investments. They are included in non-current assets and are measured at fair value through profit and loss in accordance with IFRS 9.

The Group has convertible loan note receivables. These financial assets are classified and measured at fair value through profit and loss in accordance with IFRS 9.

The Group also has receivables carried at amortised cost. They are included in current assets. The Group's service income receivables comprise 'trade and other receivables' in the balance sheet, also held at amortised cost. The Group also has cash and cash equivalents.

All short-term liabilities are measured at amortised cost, the Group does not hold any long-term financial liabilities.

2.8.2 DERECOGNITION

Loans and receivables are recognised and carried at amortised cost. Financial assets are derecognised when the rights to receive cash flows from the loans or receivables have been collected, expired or transferred and the Group has subsequently transferred substantially all risks and rewards of ownership.

2.8.3 FAIR VALUE

Financial instruments are measured at fair value including investments in portfolio companies, cash and cash equivalents, trade and other receivables, trade and other payables, and convertible loan note receivables. This measurement policy does not apply to subsequent measurement at amortised cost of short term financial liabilities and trade receivables.

The Group measures portfolio companies using valuation techniques appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Our fair value valuation policy is as follows:

The fair value of new portfolio companies is estimated at the cost of the acquired IP or equity plus associated expenses to facilitate the acquisition.

Existing portfolio companies are valued as follows:

- If a market transaction such as third-party funding has occurred during the past 12 months, we will value our ownership in the portfolio Company at this observed valuation, taking account of any observed material changes during the period, including quoted prices in active markets (Level 1 input).
- In the absence of a recent market transaction, fair value will be estimated by alternative methods and where appropriate by an external, qualified valuation expert. The valuation techniques fall under Level 2 – Observable techniques other quoted prices and Level 3 - other techniques as defined by IFRS 13.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximate their fair value.

2.9 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is the intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.10 IMPAIRMENT OF FINANCIAL ASSETS

Impairment provisions for trade receivables are recognized based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed, including forward-looking information on customers standing and macroeconomic information including sector specific circumstances This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognized within operating expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.
Financial assets held at amortised cost comprise trade and other receivables, and cash and cash equivalents in the consolidated statements of financial position.

2.11 CASH AND CASH EQUIVALENTS

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and other financial institutions, and other short term highly liquid investments with maturities of three months or less from inception. These amounts are subject to insignificant risk of changes in value and are held to meet short-term cash needs.

2.12 SHARE CAPITAL

Ordinary Shares
Ordinary Shares are classified as equity.

Share premium
The share premium account has been established to represent the excess of proceeds over the nominal value for all share issues, including the excess of the exercise share price over the nominal value of the shares on the exercise of share options as and when

they occur. Incremental costs directly attributable to the issue of new ordinary shares and new shares options are shown in equity as a deduction, net of tax, from the proceeds.

2.13 TRADE PAYABLES

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of business if longer). If not, they are presented as non-current liabilities.
Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

2.14 SHARE BASED PAYMENTS

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period);
- excluding the impact of any non-vesting conditions (for example the requirement of the employees to save).

Assumptions about the number of options that are expected to vest include consideration of non-market vesting conditions. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to the original estimates, if any, in the income statement, with a corresponding adjustment to equity.
When the options are exercised, the Group issues new shares. The proceeds received net of any directly attributable transactions costs are credited to share capital (nominal value) and share premium when the options are exercised.

2.15 CURRENT AND DEFERRED TAX

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, 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.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in full in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle balances on a net basis.

2.16 REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for the services supplied, stated net of discounts, and value added taxes. The Group recognises revenue when the contract is identified, performance obligation is determined, transaction price (as defined for each service below) is determined and allocated to performance obligation in accordance with IFRS 15.

Provision of services

The Group provided following lines of services during the period:
Through 4 June 2024 (date of the asset sale agreement with GenIP Ltd):

- Invention Evaluator services: provision of reports assessing potential of any new technology. Revenue is recognised upon delivery of a complete report, when the report is made available to each customer. Upon access to the report delivered via online portal, customers consume the benefits of the contractual obligation, and the performance obligation is met. Directors consider transaction price to be clearly determined upon payment of fixed fee for each report prior to report's delivery. Directors considered uncertainty of cash flows from sales to be limited, considering prepayment is made for each report prior to report's delivery.
- Tech transfer recruitment services (Vortechs Group): recruitment services specialising in technology transfer executives. Revenue is recognised upon placement of an executive, when hire is made by Tekcapital's customer and the performance obligation is met. Directors consider transaction price to be clearly determined when both parties agree to placement fee for each successful hire.

Directors considered uncertainty of cash flows from sales to be limited, considering payments are made by universities with excellent track record of payments and clear definition of performance obligation upon which such payment is made. The timing of satisfaction of the performance obligation (hiring of a candidate) corresponds to timing of payment that's due upon a candidate time of hire.

Through 31 December 2024:

- Management services: accounting, tax, legal and other services provided to portfolio companies. Revenue is recognized upon delivery of services to each portfolio Company and performance obligation is met as defined in the management service contract. Directors considering transaction price to be clearly determined by amounts specified in the management service agreements. Directors considered uncertainty of cash flows from sales to be limited, considering payments are made by companies with excellent track record of payments and clear definition of performance obligation upon which such payment is made.

For breakdown of revenue from services recognised over time and at point of time, please refer to Note 6 to Financial Statements.

2.17 OTHER INCOME

The Group recognises research and development (R&D) relief under other income.

2.18 INTEREST INCOME

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (10%).

3. FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

(a) Portfolio risk/investment management

Investment into portfolio companies held by the Group requires long-term commitment with no certainty of return.

The fair value of each portfolio Company represents the best estimate at a point in time and may be impaired if the business does not perform as well as expected, directly impacting the Group's value and profitability. This risk is mitigated as the size of the portfolio increases. The Group performed sensitivity analysis with regards to assumptions used in determination of fair value of the portfolio in Note 12.

The Group also regularly monitors portfolio companies' liquidity required for returns to occur.

(b) Credit risk management

Credit risk is managed on a Group basis. In order to minimise this risk, the Group endeavours to only deal with companies that are demonstrable creditworthy, and the Directors continuously monitor the exposure. The Directors determine the default as lack of payment after more than 180 days and or counter party's bankruptcy filings. The Group's maximum exposure to credit risk for the components of financial position at 31 December 2024 and 31 December 2023 is the carrying amount of its current trade and other receivables as illustrated in Note 15.

While IFRS 9 does not require expected credit loss allowance on assets held at fair value through profit and loss, the Group monitors credit risk related to performance of portfolio companies, including considerations related to recoverability of convertible loan notes held as carrying amount of notes represent the maximum exposure to credit risk. Progress is monitored and regular discussions are held with management of portfolio companies to assess commercial progress and financial information provided.

IFRS9 requires the Company to assess expected credit losses on assets classified as held at amortised cost, under a forward-looking model approach. For the Group accounts this includes Receivables from related parties and other immaterial receivables. For the Company accounts this includes Receivables from Group Companies.

The Group also monitors credit risk from balances with banks and institutions.

(c) Liquidity risk management
Cash flow forecasting is performed on a Group basis. The Directors monitor rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. Post period end, the Group announced placing to raise GBP 500,000 in February 2025. At the reporting date the Group held bank balances of approximately US$400,000. All amounts shown in the consolidated statement of financial position under current assets and current liabilities mature for payment within one year, with Trade and Other Receivables exceeding Trade and Other Payables by US$ 95,642. Additionally, the Group's investment portfolio includes significant amount of liquid investments available as an alternative funding strategy.

(d) Financial risk management
The Company's Directors review the financial risk of the Group. Due to the early stage of its operations the Group has not entered into any form of financial instruments to assist in the management of risk during the period under review.

(e) Market risk management
Due to low value and number of financial transactions that involve foreign currency and the fact that the Group has no borrowings to manage, the Directors have not entered into any arrangements, adopted or approved the use of derivative financial instruments to assist in the management of the exposure of these risks. It is their view that any exchange risks on such transactions are negligible.

The Group also regularly monitors risk related to fair value of financial instruments held such as convertible loan notes held.

(f) Foreign exchange risk management
Foreign exchange risk arises when individual Group entities enter into transactions denominated in a currency other than their functional currency. The Group's policy is, where possible, to allow Group entities to settle liabilities denominated in their functional currency, with the cash generated from their own operations in that currency. Where Group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them), cash already denominated in that currency will, where possible, be transferred from elsewhere within the Group.

A sensitivity analysis has been performed to assess the exposure of the Group to foreign exchange movements. The Group only has exposure to movements of the US dollar against UK Sterling. As at 31 December 2024, the Group's UK Sterling net exposure relating to cash, receivables and payables denominated in UK Sterling totals $528,063. A 10% strengthening or weakening of the US dollar against the UK Sterling would have result in the increase/decrease of Group's net profit by US$2,082,517.

(g) Interest rate risk management

The Group has no borrowings.

3.2 CAPITAL MANAGEMENT

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

In order to adjust or maintain the capital structure, the Group may adjust the level of dividends paid to its shareholders, return capital to shareholders, issue new shares or sell assets to reduce borrowings. The Group has no external borrowings. This policy is periodically reviewed by the Directors, and the Group's strategy remains unchanged for the foreseeable future.

The capital structure of the Group consists of cash and bank balances and equity consisting of issued share capital, reserves and retained losses of the Group. The Directors regularly review the capital structure of the Company and consider the cost of capital and the associated risks with each class of capital.

The Company's historic cost of capital has been the cost of securing equity financings, which have averaged around 10%. the Company's long-term financial goal is to optimise its returns on invested capital (ROIC) in excess of our weighted average cost of capital (WACC) and as such create value for our shareholders. The method the Company seeks to employ for achieving this is to utilise its structural intellectual capital developed through its Discovery Search Network, its Invention Evaluator service and its Vortechs Group Service to mitigate selection bias and improve returns on invested capital. Ultimately, management will seek to monetise these returns with exits from its investments in portfolio companies.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Directors made the following judgements:

- determination as to the classification of the Group as an investment entity as discussed in Note 2.4
- determination of operating segments as disclosed in Note 5
- determination of reliance of the Group's portfolio companies on funding to achieve their fair values discussed in Note 12.

The Directors also make estimates and assumptions concerning the future. The resulting accounting estimates will by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of the assets and liabilities within the next financial year are detailed below.

Key estimate/ judgment area	Key assumption	Potential impact within the next financial year	Potential impact in the longer term	Note reference for sensitivity analysis
Valuation of unquoted equity investments	In applying valuation techniques to determine the fair value of unquoted equity investments the Group makes estimates and assumptions regarding the future potential of the investments. The policy of the Group is to value new portfolio companies at cost of the acquired IP or equity plus associated expenses to facilitate the acquisition. Existing portfolio companies are valued using either a market transaction such as third-party funding or, in the absence of a recent market transaction, by alternative methods and where appropriate by an external, qualified valuation expert. The fair value of Guident Limited reflects input in the form of value of Guident Ltd's shares in its US subsidiary (Guident Corp) as determined by recent market transactions of these shares.	Yes	Yes	Note 12
Valuation of unquoted equity investments	This input was corroborated by Guident's enterprise valuation by estimating the net present value of future cashflows associated with its business. Key assumptions used in estimating future cash flows are projected profits including remote monitor sales and a discount factor applied for the net present value of future cashflows from the platform.	Yes	Yes	Note 12

Valuation of convertible loan notes	In applying valuation techniques to determine the fair value of convertible loan notes the Group and Company make estimates and assumptions regarding the future potential of the investments, including discount factor applied for the net present value of future cashflows from the loan.	Yes	Yes	Note 12

5. SEGMENTAL REPORTING

The Directors consider the business to have two segments for reporting purposes under IFRS 8 which are:

- professional services, including the provision of recruitment services via Vortechs Group, provision of invention evaluator services, as well as R&D tax relief credits and provision of management services to its portfolio companies. The activities grouped under this segment share similar economic characteristics of provision of intellectual property services to third party services. Following the sale of Vortechs and Invention Evaluator assets in 2024, the Group expects this segment to include primarily management services provided to its portfolio companies only.

- licensing and investment activities, including acquiring licences for technologies, portfolio Company investment, development and commercialisation. The activities share the goal of increasing the fair value of investments made into portfolio companies by the Group.

Year ended 31 December 2024 **Consolidated income statement**	**Professional Services** **US $**	**Licensing and Investment** **US $**	**TOTAL** **US $**
Revenue from Services	425,986	-	425,986
Changes in fair value on financial assets at fair value though profit or loss	-	20,016,771	20,016,771
Cost of Sales	(147,203)	-	(147,203)
Interest Income	-	743,205	743,205
Administrative Expenses	(446,854)	(1,390,889)	(1,837,743)
Depreciation and Amortization	(10,508)	(31,522)	(42,030)
Group operating (loss)/income	(178,579)	19,337,565	19,158,986
(Loss)/income on ordinary activities before income tax	(178,579)	19,337,565	19,158,986
(Loss)/income tax expense	(740)	(2,221)	(2,961)
(Loss)/income after tax	(179,319)	19,335,345	19,156,025

	Professional	**Licensing and**	**TOTAL**

Period ended 31 December 2023 Consolidated income statement	Services US $	Investment US $	US $
Revenue from Services	735,265	-	735,265
Changes in fair value on financial assets at fair value though profit or loss	-	(14,229,009)	(14,229,009)
Cost of Sales	(314,083)	-	(314,083)
Interest Income	-	455,096	455,096
Administrative Expenses	(592,315)	(1,675,081)	(2,267,396)
Depreciation and Amortization	(21,577)	(64,732)	(86,309)
Other Income	20,384	-	20,384
Group operating loss	(172,326)	(15,513,726)	(15,686,051)
Loss on ordinary activities before income tax	(172,326)	(15,513,726)	(15,686,051)
Income tax expense	(566)	(1,700)	(2,266)
Loss after tax	(172,890)	(15,515,426)	(15,688,317)

Segment assets and liabilities

2024 Consolidated statement of financial position	Professional Services US $	Licensing and Investment US $	TOTAL US $
Assets	1,437,807	69,201,744	70,639,551
Liabilities	(571,568)	-	(571,568)
Net Assets	866,239	69,201,744	70,067,983

2023 Consolidated statement of financial position	Professional Services US $	Licensing and Investment US $	TOTAL US $
Assets	1,967,430	46,653,995	48,621,425
Liabilities	(734,545)	-	(734,545)
Net Assets	1,232,885	46,653,995	47,886,880

United Kingdom	**Year ended 31 December 2024 US $**	**Year ended 31 December 2023 US $**
Changes in fair value on financial assets at fair value though profit or loss	20,759,977	(13,753,529)
Revenue from Services	326,143	455,777
United States		
Revenue from Services	99,842	279,488
Portfolio return and revenue	21,185,962	(13,018,264)

	2024 US $	**2023 US $**
United Kingdom		
Assets	69,201,744	46,653,995
Liabilities	(125,213)	(145,236)
United States		
Assets	1,437,807	1,967,430
Liabilities	(446,355)	(589,309)
Total Net Assets	70,067,983	47,886,880

6. REVENUE FROM SERVICES

The below table discloses disaggregated revenue from services by their nature/categories as well as timing of the revenue. Please refer to Note 12 for disaggregation of Group's Unrealised profit on the revaluation of investments.

Group	Transferred at a point in time	Transferred over time	Total 2024 US $	Transferred at a point in time	Transferred over time	Total 2023 US $
Major service lines:						
- Sales of Invention Evaluator reports	(59,509)	-	**(59,509)**	(178,488)	-	**178,488**
- Tech transfer recruitment services	(40,333)	-	**(40,333)**	(101,000)	-	**101,000**
- Management services	-	(326,144)	**(326,144)**	-	(455,777)	**(455,777)**
Total Revenue from Services	**(99,842)**	**(326,144)**	**(425,986)**	**(279,488)**	**(455,777)**	**(735,265)**

All of the Group's major service lines are sold directly to consumers and not through intermediaries. All revenue recognised in the reporting period represent performance obligations satisified in the current period. For services transferred over time, output method was used as measure of fulfillment of the performance obligation. Considering the nature of the accounting, tax, legal and other services being provided under the agreements, this method most faithfully depicts the transfer of the services to the customer. Payment is typically due on a Net 30 days basis.

6.1 OTHER INCOME

	Total 2024 US $	Total 2023 US $
Other	-	2,781
Dividends earned	-	17,603
	-	**20,384**

7. OPERATING EXPENSES AND COST OF GOODS SOLD

Group	2024 US $	2023 US $
Cost of goods related to services	147,203	314,083
Depreciation of property plant and equipment	7,120	2,523
Research and development expenses	-	155,094
Amortisation of intangible assets	34,911	83,786
Marketing and PR	47,157	96,575
IT & Software	82,817	26,925
Audit and accounting	157,765	182,145
Share based payments	84,584	79,658
Nominated Advisor and other exchange listing expenses	126,376	139,261
Director emoluments	691,993	409,681
Employee salaries	717,807	405,898
Other administration expenses	257,893	233,477
Foreign exchange movements	(328,651)	538,682
Total expenses	**2,026,975**	**2,667,788**

7.2 AUDITOR REMUNERATION

Group	2024 US $	2023 US $
Fees payable to the group's auditor and its associates for the audit of the Group and Company financial statements	124,022	107,335
Audit of company's subsidiaries	32,306	37,316
	156,328	**144,651**

8. EMPLOYEES
8.1 DIRECTOR'S EMOLUMENTS

Group	2024 US $	2023 US $
Directors emoluments	661,013*	386,677*
Directors portion of Share Based Payments	1,400	1,362
Total	**662,413**	**388,039**

*excludes Directors NI of US$30,980 (2023:US$23,004).

The highest paid Director received a salary of US$261,976 (2023: $254,096) and benefits of US$24,475 (2023: US$27,846). The highest paid Director received a bonus of US$ 264,727 (2023: US$ Nil). The highest paid Director did not exercise any share options. The share-based payments associated with the highest paid Director amounted to US$1,400 (2023: US$1,362). The highest paid Director also received 100,000 shares in GenIP Ltd following incorporation of the entity in 2024.

Key management personnel (including Directors and Group Chief Financial Officer) received salary of US$736,538 (2023: US$509,681), excluding Employers National Insurance, Benefits in Kind and Share Base Compensation disclosed in Directors Remuneration Report. Please also refer to Director's Report. No Directors exercised their share options during the year. No post-employment benefits or other long-term benefits are applicable for Directors.

8.2 EMPLOYEE BENEFIT EXPENSES

Group	2024 US $	2023 US $
Wages and salaries	656,149	405,898
Directors' remuneration	661,013	386,677
Social security costs	92,638	62,338
Share options granted to directors and employees	84,584	79,658
	1,494,384	**934,571**

8.3 AVERAGE NUMBER OF PEOPLE EMPLOYED

To enhance flexibility and improve cost control, the Group utilises consultants for scientific review, administrative and operations support, software development and other knowledge-intensive services.

Group **Number of employees**	**2024**	2023
Average number of people (including executive directors) employed		
Operations	4	4
Management	2	2
Total average headcount	6	6

9. INCOME TAX EXPENSE

Group	**2024** **US $**	2023 US $
Current tax		
Current tax on profits for the year	**2,961**	2,265
Total current tax	**2,961**	2,265
Income tax expense	**2,961**	2,265

Group	**2024** **US $**	2023 US $
Profit before tax	**19,158,986**	(15,686,051)
Tax calculated at domestic tax rates applicable to profits	**4,789,746**	(2,980,350)
Tax effects of:		
- Expenses not deductible for tax purposes	**28,596**	19,604
- Income not taxable	**(5,004,193)**	2,703,512
- Capital allowances in excess of depreciation	**10,508**	16,413
- Unrelieved tax losses and other deductions	**178,304**	243,087
Total income tax expense	**2,961**	2,266

The weighted average applicable tax rate was 25% (2024: 19%).
Unused tax losses of $2,301,814 (FY23: US $2,132,376) of which a deferred tax asset of US$0 (FY23: US $0) has not been recognised due to uncertainty over the recoverability of those losses through future profits.

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. As such, the higher 25% rate was applied to the Group.

10. EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of Ordinary Shares outstanding during the period. The Group has only issued ordinary shares in issue, as such no profit reconciliation was disclosed.

	2024	2023

	US $	US $
Earnings attributable to equity holders of the Group (US$)	**19,156,025**	(15,688,317)
Weighted average number of ordinary shares in issue:		
Basic	**196,539,893**	172,214,589
Effect of employee share options	***100,000***	*4,466,666*
Diluted	**196,639,893**	176,681,255
Basic earnings per share	**0.10**	(0.09)
Diluted earnings per share	**0.10**	(0.09)

Diluted earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the sum of weighted average number of (1) Ordinary Shares outstanding during the period and (2) any dilutive potential Ordinary Shares outstanding at 31 December 2024.

Diluted EPS includes impact of vested Employees Share Option Awards whose strike price was below Tekcapital's share price as quoted on the AIM market, which would have dilutive impact of 100,000 shares.

The Group completed placements of total of 33,331,709 new ordinary shares during the financial year.

11. INVESTMENTS OF THE GROUP

Entity name	**Country of incorporation**	**Proportion of ordinary shares directly and indirectly held**	**Nature of business**	**Capital and reserves as at 31 Dec 2024**	**Net Profit/(Loss) for year ended 31 Dec 2024**
The following are under ownership of Tekcapital Europe Limited				**US$**	**US$**
Lucyd Limited	England and Wales	100%	Provider of high-tech eyewear	(1,801,339)	(906,192)
Innovative Eyewear Inc[1]	United States of America	40%	Provider of high-tech eyewear	9,095,141	(7,766,515)
MicroSalt plc	England and Wales	87%	Developer of low sodium salt and snack foods	N/A*	N/A*
MicroSalt Inc[2*]	United States of America	92%	Developer of low sodium salt and snack foods	N/A*	N/A*
Guident Limited	England and Wales	100%	Developer of autonomous vehicle software safety solutions	17,387,274	-
Guident CORP[3*]	United States of America	90%	Developer of autonomous vehicle software safety solutions	N/A*	N/A*
Smart Food Tek Limited	England and Wales	100%	Developer for baked food coating to reduce fat	(116,114)	-
Belluscura plc	England and Wales	5%	Portable oxygen concentrator producer	N/A*	N/A*

(1) owned by Lucyd Limited
(2) owned by MicroSalt Limited
(3) owned by Guident Limited
*not available as of date of this report

As at the year end, the Group has no interest in the ownership of any other entities or exerts any significant influence over or provides funding which constitutes an “unconsolidated structured entity”.

All UK subsidiaries are exempt from the requirement to file audited accounts by virtue of section 479A of the Companies Act 2006.

Tekcapital Europe Ltd (registered address 12 New Fetter Lane, London, United Kingdom, EC4A 1JP) and Tekcapital LLC (registered address 11900 Biscayne Blvd, Suite 630, Miami, Florida, 33181, United States) are consolidated by Tekcapital plc because they continue to provide advisory services in IP search and technology transfer. Tekcapital plc owns 100% of both entities.
All other entities are measured at fair value through profit and loss based in IFRS 10 as referenced in Note 2.4. The Group provides management service support to Lucyd Limited, MicroSalt plc and Guident Limited, as well as has provided working capital assistance to MicroSalt Limited and Guident Limited through convertible loan note financing (see also Note 12). The Group also assists the entities with their fundraising activities.

Registered office of all four directly owned subsidiaries owned by Tekcapital Europe Limited: Acre House, 11-15 William Road, London, England, NW1 3ER.

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Group’s financial assets at fair value through profit and loss consist of equity investments (2024:US $61,454,673, 2023:US $41,125,568) and convertible loan notes (2024:US$7,747,071, 2023:US $5,528,427) totalling US $69,201,744 (2023:US $46,653,995).

12.1 EQUITY INVESTMENTS

The Group’s investments in portfolio companies in the years ended 31 December 2024 and 31 December 2023 are listed below. The principal place of business for portfolio companies listed below is the UK and in the U.S.

Group	Proportion of ordinary shares as at 31 Dec 2024	1 Jan 2024	Additions	Disposal	Foreign Exchange movement	Fair Value change	31 Dec 2024
		US $	US $	US $	US $	US $	US $
Guident Limited	100%	18,083,264	-	-	-	-	18,083,264
Lucyd Limited	100%	2,189,794				(892,519)	1,297,275
MicroSalt plc	69%	16,671,147	1,397,557		(306,412)	19,165,798	36,928,090
Belluscura Plc	5%	4,142,941		(1,047,122)	(42,968)	(2,082,489)	970,362
Smart Food Tek Limited	100%	38,422	-	-	-	-	38,422
GEN IP plc	63%	-	319,133	-	(7,855)	3,825,982	4,137,260
Total Balance		**41,125,568**	**1,716,690**	**(1,047,122)**	**(357,235)**	**20,016,772**	**61,454,673**

Other adjustments relate primarily to foreign exchange movements on translation of investments into the Group’s presentational currency.

Group	Proportion of ordinary shares as at 31 Dec 2023	1 Jan 2023	Additions	Disposal	Foreign Exchange movement	Fair Value change	31 Dec 2023
		US $	**US $**	**US $**	**US $**	**US $**	**US $**
Guident Limited	100.00%	18,083,264	-	-	-	-	18,083,264
Lucyd Limited	100.00%	8,175,403	-	-	-	(5,985,609)	2,189,794
MicroSalt Limited	97.15%	16,508,694	500,000	-	882,546	(1,220,093)	16,671,147
Belluscura Plc	12.31%	12,072,826	-	(272,514)	(634,065)	(7,023,307)	4,142,940
Smart Food Tek Limited	100.00%	38,422	-	-	-	-	38,422
Total Balance		**54,878,609**	**500,000**	**(272,514)**	**248,481**	**(14,229,009)**	**41,125,568**

The valuation techniques used fall under, Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets, Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly, and Level 3- Other techniques as defined by IFRS 13. These techniques were deemed to be the best evidence of fair values considering the early stage of portfolio companies.

Microsalt plc and GenIP plc both commenced trading on the AIM market of the London Stock Exchange during the year ended 31 December 2024. Due to the Group being a majority shareholder for both companies as of 31 December 2024, the control premium of 15% was applied respectively and the Group's investment in both companies was classified under Level 3, unchanged from 31 December 2024 classification. Fair value measurement hierarchy for financial assets as at 31 December 2024 with comparative amounts as of 31 December 2023:

	Total	Level 1	Level 2	Level 3
31 December 2024	US$	US$	US$	US$
Belluscura Plc	970,362	970,362	-	-
Lucyd Limited	1,297,275	-	1,297,275	-
Guident Limited	18,083,264	-	-	18,083,264
Microsalt plc	36,928,090	-	-	36,928,090
Smart Food Tek Limited	38,422	-	-	38,422
GEN IP plc	4,137,260			4,137,260
Total Balance	**61,454,673**	**970,362**	**1,297,275**	**59,187,036**

31 December 2023	Total	Level 1	Level 2	Level 3
	US$	US$	US$	US$
Belluscura Plc	4,142,940	4,142,940	-	-
Lucyd Limited	2,189,794	-	2,189,794	-
Guident Limited	18,083,264	-	-	18,083,264
Microsalt Limited	16,671,147	-	-	16,671,147
Smart Food Tek Limited	38,422	-	-	38,422
Total Balance	**41,125,567**	**4,142,940**	**2,189,794**	**34,792,833**

BELLUSCURA PLC (US $2.1M LOSS)
The fair value of the holding decreased by US$ 2,082,489m during the year due to market movement in Company's shares listed at AIM market of London Stock Exchange, and closing price of 0.0925p as of 31 December 2024. The Company also disposed of 5,760,710 shares during the period for the total of US$ 1,047,121, and recorded a foreign exchange adjustment of ($42,968). With 8,378,057 shares held by Tekcapital plc, a fair value of US$970,362 was arrived at as of 31 December 2024.

LUCYD (US $0.9M LOSS)
The fair value of the holding decreased by US$ 892,519 during the year due to the movement in the Company's share price at NASDAQ market, and closing price of US$5 as of 31 December 2024, compared to US$8.4 as of 31 December 2023. With 259,455 shares held by the Group, a fair value of US$ 1,297,275 was arrived at as of 31 December 2024. This investment is classified as Level 2 on the basis of the fact that the direct shareholding is in Lucyd Ltd, whose primary asset is the listed investment in Innovative Eyewear Inc.

GUIDENT LTD (NIL GAIN / NIL LOSS)
The fair value of Guident remain unchanged compared to previous period as the Company continued to receive investment at US$1 per share as specified in the 2021 Private Placement Memorandum offering.

In August 2021, Guident CORP entered into Private Placement Memorandum outlining offering of securities at US$1 per unit, with each unit consisting of one share of Class A Convertible Preferred Stock and a Warrant to acquire a share of common stock (also at US$1 per unit). While Guident has not received funding from the offering until after the reporting date, the management considers the exit price (of securities offered in the private placement) negotiated with the investment bank as "privately negotiated acquisition of the equity instruments" as defined under IFRS 13. The Offering was facilitated by Dawson James Securities Inc. Dawson James is a broker-dealer registered with the SEC as a broker dealer and is a member of FINRA. FINRA is currently the only such registered national securities association in the U.S.

This input was corroborated by Guident CORP's enterprise valuation by estimating the net present value of future cashflows associated with its business as of 31 December 2024.
Key assumptions used in management's discounted cash flow valuation are:
- Compound annual growth rates over a 5 year forecast period of 122%
- 24% discount rate used to discount forecasted free cash flows

The discounted cash-flow method did not provide an indication that the valuation at year end was materially misstated.

MICROSALT (US$19.2M GAIN)
The fair value of the holding increased by US$19,165,798 during the year due to:

- movement in the Company's share price at AIM market of London Stock Exchange, and closing price of 76.50p as of 31 December 2024 compared to opening price of 43p.
- Fair value of the control premium given Tekcapital's majority shareholding of US$4,816,707, calculated as 15% of Company's shareholding in Microsalt.

The Company acquired 2,558,140 shares of Microsalt plc at its Initial Public Offering in February 2024 for US$1,397,557 and recorded a foreign exchange adjustment of ($306,412). With total of 33,305,749 shares held by Tekcapital Europe Ltd, a fair value of US$36,928,090 was arrived at as of 31 December 2024.

GENIP PLC
The fair value of the holding increased by US$3.8m during the year due to:
- movement in the Company's share price at AIM market of London Stock Exchange, and closing price of 0.26p as of 31 December 2024.
- Fair value of the control premium given Tekcapital's majority shareholding of US$539,643, calculated as 15% of Company's shareholding in GenIP.

The Company acquired 211,764 shares of GenIP plc at its Initial Public Offering for US$127,569.

With total of 11,050,769 shares held by Tekcapital Europe Ltd, a fair value of US$3.6m was arrived at as of 31 December 2024. Combined with fair value of control premium of $0.5m, total fair value of $4.1m was calculated as of 31 December 2024.

SMART FOOD TEK (NIL GAIN / NIL LOSS)
Considering early commercialisation stage, the Group records its investment in Smart Food Tek at cost. The directors do not consider that any other available information would materially change or give a more reliable representation of the value.

The Group exercised judgment in determination of sufficiency of portfolio companies' cash reserves, forecasts and ability to raise money to achieve their fair values. Directors reviewed and questioned the forecasts used, standing liquidity and working capital balances, as well as discussed capability and plans to raise money in the future with directors or management of portfolio companies. Based on the review, the Group made a positive determination as to portfolio companies' likely ability to achieve fair values considering liquidity factors.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2024 are shown as below. No sensitivities have been disclosed on immaterial, non-listed investments as the fair value equates to cost.

Investment	Valuation Technique	Significant unobservable input	Estimate applied	Sensitivity of the input to fair value
Guident	Income Approach Royalty Relief Method	Discount to Future Cash Flows	24%	5% increase in the discount factor would decrease the Guident valuation by US$6.8m, a 5% decrease in the discount factor would increase the value by US$14.5m.
		CAGR	122%	A 50% increase in the compound annual growth rate of sales projections would increase the Guident valuation by US$42.3m. A 50% decrease in the compound annual growth rate of sales projections would decrease the Guident valuation by US$18m.

Microsalt	Share price per LSE including control premium	Control premium	15%	A 5% increase in the control premium applied to valuation of Microsalt plc shares held by increase the Microsalt plc valuation by US$1.6m. A 5% decrease in the control premium applied to valuation of Microsalt plc shares would decrease the Microsalt valuation by US$1.6m
GenIP	Share price per LSE including control premium	Control premium	15%	A 5% increase in the control premium applied to valuation of GENIP plc shares held by increase the Microsalt plc valuation by US$0.2m. A 5% decrease in the control premium applied to valuation of GenIP plc shares would decrease the GenIP valuation by US$0.2m.

12.2 CONVERTIBLE LOAN NOTES

During the year, the Group also held multiple convertible loans issued by its portfolio companies, including:

- Convertible note issued by Guident Ltd for the total of US$5,000,000, issued at 10% coupon rate including option to convert the debt into shares at market price (no discount against future equity placements offered). The note can be converted into Guident's equity upon occurrence of certain conversion events including future share placements. The US$3,000,000 note originated in September 2023 or can be converted into Guident's equity upon occurrence of certain conversion events. No conversions occurred during the period. As of 31 December 2024, US$5,000,000 was outstanding.

- Convertible loan note instruments in favour of MicroSalt Inc were constituted on 21 September 2020 (2020 CLN) and 1 June 2022 (2022 CLN). The principal amounts of convertible loan notes under the 2020 CLN and the 2022 CLN was each limited to US$2,000,000. The convertible loan notes under the 2020 CLN and the 2022 CLN each carry interest at the rate of 10 per cent. per annum. As of 31 December 2024, US$2,000,000 was outstanding on the convertible loan notes.

- A convertible loan note instrument in favour of Tek Europe was constituted by the Company on 1 March 2023. The principal amount of convertible loan notes was limited to sUS$2,000,000. The convertible loan notes carry interest at the rate of 10 per cent. per annum. A convertible loan note instrument in favour of Tek Europe, as assignee of Tekcapital, was constituted by the Company on 7 November 2023. The principal amount of convertible loan notes was limited to US$2,000,000. The convertible loan notes carry interest at the rate of 10 per cent. per annum. As of 31 December 2024, US$747,072 was outstanding on the convertible loan notes.

The Group's investments in convertible notes in the years ended 31 December 2024 and 31 December 2023, as well as their fair value hierarchy, are listed in tables below:

Group	31 Dec 2023	Additions	Disposal	FX reval	Fair Value change	31 Dec 2024
	US $	US $	US $	US $	US $	US $
Innovative Eyewear, Inc	-	-	-	-	-	0
Guident Corp	3,000,000	2,000,000	-	-	-	5,000,000
Microsalt plc	2,528,427	552,964	(334,319)	-	-	2,747,072
Total Balance	**5,528,427**	**2,552,964**	**(334,319)**	**-**	**-**	**7,747,072**

Included in additions are non-cash movements, in relation to management services income of US$326,144 and interest income of US$743,113.

31 December 2024	Total	Level 1	Level 2	Level 3
	US $	US $	US $	US $
Guident Corp	5,000,000	-	-	5,000,000
Microsalt Inc	2,747.072	-	-	2,747,072
Total Balance	**7,747,072**	**-**	**-**	**7,747,072**

31 December 2023	Total	Level 1	Level 2	Level 3
	US $	US $	US $	US $
Guident Corp	3,000,000	-	-	3,000,000
Microsalt Inc	2,528,427	-	-	2,528,427
Total Balance	**5,528,427**	**-**	**-**	**5,528,427**

The fair value of the convertible loans issued by Guident Corp and MicroSalt has been calculated using a Discounted Cash Flow Analysis. The unobservable input used in the fair value assessment is the discount rate of 10%. Increasing or decreasing the discount rate by 2% used would not result in material changes in the fair value of the assets for Guident and Microsalt.

12.3 INTEREST FROM FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Group earned following interest income from its portfolio companies during the period:

	31/12/2024	31/12/2023
Innovative Eyewear Inc	-	12,281
Microsalt Inc	303,900	139,421
Guident Corp	439,068	303,394
Gen IP plc	237	-
Total Balance	**743,205**	**455,096**

13. INTANGIBLE ASSETS

On June 4, 2024, Tekcapital LLC entered into an agreement with its newly formed subsidiary, GenIP Ltd, to sell Invention Evaluator and Vortechs assets at the Net Book Value of the intangible asset at the transaction date. As such, disposal of gross cost and accumulated amortization of both assets has been recorded by the Group.

Group	Vortechs	Website	Invention Evaluator	Total
Cost	**US $**	**US $**	**US $**	**US $**
As at 31 December 2022	**500,000**	**28,121**	**338,770**	**866,891**
As at 31 December 2023	**500,000**	**28,121**	**397,774**	**925,895**
Addition	**-**	**-**	**-**	**-**
Disposal	**(500,000)**	**-**	**(397,774)**	**(897,774)**
As at 31 December 2024	**-**	**28,121**	**-**	**28,121**
Accumulated amortisation and impairment				
As at 31 December 2022	**(324,813)**	**(28,121)**	**(271,016)**	**(623,950)**
As at 31 December 2023	**(374,813)**	**(28,121)**	**(304,802)**	**(707,736)**
Amortisation	**(20,833)**	**-**	**(14,077)**	**(34,910)**
Disposal	**395,646**	**-**	**318,879**	**714,525**
As at 31 December 2024	**-**	**(28,121)**	**-**	**(28,121)**
Net Book Value				
As at 31 December 2024	**-**	**-**	**-**	**-**
As at 31 December 2023	**125,187**	**-**	**92,972**	**218,159**

14. PROPERTY, PLANT AND EQUIPMENT

GROUP	Leasehold Improvements US $	Office equipment US $	Computer Equipment US $	Total US $
Opening cost 1 December 2023	**17,541**	**30,980**	**30,530**	**79,051**
Additions		6,087	738	6,825
Closing cost 31 December 2023	**17,541**	**37,067**	**31,268**	**85,876**
Additions				
Closing cost 31 December 2024	**17,541**	**37,066**	**31,268**	**85,876**
Accumulated depreciation and impairment				
Accumulated depreciation at 30 November 2022	**(13,775)**	**(25,795)**	**(29,512)**	**(69,082)**
Depreciation charge		(1,687)	(836)	(2,523)
Accumulated depreciation at 31 December 2023	**(13,775)**	**(27,482)**	**(30,348)**	**(71,605)**
Depreciation charge	(3,766)	(2,556)	(797)	(7,119)
Accumulated depreciation at 31 December 2024	**(17,541)**	**(30,038)**	**(31,145)**	**(78,724)**
Closing net book value 31 December 2024	**-**	**7,027**	**124**	**7,151**
Closing net book value 31 December 2023	3,766	9,585	920	14,271

15. TRADE AND OTHER RECEIVABLES

	2024 US $	2023 US $
Trade receivables	**-**	101,608
Trade receivables – net	**-**	101,608
Vat recoverable	**47,848**	36,675
Prepayments and other debtors	**25,121**	25,817
Receivables from related parties	**571,396**	950,653
Total trade and other receivables	**644,365**	1,114,753

The fair value of trade and other receivables are not materially different to those disclosed above. The credit loss allowance was assessed for the Group as at 31 December 2024 and there was no increase/decrease in the expected credit loss allowance (2023: $nil). Group's exposure to credit risk related to trade receivables is detailed in Note 3 to the consolidated financial statements.

16. CASH AND CASH EQUIVALENTS

GROUP	2024 US $	2023 US $
Cash at bank and in hand	**786,290**	620,248
Total cash and cash equivalents	**786,290**	620,248

17. CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

GROUP	2024 US $	2023 US $
Financial assets at fair value through profit and loss	**69,201,744**	46,653,995
Financial assets at amortised cost	**571,396**	1,052,261
Cash and equivalents at amortised cost	**786,290**	620,248
	70,559,430	48,326,504
Financial liabilities		
Trade and other payables at amortised cost	**538,800**	504,784

18. SHARE CAPITAL

Group and Company	Number of shares	Ordinary Share US$	Total US $
Issued and fully paid up			
As at 31 December 2022	**150,692,328**	**839,723**	**839,723**
Shares issued in further public offering	27,395,934	133,606	133,606
As at 31 December 2023	**178,088,262**	**973,329**	**973,329**
Shares issued in further public offering	33,331,709	168,742	168,742
As at 31 December 2024	**211,419,971**	**1,142,071**	**1,142,071**

The shares have full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. The following shares were issued during the year:

- February 2024: 20,000,000 shares were issued in the placing of new ordinary shares at £0.10p. Total proceeds of US$2,525,696 were netted against cost of raising finance in the amount of US$181,643
- November 2024: 13,331,709 shares issued in the placing of new ordinary shares at £0.075p. Total proceeds of US$1,269,842 were netted against cost of raising finance in the amount of US$84,208.

The Company has authorised share capital of 211,419,871 with a nominal value of £0.004. Of these shares, 211,419,871 were issued and fully paid up.

19. TRADE AND OTHER PAYABLES

The fair values of trade and other payables are not materially different to those disclosed above.

The Group's exposure to currency and liquidity risk related to trade and other payables is detailed in note 3 to the accounts.

Group	2024 US $	2023 US $
Trade creditors	**105,530**	250,218
Amounts due to related parties	**307,556**	109,344
Social security and other taxes	**10,423**	12,371
Accruals and other creditors	**125,216**	145,221
	548,725	517,154

20. DEFERRED REVENUE

The Group's deferred revenue balance of US$217,391 as of 31 December 2023 was adjusted for:

- transfer of US$50,045 related to reports purchases that were prepaid in 2023 and 2024 but remained to be delivered as of 31 December 2024

- an adjustment for US$123,297 to remove the previously included value of reports not prepaid or delivered, arriving at total of US$43,131 as of 31 December 2024.
- Adjustment of US$21,205 related to credits on the platform but not showing on deferred income schedule.

21. DEFERRED INCOME TAX

Unused tax losses for which no deferred tax assets have been recognised are attributable to the uncertainty over the recoverability of those losses through future profits and do not expire. A tax rate of 25% has been used to calculate the potential deferred tax.

Deferred tax	**2024 US $**	2023 US $
Depreciation in excess of capital allowances	**(10,508)**	(16,413)
Short term timing difference		
Tax losses	**(2,291,306)**	(2,115,963)
Unprovided deferred tax asset	**2,301,814**	2,132,376
	-	-

22. DIVIDENDS
No dividend has been recommended for the period ended 31 December 2024 (2023: Nil) and no dividend was paid during the year (2023: Nil).

23. COMMITMENTS
Capital commitments
The Group entered into multiple convertible loan note agreements with its portfolio companies. Please see note 15 for details regarding outstanding commitments.

Lease commitments
The Group did not have any material contracts withing the scope of IFRS 16. Consequently, the Group did not recognise any right-of-use assets and lease liabilities during the period.

24. SHARE BASED PAYMENTS
The Group operates an approved Enterprise management scheme and an unapproved share option scheme.

The fair value of the equity settled options granted is expensed over the vesting period and is arrived at using the Black-Scholes model. The assumptions inherent in the use of this model are as follows:

Attribute	Input
No. of options granted	10,690,000
Share price at date of grant	£0.052-£0.31
Exercise price	£0.052-£0.33
Options life in years	3-5
Risk free rate	0.1%-1.75%
Expected volatility	48%-94%
Expected dividend yield	0
Fair value of options	£0.02-£0.12

The weighted average fair value of options outstanding was £0.06p. Volatility was calculated using Group's historical share price performance since 2017. The share-based payment expense for the year was $84,585 (2023: $79,658). Details of the number of share options and the weighted average exercise price outstanding during the year as follows:

Group and Company	**Av. Exercise price per share £**	**Options (Number)**	Av. Exercise price per share £	Options (Number)
As at 1 January 2024	**0.2746**	**8,865,000**	0.2746	8,865,000
Granted	0.111	2,400,000	-	-
Exercised	-	-	-	-
Forfeited/expired	0.0783	(1,480,000)	-	-
As at 31 December 2024	**0.26**	**9,785,000**	0.2746	8,865,000
Exercisable as at period end		**6,696,667**		5,900,000

*The weighted average exercise price for the options exercisable as at 31 December 2024 and 31 December 2023 was £0.17p and £0.11p respectively.
The weighted average remaining contractual life is 2.0 years (2023: 3.0 years). The weighted average fair value of options granted during the year was £0.03p (2023: £0.06p).

The range of exercise prices for options outstanding at the end of the year was £0.052p - £0.325p (2022: £0.052p - £0.325p).

25. RELATED PARTY TRANSACTIONS

Details of Directors' remuneration and grant of options are given in the Directors' report. Please also refer to Note 8.1 for payments related to key management personnel.

525,000 options were held by Harrison Gross, family member of Dr. Clifford Gross (2023: 525,000), which expired in August 2024.
Please refer to tables below for detail of relationships and transactions between The Group and its subsidiaries.

Convertible note receivable

Group	2024 US $	2023 US $
Guident Corp	**5,000,000**	3,000,000
MicroSalt Inc	**2,747,072**	2,528,427
	7,747,072	5,528,427

Balances with related parties

Group	2024 US $	2023 US $
Guident Corp	**444,651**	209,184
Smart Food TEK	**66,429**	66,681
Lucyd Ltd	**(62,127)**	(74,170)
Innovative Eyewear Inc	**(11,585)**	6,039
MicroSalt plc	**(188,862)**	629,000
GenIP plc	**11,887**	-
Other	**3,447**	3,573
	263,840	840,307

Management fees

Group	2024 US $	2023 US $
Guident Corp	**139,842**	176,301
MicroSalt Inc	**-**	139,788
GenIP plc	**38,827**	-
Innovative Eyewear Inc	**147,475**	139,687
	326,144	455,776

Interest Income

Group	2024 US $	2023 US $
Guident Corp	**439,068**	303,394
MicroSalt Inc	**303,900**	139,421
GenIP plc	**237**	12,281
	743,205	455,096

Asset Purchase Agreement:
On 5 September 2024, the Company entered into an Asset Purchase Agreement with Tekcapital plc and Tekcapital LLC. In accordance with the terms of the Agreement, effective 4 June 2024, the Company acquired certain assets and liabilities related to Invention Evaluator and Vortechs business. The following assets and liabilities were transferred to the Company as part of capital contribution of US$191,564 by Tekcapital plc, for the consideration of US$1.

Related party transactions were made on terms equivalent to those that prevail in arm’s length transactions and are made only if such terms can be substantiated.

26. EVENTS AFTER THE REPORTING PERIOD

Post period end, Group announced placings to raise GBP 500,000 before expenses in February 2025 through issuance of 5,128,205 new ordinary shares in the Company.

After the balance sheet date, Tekcapital PLC concluded negotiations ongoing since 2024 with GenIP plc for reimbursement of US $100,000 of the US $119,665 IT development costs incurred in 2024. This agreement constitutes an adjusting post balance sheet event, as the costs were incurred before the balance sheet date and the subsequent reimbursement clarifies the financial position. The reimbursement will be recognised as Other Expense in the accounts.

COMPANY STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2024

Company	Note	31 December 2024 US$	31 December 2023 US$
Assets			
Non-current assets			
Investment in subsidiaries	C.4	**851,665**	851,665
Financial assets at fair value through profit and loss	C.5	**970,584**	4,171,972
Non-current receivables	C.6	**18,215,711**	11,998,392
		20,037,960	17,022,029
Current assets			
Trade and other receivables	C.7	**105,815**	3,874,618
Cash and cash equivalents	C.8	**656,307**	255,440
		762,122	4,130,058
Total assets		**20,800,082**	21,152,087
Current liabilities			
Trade and other payables	C.11	**200,858**	175,966
		200,858	175,966
Total liabilities		**200,858**	175,966
Net assets		**20,599,224**	20,976,121
Equity attributable to the owners of the parent			
Ordinary shares	C.10	**1,142,071**	973,329
Share premium		**32,297,956**	28,937,011
Retained earnings		**(11,751,916)**	(8,128,037)
Translation reserve		**(1,088,887)**	(806,182)
Total equity		**20,599,224**	20,976,121

The Company's loss after tax for the year ended 31 December 2024 was US$3,708,463 (loss after tax for the period ended 31 December 2023: US$8,573,423).

The Company has used the exemption under S408 CA 2006 not to disclose the Company income as primary statement. The notes on pages 85 to 89 are an integral part of these financial statements. The financial statements on pages 83 to 89 were approved and authorised for issue by the Board of Directors on 22 May 2025 and were signed on its behalf.

Louis Castro
Director

Tekcapital PLC
registered number
08873361

Dr Clifford M Gross
Chairman and CEO

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

		Attributable to owners of the parent company				
Company	**Note**	**Ordinary Shares US $**	**Share Premium US $**	**Translation Reserve US $**	**Retained (Deficit)/Earnings US $**	**Total Equity US $**
Balance as at 31 December 2022		**839,723**	**24,240,930**	**(485,540)**	**365,728**	**24,960,841**
Loss for the year					(8,573,423)	(8,573,423)
Other comprehensive loss				(320,642)		(320,642)
Total comprehensive loss for the period		**-**	**-**	**(320,642)**	**(8,573,423)**	**(8,894,065)**
Transactions with owners, recorded directly in equity						
Share issue	18	133,606	5,045,893			5,179,499
Cost of share issue			(349,812)			(349,812)
Share issue in share option exercise	18					-
Share based payments	24				79,658	79,658
Total transactions with owners		**133,606**	**4,696,081**	**-**	**79,658**	**4,909,345**
Balance as at 31 December 2023		**973,329**	**28,937,011**	**(806,182)**	**(8,128,037)**	**20,976,121**
Loss for the year					(3,708,463)	(3,708,463)
Other comprehensive loss				(282,705)		(282,705)
Total comprehensive loss for the period		**-**	**-**	**(282,705)**	**(3,708,463)**	**(3,991,168)**
Transactions with owners, recorded directly in equity						
Share issue	18	168,742	3,626,796			3,795,538
Cost of share issue			(265,851)			(265,851)
Share issue in share option exercise	18					-
Share based payments	24				84,585	84,585
Total transactions with owners		**168,472**	**3,360,945**	**-**	**84,585**	**3,614,272**
Balance as at 31 December 2024		**1,142,071**	**32,297,956**	**(1,088,887)**	**(11,751,915)**	**20,599,225**

Share premium – amount subscribed for share capital in excess of nominal value, net of directly attributable issue costs.
Translation reserve – foreign exchange differences recognized in other comprehensive income.
Retained earnings – cumulative net gains and losses recognized in the consolidated financial statements of comprehensive income.
The notes on pages 85 to 89 are an integral part of these financial statements.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

C.1. GENERAL INFORMATION

Tekcapital PLC (Companies House registration number: 08873361) is a Company incorporated in England and Wales and domiciled in the UK. The address of the registered office is detailed on page 36 of these financial statements. The Company is a public limited Company limited by shares, which listed on the AIM market of the London Stock Exchange in 2014. The principal activity of the Company is that of investment in portfolio companies. The Company also acquires exclusive licences to university technologies that it believes can positively impact people's lives, for subsequent commercialisation.
The Company had no employees during the period.

C.2 STATEMENT OF COMPLIANCE

The financial statements of the parent company have been prepared in accordance with United Kingdom Accounting Standards including Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). The Company will continue to prepare its financial statements in accordance with FRS 101 on an ongoing basis until such time as it notifies shareholders of any change to its chosen accounting framework.

The principal accounting policies applied in the preparation of these financial statements are set out in Note 2 of the consolidated financial statements.

Exemptions
The Company financial statements have been prepared using the historical cost convention except where other measurement basis are required to be applied and in accordance with IFRS under FRS 101. In accordance with FRS 101, the Company has taken advantage of the following exemptions:

- Statement of Cash Flows
- Financial instrument disclosures.
- Capital management disclosures.
- Additional comparative information.
- A reconciliation of share options in the year
- Related party disclosures with wholly owned subsidiaries.

Changes in accounting policy and disclosures
All changes to accounting standards are explained in note 2 to the consolidated financial statements.

C.3 LOSS FOR THE YEAR

As permitted by section 408 of the Companies Act 2006, the Company has elected not to present its own profit and loss account for the year. The auditor's remuneration for audit and other services are disclosed in note 7 to the consolidated financial statements.

C.4 INVESTMENT IN SUBSIDIARIES

	Shares in subsidiaries	Loans to Subsidiaries	Total US $
Net Book Value			
As at 1 January 2024	79,426	772,239	851,665
Balance at 31 December 2024	**79,426**	**772,239**	**851,665**

The Net Book Value is stated at cost less any adjustment for impairment. As at 31st December 2024 the total impairment recognised on investment in subsidiaries was US$1,103,550 (2023: US$1,103,550).

Subsidiaries name (consolidated)		Proportion of ordinary shares directly held	Nature of business	Capital and reserves as at 31 Dec 2024	Net Profit/(Loss) for year ended 31 Dec 2024
Direct					
Tekcapital Europe Limited	England and Wales	100%	Provision of Intellectual property research services	50,652,337	22,722,065
Tekcapital LLC	USA	100%	Provision of Intellectual property research services	(6,443,796)	(1,381,262)

* As at the year end, the Company has no interest in the ownership of any other entities or exerts any significant influence over or provides funding which constitutes an “unconsolidated structured entity”.

All UK subsidiaries are exempt from the requirement to file audited accounts by virtue of section 479A of the Companies Act 2006.

Tekcapital Europe Ltd (registered address 12 New Fetter Lane, London, United Kingdom, EC4A 1JP) and Tekcapital LLC (registered address 11900 Biscayne Blvd, Suite 630, Miami, Florida, 33181, United States) are consolidated by Tekcapital plc on the basis that Tekcapital plc both holds a controlling stake in the subsidiary and exerts strategic and operational control of Tekcapital Europe Limited.

C.5 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Company’s investment in Belluscura plc in the period ended 31 December 2024 and 31 December 2023 is listed below and classified as equity instruments. The principal place of business for Belluscura plc is England and Wales.

Company	Proportion of ordinary shares as at 31 Dec 2024	1 Jan 2024	Additions	Disposal	Foreign exchange adjustments	Fair Value change	31 Dec 2024
Belluscura Plc	5%	4,142,940	-	(1,047,121)	(42,968)	(2,082,489)	970,362
Total Balance		**4,142,940**	**-**	**(1,047,121)**	**(42,968)**	**(**2,082,489**)**	**970,362**

The valuation technique used falls under, Level 1 – Observable techniques, other than quoted prices.

The fair value of the holding decreased by US$2,082,489 during the year due to market movement in Company's shares listed at AIM market of London Stock Exchange, and closing price of 9.25p as of 31 December 2024. The Company also disposed of 5,760,710 shares during the period for the total of US$1,047,121 and recorded a foreign exchange adjustment of US$42,968. With 8,378,057 shares held by Tekcapital plc, a fair value of US$970,362 was arrived at as of 31 December 2024.

C.6 NON CURRENT RECEIVABLES

As at 31st December 2024, the Company was owed a total of US$24,596,176 (2023: US$17,259,355) from its subsidiaries (Tekcapital Europe Ltd Tekcapital LLC) in the amount of US$19,232,176, which an IFRS9 Expected Credit Loss provision totaling US$6,381,065 (2023: US$5,265,819) has been provided for. The net receivable due from two subsidiaries at 31st December 2024 of US$18,215,711 (2023: US$11,998,392) will be recovered in greater than one year.

C.7 TRADE AND OTHER RECEIVABLES

Company	**2024 US $**	2023 US $
Receivables from Group companies	**-**	3,834,888
VAT	**101,598**	32,678
Prepayments	**4,217**	7,052
Total trade and other receivables	**105,815**	3,874,618

The credit loss allowance on Trade and Other Receivables was assessed as at 31 December 2024 and there was no increase/decrease in the expected credit loss allowance (2023: $nil).

C.8 CASH AND CASH EQUIVALENTS

Company	**2024 US $**	2023 US $
Cash at bank and in hand	**656,307**	255,440
Total cash and cash equivalents	**656,307**	255,440

C.9 CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Company	**2024 US $**	2023 US $
Financial assets at fair value through profit and loss	**970,584**	4,171,972
Financial assets at amortised cost	**18,321,526**	15,873,010
Cash and equivalents at amortised cost	**656,307**	255,440
	19,948,417	20,300,422
Financial liabilities		
Trade and other payables at amortised cost	**200,868**	175,966

C.10 SHARE CAPITAL

Group and Company	Number of shares	Ordinary Share US$	Total US $
Issued and fully paid up			
As at 31 December 2022	**150,692,328**	**839,723**	**839,723**
Shares issued in further public offering	27,395,934	133,606	133,606
As at 31 December 2023	**178,088,262**	**973,329**	**973,329**
Shares issued in further public offering	33,331,709	168,472	168,472
As at 31 December 2024	**211,419,971**	**1,142,071**	**1,142,071**

The shares have full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. The following shares were issued during the year:

- February 2024: 20,000,000 shares were issued in the placing of new ordinary shares at £0.10. Total proceeds of US$2,525,696 were netted against cost of raising finance in the amount of US$181,643
- November 2024: 13,331,709 shares issued in the placing of new ordinary shares at £0.075. Total proceeds of US$1,269,842 were netted against cost of raising finance in the amount of US$84,208.

The Company has authorised share capital of 211,419,871 with a nominal value of £0.004. Of these shares, 211,419,871 were issued and fully paid up.

C.11 TRADE AND OTHER PAYABLES

Company	2024 US $	2023 US $
Accruals and other creditors	**125,213**	145,236
Accounts payable	**75,645**	30,729
	200,858	175,965

C.12 DEFERRED INCOME TAX

Unused tax losses for which no deferred tax assets have been recognised is attributable to the uncertainty over the recoverability of those losses through future profits. A tax rate of 25% has been used to calculate the potential deferred tax.

C.13 DIVIDENDS

No dividend has been recommended for the year ended 31 December 2024 (2023: Nil) and no dividend was paid during the year (2022: Nil).

RISK FACTORS AND FORWARD-LOOKING STATEMENTS

This Report is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any other person who receives this Report should not rely or act upon it. By accepting this Report the recipient is deemed to represent and warrant that: (i) they are a person who falls within the above description of persons entitled to receive the Report; (ii) they have read, agree and will comply with the contents of this notice. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any U.S. State securities laws, and may not be offered or sold in the United States of America or its territories or possessions (the "United States") unless they are registered under the Securities Act or pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. This Report is not being made available to persons in Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or any other jurisdiction in which it may be unlawful to do so, and it should not be delivered or distributed, directly or indirectly, into or within any such jurisdictions.

Investors must rely on their own examination of the legal, taxation, financial and other consequences of an investment in the Company, including the merits of investing and the risks involved. Prospective investors should not treat the contents of this Report as advice relating to legal, taxation or investment matters and are advised to consult their own professional advisers concerning any acquisition of shares in the Company. Certain information contained in this Report has been obtained from published sources prepared by other parties. Certain other information has been extracted from unpublished sources prepared by other parties which have been made available to the Company. The Company has not carried out an independent investigation to verify the accuracy and completeness of such third-party information. No responsibility is accepted by the Company or any of its directors, officers, employees or agents for the accuracy or completeness of such information.

All statements of opinion and/or belief contained in this Report and all views expressed represent the directors' own current assessment and interpretation of information available to them as at the date of this Report. In addition, this Report contains certain "forward-looking statements", including but not limited to, the statements regarding the Company's overall objectives and strategic plans, timetables and capital expenditures. Forward-looking statements express, as at the date of this Report, the Company 's plans, estimates, valuations, forecasts, projections, opinions, expectations or beliefs as to future events, results or performance. Forward-looking statements involve a number of risks and uncertainties, many of which are beyond the Company's control, and there can be no assurance that such statements will prove to be accurate. No assurance is given that such forward-looking statements or views are correct or that the objectives of the Company will be achieved. Further, valuations of the Company's portfolio investments and net asset value can and will fluctuate over time due to a wide variety of factors both Company-specific and macroeconomic. Changes in net asset values can have a significant impact on revenue and earnings of the Company and its future prospects.

As a result, the reader is cautioned not to place reliance on these statements or views and no responsibility is accepted by the Company or any of its directors, officers, employees or agents in respect thereof. the Company does not undertake to update any forward-looking statement or other information that is contained in this Report. Neither the

Company nor any of its shareholders, directors, officers, agents, employees or advisers take any responsibility for, or will accept any liability whether direct or indirect, express or

implied, contractual, tortious, statutory or otherwise, in respect of, the accuracy or completeness of the information contained in this Report or for any of the opinions contained herein, or for any errors, omissions or misstatements or for any loss, howsoever arising, from the use of this Report. Neither the issue of this Report nor any part of its contents is to be taken as any form of contract, commitment or recommendation on the part of the Company or the directors of the Company. In no circumstances will the Company be responsible for any costs, losses or expenses incurred in connection with any appraisal, analysis or investigation of the Company. This Report should not be considered a recommendation by the Company or any of its affiliates in relation to any prospective acquisition or disposition of shares in the Company . No undertaking, Report, warranty or other assurance, express or implied, is made or given by or on behalf of the Company or any of its affiliates, any of its directors, officers or employees or any other person as to the accuracy, completeness or fairness of the information or opinions contained in this Report and no responsibility or liability is accepted for any such information or opinions or for any errors or omissions.

Intellectual Property Risk Factors

Tekcapital plc's mission is to create valuable products from university intellectual property that can improve people's lives. Therefore, our ability to compete in the market may be negatively affected if our portfolio companies lose some or all of their intellectual property rights, if patent rights that they rely on are invalidated, or if they are unable to obtain other intellectual property rights. Our success will depend on the ability of our portfolio companies to obtain and protect patents on their technology and products, to protect their trade secrets, and for them to maintain their rights to licensed intellectual property or technologies. Their patent applications or those of our licensors may not result in the issue of patents in the United States or other countries. Their patents or those of their licensors may not afford meaningful protection for our technology and products. Others may challenge their patents or those of their licensors by proceedings such as interference, oppositions and re-examinations or in litigation seeking to establish the invalidity of their patents. In the event that one or more of their patents are challenged, a court may invalidate the patent(s) or determine that the patent(s) is not enforceable, which could harm their competitive position and ours. If one or more of our portfolio Company patents are invalidated or found to be unenforceable, or if the scope of the claims in any of these patents is limited by a court decision, our portfolio companies could lose certain market exclusivity afforded by patents owned or in-licensed by us, and potential competitors could more easily bring products to the market that directly compete with our own.

The uncertainties and costs surrounding the prosecution of their patent applications and the cost of enforcement or defence of their issued patents could have a material adverse effect on our business and financial condition. To protect or enforce their patent rights, our portfolio companies may initiate interference proceedings, oppositions, re-examinations or litigation against others. However, these activities are expensive, take significant time and divert management's attention from other business concerns. They may not prevail in these activities. If they are not successful in these activities, the prevailing party may obtain superior rights to our claimed inventions and technology, which could adversely affect the ability of our portfolio companies to successfully market and commercialize their products and services. Claims by other companies may infringe the intellectual property rights on which our portfolio companies rely, and if such rights are deemed to be invalid it could adversely affect our portfolio companies and ourselves as investors in these companies.

From time to time, companies may assert, patent, copyright and other intellectual proprietary rights against our portfolio Company 's products or technologies. These claims can result e in lawsuits being brought against our portfolio companies or their holding Company in the future. They and we may not prevail in any lawsuits alleging patent infringement, given the complex technical issues and inherent uncertainties in intellectual property litigation. If any of our portfolio Company products, technologies or activities, from which our portfolio companies derive or expect to derive a substantial portion of their revenues and were found to infringe on another Company's intellectual property rights, they could be subject to an injunction that would force the removal of such product from the market or they could be required to redesign such product, which could be costly. They could also be ordered to pay damages or other compensation, including punitive damages and attorneys' fees to such other Company. A negative outcome in any such litigation could also severely disrupt the sales of their marketed products to their customers which in turn could harm their relationships with their customers, their market share and their product revenues. Even if they are ultimately successful in defending any intellectual property litigation, such litigation is expensive and time-consuming to address, will divert our management's attention from their business and may harm their reputation and ours.

Several of our portfolio companies may be subject to complex and costly regulation and if government regulations are interpreted or enforced in a manner adverse to them, they may be subject to enforcement actions, penalties, exclusion, and other material limitations on their operations and this may have a negative impact on their financial performance.

All of the risks mentioned above can have a material, negative affect on our net asset value, revenue, performance and the success of our business and the portfolio companies we invested in.

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