



2024 Annual Report and Accounts

supply  me

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Highlights

Financial summary

Group revenue of £129,000 was recognised during the year ended 31 December 2024 ("FY24") compared to £158,000 recognised during the year ended 31 December 2023 ("FY23"). This covers the full range of

inventory monetisation revenue streams. The low level of revenue reflects the continuing challenges the Group has faced in fully converting inventory funding opportunities into inventory monetisation transactions. Despite this, the Group continues to work to further develop and prove its business model as detailed in the Operational Summary set out below and the Strategic Report.

Group adjusted operating loss from continuing operations* of £2.3 million during FY24 compared to £3.6 million during FY23. The reduction of £1.3 million in the adjusted operating loss during FY24 is due to a significant focus on cost saving efforts by the Group considering both the funding challenges and the continuing low level of revenue, together with a lower level of corporate activities than those that took place during FY23.

The Group faced significant funding challenges during FY24. This is primarily the result of under performance by The AvantGarde Group S.p.A ("TAG") in terms of the £3.5 million top-up unsecured shareholder loan agreement dated 28 September 2023 and amended on 30 September 2024 (the "Top-Up Shareholder Loan Agreement"). To date the Group has not received any of this committed funding, however a total of £1.3 million was received from TAG during FY24 relating to other contractual commitments that were entered into during FY23.

Further details can be found in the Financial Review and the Group's consolidated financial statements.

A new equity subscription was completed during May 2024 in order to help address the significant funding challenges at that point in time. This resulted in gross proceeds received by the Group of £1.6 million.

A new funding agreement with Nuburu Inc. ("Nuburu") was announced in March 2025 and subsequently amended in June 2025 and August 2025 following delays in the receipt of funding from Nuburu against the agreed payment schedules. As at the date of release of the FY24 Annual Report and Accounts, a total of USD \$2.95 million has been received by the Company from Nuburu under the new funding agreement.

The continued low level of revenue has led to another year of losses, the fifth year in a row since the reverse take over in March 2020 which saw the Supply@Me Group listed on the standard list of the main market in London. This together with specific risks connected to the committed Nuburu funding has led to **the Directors identifying certain material uncertainties in the going concern assumption** used to prepare the Group's consolidated, and stand alone Company, FY24 financial statements. Further details can be found in the Audit Committee Report, the Financial Review and note 2 to the Group's consolidated FY24 financial statements.

Financial KPIs

Total Revenue from continuing operations

£0.1m

£0.2m in 2023

Adjusted operating (loss) from continuing operations*

(£2.3m)

(£3.6m) in 2023

(Loss) before tax from continuing operations

(£3.1m)

(£4.2m) in 2023

Total Group Assets

£1.2m

£2.2m in 2023

Total Group net (liabilities)

(£4.2m)

(£3.8m) in 2023

*Adjusted operating loss is the operating (loss) from continuing operations before impairment charges and fair value adjustments.

Operational summary

The current amount of inventory which has been monetised to date using the Supply@ME Platform through “the first purchase” inventory monetisation transactions is £4.5 million as at 30 September 2025, this compares to £3.5 million as at 16 December 2024 and £1.9 million as at 20 September 2024. The above numbers are inclusive of VAT where applicable.

As at 30 September 2025 (being the latest practicable date prior to this publication of this Annual Report) the Group had a client company inventory monetisation pipeline of £87.3 million which is supported by signed letters of interest or term sheets. This compares to £31.3 million reported in the 2023 Annual report as at 19 April 2024. The last market update of the client company pipeline was £125.2 million as at 16 December 2024 calculated on the same basis. The decline since December 2024 largely reflects the delays in securing further inventory funding for monetisation transactions. Further details of the Group's inventory monetisation pipeline KPI can be found on page 11.

Continued focus on broadening the business models Supply@Me can provide its inventory monetisation solution to, and improvement of the processes that support pre and post monetisation activities including due diligence, monitoring and reporting and the IM Platform.

Continued collaboration with a variety of different inventory funders in order to explore and develop a variety of business lines. This collaboration has at times taken a lot longer than initially anticipated due to the size of some of the inventory funders, the early stage of the Group in terms of fully rolling out its business model and the requirement for solutions to be proposed in order to address unforeseen changes to the model in certain circumstances. Further details can be found in the Strategic Report.

Successful first issuance of a secured bond valued at up to €5 million by one of the independent stock companies owned by Société Financière Européenne S.A (“SFE”), of which the first €3.5 million has been subscribed by a global player in the asset management industry. This resulted in the delivery of two new inventory monetisation transactions in December 2024 and January 2025. Together these two new transactions accounted for the first purchase of £2.4 million of inventory (inclusive of VAT) over the Group's Platform.

Operational KPIs

Warehouse goods monetisation pipeline at 30 September 2025

£87.3m

£31.3 million at 19 April 2024

The pipeline KPI represents the current potential value of warehoused goods inventory to be monetised with client companies with whom there is either a signed letter of interest or term sheet in place between Supply@ME and the client company. The Group has made the decision that the reporting of the full pipeline number is no longer the most appropriate operational KPI to report and instead going forward will only report the pipeline that is supported by signed letters of interest or term sheets. This updated pipeline figure aims to illustrate the value of the pipeline whereby there is a demonstrated level of commitment from the client company to move forward with the SYME due diligence and onboarding processes. This decision was made following the full review of the Group's pipeline that was referenced in the 2023 Annual Report.

It should be noted that the warehouse goods monetisation pipeline figure is not pipeline revenue expected to be earned by the Group and this reported pipeline figure does not represent all the client companies with whom the Company is currently discussing its products. It is reported at the most practicable date possible prior to the issue of this annual report (being 30 September 2025) and has been calculated on a consistent basis to the prior year comparative for the value of the pipeline supported by either a signed letter of interest or term sheet. It should be noted that of the current pipeline figure of £87.3 million, there are three individual clients that together account for approximately 95% of the total pipeline.

Chairman's Statement



Dear Shareholders,

2024 has been another challenging year for Supply@ME. The inventory funding solution offered by the Supply@ME Group is taking longer to implement at scale which has led to the anticipated revenue flows being slower to establish than the Board or executive team had envisaged.

As a result, the Group experienced a further year of losses despite the efforts undertaken to scale the business and improve the revenue generation. This, together with the funding issues, experienced as a result of the committed funders underperforming against their obligations has resulted in the Directors recognising certain material uncertainties exist in relation to the going concern assumption made to support the preparation of the 2024 financial statements. Details of these can be found in the Group's consolidated financial statements included as part of this Annual Report.

As the team keeps working to refine the business model to marry certain in-built complexity with its scalable application, solving this challenge effectively will likely be what, with time, makes the Group successful and brings to fruition the substantial amount of effort invested to establishing the business to date.

As part of this, it was pleasing to see that during the second half of 2024 and early 2025 there has been real progress in terms of establishing a bond funding structure through a subsidiary of SFE to provide inventory funding for the Group's client company pipeline in a manner which will enable access to the asset class to a range of funders. This is expected to give Supply@ME the enhanced ability to service and develop its client company pipeline and hence over time improve the scale and predictability of revenue generation, the end result of which will be to give the Group a chance to restore investor confidence.

On the other hand, the high hopes we had for the White-Label strategy taking off starting with Banco BPM S.p.A. ("BBPM") have not yet materialised. While the team believes the White-Label value proposition and the strategy remain valid and continues the work to bring it about, we must wait to see the evidence of its success.

Considering this, attracting the funding to the business to continue developing and establishing itself and its Inventory Monetisation product whilst sufficient revenue is being generated has proved a significant challenge during 2024. The support afforded to Supply@ME through the Top-Up Shareholder Loan Agreement, and the subsequent amendments to this did not materialise as expected and, as a result, the Company had to seek alternative funding options which resulted in securing new equity funding with gross proceeds of £1,552,500 in May 2024. At the time, the Company anticipated that TAG would then be able to continue its support until the flow of revenue increased. However, with the continued under performance of the Top-Up Shareholder Loan Agreement, it became apparent over time that the Company needed to find further alternative funding routes to allow the Group to continue operating.

These efforts culminated in the agreement with Nuburu in the form of the new funding facility announced on 19 March 2025, which was then amended in June 2025 and August 2025 following certain technical and regulatory limitations facing Nuburu in complying with the original payment schedule. These amendments updated the committed payment dates and aligned these with actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the new funding facility. The Nuburu funding agreement is convertible into the Company's shares subject to various shareholder and regulatory approvals and following the full conversion of the new facility, Nuburu will have a controlling interest in Supply@ME. In addition to becoming the Group's new corporate funder, Nuburu has expressed an interest, and more recently taken positive steps, towards participating in the funding of the Inventory Monetisation transactions from the Group's client company pipeline which has the potential to further improve the future revenue generation by the Group.

Albert Ganyushin
Chairman

CEO Statement



Dear Shareholders,

As ever I am bullish about the need for, and applicability of, the unique concept of Inventory Monetisation that Supply@ME has spent considerable time developing and refining. Our progress in establishing and proving the business models full potential has been slower than I had anticipated which has been frustrating for the team and shareholders, myself included. The delay in the publication of this FY24 Annual Report and Accounts by the required deadline earlier this year unfortunately resulted in the temporary suspension of trading of the Company's shares. The Board acknowledges the negative impact this has had on its various stakeholders and hopes to have the temporary suspension lifted as soon as possible. I also acknowledge that there are continued material uncertainties in the going concern assumption made to support the preparation of the 2024 financial statements and that the business needs to demonstrate that it can generate increased levels of revenue such that it can reduce its reliance of external funding.

During 2024 and early 2025 there has been some success through the delivery of two new Inventory Monetisation transactions underpinned by the issuance of a secured bond valued up to €5 million issued by one of SFE's subsidiary stock companies, of which the first €3.5 million was subscribed by a global player in the asset management industry. This endorsement by an institutional inventory funder is important progress, demonstrating trust in the Supply@ME model. It also provides a platform from which to provide impetus to develop the strategy of building a portfolio approach for inventory funders, enabling SMEs to access the inventory monetisation solution.

The delays in delivering the White-Label strategy with BBPM has been a disappointment, progress has been slow due to the bank's initial requirement for a remarketer to be present in each transaction. Competitors acting as remarketers for one another proved challenging to agree. Supply@ME has provided a proposed solution with the help of its legal advisors and is currently waiting for the approval from BBPM in order to move the project forward into the next stage also with additional clients of the bank who are potentially interested in Inventory Monetisation. It is my hope that this can commence again in earnest now that the potential acquisition discussions concerning BBPM have not been approved. External forces also thwarted the completion of the initial agreements with the neo banking group referred to in our previous business updates, with this initiative having to be placed on hold for now.

There have been a significant number of changes to the Supply@ME team during 2024 and to date in 2025, attrition has been higher than desirable due to delays in funding and revenue generation. This has resulted in the remaining team members working hard to cover more broader roles than those covered by their individual job descriptions and areas of specialism. I would like to take this opportunity to thank my team for their unwavering support of the Inventory Monetisation product and Supply@ME.

The new strategic funding partnership with Nuburu agreed in early 2025 addresses the funding challenges which coloured 2024. The delays that have been experienced to date in the funding from Nuburu were unfortunate and added further challenges for the Company to overcome. Given the recent payments received from Nuburu, the Board is now more confident that this agreement will support the current funding needs of the Company. It also offers the opportunity to facilitate further Inventory Monetisation transactions by Nuburu's expression of interest in providing the junior risk in each Inventory Monetisation transaction. This may unlock a barrier and allow the successful completion of larger Inventory Monetisation transactions through the test and learn processes which the Group has undertaken in recent years.

Alessandro Zamboni
Chief Executive Officer

Strategic Report

Supply@ME Inventory Monetisation – Key Features

Supply@ME is disrupting the industry with its unique model. Not only does it offer a new approach to businesses with cashflow needs, but it is doing so at a much more competitive rate than traditional lenders.

Outlined below are some of the ways in which Supply@ME offers a more complete, flexible service, that reflects client's needs than traditional inventory funders or other competitors.

	Supply@ME	Traditional inventory funders	Other competitors
Purely focused on inventory	✓	✗	✓
Non-credit approach	✓	✗	✓
Non-intrusive of other financing options	✓	✗	✓
Legal true sale	✓	✗	✓
Platform based	✓	✗	✗
Quick time to approval	✓	✗	✓
Quick initial yes or no	✓	✓	✓
Initial amount subject to due diligence	✓	✓	✓
Fixed due diligence fee and timescale	✓	✗	✗
Revolving facility	✓	✓	✓
Cross Border	✓	✓	✓
Event led independent valuations	✓	✗	✗
Positive impact on key ratios	✓	✗	✗
Tax deductible costs	✓	✗	✗

With fewer drawbacks or restrictions

Linked to other facilities on the balance sheet	✗	✓	✓
Debt facility	✗	✓	✗
Interest payable	✗	✓	✗
Security taken on Inventory or other assets	✗	✓	✓
Covenants in place	✗	✓	✗
Management accounts and borrowing base certificates	✗	✓	✗
Use of funds pre-determined	✗	✓	✗
Advance rate subject to Net Orderly Liquidation Value	✗	✓	✗
Regular independent evaluations	✗	✓	✗
ICT Maturity required (to transfer data)	✓	✗	✗
Inventory segregation (if required)	✓	✗	✗
Inventory tracking (if required)	✓	✗	✗

Our Business Model

Supply@ME currently provides Open Market IM transactions (being an IM transaction from the pipeline originated by the Group and funded by third-party investors) and is developing its White-Label services to facilitate our unique inventory monetisation product.

The business model of a prospective client company will be initially categorised into one of the different inventory models set out below. The Supply@ME team has developed specialist inventory analysis expertise for each of these models based on the characteristics of the industry and inventory as a “one size does not fit all” where inventory monetisation is concerned.

Generic Goods

Client companies who trade finished goods, so purchase and resell specific goods, are a tried and tested client model for the Group and hence can move through the onboarding and due diligence process swiftly.

Orders Based Model

Client companies who create or manufacture products “to order” can be serviced by Group’s “orders based model”. The Supply@ME team has developed a methodology to analyse the inventory SKUs required to satisfy orders received by the client company and which are used for internal client project required to deliver these orders.

Maturing Goods

The Group has developed a methodology for goods that mature over time and whose price appreciates or gathers wealth as they mature. These goods are typically in the agri-food sector such as cheese or wine, and leverage available external price matrices to benchmark the current value of the maturing products. The Group has also developed methodologies which will allow it to assess the inventory value for goods that appreciate during the maturation process but for which specific external pricing matrices are not available. This will open up the market to a broader base of companies whose goods mature, for example cheese, wine and cured meats. To date these methodologies have not been implemented in a specific inventory monetisation transaction, but the Group has been working closely with a number of customers that fit this specification and hopes to establish its credentials in this area in the future.

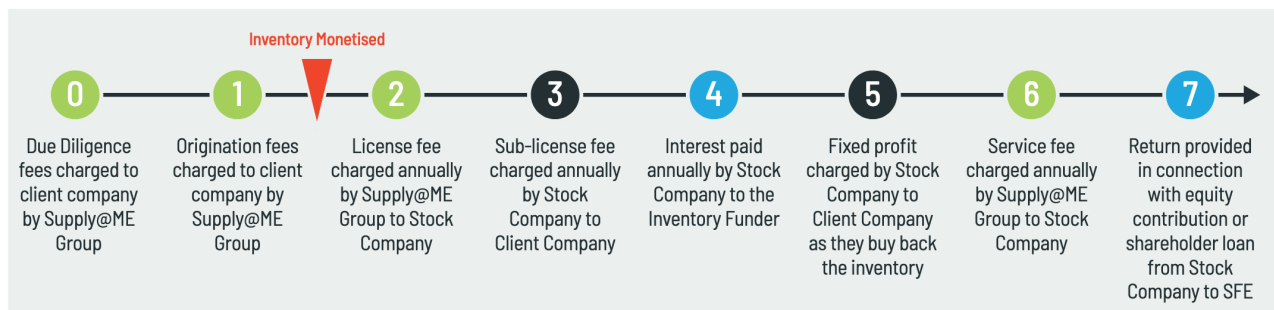
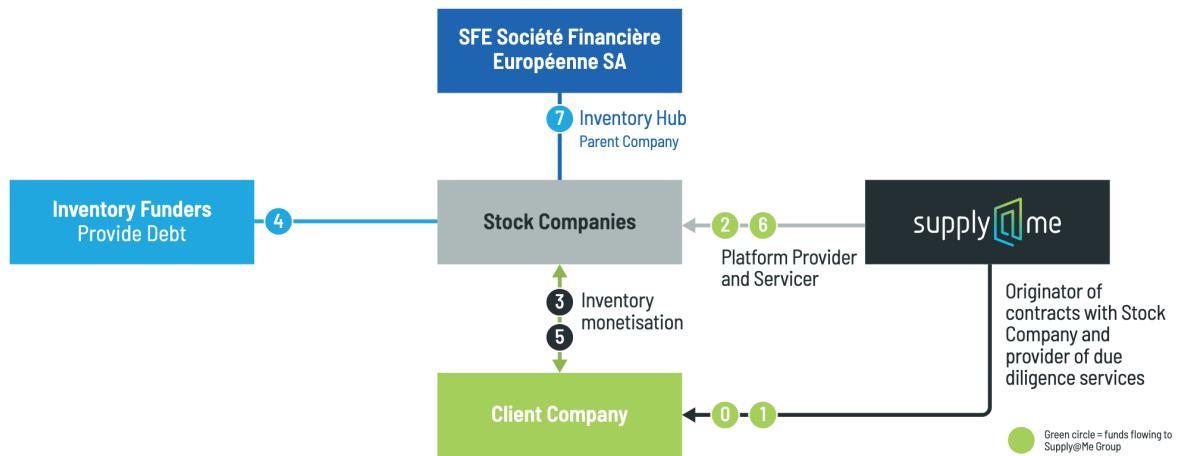
Manufacturing

Where a client company takes raw materials and transforms them into finished goods, Supply@ME has developed a methodology to identify eligible items that includes both the raw materials (before transformation) and the finished goods (after transformation).

The overall inventory monetisation structure involves a number of different players and Supply@ME’s role within this infrastructure is illustrated in the diagram shown on the next page. The overall inventory monetisation structure aims to provide a unique working capital solution to client companies through the legal sale of their inventory to third party independent stock companies. Inventory Funders can then invest in or purchase this inventory and receive a return and access to inventory as an asset class.



Our Business Model



The services Supply@ME provides are pre and post inventory monetisation as outlined below:

Pre-Inventory Monetisation activities are carried out directly with the client company wishing to have their inventory monetised, including due diligence in respect of the client company itself and its potential eligible inventory, and origination of the full IM contracts with the relevant stock company.

After initial discussions are held with the client, the appropriate inventory model, as outlined above, is applied. The Supply@ME team then, using secure data sharing and collaboration of the client, carry out an early-stage in-depth analysis of sales history, historical inventory data, and future projected sales which then allows an initial value of eligible monetisable inventory to be determined. During this stage, the Group's inventory analysis expertise is used to assess this data on a granular level which includes breaking the initial eligible inventory down to an individual Stock Keeping Units ("SKUs") level.

This detailed assessment further filters out and identifies typical ineligible inventory items according to the Supply@ME inventory due diligence parameters (or "Risk Appetite"). Further consideration is also given to inventory turns, forecast and historical sales, margins, seasonality, rates of obsolescence, and

criticality of the SKU to the client. The selected SKUs chosen meet the Group's, the stock company, and the inventory funder's risk appetite. The result of this detailed analysis in a list of qualifying SKUs that are considered as eligible items for a potential Inventory Monetisation transaction. Alongside this, an in depth analysis is then completed on the client's business (e.g. credit analysis) and processes including, for example, how they track and store inventory, manage orders, and deliver orders etc. Additionally, analysis is carried out in terms of potential remarketers that can be used to mitigate the risk for the inventory funders of the disposal of any unsold goods, where required. Each deal is then run through the stock company's cashflow model to ensure sustainability parameters are not breached.

Once a specific inventory funder accepts a specific client company, the process moves from the due diligence to the contracting phase, and it is here that the formal commercial contract between the client company and the relevant stock company governing the IM transaction are negotiated and finalised.

Lastly, once the contracts are signed by the stock company and the client company, training is given on the Trading Module to ensure a best in class user experience for the client in uploading their first, and subsequent files. The client is then ready to carry out their first IM.

Our Business Model

During the process our inhouse Customer Relations Management ("CRM") Module tracks each client's progress through the origination phase.

Post-Inventory Monetisation activities are carried out directly with the relevant stock company including the usage of the Supply@ME platform under a Software as a Service ("SaaS") contract and the support and administration activities such as the monitoring, controlling, and reporting on the inventory monetised.

The Supply@ME IM Platform records, monitors and reports on the inventory being monetised. The stock company also relies on the Group's expertise in monitoring, controlling, and reporting on the eligible inventory items post monetisation as part of the inventory servicer activities provided. To facilitate these activities, throughout the course of a contract the client company must provide inventory data extracted from their Enterprise Resource Planning ("ERP") system which allows the Group to carefully monitor the inventory monetised (via inventory analytics) and to identify anomalies to be queried with the client company.

In the case of the eligible order-based inventory models the Supply@ME team has developed a methodology to analyse the inventory SKUs required to satisfy orders received by the client company and which are used for internal client projects required to deliver these orders. The Group's monitoring team set Key Performance Indicators ("KPIs") and Key Risk Indicators ("KRIs") based on the in-depth knowledge of the client's business model and selected eligible SKUs gained during the due diligence process. This allows them to quickly, robustly, and efficiently monitor and assess the performance of each SKU as up to date data is received from the client company. The data used to complete the monitoring activities includes detailed information on the client company's sales, inventory movements, end customer orders, and supplier purchase orders. This continuous monitoring process enables the Group to understand and report to the stock company (who own the goods as a result of the Inventory Monetisation) if the client company is adhering to the operating cycles and behaviours observed during the due diligence phase. Data driven discussions are held with the client around any anomalies detected and if necessary, remediation strategies are agreed. Following this, the monitoring and reporting cycle begins again.

In our live clients we have seen evidence of minor anomalies due to unexpected client behaviours. Once we held the data driven discussions with the clients, they refined some of their processes to behave as per the expectations of our legal frameworks.

It is reassuring that our monitoring procedures can identify these kinds of anomalies, and even more so that the clients amend their behaviours appropriately. This leads to a lasting value add relationship between Supply@ME, the stock company, and the clients.

The Platforms "data factory" module facilitates the level of data ingestion required, automated application of key business rules and the creation of a unique inventory data-lake to design and develop advanced inventory data analytic metrics such as seasonality, obsolescence risk, critical components, margin and sales trends, and to some extent, client behaviours. Together this enables the Group to effectively monitor and identify anomalies in the inventory data being collected for monitoring and reporting purposes.

The Group provides administrative support in the facilitation of the client company's buybacks of the inventory monetised, and refills of new eligible inventory items over the course of the IM transaction contract.

As a result of the granular level of data ingestion and storage available through the Platform, Supply@ME is able at any time to provide an up-to-date picture of the inventory monetised (and therefore owned) by the relevant stock company, together with any receivable amounts owed to the relevant stock companies. This seeks to provide our traditional funding partners with the necessary reassurance and transparency needed for such IM transactions.

As the Group's business scales up, the focus will be on how to augment the existing technology to allow the activities referred to above to be completed in the most efficient and effective way. This will be particularly important as the volume of data being collected, monitored, and reported on increases with each new IM transaction that is facilitated over the Platform, and as the business seeks to refine and improve its existing processes.

This model can be flexed and adapted based on the requirements of the inventory funders particularly in the case of White-Label partners. For example the level of due diligence required on a particular client company may vary if it is already a client of a White-Label inventory funder, or they may not require the use of a stock company in a particular structure, in which case some of the post-inventory monetisation fees (such as the SaaS license fee) may be charged directly to the White-Label inventory funder rather than to the relevant stock company.

Business Line Update

Open Market Inventory Monetisation

As outlined above Open Market IM transactions are those originated by the Group from its internal pipeline and which are funded by the independent stock companies through use of funds from third party investors.

Italian Neo Banking Group Alliance

On 29 April 2024, the Company announced that it had entered into an agreement with Société Financière Européenne S.A. ("SFE") and an Italian neo banking group aimed at deploying an Inventory Monetisation programme. The Italian neo banking group, through its investment banking division, would act as arranger and, following the necessary internal approvals, was expected to fund the senior notes and part of the junior notes issued by securitisation special purpose entities formed directly by the bank. Progress was made regarding the analysis of the IM model and how the securitisation vehicle could fund the programme.

As set out in the Group's 2024 Interim Results, which were released on 30 September 2024, the Italian neo banking group and SYME decided to prioritise a programme of plain-vanilla inventory financing (up to €35 million) receivables financing transactions (up to €100 million) using the Group's Platform. This proposal had been made by the banking group considering the expected increase in appetite of some Italian corporates regarding inventory-backed financing facilities that will leverage the Italian legislation *pegno non possessorio* (the "PNP Regulation") and the opportunity to target specific client companies who prefer to follow a more traditional inventory financing model.

A standard term-sheet was agreed with the working group to be submitted to a list of selected client companies, included within the Group's current pipeline, in order to canvas interest in this new offering using the Group's Platform.

Due to acquisition activity which the neo banking group is being subjected to, this project is currently on hold and will be restarted when and if deemed appropriate by all parties. No formal termination of the previously signed agreement referred to above has been requested and as such Supply@ME still considers this active despite being on hold.

Cooperation with Asset Managers

On 15 November 2024, one of Italian stock companies, which is a wholly owned subsidiary of SFE, issued a secured bond (applying the PNP Regulation) ("IM Bond") valued up to €5 million and a global player in asset management subscribed for the first €3.5 million. The use of these proceeds allowed the Italian stock company to deliver two additional IM transactions, one in 2024 for a new Italian client company from the Company's internal pipeline, and one in early 2025 to an existing client company. Both of these were facilitated using the SYME IM Platform. To date in 2025 interest has been expressed by another potential inventory funder to subscribe to the existing bond and replicate this structure to complete a larger single name transaction. If this were to move forward it would enable the Italian stock company to undertake further monetisation of inventory from the Supply@ME client company pipeline.

Digital Assets & Tokenisation

As noted in the 2024 Interim Results, which were released on 30 September 2024, the Company is of the opinion that the digital asset market is still in its infancy, with global governance protocols still being developed and regulations evolving. This currently leads to high costs associated with the launch of any new related product. As such, at this stage further commitments and subscription to the targeted security token above the initial USD \$5 million commitment, are required to allow further development of this business line and ensure its profitability for all parties involved. The Group will provide further updates as they become available.

White-Label

The first White-Label IM agreement with BBPM was announced by the Company on 3 January 2024 (the "White-Label Agreement"). This commitment provided by BBPM is to fund an initial IM transaction with an inventory value to be monetised up to €10 million of the White-Label client company. Following the internal credit risk management procedures, that commitment is now under review considering the original maturity date.

Business Line Update

As explained in the 2024 Interim Results, which were released on 30 September 2024, Supply@ME and BBPM have been working together to overcome the requirement of a specific remarketer for each IM transaction originated. Supply@ME has provided a proposed solution with the help of its legal advisors and is currently waiting for the approval from BBPM in order to move the project forward into the next stage. We also note that BBPM was the subject of a proposed acquisition transaction with UniCredit S.p.A. which caused additional delays that were outside of the Group's control.

The objective is to allow, in certain circumstances, the requirement for a specific remarketer to be avoided, unlocking the potential and scalability of the IM facility. Additionally, the working group is continuing to engage with its targeted customer base (agri-food supply chains) which, as far as today, comprises the first White-Label client company (Italian cheese producer) and a new second one originated by BBPM, Italian leader in producing tomatoes products.

Client Company Origination Update

As outlined in the 2023 Annual Report and Accounts (announced on 1 May 2024) and the 2024 Interim Results (announced on 30 September 2024) the Company intended to refine its reporting of its client company pipeline so that it is limited to those client companies for which there is either a signed letter of interest or a signed term sheet in place with the client company. The reporting of this pipeline figure aims to

illustrate the value of the pipeline whereby there is a demonstrated level of commitment from the client company to move forward with the SYME due diligence and onboarding processes. It should be noted that this is not pipeline revenue expected to be earned by the Group and this reported pipeline figure does not represent all the client companies with whom the Company is currently discussing its products.

Reporting of only those companies with either a signed letter of interest or term sheet in place is to support consideration of the fact that throughout the sales and onboarding process there maybe reasons client companies do not continue in the process and/or the volume of eligible inventory reduces. For example, they may be unable to supply the detail of ERP inventory data required to support the level of analysis underpinning the Supply@ME due diligence service or, once this ERP data is supplied and analysed, the volume of eligible inventory SKUs may reduce hence decreasing the value of inventory in the Supply@ME pipeline in relation to this client company.

As at 30 September 2025 SYME had a client company inventory monetisation pipeline of £87.3 million which was supported by either signed letters of interest or term sheets. This compares to £31.3 million reported in the 2023 Annual report as at 19 April 2024. The Group's client company inventory monetisation pipeline is made up of 100% Italian client companies. It should be noted that of the current pipeline figure of £87.3 million, there are three individual clients that together account for approximately 95% of the total pipeline.

Operational Pipeline KPI

	30 September 2025 Unaudited	16 December 2024 Unaudited	19 April 2024 Unaudited
Client company inventory monetisation pipeline supported by either a letter of interest or term sheet	£87.3 million	£125.2 million	£31.3 million
Number of client companies included with the above pipeline figure	4	6	7
Percentage of the above pipeline figure contributed by the single largest potential client	35%	66%	33%

Key Strategic Priorities

Our three long term Key Strategic Priorities as outlined in the prospectus in March 2020 are:

1. Become the best Fintech at Inventory Data Monitoring
2. Develop a “phygital” multi-channel funding strategy
3. Spread a highly scalable global business

Progress against these strategic priorities over the last year are detailed in the next pages



Key Strategic Priorities

1. Becoming the best FinTech Inventory Data Monitoring Business

Update on sub-goals from 2020 Prospectus

Priority	2024 Progress
<p>Integrate platform with bank accounts</p>	<p>Ongoing</p> <p>This has not yet been a direct priority for Supply@ME due to the stage of growth of the Group, the small number of clients onboarded to date and also the cash constraints that the Group has been challenged with. It is a longer term goal which will be developed in due course as the desire for it becomes higher from client companies and inventory funders.</p>
<p>Due diligence / onboarding digitisation</p>	<p>Ongoing</p> <p>During 2024 the Client Relationship Management ("CRM") & Due Diligence Module of the IM Platform that were finalised in 2023 have continued to be embedded into the Group's internal processes.</p> <p>The Group has also continued to refine the due diligence process to optimise resources and client satisfaction and standardise its methodologies in order to be focussed on ad-hoc inventory models as indicated below and to focus on making the process as efficient as possible for both the Group and its client companies.</p>
<p>Internet of Things ("IoT") (smart cameras, Radio Frequency Identification RFID) integration for inventory off-site monitoring</p>	<p>Ongoing</p> <p>On 21 May 2024, the Group announced a strategic alliance with p-Chip Corporation ("p-Chip") by signing a Memorandum of Understanding (the "Agreement") aimed at establishing a framework for collaboration between the parties to study the integration of the respective technologies.</p> <p>p-Chip is an innovative identity solutions company based in Chicago, specialising in the development and application of micro-transponder technology for tracking physical products and materials.</p> <p>The Agreement envisages, also through the co-development of ad hoc intellectual property:</p> <ul style="list-style-type: none"> > the integration of p-Chip's indexing platform (hardware and software) with SYME processes and systems > the development of several use cases, pilot programmes and go-to-market strategies <p>The combination of p-Chip's technology aims at further strengthening the role of Supply@ME, as Platform and inventory service provider within the Inventory Monetisation transactions and its ability to monitor and inspect, with an improved accuracy and new anti-fraud enhancements, each inventory item monetised.</p> <p>The specific project with P-chip is linked to the initial BBPM client, the delay in progress with this first White-Label transaction is impacting on speed of delivery of this stream.</p>

Key Strategic Priorities

Priority	2024 Progress
Remarketing digital workplace (e-marketplace where remarketer can monitor, and place signed inventory purchase offers)	<p>Ongoing</p> <p>During 2024 the remarketing processes have been refined and discussions have taken place regarding the necessity to have a remarketer in place for all transactions. For certain IM transactions remarketers mitigate the risk for the stock company and inventory funders to manage, directly or indirectly, the disposal of any unsold goods and, from another perspective, improve the selling capabilities of the overall model so that is it not solely reliant on the performance of the client.</p>

Other progress towards becoming the best FinTech Inventory Data Monitoring Business

Priority	2024 Progress
Expansion of inventory models	<p>Ongoing</p> <p>Supply@ME has policies, procedures and frameworks in place that address several different inventory models. Details of these can be found in Our Business Model section of this Annual Report on pages 7 to 9.</p>
Data standardisation and ingestion	<p>Ongoing</p> <p>To date we have adapted the business model for the different client company inventory models as referred to above. As we have a greater exposure to a wider range of clients we will look to further expand our standardised data models as required.</p> <p>Our data ingestion module, through ad-hoc customisations, has the capability to process all the data necessary for each model we are currently using for our live clients.</p>
Monitoring methodologies	<p>Ongoing</p> <p>The adaption of the policy and procedures for the various inventory models has allowed us to simultaneously develop the appropriate monitoring procedures that work best with each model. Monitoring is one of the Group's Unique Selling Points ("USPs") and is key to ensuring we provide both the independent stock companies and the inventory funders the necessary transparency and protection against any potential client fraud or losses arising from unsold inventory.</p>
Inventory Data Lake and Reporting	<p>Ongoing</p> <p>Through ingesting the data using the most appropriate level of granularity, and by classifying the data appropriately, we can now overlay standard reporting tools to be able to provide transparent reports to our client companies as well as to the independent stock companies and inventory funders.</p>
Trading Module	<p>Ongoing</p> <p>Each Inventory Monetisation transaction is underpinned by strong procedures and some tasks of the trading process are digitalised, allowing the users to buy and sell, via digital interfaces, the inventory items.</p> <p>Consideration is being given to priorities for further digitalisation of some specific activities and/or the improvement of the over-all user experience of the trading process.</p>

Key Strategic Priorities

2. Developing a multi-channel funding strategy

Priority	2024 Progress
Client Company - strategy	<p>The Group has focused primarily on the Italian market during 2024 with the aim of continuing to build our track record of successful transactions, and mobilising our White-Label go-to-market offering. Further expansion of the Group's global reach will be a focus as the value and benefits of Inventory Monetisation is increasingly recognised.</p> <p>During 2024 the team have focused on engaging with client companies who fit into the inventory models already established.</p> <p>Europe (including Italy)</p> <p>The Group has built a pipeline in Italy to facilitate further IMs and cater to the requirements of inventory funders. The Group has monetised £4.5 million (inclusive of VAT where applicable) through first purchases of inventory located in Italy as of 30 September 2025.</p> <p>The Company also has standard French contracts to facilitate monetisation of goods in French warehouses.</p> <p>United Kingdom</p> <p>During 2024 inventory funders have been interested in monetising goods based in Italy. Supply@ME has a legal framework in place to support monetisations in the UK and intends to further develop this market once its track record is more established.</p>
Funders	<p>SYME has continued to work diligently to build quality portfolios of client companies, interested in undertaking Inventory Monetisation transactions, to attract quality inventory funders.</p> <p>Please see Business Line Update on pages 10 to 11 for detail.</p>

Key Strategic Priorities

3. Creating a highly scalable global business

Priority	2024 Progress
Operations	<p>Ongoing During 2024 our internal processes have continued to be developed to speed up due diligence and onboarding, manage trading and automate aspects of our monitoring procedures.</p> <p>Additionally, 2024 has presented a number of challenges to the SYME team including the delays in corporate funding (which has been most recently disclosed to the market through funding updates issued in early 2025), together with delays in securing inventory funding. This has led to a higher than usual attrition rate. During this time, consideration is continuously being given to business continuity and the key skills, knowledge and behaviours required to effectively and efficiently deliver operational resilience for our clients in both our pre and post IM activities.</p>
Legal framework	<p>Ongoing Supply@ME has legal framework agreements and trading templates for a number of operating models in UK, Italy, and France.</p> <p>Legal frameworks are also established to facilitate the White-Label solution.</p>

In the 2023 Annual Report a number of shorter term goals were outlined for 2024.

During 2024 the provision of inventory funding by asset managers through the IM Bond has enabled Supply@ME to demonstrate its capability to provide inventory assessment, monitoring and reporting services to relevant stock company regarding the client companies whose inventory was monetised and for the stock company to provide information to the note holders who subscribed to the IM Bond. Potential additional investment into the IM Bond will allow the Group to provide its services to a greater number of client companies and increase the level of inventory being serviced through its unique model.

The transition of the ownership of the stock companies from the Global Inventory Fund to SFE during 2024 has been successful in increasing the willingness of potential inventory funders to explore funding Inventory Monetisation transactions and investing in this previously difficult to access asset class.

During 2024 and early 2025, the inventory models developed in the prior year were further refined and utilised as they have continued to be deployed or deployed for the first time as detailed below:

- Orders Based inventory model where the business takes orders and builds bespoke products for its clients;
- Generic Goods inventory model where the business resells and trade goods. It should be noted that the volume of inventory monetised under this model increased during 2024;
- Manufacturing inventory model where the business makes goods which are then traded. The Group has monetised component parts through this inventory model for the first time in early 2025. It is possible to monetise both parts prior to transformation and the finished product.

Additionally, as work has continued during 2024 and early 2025 to support the first potential White-Label transaction with BBPM, processes regarding inventory which goes through an aging process have been further refined and the Group has a number of client companies in its wider pipeline with inventory of this nature. As such the Group is hopeful to have a first inventory monetisation in this industry sector in the future.

The main market focus during 2024 has been Italy, largely due to the interest from inventory funders in companies with this footprint, over time the Group

Key Strategic Priorities

anticipates the UK and other European markets will be of interest to potential inventory funders and has previously developed the legal frameworks for the UK and French markets.

During 2024 significant time was invested in preparing to develop and mobilise the full White-Label agreements with BBPM. As noted elsewhere in this strategic report, the working group (which includes representatives from BBPM, the Group and various legal advisors) has been focused on finding solutions that will allow the requirement of a specific remarketer for each IM transaction originated to be removed. The objective is to allow, in certain circumstances, the requirement for a specific remarketer to be avoided, unlocking the potential and scalability of the IM facility. The working group has also continued to engage with its targeted customer base and a second client of BBPM has been identified who could also be a candidate for BBPM to utilising Supply@ME's White-Label model. The team continues to focus on mobilisation of this workstream and hopes to share more positive news as the project progresses.

What do we plan to do in 2025?

During 2025 Supply@ME plans to focus on two main revenue streams. Firstly, demonstrating our ability to deliver at least one large single name transaction with a client company which has dedicated interest from a specific inventory funders with a desire to gain exposure to the clients type of inventory as an asset class. Secondly, building out the portfolio based deals facilitated by the IM Bond and new similar bond issuances. Thirdly, completing the first White-Label transaction with BBPM as described above. Finally, facilitating a first IM transaction utilising the maturing goods inventory model.

Operationally, the Group will focus on increasing efficiency within its pre and post monetisation processes, in particular due diligence and monitoring. The emphasis being identifying the data points which add real value to assessments made by inventory funders of the Supply@ME client company pipeline. This path is supported by the test and learn approach which has been adopted by the Group, and the knowledge and insight gained from the inventory monetisation transactions delivered to date over the Group's Platform.



Engaging with our Stakeholders

Directors' statement under section 172 (1)

The following disclosure forms the Directors' statement required under the Companies Act 2006 on how the Directors have had regard to the matters set out in section 172 (1) (a) to (f) in performing their duties.

The Board recognises that engagement with its stakeholders is fundamental to the long-term success of the Group and considers the views and interests of all key stakeholders in its decision-making.

Below is a summary of how the Board engaged with each key stakeholder group during the year.

Our People

The Board recognises the critical importance of our team – a motivated, committed, engaged workforce is essential for the Group's success. 2024 and early 2025 has been very challenging for the business and the team, with delays in funding affecting the Group's ability to pay salaries on time across the employee and director population. This has not surprisingly had a detrimental impact to the attrition rates across the team. During this period the CEO, who is an Executive Director has continued to work closely with the team, having regular contact both formally and informally. The Chief People Officer kept the team updated and regularly provided updates to the Board. During 2024 Alexandra Galligan continued to be the Board sponsor for Diversity, Equity, and Inclusion.

During July 2024, our third employee experience and engagement survey was undertaken to assess the employee experience at Supply@ME. The results demonstrated an increase in overall scores between 2023 and 2024. The highest scoring areas reflected the teams understanding of the Group's mission and purpose, and how they contribute to it; Diversity, Equity and Inclusion being a business priority; and feeling comfortable to speak up and provide feedback. Areas which require focus continue to be providing opportunities for the team to continue to develop their careers within Supply@ME and the Group's approach to reward.

During 2024 the long term incentive plan was not utilised in consideration for other stakeholders considering the share price decline witnessed. This share price decline also resulted in performance conditions of the long term incentive plan implemented in October 2022 not being met. As such, non of these awards will vest. The Remuneration Committee will consider if awards should be made in 2025 to retain key members of the team, and if so, what is the appropriate type of award to implement. The Board will continue to engage with our people to ensure areas of importance to them are prioritised.

Our shareholders

The Group's aim is to built support from it's shareholders as such continued support is vital to the long-term success of the business. We aim to engage with our shareholders in line with the Group's strategic objectives and delivery of these, with the overall aim of delivering value to all our stakeholders.

Despite the aim above, the Group has had a challenging year with regard to shareholder engagement, with overall sentiment having decreased particularly across the Supply@ME retail shareholder base. This has been largely driven by slow progress made across the business with respect to revenue generation and the issues experienced with funding. This has in turn had a negative impact on the share price. The actions of some shareholders in contacting partners and clients of Supply@ME has made some business relationships challenging to manage for the Group. Supply@ME seeks to continually improve its engagement with its shareholders, both private and institutional investors, although the limited resources, both in terms of size of the team and cash constraints, has presented a number of challenges to being able to drive improvements in the area in 2024.

During 2024 Supply@ME has continued to focus on disseminating regularly required information to the market in a timely manner, as well as monitoring and responding to communications in the dedicated investor relations inbox, where it is possible to respond and provide shareholders with non-market sensitive information. As a growing business, with limited bandwidth, it is not possible for our team to provide an individualised response to each and every enquiry we receive. Careful consideration is given to ensuring responses provided only contain non-market sensitive information, which unfortunately does not always meet the request of those shareholders who contact the inbox. This process will continue to evolve with the business.

The most recent AGM presentation was held in June 2024, which members of the Board and leadership team attended and responded to a significant amount of questions from shareholders both during and after the meeting through the investor meet platform. During this meeting retail shareholders expressed that they would like Alexandra Galligan to join the Disclosure Committee and the Board subsequently took this request forward and appointed her shortly after the AGM. In response to shareholder feedback, the Board are also committing to delivering a minimum of four updates to the market per annum, two of which being the annual report and interim report.

Engaging with our Stakeholders

Given the requests of retail shareholders at the end of 2024, the Group made the decision to publish its business update that it had scheduled for January 2025 earlier and instead published this in mid December 2024.

The Board acknowledges that the challenges it has faced during 2024 and to date in 2025, and the late publication of this FY24 Annual Report and Accounts, has diverted its attention towards the management of these issues rather than the provision of more regular updates to the market. The Board believes that this FY24 Annual Report and Accounts provides a detailed update for the market and this will be followed by the publication of the interim financial results for the six month period ended 30 June 2025. Going forward to Board hopes to commence with the provision of more regular updates to the market.

Client companies

Client companies, both current and prospective, are a crucial stakeholder group for our business. Our IM Platform is designed to be simple, allowing an unobtrusive user experience. We want our clients to become advocates for the business and we are committed to working with them to refine our pre and post monetisation processes. Through continuous communication our client-facing teams can build established relationships that ensure we understand and meet their business needs. This includes receiving regular feedback about our processes and product solutions and enhancing them to ensure they are best in class and continue to evolve as our customers business and the commercial environment changes. Every piece of feedback from prospective clients is also vital. We believe wholeheartedly in our proposition, and every client we onboard strengthens this belief. Ensuring that we reflect the issues which potential clients face and that our proposition is articulated appropriately is crucial to ensuring we realise our potential.

Inventory funders

Inventory funders are essential to our business, and the ecosystem we support as providers of the IM Platform and inventory servicers. We are focused on creating a new asset class in which funders can confidently invest in inventory. Where required we have and will evolve our business model to ensure we are reflecting the feedback and views of current and prospective funders, and regulators. An example of this evolution is the issuance by the Italian stock company of the IM Bond subscribed to by global players in the asset management industry through a funding commitment of €3.5 million.

White-Label Banks

On 3 January 2024 the commitment for the first White-Label IM transaction with BBPM, was announced. This transaction has taken longer than expected to deliver due to the complexities of securing a remarketer for this specific inventory. As explained earlier, Supply@ME and BBPM have been working together to overcome the requirement of a specific remarketer for each IM transaction originated. Supply@ME has provide a proposed solution with the help of its legal advisors and is currently waiting for the approval from BBPM in order to move the project forward into the next stage with the initial client discussed and another potential client identified by BBPM which a different inventory type.

Financial Review

	2024 £000	2023 £000	Movement £000
Continuing operations			
Revenue from continuing operations	129	158	(29)
Operating loss from continuing operations before impairment charges and fair value adjustments	(2,329)	(3,625)	1,296
Fair value adjustment to investments	(284)	(68)	(216)
Impairment charges – intangible assets	(48)	(384)	336
Impairment charges – trade and other receivables	(270)	-	(270)
Operating loss from continuing operations	(2,931)	(4,077)	1,146
Finance costs	(131)	(83)	(48)
Loss before tax from continuing operations	(3,062)	(4,160)	1,098
Income tax	139	-	139
Loss after tax from continuing operations	(2,923)	(4,160)	1,237
Discontinuing operations			
Loss from discontinued operations	-	(185)	185
Total loss for the year	(2,923)	(4,345)	1,422
	2024 Pence	2023 Pence	Movement Pence
Total basic and diluted loss per share ("EPS")	(0.0043)	(0.0073)	0.0030

Financial Review

The Group's consolidated financial statements for the year ended 31 December 2024 ("FY24") have been prepared in line with UK adopted International Accounting Standards ("IAS"). In the comparative year ended 31 December 2023 ("FY23"), the operations of TradeFlow Capital Management Pte. Limited ("TradeFlow") continued to be classified as discontinued operations and assets held for resale in line with the requirements of IFRS 5 ("Non-current Assets Held for Sale and Discontinued Operations") from 1 January 2023 until the date of completion of the disposal of the Company's 81% stake in the ownership of TradeFlow (the "TradeFlow Restructuring"), being 30 June 2023.

Revenue from continuing operations

	2024 £000	2023 £000	Movement £000
Revenue			
Due Diligence fees	55	94	(39)
Inventory Monetisation fees	74	64	10
Total revenue from continuing operations	129	158	(29)

The table above provides a break down of the Group's revenue from Inventory Monetisation activities during FY24. Revenue is recognised in accordance with IFRS 15 ("Revenue from Contracts with Customers") and more details on the Group's revenue recognition policies can be found in the note 2 to the Group's consolidated financial statements for the year ended 31 December 2024.

In line with IFRS 15 ("Revenue from Contracts with Customers") the Group recognised the due diligence revenues when the due diligence services have been delivered and the Group's performance obligation has been satisfied. During FY24, the Group has continued to carry out, and charge for due diligence activities, and the £55,000 recognised as revenue reflects the value of those due diligence activities completed during FY24 (FY23: £94,000).

Following the first Italian IM transactions during 2022, 2023 and at the end of 2024, which were facilitated using the Group's Platform, the Group recognised Inventory Monetisation fees of £74,000 during FY24 (FY23: £64,000). These fees related to the following activities:

1. **Origination fees** - the origination of the contracts between the client company wishing to have their inventory monetised and the independent stock company that purchased the inventory from the client company. In line with IFRS 15 ("Revenue from Contracts with Customers") the Group recognised

these revenues at the point in time they are due to be received from the client;

2. **IM Platform usage fees** - usage of the Group's IM Platform, under a Software as a Service ("SaaS") contract, by the independent stock company to facilitate the purchase of the inventory from the client company. In line with IFRS 15 ("Revenue from Contracts with Customers") the Group recognised these revenues over the time period they related to; and
3. **IM service fees** - the support and administration activities, such as the monitoring of the inventory purchased, that the Group performs in connection with the use of the Group's IM Platform. In line with IFRS 15 ("Revenue from Contracts with Customers") the Group recognised these revenues over the time period they related to.

These revenues are expected to grow in future accounting periods in line with expected growth in both the number of IM transactions that are facilitated using the Group's IM Platform and, the quantum of inventory monetised by the independent stock companies per transaction, increases.

Operating loss from continuing operations before impairment charges and fair value adjustments

Over the course of 2024, the Group's main activities have been focused on:

- Continued improvement of the processes and workflows required for due diligence, monitoring and reporting of the inventory monetised over the IM Platform, as well as to support the sale and purchase of the inventory using the IM Platform.
- Collaboration with BBPM and the initial White-Label client company identified by BBPM to work towards the finalisation of the framework needed to deliver the Group's first White-Label IM transaction and wider White-Label go-to-market strategy. This has included working towards finding a proposed solution to avoid the requirement for a specific remarketer for each individual IM transaction.
- Discussing with a number of different potential inventory funders who have shown interest in the Group's business model and to gain a detailed understanding / explore options for funding this new asset class. These activities have been set out in more detail earlier in the strategic report section of the 2024 Annual Report and Accounts, and most recently included the working with one of the Italian stock companies to issue a bond valued up to €5 million, of which €3.5 million has been subscribed, resulting in the delivery of one IM transaction at the end of 2024 with a new client company from the Group's pipeline and one additional IM transaction early in 2025 with an existing client company.

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- Managing the extremely challenging cashflow situation that arose over the year due to the continued under performance of TAG against its contractual funding commitments outlined in the £3.5 million top-up unsecured shareholder loan agreement dated 28 September 2023 and amended on 30 September 2024 (“Top-Up Shareholder Loan Agreement”). As a result of this, a new equity capital raise was completed in May 2024 which raised gross proceeds of £1,552,500. Additionally, towards the end of 2024, it became apparent that a new source of funding needed to be identified by the Board in order to mitigate the risks being created due to the continued under performance by TAG. This resulted in the Group announcing a new funding facility with Nuburu in March 2025, which was then amended in June 2025 and August 2025 following various challenges facing Nuburu in complying with the original payment schedule. These amendments provided updated committed payment dates which aligned with actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the new funding facility.
- Contractor costs reduced by £142,000 or 66% during FY24 compared to FY23 as the Group ended certain agreements with contractors during the second half of 2023 as the specific activities that were being worked on came to an end;
- Long-term incentive plan (“LTIP”) costs reduced by £120,000 or 92% during FY24 compared to FY23 due to certain staff members leaving and a true up adjustment recognised during 2024 to reflect the Board’s judgement that the non market vesting condition included in the May 2023 LTIP plan relating to the amount of inventory to be monetised by the Group was unlikely to be met over the relevant performance period;
- Amortisation of the internally developed IM Platform costs reduced by £69,000 or 93% during FY24 compared to FY23 due to less costs capitalised during the course of 2024. This largely reflected the fact that the Group continued to focus on Italy for which the standard contract legal framework for Open Market IM transactions is now in place. The costs that were capitalised related to those incurred in developing the contractual and legal framework relating to the Group’s White-Label offering, for which the first transaction is yet to be completed and is expected to be with BBPM; and
- When the Group has sufficient cash balances in the future, management will look to increase some of the above costs again in order to support and drive growth and expansion.

The Group recorded an operating loss from continuing operations before impairment charges and fair value adjustments for FY24 of £2,329,000 (FY23: £3,625,000 loss). The major contributing factors that resulted in the reduction of the operating loss from continuing operations before impairment charges and fair value adjustments of £1,296,000 are described below:

- an aggregate decrease in the loss from gross profit and administration expenses of £1,482,000 from £4,123,000 recognised in FY23, compared to £2,641,000 recognised in FY24. This decrease largely resulted from focused cost saving efforts by the Group that were initially implemented during 2023, and which continued and increased throughout 2024. These cost saving efforts were required due to the cash flow pressures resulting from the delayed contractual funding amounts due to the Group as explained above. Explanations as to the main areas of cost saving or reduced expenses during FY24 are as follows:
 - Professional and legal fees reduced by £926,000 or 60% during FY24 compared to FY23 as management made an effort to bring certain activities in house, together with the fact that there were less corporate activities undertaken compared to during 2023;
 - Staff costs reduced by £219,000 or 12% during FY24 compared to FY23 as certain staff members who left either during 2023 or 2024 were not replaced;
- A decrease of £186,000 in other operating income recognised during FY24 of £312,000 compared to £498,000 recognised during FY23. The explanation for this decrease is set out as follows:
 - During FY23 £376,000 of the operating income recognised arose as a result of a settlement agreement reached with an existing supplier to reduce the total amount payable by the Group in exchange for payment of a lower agreed amount by a specific date. There was no similar balance recorded in FY24; and
 - The other operating income recognised in FY24 related to £312,000 of interest income accrued from late payments due from TAG. These funding arrangements with TAG are set out in more detail in notes 5 and 28 to the Group’s consolidated financial statements for the year ended 31 December 2024. As detailed below an impairment charge of £270,000 was also recognised by the Group during FY24 in relation to these amounts.

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Impairment charges and fair value adjustments from continuing operations

	2024 £000	2023 £000	Movement £000
Impairment charges – intangible assets	(48)	(384)	336
Impairment charges – trade and other receivables	(270)	-	(270)
Fair value adjustments on investments	(284)	(68)	(216)
Total	(602)	(452)	(150)

The Group's internally developed IM platform was impaired by an amount of £48,000 during FY24 in line with the requirements of IAS 36 ("Impairment of Assets") (FY23: £384,000). This reflects the material uncertainty identified in the Group's going concern statement with respect to both the future timing and growth rates of the forecast cash flows arising from the use of the internally developed IM Platform intangible asset. The reduction in the impairment charges in FY24 compared to FY23 reflects the fact that no contractual frameworks for new geographical regions needed to be developed during 2024 and the standard Italian contractual framework now being in a more stable state. The costs capitalised by the Group during 2024 largely related to developing the contractual and legal framework relating to the Group's White-Label offering.

The impairment charges from continuing operations of £270,000 recognised during FY24 (FY23: £nil) related to the impairment of trade and other receivables, specifically the full receivable balance due from TAG as at 31 December 2024 that related to late payment interest on the Top-Up Shareholder Loan Agreement. These impairment charges were recognised given the latest information that the Board has regarding the financial position of TAG, as at 31 December 2024 which included:

- the auditors of TAG disagreeing with the going concern assumptions that had been used in the preparation of the TAG's latest financial statements for the year ended 31 December 2023;
- as a consequence of the above point, TAG elected to apply for a restructuring procedure as is allowable under Italian company law; and
- following on from this, on 7 August 2025 TAG entered into a formal liquidation process under Italian insolvency law. The Company understands that TAG is currently attempting to halt the liquidation process and return to the restructuring procedure referred to above.

The fair value adjustment to the investment in TradeFlow of £284,000 recognised during FY24 (FY23: £68,000) reflects the adjustment recorded as at 31 December 2024 to fully reverse the remaining fair value of the 19% investment in TradeFlow held on the balance sheet at this date. This reflected the lack of regular TradeFlow financial information available to the Group and also the increase in TradeFlow's underlying net liabilities that had been observed since the TradeFlow Restructuring was completed. This compares to the adjustment recorded as at 31 December 2023 which was based on the movement in TradeFlow's net liabilities between the date of the TradeFlow Restructuring and 31 December 2023.

Discontinued Operations included in FY23

As detailed above, the TradeFlow operations had been classified as discontinued operations and assets held for resale in line with the requirements of IFRS 5 ("Non-current Assets Held for Sale and Discontinued Operations") in the six month period ended 30 June 2023. Following the date of completion of the TradeFlow Restructuring, being 30 June 2023, the Company's ownership in TradeFlow reduced from 100% to 19%. As a result, from this date, the results of the TradeFlow operations are no longer included within the Group's consolidated financial income statement and the assets and liabilities of TradeFlow, including the intangible assets acquired on the acquisition of TradeFlow in July 2021, are no longer included with the consolidated assets and liabilities of the Group.

Instead, following 30 June 2023, the fair value of the remaining 19% ownership in TradeFlow is recognised as an investment in the Group's balance sheet. As at 31 December 2024, this remaining investment in TradeFlow had a fair value of £nil following the fair value adjustment detailed above (31 December 2023: £284,000).

Details of the results and net cash flows from the TradeFlow operations which were classified as discontinued operations in FY23 are set out in detail in note 26 to the Group's consolidated financial statements for the year ended 31 December 2024.

Contractual funding facilities agreed with TAG

During FY24, while TAG continued to under perform against the Top-Up Shareholder Loan Agreement, TAG did perform against its other contractual funding commitments to the Group, albeit on a delayed basis. A total of £1,322,000 was received by the Group from TAG during FY24 including:

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- The remaining £550,000 that was due to the Company in respect of the TAG Unsecured Working Capital Facility that was initially agreed on 28 April 2023, and subsequently amended on 30 June 2023 (FY23: £250,000). Following this, the full amount of £800,000, that had been drawn down by the Company, had been fulfilled by TAG. This facility was repaid by the Company in March 2024, through the issue of 1,500,000,000 new ordinary shares issued to TAG in exchange for the repayment of the principal amount due. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share; and
- Amounts totalling £772,000 that were due to the Company in respect of the £2,000,000 receivable that was assumed by TAG as a result of the TradeFlow Restructuring completed on 30 June 2023 (FY23: £1,228,000). Of this amount, £570,000 was received in cash (FY23: £771,000) and the remaining £202,000 was received by way of offset against amounts owed by the Group to TAG (FY23: £36,000).

The delays in the payments due to the Group from TAG continued to put significant cashflow pressures on the Group during 2024 and has been extremely challenging for the management team and the Board to navigate. The Board has continually monitored the payments received from TAG and the representations made to them by TAG, via Alessandro Zamboni, in respect of payments that were overdue.

During May 2024, the Group undertook a new equity capital raise to help mitigate the risks of the late payments by TAG. Additionally, towards the end of 2024, it became apparent that a new source of funding needed to be identified by the Board in order to mitigate the increasing risks being created due to the continued under performance by TAG. This resulted in the Group announcing a new funding facility with Nuburu in March 2025 which was then amended in June 2025 and August 2025 following various challenges facing Nuburu in complying with the original payment schedule. Further details of this new funding facility and the payments received to date can be found in note 30 to the Group's consolidated financial statements for the year ended 31 December 2024.

New Equity Subscription Agreement

On 14 May 2024, the Company entered into a new equity subscription agreement with a UK investment firm, pursuant to which the UK investment firm committed to subscribe for 9,000,000,000 new ordinary shares of nominal value £0.00002 each (the

"Subscription Shares"), on behalf of its private clients, at 0.01725 pence per Subscription Share (the "New Equity Subscription Agreement"). The issue of the Subscription Shares raised gross proceeds of £1,552,500 (or £1,428,300 net of an 8% commission charge).

These Subscription Shares were admitted to standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange on 28 May 2024.

Cash flow

The Group increased its net cash balance (prior to any foreign exchange differences on consolidation) by £29,000 during FY24 (FY23: £575,000 decrease) due to a combination of the following cash inflows and outflows:

- cash inflow of £1,413,000, net of commission and other issue costs paid in cash, during FY24 from the issue of new ordinary shares under the New Equity Subscription Agreement referred to above;
- inflows of £772,000 during FY24 from TAG in relation to the repayment of the outstanding cash consideration that was due, and which had been assumed by TAG, as a result of the TradeFlow Restructuring; and
- inflows from long-term borrowing of £374,000 net of cash repayments, predominantly due to amounts received under the amended TAG Unsecured Working Capital Facility during FY24, less the cash repayments made during FY24 in relation to the other long-term bank borrowings held by the Group.

These net cash inflows were then offset by the following items:

- net outflows from operating activities of £2,496,000 (FY23: £3,633,000 net outflow); and
- net outflows due to net movements in non-current assets of £34,000 during FY24, being the increased investment in the Group's IM Platform of £53,000 (FY23: £458,000) offset by the write off of other non-current assets of £19,000 (FY23: £nil).

Financial Review

	2024 £000	2023 £000
Net cash flows from operating activities	(2,496)	(3,633)
Net cash flows from investing activities	738	446
Net cash flows from financing activities	1,787	2,612
Net movement in cash and cash equivalents	29	(575)
Foreign exchange differences to cash and cash equivalents on consolidation	-	(1)
Cash and cash equivalents at 1 January	5	581
Cash and cash equivalents as at 31 December	34	5

Net liabilities

As at 31 December 2024 net liabilities of the Group were £4,246,000 (31 December 2023: net liabilities of £3,807,000).

The £439,000 decrease in net liability position at 31 December 2024 compared to 31 December 2023 is due to the following:

- the increase in cash and cash equivalents of £29,000 during FY24 as a result for the factors referred to in the cash flow section above;
- an increase in the trade and other receivables of £62,000 as at 31 December 2024. This was largely due to an increase in trade receivables as at 31 December 2024, all of which was received post 31 December 2024;
- a decrease in trade and other payables of £95,000 as at 31 December 2024, largely as a result of an effort to settle a number of the balances outstanding at 31 December 2023 using the cash inflows received during first half of 2024, offset by balances increasing again in the second half of the year due to cashflow challenges experienced by the Group; and
- A decrease in long-term borrowings of £476,000 as at 31 December 2024, due to the repayment of the TAG Unsecured Working Capital Facility during FY24, the balance of which was £250,000 as at 31 December 2023, and the continued repayment of the long-term loan facility in place with Banco BPM S.p.A via the Group's subsidiary, Supply@ME Technologies S.r.l.

These increases in assets / decreases in liabilities compared to 31 December 2023 were then offset by:

- the decrease in the receivable from related party of £795,000 to £52,000 as at 31 December 2024 compared to £847,000 as at 31 December 2023, largely due to the repayments totalling £772,000 received from TAG during FY24 in relation to the outstanding consideration that was due, and which had been assumed by TAG, as a result of the TradeFlow Restructuring;
- the decrease in the fair value of the remaining 19% investment in TradeFlow of £284,000 to £nil as at 31 December 2024. This fair value adjustment reflects the lack of regular financial information provided by TradeFlow and the worsening of the underlying net liability position of TradeFlow that has been seen since the TradeFlow Restructuring was completed; and
- other small movements which net to an overall increase in net liabilities of £22,000 as at 31 December 2024.

Going Concern

The Board's assessment of going concern and the associated key considerations are set out in the note 2 to the Group's consolidated financial statements for the year ended 31 December 2024. Due to the continued low level of revenue recognised during FY24, this led to another year of losses for the Group which is the fifth year in a row since the reverse take over in March 2020 which saw the Supply@Me Group listed on the standard list of the main market in London. This together with specific risks connected to the committed funding from Nuburu that a) is yet to be fully received and b) requires certain shareholder and regulatory approvals to be obtained to avoid repayment in cash, has led to the Directors identifying certain material uncertainties in the going concern assumption used to prepare the Group's consolidated, and stand alone Company, FY24 financial statements.

Related Parties

Note 28 to the Group's consolidated financial statements for the year ended 31 December 2024 contains details of the Group's related parties.

Subsequent events

Note 30 to the Group's consolidated financial statements for the year ended 31 December 2024 contains details of all material subsequent events post 31 December 2024.

Environmental, Social and Governance Review

During 2024 the Group continued to recognise the importance of considering and managing its impact on society and the environment as well as protecting and developing the business's long-term value for its shareholder base. Supply@ME recognise that the Group has the ability to have a positive impact and intends to continue to develop its approach. Consideration has been given to the Environmental, Social and Governance ("ESG") impacts of the business as it builds its track record of successful IM transactions executed over its Platform.

Environmental

Company aspiration

The aspiration's for the Company's environmental impact stated in its previous annual reports remains consistent during 2024:

- Continue to keep energy consumption as low as possible, exploring ways to reduce or offset this as the business grows.
- Continuing to utilise technology to avoid unnecessary travel, especially given the staff and directors are based in a number of different locations.
- Continuing to build on voluntary disclosure, considering the impact and business supply chain in particular scope 3 emissions tracking and calculation.

2024 update

As required by the Companies Act 2006 (Strategic and Directors Report) Regulations 2013 and the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 the Directors have reviewed the Group energy consumption and associated emissions. This review was based on an external assessment of the Company's energy use conducted in April 2022, since which point the workforce and locations of the Company has decreased leading the Company to be confident of continuing to assess itself as a low energy user. The Group uses significantly less than 40MWh of energy per year and is therefore classed as a "low energy user" by the regulations, as a consequence of which it is exempt from reporting annual emissions, energy use and an intensity ratio.

Below is voluntary reporting to provide more detail of this assessment and aspirations for the future.

Scope 1 emissions and associated energy usage

These emissions are directly related to combustible fuel, used for heating company premises and / or powering company owned vehicles. The UK and Italian businesses

are remote first and do not own or lease offices. At times desk sharing spaces or managed offices are rented for company meetings. The business does not own vehicles and focuses on using technology as a means of communication which limits business travel, for example all 2024 Board meetings having taken place via video conference with the exception of the 2024 AGM which was held in London in order to give shareholders the chance to attend in person.

Scope 2 emissions and associated energy usage

These emissions relate to electricity and / or heat supplied to an organisation. No part of the organisation is directly supplied with or pays for electricity.

Scope 3 emissions

These emissions are the result of activities from assets not owned or controlled by the reporting organisation, but that the organisation indirectly affects in its value chain. As outlined below as a FinTech company Supply@ME relies on technology to deliver both its platform and corporate services. The business used the Microsoft Suite (Azure, Office 365) who are committed to sustainability, including becoming carbon negative by 2030. Supply@ME will look to further develop reporting in this area as the business starts to scale.

Social Capital

Company aspiration

Supply@ME aims to have a positive impact on society and will continue to illicit feedback from our key stakeholders on mechanisms through which to achieve this aim.

2024 update

The Group's Platform, by its nature, helps businesses to free up working capital earlier in their production or sales cycle through the facilitation of Inventory Monetisation transactions. Inventory Monetisation also allows trading businesses to buy and hold more inventory in warehouse, potentially resulting in fewer deliveries (facilitating a lower carbon footprint from reduced supplier haulage).

The business has continued to take a proactive approach to data protection recognising the importance of data management as the business grows.

Human Capital

Company aspiration

Continue to build a diverse, inclusive organisation which offers opportunities for growth and development for all employees and contractors.

Environmental, Social and Governance Review

2024 update

Attrition has been higher in 2024 and early 2025 than in previous years primarily due to the delays in receipt of corporate funding, which as outlined earlier has resulted in late payments of salary to the employee and director population. Through this challenging time for the Group and its employees the Board and leadership team focused on doing what it could to retain the core members of the team to ensure business continuity.

Supply@ME's equal opportunities policy aims to ensure that the work environment is free from direct and indirect discrimination on the grounds; of race, sex, disability, sexual orientation, gender reassignment, marriage or civil partnership, pregnancy or maternity, religion or belief or age, and enables everyone to achieve their potential.

Having a global mindset, being collaborative and embracing differences are fundamental to our corporate culture. They run deeply through our people practices, including in recruitment, performance management and development of the team. In addition to the behaviours of innovation and focusing on delivery.

Business Model and Innovation

Company aspiration

Robust, Systematic ESG assessment of potential users of our Platform to become a core element of due diligence.

2024 update

Supply@ME aims to have a positive impact on the environment, society and our stakeholders. During 2024 the Company has continued to assess potential inventory funders overall ESG strategy and appetite to ensure potential client companies ESG impact is being taken into consideration during the onboarding and due diligence process. This allows potential inventory funders to be informed of the client companies ESG assessment which will enable them to take a proactive approach to ESG management and client company selection. To support the ESG assessment made during the due diligence phase, details are requested from clients in respect of their ESG policies, frameworks and risk assessments. This feedback compliments the consideration given to a potential client's jurisdiction, size and industry. This information can then be shared with potential inventory funders.

Leadership and Governance

Company aspiration

Further development and disclosure of proactive internal risk management processes in line with business growth.

2024 update

The Company is a listed business which complies with the QCA Corporate Governance Code. Risk is considered at least quarterly by the Board after assessment by the leadership team using the COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework. Highest and most increased risks are reported to the Board and suitable mitigations are considered. Legal advice and guidance are sought from external experts, as and when required.

Sustainability Reporting

We are committed to providing information about climate-related risks and opportunities that are relevant to our business. As outlined on the previous pages we are evolving our ESG strategy and governance framework, to take account of these risks and opportunities whilst balancing this with the current business environment. Below are our climate related disclosures aligned with the requirements of LR 9.8.6R by including disclosures consistent with the Task Force on Climate-Related Financial Disclosures ("TCFD") recommendations and disclosures. We have also included how this related to the Department for Business, Energy & Industrial Strategy ("BEIS") mandatory climate-related financial disclosure requirements under the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022. Additionally, we reference IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information.

Our disclosures are not yet at the level consistent with the requirements however the Board will be working towards compliance when they have the resources available to engage the external help required. Given the cash constraints the Company has been under during 2024, and to date in 2025, limited progress has been made in this area as other priorities needed to be addressed first with the resources that were available. As the businesses track record and revenue flow increases, the Board will look to address and remediate, where necessary, the areas in which it is not yet compliant.



Sustainability Reporting

TCFD and BEIS Disclosures

TCFD Recommendation	BEIS Disclosure	Commentary
Governance		
a) Describe the Board's oversight of climate-related risks and opportunities.	a) A description of the governance arrangements of the Company in relation to assessing and managing climate-related risks and opportunities.	The team and Board were involved in developing and approving the approach and consideration given to ESG. It is governed through the Company's risk management approach and quarterly risk reporting to the Board and as outlined in the Principal Risks and Uncertainties section on page 33.
b) Describe management's role in assessing and managing climate-related risks and opportunities.	Partially Compliant	
Strategy		
a) Describe the climate-related risks and opportunities identified over the short, medium and long term.	(d) A description of: (i) The principal climate-related risks and opportunities arising in connection with the operations of the Company. (ii) The time periods by reference to which those risks and opportunities are assessed. Partially Compliant	<p>The Company and Group does not consider there to be any material climate related risks and therefore no material climate related impacts that require disclosure.</p> <p>The Supply@ME IM Platform and the Group operate as a remote first organisation and both are reliant on cloud based technology. Technology by its nature is reliant on electricity. The Supply@ME IM Platform is based in an Azure environment and the Group's main technology infrastructure is Microsoft based. Microsoft has a clear sustainability strategy focused on carbon, water, waste and ecosystems.</p>
b) Describe the impact of climate-related risks and opportunities on business, strategy and financial planning, opportunities.	e) A description of the actual and potential impacts of the principal climate-related risks and opportunities on the business model and strategy of the Company. Partially Compliant	If global safeguards for energy security are not implemented there could be a risk to the business due to a lack of suitable energy sources.
c) Describe the resilience of the strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	f) An analysis of the resilience of the business model and strategy of the Company, taking into consideration of different climate-related scenarios. Does not comply	Environmental risk is also considered as part of the Group's ESG approach on pages 26-27.

Sustainability Reporting

TCFD Recommendation	BEIS Disclosure	Commentary
Risk Management		
a) Describe the processes for identifying and assessing climate-related risks.	(b) A description of how the Company identifies, assesses, and manages climate related risks and opportunities	Climate related risk is embedded into our overall risk management approach, detail of this can be found on page 33.
b) Describe the processes for managing climate-related risks.	Partially Compliant	Additional details of the Company's approach to environmental impact can be on page 26.
c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into overall risk management.	c) A description of how processes for identifying, assessing, and managing climate-related risks are integrated into the overall risk management process in the Company	
Partially Compliant		
Metrics and targets		
a) Disclose the metrics used to assess climate-related risks and opportunities in line with the strategy and risk management process.	(h) The key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based.	The Board considers Supply@ME as a low energy user, using less than 40MWh per annum. Detail of the Company's energy use is provided on page 26, including commentary around Scope 1, 2 and 3 emissions.
b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and related risks.	Does not comply	As there are no material climate related risks identified at this time no other specific targets are set in relation to climate risk. The Company's aspirations in this regard can be seen on page 26.
c) Describe the targets used to manage climate-related risks and opportunities and performance against targets.	(g) A description of the targets used by the Company to manage climate-related risks and to realise climate-related opportunities and of performance against those targets.	Aspirations around the Company's approach to climate related risks can be found in the ESG section of this report on page 26-27.
Does not comply		

Sustainability Reporting

Cross-Industry Climate Metrics Overview

In compliance with the IFRS required sustainability related financial disclosures:

Metric IFRS reference	Description	Commentary
GHG emissions S2.29(a)	Scope 1, 2 and 3 GHG emissions reported on an absolute, gross basis and expressed as metric tonnes of CO2 equivalent.	See ESG section on page 26-27 and metrics and targets section of TCFD report.
Transition risks S2.29(b)	The amount and percentage of assets or business activities vulnerable to climate-related transition risks.	The increased level of reporting on climate related risks requires specialist knowledge which the Company may need to purchase from external providers or hire to improve compliance. This is a cost the Company currently has limited ability to sustain. Improvements in this area will be invested in as the Company increases its cash and revenue flow.
Physical risks S2.29(c)	The amount and percentage of assets or business activities vulnerable to climate-related physical risks.	The Supply@ME team work remotely, there is a risk that acute weather events could affect individual team members ability to contribute in the short term. The dispersed nature of the team should be a mitigant. The cloud based nature of the product and working practices should reduce impact of physical risks.
Opportunities S2.29(d)	The amount and percentage of assets or business activities aligned with climate-related opportunities.	Due diligence activities carried out in respect of client companies takes into consideration their specific ESG profile. This could enable inventory funders with interest in specific ESG profiles to proactively select inventory from companies which match their interest.

Sustainability Reporting

Metric IFRS reference	Description	Commentary
Capital deployment S2.29(e)	<p>The amount of capital expenditure, financing or investment deployed towards climate-related risks and opportunities.</p>	<p>Given the current cost constraints the Group has faced since it listing in 2020 it has not been a priority of the Board to invest in this area, particularly given the small and remote nature of the Group. This will be something that the Board will look to provide investment into when the time is right and the Group as resources available to deploy to cover this area.</p>
Internal carbon prices S2.29(f)	<p>Explain whether and how the Company applies a carbon price in decision-making (for example, investment decisions, transfer pricing and scenario analysis); and the price (per metric ton) used to assess the cost of its GHG emissions.</p>	<p>This is not currently taken into consideration due to the low carbon requirements of the Company.</p>
Remuneration S2.29(g)	<p>Describe whether, how and to what extent (by % of remuneration in the current period) climate-related considerations are factored into executive remuneration.</p>	<p>This is not currently factored into remuneration, consideration will be given to this as the Company and Group grows.</p>

Principal Risks and Uncertainties

The Board considers the principal risks faced by the Group primarily through the application of the COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework at least once a quarter. The leadership team take a bottom-up internal self-assessment approach to assessing risks across all areas of the business in line with the COSO framework. Consideration is given to perceived risk with regard to impact, likelihood, vulnerability and velocity. The identified risks are then reviewed and assessed centrally, key risks to the business are managed and mitigated. The key risks together with any significant changes to the risks and / or mitigations to these risks are then presented to the Board and Audit Committee.

The most significant risks and uncertainties the Group faces are listed in the table below, categorised by the principal risk, together with the approach that has been taken to manage the impact of this risk on the Group, any changes to the risk profile since the reporting included in the 2023 Annual Report and Accounts, and an assessment of the importance of this risk considering the likelihood and impact of it post the mitigating actions.



Principal Risks and Uncertainties

Strategic Risk

Strategic risk is defined as the failure to build a sustainable, diversified and profitable business that can successfully adapt to environment changes due to the inefficient use of Group's available resources.

Business Model and Strategic Competition	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Unlikely	Possible	Major	Major

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The Group's business model is that of an innovative Platform for inventory monetisation, aiming to capitalise upon market developments where supply chains may be placed under pressure.</p> <p>As a new FinTech product there is risk of limited market interest or on the converse a competitive offering being created by another organisation which outstrips our model or size.</p>	<p>The continued diversification of the business model to encompass a variety of routes to market mitigates some of this risk.</p> <p>During 2024 the delivery to clients with a range of different business models (as outlined earlier in this Strategic Report) adds to the Group's competitive advantage, especially against potential new entrants to the market. The Group aims to continue to build a pipeline of client companies who can be serviced by the Group and develop other structures to service a variety of alternative business models to continue to mitigate this risk.</p> <p>The Group regularly monitors new market entrants to keep abreast of changes to this risk factor.</p>	<p>During 2024 this risk has increased due to the length of time it is taking to fully establish the business model and in particular the sourcing of a reliable and significant pool of inventory funding to support the inventory monetisation model in a flexible manner.</p> <p>The delays in sourcing a reliable pool of funding for inventory monetisation transactions is impacting the Group's ability to build and sustain as strong a client company pipeline as in the past.</p> <p>The delays to the launch of the White-Label offering with BBPM has also contributed to the increased risk in this area, and the Group hopes this can be addressed during 2025.</p>

Principal Risks and Uncertainties

Future development and strategy

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Possible	Major	Major

Maintained at same level

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The Group is unable to build the inventory monetisation Platform in line with its strategy at a pace and cost aligned to funding available and revenue generation.</p>	<p>This risk will reduce as the Group's business model and product becomes more established and a larger track record of successful inventory monetisation transactions can be demonstrated.</p> <p>Successful transactions having been completed demonstrating that the model works. The scalability however continues to remain unproven, which could affect the Group's ability to increase revenues and profit margins in the future at the rate needed to ensure success of the business.</p> <p>The key to long-term business growth remains the IM Platform. The development of the product roadmap has stalled in 2024 due to the constraints on cash flow due to the under performance of the Group's contractual funding. With the new funding facility with Nuburu having been agreed in the first quarter of 2025 a renewed focus is required on developing the platform roadmap.</p>	<p>Delivering new inventory monetisation transactions during 2024 and early 2025 continues to prove the long term strategy.</p> <p>Client companies have been using the platform for inventory monetisation transactions since September 2022 and this also adds weight to this.</p> <p>It must however be acknowledged that the pace of growth continues to be slower than anticipated and as such the scalability of the business model is still to be fully demonstrated.</p> <p>This has resulted in the Directors highlighting revenue growth, in terms of timing and quantum, as one of the material uncertainties within the going concern statement set out in the Group's consolidated financial statements.</p>

Principal Risks and Uncertainties

Macro global and economic risks

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Possible	Moderate	Moderate

Maintained at same level

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The current global macro environment effects all businesses, including the Group, its client companies and inventory funders.</p> <p>2024 and early 2025 have been tumultuous, the level of geopolitical tension and the trade war being waged by the US administration could potentially affect investor confidence and the success of businesses who would be client companies of Supply@ME, leading to a smaller potential market.</p>	<p>The business is currently focusing on clients based in the UK and Europe, Italy in particular. This narrowing of focus should mitigate some of the risk inherent from the increased global conflict. The fact that the transactions happen with a stock company within the same global jurisdiction as the client company should also reduce cross border trade risks. Additionally, the fact that the Group has already developed business models to service several different client company models should also reduce the risk to the Group.</p>	<p>The risk in this area has maintained at the same level year on year due to continued uncertainty in the macro economic environment. The uncertainty arising from continued global conflict is having an impact on overall business confidence which is also being felt by Supply@ME.</p>

Inventory Funding Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Possible	Major	Major

Maintained at same level

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>Key to the Supply@ME business model is the interest of funders to acquire inventory and invest in the new model for which Supply@ME provides pre and post monetisation services. If there is no interest, or reduced interest by inventory funders to invest in this asset class of inventory there is risk to the Supply@ME business model.</p>	<p>During 2024 and early 2025 the IM Bond structure which was implemented by one of SFE's subsidiary companies enables exposure to inventory as an asset class to a broader range of investors by enabling portions of the bond to be subscribed too in an established structure.</p> <p>This has proven to some degree the model utilising SFE and its subsidiaries which was introduced and explained in the 2023 Annual Report and Accounts and is shown on page 8 of this report.</p> <p>The interest shown by BBPM in the White-Label offering also mitigates some of this risk, although it would do so to a far greater degree if the transaction had not experienced the delays it had to date. We hope to be able to address this during 2025.</p>	<p>The new strategic partnership with SFE has started to show its benefits in mitigating this risk. However larger pools of inventory funding are required to ensure a stable and profitable business.</p>

Principal Risks and Uncertainties

Technological Advancements

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Unlikely	Possible	Moderate	Moderate

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>Technology is advancing at a phenomenal rate. The development of and increased use of AI being one of the recent most significant. The increased digitisation of assets is also a relevant advancement.</p> <p>As a Fintech business it is essential that our technology and the team's knowledge of new technology use cases keeps pace with the external environment so that any new relevant technologies can be included into the IM Platform as efficiently and effectively as possible.</p>	<p>A growth mindset and innovation is encouraged at Supply@ME across all members of the team. This will help the team and Group to stay abreast of new technology and their use. In the future as revenue grows the use of AI by the Group in its product roadmap should be explored.</p>	<p>During 2024 and to date in 2025 there have been significant changes to the Supply@ME workforce. Further expertise in technology will need to be acquired by the Group to continue to mitigate this risk. If Supply@ME can effectively leverage the benefits of AI and technological advancement it could lead to competitive advantage.</p>

Financial Risk

Financial risk takes into consideration risk resulting from the loss of capital. Consideration is given to liquidity, market and credit risk.

Group Funding Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Likely	Likely	Major	Major

Maintained at same level

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The Company and the Group remain in the early stage of development and have not generated consistent revenues from operations to date and are not currently profitable. In addition, predicting the time frames within which the Group will commence the generation of consistent revenues remains difficult. As a result of the current stage of development, the Group has needed to rely on funding from various sources.</p>	<p>The Company and its Board are continually reviewing the cashflow position of the Group and, as required, will evaluate if additional funding facilities are required and available to meet the cash flow, working capital and growth needs of the Group.</p>	<p>Delays in the receipt of contractually agreed funding has continued to be extremely challenging for the Group during 2024 and to date in 2025. New sources of funding were sought and established, specifically the May 2024 equity raise and the on-demand loan agreed with Nuburu in March 2025 and which was subsequently amended in June 2025 and August 2025 following Nuburu facing various challenges in complying with the original payment schedule. To date amounts totally USD \$2.95 million have been received by the Company from Nuburu under the on-demand loan agreement.</p>

Principal Risks and Uncertainties

Group Funding Risk (continued)

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Likely	Likely	Major	Major

Maintained at same level

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>Despite continued confidence in its long-term strategic aims, the Directors continue to recognise the challenges the Group faces in securing funding whilst it moves further towards revenue generation.</p> <p>During 2023 and 2024, the Group experienced repeated delays in delivery of contractual funding commitments that had been entered into with TAG (an entity ultimately beneficially wholly owned and controlled by Alessandro Zamboni, Chief Executive Officer of the Company). These delays have also continued during 2025 both from TAG and Nuburu following the signing of a new on-demand loan facility in March 2025 which was then amended in June 2025 and August 2025. It should be acknowledged there is a continued risk to the Group in terms of the relevant counterparty being able to provide funding in line with their contractual commitments to the Group, and the Group being able to obtain the required regulatory and shareholder approvals to allow repayment via shares to be issued to Nuburu rather than cash. These factors have resulted in the Directors highlighting this as one of the material uncertainties within the going concern statement set out in the Group's consolidated financial statements.</p>	<p>In light of the under performance of TAG against its contractual funding commitments, the Board has carefully monitored this position and has sought updates on the situation from TAG, via Alessandro Zamboni, at regular intervals. The finance function have also kept very tight control over the cash resources available to the Group at any time.</p> <p>The new on-demand loan facility agreed with Nuburu in March 2025 to provide USD \$5.15 million funding to the Company is designed to mitigate some of this risk, however the late payments experienced to date did not help in this area. The Company has looked to mitigate this risk by renegotiating the agreement with Nuburu firstly on 10 June 2025, and secondly on 29 August 2025, in order to align the updated payment schedules with actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the new funding facility. To date amounts totalling USD \$2.95 million have been received from Nuburu. It should be noted that regulatory and shareholder approval must be obtained to allow the Company to repay Nuburu through the issue of new ordinary shares rather than in cash.</p> <p>The Group must also focus on building the revenue flow to become self sufficient and no longer need funding.</p>	<p>Taking into account the points above, it is evaluated that the risk has remained at the same significant level as during 2023. The impact of the funding delays has been profound on:</p> <ul style="list-style-type: none"> > Our people, which increased the risk of attrition and placed extra work load on those team members who have remained. > Our third party suppliers, which increased the risk of the Group being unable to seek the external expertise it required. > Our ability to build the technology infrastructure at a pace originally planned. <p>This risk will remain high until the Group is able to consistently generate revenue which is sufficient to cover its costs.</p>

Principal Risks and Uncertainties

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Business Continuity Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Unlikely	Possible	Moderate	Major

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>As a business evolves, processes need to adapt and improve. Not keeping abreast of these changes exposes the Group to the risk of not delivering for our clients and/or business failure.</p> <p>Failure or inaccessibility of our IM Platform is considered a principal risk for the Group, which requires any outage time being kept to an absolute minimum. As such processes and policies to be in place to allow for business continuity when faced with technical issues is key to the Group's success.</p>	<p>Policies, processes, and procedures are clearly documented, along with training videos, and standardised templates enabling alternative team members to be able to carry out part of a process. All our processes are able to be run manually should there be significant downtime of any of our components.</p> <p>Business continuity plans are in place and are presented to third parties when necessary. They are also reviewed and tested to ensure robustness.</p> <p>All our technological components are backed by Service Level Agreements and support plans, with scheduled back-ups and restoration plans should they fail.</p> <p>When working with third party suppliers we ensure agreement encompass business continuity measures / service level agreement in order to mitigate the risk that the IM Platform processes are impacted by the business interruption of services provided by key suppliers.</p>	<p>The levels of attrition during 2024 has led to a renewed focus on this area of risk due to the loss of knowledge attrition results in and also the smaller overall team that is now employed by the Group. During early 2025 processes have been reviewed and where possible team cross training has taken place to ensure robustness in the Group's reduced team size.</p>

Principal Risks and Uncertainties

Talent and Diversity Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Likely	Moderate	Major

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>Loss of certain members of the Board and team could lead to a reduced ability to effectively run the business and could hamper the speed at which the Group is able to scale up the business and increase operational efficiency.</p>	<p>The Board and leadership team worked closely to mitigate this risk by keeping lines of communication open with the team. Regular consideration has been given to business continuity, succession planning, cross training of team members and available suitable outsourced providers for specific skills and knowledge.</p>	<p>The funding delays and resulting cash flow challenges faced by the Group during 2024 and to date in 2025 have had a profound effect on the Supply@ME team and led to higher than normal attrition. The risk of loss of key members of the team during this period has been significant. Due to the cash constrained environment it has also not been possible for the Group to back fill leavers and work has been distributed to the remaining team members.</p> <p>It is also worthy of note that the increased risk in this area could make it more challenging to hire high quality staff as and when the business is in a position to do so. This risk is being actively managed and the new funding agreement should reduce this as funds are received by the Group. However, ultimately the business needs to start to generate stable revenue streams to be able to mitigate this risk to a significant degree.</p>

Principal Risks and Uncertainties

Cyber Security Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Unlikely	Possible	Major	Major

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The proprietary fintech IM Platform developed by the Group and used to facilitate inventory monetisation transactions is the intellectual property of the Supply@ME Group. Given the global rise in the number of data and cybersecurity breaches carried out by malicious actors or hackers, the Group's intellectual property may be at risk of being stolen as a result of unauthorised access to its systems.</p>	<p>The Group is aware of growing cybersecurity risks and provides mandatory staff training to recognise data breach and / or phishing attempts.</p> <p>The major technology components of the IM Platform require Multi-Factor Authentication as an added level of security. All data is held in a cloud environment that has threat monitoring, detection, and alerts as standard protocols.</p> <p>The Group has in place an approved Data Breach Response Policy.</p> <p>In the future a dedicated resource to focus on cyber security will be sourced.</p>	<p>Cyber security risk has continued to be one of the top business risks, continuing to be identified as the most important global business risk in 2025 by the Allianz Risk Barometer 2025. Check Point Software's 2025 Security Report revealed a 44% year-over-year increase since 2023 in global cyber-attacks, highlighting the evolving sophistication of threat actors.</p> <p>The increase in global risk has acknowledged to have increased the risk to Supply@ME.</p>

Principal Risks and Uncertainties

Regulatory, Legal and Reputational Risk

Regulatory, Legal and Reputation Risk are defined as those relating to the legal and regulatory frameworks within which the Company operates. Reputational risk is linked to this as all of these areas related to the engagement in activities that detract from Group's goal of being a trusted and reputable Company.

Corporate Legal and Regulatory Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Possible	Moderate	Major

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>The Group breaches a legal or regulatory requirement which impacts its ability to deliver for its stakeholders.</p>	<p>Supply@ME was already a small team which has become even smaller over 2024 and 2025 due to the higher than normal levels of attrition. The internal Supply@ME team is supported by external experts to help ensure the Group is compliant with its various legal and regulatory requirements. The Board has oversight and has been thoughtfully hired for their combined expertise to challenge and support the business in this area.</p>	<p>The funding challenges faced during 2024 and 2025, the need to secure additional funding, and the regulatory and shareholder approval required under the new on-demand loan facility with Nuburu, all require regulatory and corporate legal expertise. This risk will continue to be high whilst the regulatory steps to finalise the full extent of the funding agreement are managed. Enlisting the support of external experts comes at a cost which has to be balanced with the Group's current financial position.</p> <p>The Company was not able to meet the regulatory deadline for the issue of this FY24 Annual Report and Accounts due to several challenges that it faced to date in 2025. The impact of which was the temporary suspension of trading of the Company's shares. The Board intends to make an application to the FCA for the temporary suspension of the Company's shares from the Official List and from trading on the London Stock Exchange to be lifted following the publication of the FY24 Annual Report and Accounts.</p> <p>Additionally, due to the cash constraints the business has been placed under over the past few years, this has resulted in a significant amount of overdue payroll and withholding tax balances in both the UK and Italy. While some progress was made to repay outstanding amounts in the UK during 2024 and 2025, overall these amounts have increased. The Board is in contact with both authorities and expects to be able to agree payment plans following the publication of this FY24 Annual Report and Accounts, however currently these have not been formally agreed.</p>

Principal Risks and Uncertainties

Reputational Risk

	Likelihood		Impact	
	2023	Current	2023	Current
Movement since 2023	Possible	Likely	Moderate	Moderate

↑ Increased

Principal Risk	How are we mitigating this risk?	Change in principal risk since 2023
<p>A positive reputation will assist a business to become more successful. The Group's reputation becoming damaged will impact the speed at which it can expand, growth and prove its business model.</p>	<p>In the past Supply@ME sought support from external public and investor relations agencies to assist in brand and communications management. However, during 2024 there has not been sufficient budget to engage proactive external advisors. The Board and leadership team have becoming increasingly considered in the communications made externally based on previous advice received from these experts.</p>	<p>There has not been a budget for external public and investor relations support during 2024. The Board and leadership team give consideration to external communications, which has had mixed responses from the Group's wide retail shareholder base. Additionally, members of the retail shareholder community have been contacting client companies and stakeholders of Supply@ME in a manner which could potentially be damaging to the reputation of the business. It also takes valuable resource away from other areas of the business due to the small internal team, is a distraction to the client companies and partners being contacted, and creates negative sentiment.</p> <p>Additional investment in external public and investor relations support will be sought in line with the resource and cash availability.</p>

Environmental, Social and Governance Risk

The Supply@ME approach to ESG is outlined on pages 26 to 27 and its TCFD statement can be found on page 29 to 30.

The Strategic Report set out from pages 1 to 43 is approved by the Board of Directors and signed on its behalf by:

Alessandro Zamboni
Chief Executive Officer
 12 October 2025

Corporate Governance Report

Corporate Governance Introduction

Our Board of Directors are continually focused on ensuring sound corporate governance and operating as an effective Board. The Board jointly takes responsibility for overseeing the Company's corporate governance model and ensuring that effective communication flows freely between Executives and Non-Executives in a timely manner.

We have adopted the Quoted Companies Alliance Corporate Governance for small and mid-sized quoted companies ("QCA Code"). This report follows the structure of these guidelines and explains how we have applied the guidance. The Board is cognisant of the importance of compliance with the QCA Code and endeavors to adhere to this as far as practicable having regard to the size, nature and current stage of development of the Company. From April 2024 the Board will be using the updated QCA guidelines, and will report against them in future years.

We understand that application of the QCA code supports the Company's medium to long term success whilst simultaneously managing risks and providing an underlying framework of commitment and transparent communications with stakeholders. We are committed to monitoring and promoting a socially responsible corporate culture.

As a main market company, (standard segment, trading on the London Stock Exchange) this information needs to be reviewed annually and details of our Corporate Governance can be found on our website.

Outlined in the next pages are details of the Directors of the Group during 2024.

Directors' Information

Current Executive Director



Alessandro Zamboni

*Chief Executive Officer and Executive Director
Appointed 23 March 2020*

Alessandro is CEO and Executive Director of Supply@ME Capital Plc. He specialises in the financial services industry and related strategic and digital models and has detailed experience and knowledge of the regulatory & internal controls required by both banks and insurance firms. He founded the AvantGarde Group S.p.A, the former parent company of Supply@ME S.r.l., in 2014. He holds a BA degree in Economics from the University of Turin.

As well as being CEO of Supply@MECapital Plc, Alessandro currently holds executive positions at AZ Company S.r.l., AvantGarde 4.0 S.r.l., Orchestra Group (rete di imprese), The AvantGarde Group S.p.A., and 1AF2 Limited and a Non-Executive Director role at Darwinsurance S.r.l., RegTech Open Project Plc., RegTech Open Project Srl.

AvantGarde 4.0 S.r.l., Orchestra Group (rete di imprese), Darwinsurance S.r.l., 1AF2 Ltd, RegTech Open Project Plc and RegTech Open Project Srl are currently in the process of being liquidated. It should also be noted that on 15 May 2024 1AF2 Srl was created as a shelf company (empty investment vehicle) where he holds a Directorship. In addition, on 3 May 2024, Alessandro was appointed as a Class I director of Nuburu, Inc ("Nuburu") and subsequently on the 17 January 2025 was also appointed as Executive Chairman of Nuburu.

Directors' Information

Current Non-Executive Directors



Albert Ganyushin

*Independent Chairperson and Non-Executive Director
Appointed 30 June 2022*

Albert was appointed as independent chairperson and a Non-Executive Director in 2022 following a long career in capital markets. From 2017 to 2022, he served as Head of Capital Markets at Dr. Peters Group with responsibility for international institutional business, including investment management, capital markets, financing and investor relations. Prior to joining Dr. Peters Group, between 2010 and 2016, he worked in leadership roles in the listings business of NYSE Euronext Group after a career in investment banking that started with Deutsche Bank A.G. (London Branch) in 2000. He graduated with an MBA degree from London Business School in 2000 and began his professional career as a management consultant with Accenture in London in 1995.

In addition to his role with Supply@ME Albert is also currently a director of Westcott Hill Capital Limited. During the year ended 31 December 2024, Albert was also a director of Wotton Hill Capital LLP, until it was dissolved on 2 April 2024, and a Non- Executive Chair of RegTech Open Project Plc, a post which Albert resigned from on 9 January 2025.



Alexandra Galligan

*Independent Non-Executive Director
Appointed 16 March 2023*

Alexandra holds more than 20 years' experience in senior business development positions, including most recently as Partner and Chief Executive Officer at FCA-regulated investment advisory firm MUSST Investments LLP ("MUSST") – a role she has held for over a decade. During her time at MUSST, Alexandra maintained and developed relationships with a wide network of investors advising them on investing in early-stage hedge funds, private credit and alternative assets. Her previous roles also included business development at financial services firm Matrix Group Ltd, where she was appointed to create an in-house platform of hedge funds and UCITS vehicles. She was also responsible for the structuring of these funds, preparation of related prospectuses, subscription documentation and marketing materials. She graduated from the London School of Economics with an MSc in Accounting and Finance following obtaining a BComm from the University of Dublin.

Alexandra is also a Director of the charity A Leg to Stand on UK, and during 2024 was appointed as a director of Alipur Films Limited and MUSST Factory Limited.

Directors' Information

Current Non-Executive Directors



David Bull

*Independent Non-Executive Director
Appointed 22 July 2021*

David, a Chartered Accountant, with 30 year's experience, is a technology-driven experienced financial services professional with a banking and financial services digitisation mindset. He has held a number of senior board roles within banking, asset finance, treasury and credit management institutions, including several years as Chief Financial Accountant at The Bank of England. He holds a BSc (First Class) in Mathematics and Statistics from the University of Bradford.

David is also a executive director of KDB Office Services Limited, Thumb Soldiers Limited and Better Living Products (UK) Ltd. He also holds non-executive director positions at Braintree Hockey Club Limited, and CRB & Family Limited.

Previous Non-Executive Directors



Enrico Camerinelli

*Independent Non-Executive Director
Appointed 23 March 2020, Resigned 30 September 2024*

During his time as a director of the Company, Enrico kept abreast of market trends and business practices by taking an active part in projects launched by the United Nations Economic Commission for Europe, the World Bank, the World Trade Board, and the Council of Supply Chain Management Professionals. He regularly attended major industry events as invited guest speaker and writes on specialized magazines and papers. He holds an MSc in Electronic Engineering from Università degli Studi "La Sapienza", Rome, Italy. During his time as a director of the Company, Enrico was also a Director of Ermi di Enrico Camerinelli.

Directors' Information

Overview

Changes to the structure and composition of the Board during 2024 include Enrico Camerinelli stepping down as a Non-Executive Director on 30 September 2024 and Alexandra Galligan joining the Disclosure Committee as a result of feedback from shareholders at the Annual General Meeting ("AGM") held during 2024.

The Board generally plans to meet once a month, however, during FY24 there have been a significantly higher number of meetings due to the challenges the Company has faced regarding delays in receipt of contractually committed funding from TAG and revenue taking longer to establish than had been anticipated which has created significant cash flow challenges.

During 2024, there were 51 Board meetings held during the year, including both scheduled and ad-hoc meetings, 1 sub-committee meeting of the Board, 3 formal written resolutions signed by the Board

members and an informal board strategy meeting held in January 2024.

The latter was focused on developing the longer term strategic goals for the business. In addition, the Company also held its Annual General Meeting on 26 June 2024. Details of the Board's principal activities and decisions throughout the year are set out in more detail below.

Sub-committees are convened by the Board to manage specific work streams in a timely and efficient manner, and keep the Board apprised of progress. The sub-committee meeting held during 2024 was focused on obtaining the final approval to release the FY23 Annual Report and Accounts. Written resolutions require consideration and signatures from all members of the Board and were largely concerned with management of warrants previously issued by the Company during 2024.

2024 Board attendance

Director	Scheduled / Attended	Appointed to Board	Resigned (if applicable)
Albert Ganyushin	50 / 51	30 June 2022	N/A
Alexandra Galligan	47 / 51	16 March 2023	N/A
Alessandro Zamboni	50 / 51	23 March 2020	N/A
David Bull	51 / 51	22 July 2021	N/A
Enrico Camerinelli	30 / 37	23 March 2020	30 September 2024

Independence

Consideration has been given by the Board to the QCA Code in relation to independence and a balanced Board, specifically the QCA Code Principle 5, to maintain the Board as a well-functioning balanced team led by the Chair states that there should be an appropriate balance between Executive and Non-Executive directors and should have at least two independent Non-Executive directors. A requirement which has been met by the SYME Board during 2024.

The Board has given consideration to the Non-Executive Directors independence periodically throughout the year with reference to the UK Corporate Governance Code's definition of circumstances which are likely to impair a Non-Executive Directors' independence. Considering these factors Albert Ganyushin, David Bull, Alexandra Galligan (the current Non-Executive Directors) are considered independent by the Board. In addition, Enrico Camerinelli, was considered independent during his tenure.

Principal Board Activities and Decisions in 2024

The principal decisions made, and activities carried out, by the Board during 2024 are summarised below:

Ongoing regular governance activities

During the pre-scheduled monthly Board meetings, regular agenda items included updates from the Chief Executive Officer, Chief Financial Officer and Chief People Officer. Additionally, a comprehensive review by the Board of the Group's principal risks and uncertainties based on the Group's detailed risk register is conducted on a quarterly basis. Updates were also provided, as required, from each of the Remuneration, Nomination, Audit and Disclosure Committees, following these respective Committee meetings. Where necessary, input and approval was sought from the Board on key topics, such discussion topics included, but was not limited to:

- Review of the Group's client company pipeline and development of inventory funding solutions;

Directors' Information

- Discussion, review and approval of cash flow forecasts and use of cash proceeds;
- Related party transactions and potential conflicts of interest;
- Committee terms of reference;
- Business continuity and succession planning;
- Approval of regulatory news announcements;
- Discussion and approval of Board changes;
- Approval of share issues connected to the exercise of outstanding warrants, and
- Discussion and consideration of any investor relations communications.

Important business milestones

During the course of 2024 a number of important business milestones have taken place which have required the Board's focus, such milestones included, but not limited to those outlined below.

Operational milestones:

- Finalising the original commitment provided by BBPM to fund a initial White-Label IM transaction, together with the subsequent developments throughout the year particularly in connection with exploring alternative solutions which would allow this initial White-Label IM transaction to be completed without the need for a specific remarketer;
- Monitoring of €3.5million of inventory funding secured by one of SFE's subsidiaries to fund IM transactions and the deployment of this funding by the independent stock company;
- Exploration and initial progress towards structuring of a security token framework including an initial commitment of \$5 million USD from an asset manager specialised in digital assets. This was later put on hold awaiting further interest from inventory funders interested in digital accounts due to the high establishment costs;
- Securing the agreement with the Italian neo banking group to launch an IM programme, together with the subsequent development to collaborate together to launch a programme of plain-vanilla inventory financing with the same Italian neo banking group. The aim of this latter development is to initially deliver a comprehensive inventory and receivables financing facility to Italian corporates clients using the SYME Platform; and
- Establishment of a strategic alliance with P-Chip.

Governance Milestones:

- Management of Board resignation and continued assessment of the current membership of the Board; and
- Management of the resignation of Crowe UK as auditor for the Company, evaluation of alternative auditors (including proposals received), and securing the appointment of a new auditor for the Company being Bright Grahame Murray ("BGM") as announced on 14 February 2025.

Financial Milestones:

- Continued management and monitoring regarding the underperformance of the top-up unsecured shareholder loan agreement signed on 28 September 2023 with TAG to provide the Company with a facility of up to £3,500,000 (the "Top-Up Shareholder Loan Agreement"). This included regular discussions, updates and representations provided by TAG as to the actions they were undertaking to ensure they were able to meet their contractual obligations to the Group, albeit on a delayed basis;
- Close monitoring of the Group's cash flow position as a result of delays in receipt of the contractually committed funding under the Top-Up Shareholder Loan Agreement. This included review of proposed plans for use of any cash proceeds available to the Group;
- Regular evaluation of alternative funding arrangements throughout the year including the finalisation and execution of the new equity funding of £1,552,500 announced on 15 May 2024; and
- Evaluation of the proposal received from TAG to amend the repayment terms of the unsecured fixed term working capital loan agreement which was signed by TAG and the Company on 28 April 2023 and was subsequently amended on the 30 June 2023 (together the "TAG Unsecured Working Capital Facility"). Under the TAG Unsecured Working Capital Facility, the Company received £800,000 from TAG. In March 2024, TAG proposed that the terms of this loan were amended so that it could be repaid through the issue of 1,500,000,000 new ordinary shares in the Company, each with a nominal value of £0.00002. As announced on 27 March 2024, the Board accepted this proposal which resulted in a fixed subscription price for 0.053 pence for each of the new ordinary shares that were issued.

Statement of Compliance with the QCA Corporate Governance Code

Transition to 2023 QCA Code Principles

The QCA issued updated guidance in 2023 to be applied to accounting periods commencing from 1 April 2024. As this annual report is focused on the period 1 January 2024 until 31 December 2024 the 2018 QCA will be referenced, however during 2024 the Board has considered and commenced planning for the transition to the new 2023 guidance.

Principle 1

Establish a strategy and business model which promote long-term value for shareholders.

The Supply@ME business model is novel and innovative. It has taken longer than anticipated to establish predictable revenue flow and the model is continuing to take time and investment. However, the Board continues to be focused on building the long-term growth of the business. There is a clear gap in the market demonstrated by the interest shown by both potential and current client companies, inventory funders and White-Label clients which represents an opportunity for the organisation to scale and grow, whilst creating long-term value for shareholders.

Principle 2

Seek to understand and meet shareholder needs and expectations.

The Group continually looks for opportunities to improve its engagement with its shareholders, both private and institutional investors. The business has a very engaged retail shareholder population who have indicated they would like a greater level of communication from the Company. During 2024 Supply@ME has continued to focus on disseminating information to the market in a timely manner, as well as monitoring and responding to communications in the dedicated investor relations inbox, where it is possible to respond, for shareholders to be furnished with non-market sensitive information. As a growing business, with a small team and limited PR/IR budget it has been challenging to balance the expectations of shareholders around communication levels and what is feasible from cost and time perspective.

The Company held its AGM on 26 June 2024 and addressed a significant number of questions raised by its shareholders at the meeting and subsequently, both in person and via the Investor Meet platform. The AGM was available for shareholders to join online as well as in person, giving all shareholders the opportunity to join if they wished to. As a result of feedback from shareholders at the AGM Alexandra Galligan was invited to join the Disclosure Committee.

Principle 3

Take into account wider stakeholder and social responsibilities and their implications for long-term success.

The Board considers the interests of shareholders and all relevant stakeholders in line with section 172 of the Companies Act 2006. The Board is regularly updated on wider stakeholder engagement feedback to stay abreast of stakeholder insights into the issues that matter most to them and our business, and to enable the Board to understand and consider these issues in decision-making. Details of how we seek to understand and meet shareholder needs and expectations are set out at Principle 2, above. Details of how the Board has engaged with our wider stakeholder group, including our people, shareholders, corporate clients, inventory funders and fund investors can be found as part of the Engaging with our Stakeholders section of this Annual Report.

Principle 4

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

The Board has established a risk management process for identifying, assessing and mitigating the principal risks and uncertainties facing the Group. The Group's risk position is considered by the Board at a minimum quarterly, with ad hoc reviews conducted as required. The Board is responsible for establishing and maintaining the Group's system of internal financial controls and the Audit Committee assists the Board in discharging its duties relating to internal financial controls. Internal financial control systems are designed to meet the particular needs of the Group and the risk to which it is exposed, and by its very nature can provide reasonable, but not absolute, assurance against material misstatement or loss.

Areas of focus for internal financial controls include strategic planning, approval of cashflow forecasts, regular monitoring of actual spend compared to cashflow forecasts (including investigation of significant variances), control of capital expenditure, ensuring proper accounting records are maintained and high quality financial statements are produced as required. The Directors will continue to reassess internal financial controls as the Group's business develops. It is the Board's policy to ensure that the management structure and the quality and integrity of the personnel are compatible with the requirements of the Group.

Statement of Compliance with the QCA Corporate Governance Code

The Group's auditors are encouraged to raise comments on internal control in their management letter following their audit, and the points raised and actions arising are monitored through to completion by the Audit Committee.

Principle 5

Maintaining the Board as a well-functioning, balanced team led by the Chair.

The Board currently consists of one Executive Director, Alessandro Zamboni, CEO and three independent Non-Executive Directors. Albert Ganyushin leads the Board as independent Non-Executive Chair supported by David Bull and Alexandra Galligan as independent Non-Executive Directors. The balance of the Executive and Non-Executives and the structure of the Committees is in compliance with the QCA code. The biographical details of the Board members can be found on the Company's Website and details of current Board members and those who were members of the Board during 2024 can be found in this Annual Report on pages 46-48.

The Board typically has a regular scheduled meeting once a month in order, amongst other things to receive commercial updates from the CEO and updates from other members of the Leadership team on their respective functional areas as appropriate. At the relevant time of the annual financial reporting cycle, these monthly meetings are also used to cover the approval of financial statements and significant changes in accounting practices. During 2024 there have been a significantly higher number of Board meetings to ensure the required focus and scrutiny largely on the financial position of the Company, funding, commercial progress of the business, and other strategic milestones. The Directors commit the requisite amount of time to their respective roles to ensure that they fulfil their individual and collective responsibilities in an effective manner, in the case of the Non-Executive Directors they have committed significantly more time than in their contracts. The Company has procedures in place to monitor and deal with conflicts of interest. The Board is supported by an Audit Committee, a Remuneration Committee, a Nomination Committee and a Disclosure Committee. Further details of the Nominations, Remuneration and Audit Committee can be found in each of the Committee Reports within this Annual Report, as well as on the Company's website. One element of the role of the Independent Non-Executive Directors is to be available to shareholders who wish to raise any concerns that they have been unable to resolve through other channels and to attend meetings between management and major investors.

Principle 6

Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities.

Consideration has been given to the knowledge, skills and experience required on the Board for the future of Group ensuring a balance of broad Corporate Governance knowledge with specific skills sets including Regulations, Trade Finance, Capital Markets, FinTech Sector knowledge, Investor Relations and Business Development. In addition to the appropriate balance of personal qualities and capabilities for our innovative business.

In order to develop their skills and keep up to date with market developments and corporate governance matters, new joiners to the Board are provided with a comprehensive induction into the business. The Board also has regular updates from and access to the leadership team. All directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

Biographies for each of the directors, including details on their experience and skills, are set out on the Company's website and in the Directors' Information section of this Annual Report.

Principle 7

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement.

The Board's effectiveness and the individual performance of Directors are considered regularly by the Board on an informal basis. A formal Board evaluation was last conducted in December 2023 and reported on to the Chair. This evaluation looked at the process that underpins Board effectiveness, Board and Committee constitution and commitment, Board dynamics and culture, stakeholder oversight and strategy. This evaluation, which should be conducted annually, was not completed in 2024 due to the other requirements of the Board at the time. There is the intention to undertake a thorough Board assessment during 2025.

Board and Leadership succession planning is a matter considered by the Nomination committee, and was assessed during 2024, considering the risk and the impact of key members of the team exiting the Group, and the skills, knowledge and experience required to ensure delivery of the companies services to clients. How these risks could be mitigated was considered and where possible appropriate action plans developed to reduce the level of residual risk. This evaluation will take place at least annually and more frequently as required.

Statement of Compliance with the QCA Corporate Governance Code

Principle 8

Promote a culture that is based on ethical values and behaviours.

The Board believes that the promotion of a corporate culture based on sound ethical values and behaviours is essential to maximise shareholder value. The Company has defined desirable behaviour in the team which focus on innovation, collaboration, delivery and a global mindset. People management practices are aligned to support these behaviours. Supply@ME is operating in a new business area and the ability to innovate is essential to the Group's success. Collaboration and ensuring all team member's views and opinions are heard will lead to a better product and outcome for all the Group's stakeholders. Understanding the global perspective of each decision and having an understanding of global nuances will lead to a greater long-term reach of the Group. The Group wants to deliver for all its stakeholders and this is central to the culture which is being created. The Company's policies set out its zero-tolerance approach towards any form of modern slavery, discrimination, harassment, bullying or unethical behaviour relating to bribery, corruption or business conduct.

Principle 9

Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board.

The Board endeavors to ensure governance structures within the Company are appropriate for the size, complexity and risk profile of the Company. This is regularly reviewed by the Board to ensure governance arrangements continue to be appropriate as the Company changes over time.

The Board set the overall direction and strategy for the Group and assess and review operational and financial performance. The Board and its Committees receive appropriate and timely information prior to each Board meeting: and a formal agenda is produced for each meeting, Board and Committee papers are distributed before meetings take place. Any director may challenge Company proposals and decisions are taken democratically after discussion. Any director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are signed by the meeting Chair and circulated to all directors.

Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management. The Board and leadership team, supported by external company secretaries and lawyers, ensure Board procedures are followed and applicable rules and regulations are complied with.

There is a formal schedule of matters reserved for the decision of the Board that covers the key areas of the Company's affairs. The schedule includes:

- Determining the Company's overall strategy and direction;
- Establishing and maintaining controls, audit processes and risk management policies to ensure they counter identified risks and that the Company operates efficiently;
- Ensuring effective corporate governance;
- Approving cashflow forecasts and reviewing performance relative to those forecasts;
- Approving financial statements;
- Approving material agreements and non-recurring projects;
- Approving senior and Board appointments; and
- Additionally, there is a delegated authority matrix mandating those items requiring approval by Board.

Each member of the Board has clearly defined roles and responsibilities. The Chair is responsible for the leadership of the Board, ensuring its effectiveness and high standards of corporate governance, approving and monitoring strategic direction, and allowing stakeholder views to be incorporated as part of the Board's decision making. The Chair's role is also to build collaborative relationships, and promote debate and openness so as to ensure the effective contribution by all Directors and Non-Executive Directors.

The CEO is responsible for the day-to-day operation and running of Group, supported by the Leadership team. The CEO also leads the development and implementation of the approved strategy and business plan, ensuring decisions of the Board are implemented, effective working relationships with the Chair and Non Executive Directors are maintained, whilst providing leadership in the Company's commitment to its purpose, high business standards, culture and core values, and communication with key stakeholders.

Statement of Compliance with the QCA Corporate Governance Code

The Non-Executive Director role is to bring external perspective, constructive challenge, independent judgement and objectivity to the Board's decision making and discussion. They act as a sounding Board for the Chairman and a source of reciprocal feedback for other members of the Board and shareholders. The Non-Executive Directors bring a range of skills, expertise and knowledge to the Board, and constructively challenge the Executive management of the Company. The Non-Executive Directors are responsible for a range of activities, including monitoring the performance of the executive management, determining appropriate levels of remuneration, ensuring financial controls and risk management systems are robust, as well as challenging and supporting the CEO and Leadership team in the development of the strategy and objectives of the Company.

An Executive Director is an employee of the Group who sits on the Board of directors but also performs management duties within the business of the Company. Currently the only Executive Director on the Board is the CEO. The Board is supported by an Audit Committee, Remuneration Committee, Nomination Committee and Disclosure Committee. Further details of the responsibilities of each of these are outlined in their respective reports.

Principle 10

Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

The Company is committed to open communications with all its shareholders. Communication will be primarily through the Company's website, the Annual Report and Accounts, Regulatory announcements, the AGM and one-to-one meetings with large existing or potential new shareholders. The Company also received communications from the shareholder base through its dedicated investor email. All shareholders will receive a copy of the Annual Report and an interim report at the half year is available on the Company's website.

Detail of the corporate governance frameworks provided by the Audit Committee, Remuneration Committee and Nomination Committee can be found in their respective reports and their terms of reference and those of the Disclosure Committee are available on the Company's website.

Report of the Nomination Committee

Dear Shareholders,

On behalf of the Board, I am pleased to present the Nomination Committee Report for the year ending 31 December 2024. This has been my second full year as Chair of the Supply@ME Board and during this second year there have been fewer changes to the composition and structure of the Board than in previous years. One notable exception to this is that on 30 September 2024, Enrico Camerinelli departed the Board after having been in his role as a Non-Executive Director since March 2020. I would like to take this opportunity to thank Enrico for his valuable contributions to the Board and business during his tenure as director.

The only additional change made to Board and committee memberships during 2024 followed the AGM held on 26 June 2024. In response to shareholders feedback the Nomination Committee asked Alexandra Galligan to join the Disclosure Committee. This committee is responsible for ensuring timely and accurate disclosure of all information that is required to be so disclosed to the market to meet legal and regulatory obligations and requirements. Currently all members of the Board sit on the Disclosure Committee and approve all formal market communications.

Albert Ganyushin

Chair of the Nomination Committee and Board

12 October 2025

2024 Committee Members and Attendance

Director	Scheduled meetings attended	Resigned (if applicable)
Albert Ganyushin	5 / 5	N/A
Alexandra Galligan	5 / 5	N/A
David Bull	5 / 5	N/A
Enrico Camerinelli	2 / 3	30 September 2024

As at 31 December 2024 the Nomination Committee comprised of Alexandra Galligan, David Bull as members and Albert Ganyushin as Chair (full biographical details can be found on pages 47 and 48).

The Committee must have at least two members, with a majority being independent Non-Executive Directors. After each meeting the Chair of the Committee reports to the Board on the Committee's proceedings in respect of all matters within its duties and responsibilities.

Meetings are held at least twice a year at appropriate times and otherwise as required. The Committee met five times during 2024 with meetings being held by video conference. In addition to the Committee members other regular attendees included the Chief Executive Officer, Chief Financial Officer and Chief People Officer.

Roles and Responsibilities

The role of the Nomination Committee is set out in its terms of reference, which were updated in March 2024 and are available on the Company's website.

The Nomination Committee is responsible for the following key activities:

- Identify and evaluate suitable candidates to fill Board vacancies when they arise and nominate candidates for the approval of the Board. In identifying suitable candidates, the Committee shall:
 - Evaluate the balance of skills, knowledge, independence, experience and diversity on the Board and prepare a description of the role and capabilities required for a particular appointment in light of this evaluation;
 - Use open advertising or an external search consultant for the appointment of the Chair and Non-Executive Directors of the Board; and
 - Consider candidates based on merit and against objective criteria, and within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- Before the appointment of a Director (including the Chair of the Board), require the proposed appointee to disclose any other significant commitments, including the time involved;
- For the appointment of a Chair of the Board, prepare a job specification, including the time commitment expected. The proposed Chair's other significant commitments should be disclosed to the Board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- Keep under review the number of external appointments held by each Director. A Director of the Company should not undertake any additional external appointments or other significant appointments without the prior approval of the Board.
- Perform a formal and rigorous annual review of the structure, size and composition of the Board, its Committees, its Chair and individual Directors (including the skills, independence, knowledge, experience, and diversity required to discharge duties) and recommend any changes, to ensure that an effective succession plan is in place;

Report of the Nomination Committee

- Undertake, with the support of the Chief Executive Officer, a talent management and succession planning review of the senior management of the Company at least once each financial year;
 - Keep under review the Company's leadership needs, both Executive and Non-Executive, to ensure its continued ability to compete in the market place;
 - Review annually the time required from the Non-Executive Directors and assess through performance evaluation whether they are spending sufficient time to fulfil their duties;
 - Arrange for a Non-Executive Director, on appointment, to receive a formal letter of appointment to the Board, setting out what is expected in terms of time commitment, Committee service and any involvement outside Board meetings;
 - Set policy for the granting of service agreements and their termination;
 - Ensure that all Directors undergo an appropriate induction programme to ensure they are fully informed about their duties and responsibilities as a director, and to consider any training requirements for the Board as a whole. Individual training will be discussed and facilitated by the Company Secretary;
 - Before the appointment of a Director (including the Chair of the Board), require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;
 - Review, on an annual basis, declarations by Directors of situational and transactional conflicts / potential conflicts of interest, ensuring that the influence of third parties does not compromise independent judgement; and
 - Ensure that the Committee's terms of reference are made available to shareholders on the Company's website and, if requested, in hard copy.
- Assessment and approval of Director's other appointments;
 - Review and updating terms of reference;
 - Review of time commitment from Non-Executive Directors;
 - Diversity policy review;
 - Board training review; and
 - Consideration of feedback from shareholders on Board composition.

Board Changes and Succession Planning

The only change to the Board composition that took place during 2024 was the departure from the Board of Enrico Camerinelli on 30 September 2024. Additionally, the Nomination Committee appointed Alexandra Galligan to the Disclosure Committee during the second half of the year following shareholder feedback received at the AGM held in June 2024.

Succession planning for the Board, leadership team and the wider team has been a topic discussed at the Nomination Committee due to the small size of the Group's workforce. 2024 has been a challenging year for Supply@Me in terms of cash flow concerns and also further delays to the execution of some of the larger IM deals that the Group has been working on. This has in turn resulted in higher than usual attrition within the workforce. The Board and Nomination Committee have been focused on ensuring business continuity as various members of staff have resigned. The Nomination Committee has been specifically focused on looking for ways to retain staff and ensuring suitable succession or action plans to mitigate any risk to the business from these departures are in place. This will continue to be a key focus moving forward until the Group is able to replace some of the more recent departures.

Diversity

The Board views diversity among the director population and the wider team as essential for the future success of the organisation. One measure of diversity is gender balance. In compliance with Listing Rule 14.3.30R Supply@ME reports that the gender balance of the Board as at 31 December 2024 was 25% female (as at 31 December 2023: 20% female), which does not meet the target of 40% outlined in the Listing Rules. This is not reflective of the overall gender balance of the Company. The leadership team immediately below Board level as at 31 December 2024 was 100% female (as at 31 December 2023: 50% female), and at the same date the employee base (including fixed term contractors and excluding Non-Executive Directors) was 50% female (as at 31 December 2023: 41% female).

Committee Activity during 2024

The Nomination Committee meetings have focused on a number of matters, including those set out below:

- Review of independence of Directors;
- Drafting of the Nomination Committee report for the FY23 Annual Report and Accounts;
- Review of membership and composition of Board Committees;
- Review and assessment of elements of Board members contracts;
- Review of directors situational and transactional potential conflicts;
- Board, leadership and team succession planning;

Report of the Nomination Committee

In terms of the requirement for a senior position on the Board of Directors (Chair, CEO, Senior Independent Director or CFO) to be held by a woman, the Supply@ME CFO is female, however is not currently a member of the Board of Directors.

Supply@ME is a Fintech company whose main sources of talent are from Financial Services, Technology and the Fintech market, all of which have had challenges attracting and retaining female talent, this does not however limit Supply@ME's ambition to have a diverse team and the Group will strive to do so.

The Board does not currently meet the recommendation to have one member of the Board from a minority ethnic background. During 2023 Alexandra Galligan undertook the role of Board Diversity Champion and continued to fulfil this role during 2024 supported by the Chief People Officer.

In line with the FCA's Listing Rule 6.6.6 R (9 and 10) and Listing Rule 14.3.30R the table below illustrates the diversity of the Board and Leadership team as at 30 September 2025 the last practicable date prior to report. This data is self reported by each individual either through email or drop down options in the Group's Human Resources system.

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	3	75%	2	0	0
Women	1	25%	0	1	100%
Not specified/prefer not to say	0	0	0	0	0
Total	4	100%	2	1	100%

Ethnicity

White British or other White (including minority-white groups)	4	100%	2	1	100%
Mixed/Multiple Ethnic Groups	0	0	0	0	0
Asian/Asian British	0	0	0	0	0
Black/African/Caribbean/Black British	0	0	0	0	0
Other ethnic group, including Arab	0	0	0	0	0
Not specified/ prefer not to say	0	0	0	0	0
Total	4	100%	2	1	100%

At the AGM Supply@ME will request the reappointment of Alessandro Zamboni and David Bull.

Board and Committee Evaluation

A thorough Board and Committee performance evaluation was not conducted during 2024 given the other priorities for the Board during this period, this however is planned to take place during 2025 and will assess the following areas:

- > Processes that underpin Board effectiveness
- > Board and Committee constitution and commitment
- > Board dynamics
- > Culture, stakeholder oversight and strategy.

Focus for 2025

The Nomination Committee will continue to focus on building a robust and effective workforce especially considering the team attrition which has been seen during 2024 and early 2025.

Report of the Audit Committee

Dear Shareholders,

On behalf of the Board, I am pleased to present the Audit Committee Report for the year ended 31 December 2024. This report sets out the areas of key focus for the Audit Committee during this period.

The core activities of the Audit Committee are linked to the Group's financial reporting cycle and cover the areas delegated to it by the Board in connection with the preparation and publication of the interim and annual financial statements and oversight of the external audit process. In respect of the financial statements for the Group and Company for the year ended 31 December 2024, the Audit Committee continued to review and challenge the assumptions and judgements made by management, particularly in connection with:

- The ability of the Group to continue operating as a going concern;
- The accounting for the fundraising and financing activities undertaken by the Company during 2024;
- The continued application of the revenue recognition policies applied by the Group in accounting for the initial inventory monetisation transactions;
- The capitalisation of costs relating to the Group's internally developed intangible assets;
- Accounting for the Group's long term incentive plans; and
- The impairment assessment of the Group's internally developed intangible assets, investments and certain receivable balances.

Additionally, in the later part of 2024, the Audit Committee was involved in providing oversight and support to the finance team in relation to the identification and appointment of a new auditor for the Company. Crowe U.K. LLP, the previous auditor, resigned on 25 September 2024, following a reassessment they conducted of the risks related to auditing the Company which concluded that they were no longer willing to continue to act as auditors. The process to identify and appoint a new auditor commenced in October 2024 and concluded in early 2025 with the appointment of Bright Grahame Murray as the Company's new auditor, for the year ended 31 December 2024, being announced on 14 February 2025. During this process the Audit Committee considered the various proposals received from different audit firms and held discussions with the Financial Reporting Council ("FRC") to ensure the new appointment was appropriately suited to the current needs of the Company.

Alongside the important activities listed above, the Audit Committee has continued to focus on maintaining the integrity and transparency of the Group's external reporting, has given careful consideration to the risk management framework, has ensured compliance with relevant regulation, and has provided challenge and guidance in respect of the Group's cash flow position in light of the delays that have continued to be experienced in terms of the generation of revenue from the facilitation of multiple inventory monetisation transactions per year, and in receipt of funds expected from the contractual funding commitments with the AvantGarde Group S.p.A. ("TAG").

Despite limited resources, the finance team continue to implement high standards when it comes to strengthening and implementing internal controls around monthly reporting, cash flow forecasting and the application of complex accounting issues. The Group's challenges connected to cash flow constraints and limited people resources has meant that further progress against the finance teams longer term goals has not yet been possible. These longer term plans do however remain in place and will be implemented when the finance team have the capacity and resources to do so.

The Board and Nominations Committee have continued to ensure that the Audit Committee have the right mix of relevant financial and FinTech experience to support the current demands of the Group and also its anticipated future growth. During the year Enrico Camerinelli resigned his position as a director of the Board and member of the Audit Committee from 30 September 2024 and I would like to thank him for his contribution to the Audit Committee since he was appointed in March 2022.

David Bull
Chair, Audit Committee

Report of the Audit Committee

Audit Committee Members and Attendance

The table below sets out the members of the Audit Committee during the year (full biographical details can be found on pages 47-48). The Committee members, either current or having resigned, are all Independent Non-Executive Directors.

Director	Scheduled Meetings attended*	Appointed to Audit Committee	Resigned (if applicable)
David Bull – Chair	8/8	22 July 2021	N/A
Albert Ganyushin	8/8	30 June 2022	N/A
Alexandra Galligan	8/8	16 March 2023	N/A
Enrico Camerinelli	6/8	23 March 2022	30 September 2024

* Five of the eight meetings held during 2024 were combined Audit Committee and Board meetings given the topics to be discussed.

Role of the Committee

The role of the Audit Committee is set out in its terms of reference, which were most recently reviewed and approved in January 2024. These are available on the Company's website. The Audit Committee's primary purpose is to assume the delegated authority from the Board for the responsibility of overseeing financial reporting, the review and assessment of internal control and risk management, compliance, and maintaining an appropriate relationship with the external auditor. In order to fulfil these responsibilities, the terms of reference provide a framework for the Audit Committee's duties include the following:

- Overseeing the relationship with the Company's external auditor, monitoring its effectiveness and independence and making recommendations to the Board in respect of its remuneration, appointment and removal. The Committee also meets regularly with the external auditor and reviews their findings, including discussion of significant accounting and audit judgements, levels of errors identified and overall effectiveness of the audit process.
- Reviewing and reporting to the Board on the financial statements of the Company and the Group, including its annual and interim reports and, if applicable, any other formal announcements containing information on financial performance. The Committee will also consider and report to the Board on significant financial reporting issues, accounting policies and key areas of judgement or estimation. This review also includes consideration of the clarity and completeness of disclosures on the information presented in the financial statements.
- Overseeing the accounting principles, policies and practices adopted by the Company.
- Monitoring the need for an internal audit function in the context of the Group's overall risk management system.

- Reviewing the effectiveness of the Company's system of internal financial controls.
- Advising the Board on the Company's risk strategy, risk policies and current and emerging risk exposures, including the oversight of the Group's risk management framework and systems.
- Assessing the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrong doing in financial reporting or other matters and to ensure proportionate and independent investigation of such matters.
- Making recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is required.

Meetings

The Audit Committee has met on 8 occasions during 2024 and 6 occasions since the year-end. The meetings were all held by video-conference which has not impacted on the scheduled program or the Audit Committee operating in accordance with its terms of reference.

The Audit Committee operates to an agenda linked to the financial calendar which ensures that the responsibilities and duties of the Audit Committee are discharged in accordance with the Terms of Reference and the requirements of the QCA Corporate Governance Code. The Board has confirmed it is satisfied the Audit Committee members possess an appropriate level of independence and depth of financial and FinTech expertise.

Report of the Audit Committee

In addition to the Audit Committee members, by invitation, the meetings of the Audit Committee may be attended by the Chief Executive Officer, the Chief Financial Officer ("CFO") and other members of the leadership or finance team as appropriate. The Company's external auditor and accounting advisors (as required) are invited to attend relevant Audit Committee meetings, to ensure full communication of matters as they relate to their respective responsibilities. During the year, the Audit Committee members have the opportunity to meet with the external auditor for a private discussion, without management being present, regarding the audit process and the relationship with management.

On his appointment in July 2021, David Bull, the Chair of the Audit Committee, was determined by the Board as having recent and relevant financial experience. Full biographies of the members of the Audit Committee during the year can be found in the Corporate Governance Report on page 47 and 48.

The Committee is satisfied that it receives sufficient and timely information and has access to relevant management personnel to allow the Audit Committee members to engage in an informed debate during Audit Committee meetings and to fulfil its responsibilities.

Principal activities in 2024

During 2024 the Audit Committee meetings have focused on the principal matters set out below:

- Assessment of going concern and cash flow forecasting at regular intervals during the year including those times required for formal sign off of the going concern assessment in connection with the annual report and accounts and the interim financial statements.
- Reviewed the 2023 annual report, consolidated financial statements and key findings from the Group audit.
- Reviewed the 2024 interim financial results and any RNS's containing references to financial data.
- Monitored the Company's risk management framework and updating of the risk register.
- Reviewing the preparation of the 2024 financial statements carried out by management.
- Provided oversight and support to the finance team in relation to the identification and appointment of a new Group auditor which was formally announced on 14 February 2025.
- Held discussions with the previous Group auditor, Crowe U.K. LLP regarding their resignation on 25 September 2024.

- Considered key accounting matters, including key accounting judgements and estimates, and accounting standards that were either newly issued or applicable to the Group due to changing circumstances.
- Reviewed the output of any work produced by third party accounting advisors to support the key accounting matters.
- Reviewed the Audit Committee terms of reference.
- Considered the need for an internal audit function.
- Continued assessment of the skills and knowledge within the finance team.

Significant issues considered in relation to the financial statements

As part of its monitoring of the integrity of the financial statements, the Audit Committee reviews whether suitable accounting policies have been adopted and whether management has made appropriate estimates and judgements and seeks support from the external auditor to assess these. The Audit Committee considered the following significant judgements and other areas of audit focus in respect of the financial statements for the year ended 31 December 2024. These areas have been identified as being significant by virtue of their materiality, complexity, being accounting items which are new for the current financial year, or the level of judgement and/or estimation involved.

In order to ensure the approaches taken were appropriate, the Audit Committee considered reports from both management and the external auditor produced at relevant points during the year. The Audit Committee challenged judgements and sought clarification where necessary.

Going concern

The Directors must satisfy themselves regarding the Group's ability to operate as a going concern and confirm that they have a reasonable expectation that the Group will continue to operate and meet its liabilities as they fall due for the 12 months following the date at which these consolidated financial statements for the year ended 31 December 2024 are issued.

The Audit Committee reviewed management's cash flow forecasts, including an overview of the assumptions made in the preparation of the base case supporting the going concern statement. This included the Group's consolidated cash flow forecasts covering 2025 – 2026. The Audit Committee discussed and challenged the cash flow forecasts and assessed this in light of the principal risks and uncertainties set out within this annual report and accounts, together with the actual events that have occurred to date.

Report of the Audit Committee

Given the delays in revenue generation and receipt of committed funding that has continued to be experienced by the business during 2024 and to date in 2025, the Audit Committee discussed and challenged the downside scenarios modelled as part of the going concern assessment and spent time considering and assessing the risks that exist within the cash flow model.

The downside scenarios reduced the Group's revenue generation, continued the cost saving measures that have already been implemented by the Group, and reduced the amounts owed to suppliers and employees as quickly as possible.

Additionally, the downside scenarios included the committed funding that is either available to the Group at the date of signing these financial statements, or which the Directors have determined is reasonable to include.

The Audit Committee discussed the considerable delays to the cash funding that had been forecast in previous going concern assessments and noted that these delays have caused significant pressure on the Group's cash position resulting in the need to negotiate the new funding facilities with Nuburu Inc. that were announced on 19 March 2025 and amended in June 2025 and August 2025. The Audit Committee noted that under the new funding facility, the cash inflows are to be received in tranches over a period up until 31 October 2025 and that the Group is required to gain various regulatory and shareholder approvals in order to allow the facility to be repaid through the issue of new ordinary shares rather than in cash.

After considering the recent history of actual cash inflows compared to those that had been forecast, the Audit Committee have recommended to the Board that the going concern statement include material uncertainties with regards to:

- a. the future timing and growth rates of the forecast cash flows arising from the Group's multiple Inventory Monetisation revenue streams;
- b. the timing and overall receipt of the committed funding amounts still be received despite contractual commitments being in place; and
- c. obtaining the required regulatory and shareholder approvals by 30 June 2026.

The full going concern statement can be found in note 2 to the Group's consolidated financial statements.

Accounting for issue of share warrants

One of the terms of the new equity subscription agreement that was entered into during the year was the issue of new share warrants as an associated cost. In order to determine the fair value of these warrants in line with IFRS 2 ("Share-based Payments") management engaged a third-party accounting advisor to carry out the IFRS 2 fair value exercise.

This detailed analysis was also shared with the Audit Committee, and alongside discussions with the external auditors, the Audit Committee are satisfied that new share warrants have been appropriately fair valued and that the fair value was correctly accounting for and disclosed in the financial statements.

Revenue recognition

During the year, the Group received fees from the various activities connected to the overall business model of inventory monetisation. Details of the different revenue streams can be found in the Financial Review section of this Annual Report and in note 2 to the Group's consolidated financial statements for the year ended 31 December 2024.

To ensure that revenue is recognised in accordance with IFRS 15 ("Revenue from Contracts with Customers"), management considers, and applies judgements regarding the performance obligations relating to the revenue generating activities. These judgements were then used to determine if the revenue recognition profile was point in time or over time given that the contracts for certain of the revenue generating activities extend over more than one financial reporting period.

The Audit Committee received reports from management that outlined the judgements made about the performance obligations under each of the contracting agreements. With respect to the fees referred to above, management applied the following key judgements, with which the Audit Committee agreed:

- a. The due diligence services performed represent a distinct beneficial service to the client companies receiving these services, and as such the revenue is recognised at the completion of the due diligence services;
- b. The non-refundable origination fees received from the client company relates to the fee payable to the Group at the point in time the client company enters into binding contracts with the stock company to purchase its inventory. It was noted that it does not relate to any transfer of assets from the Group to the client company and as a result, management concluded there is no separately identifiable performance obligation carried out by the Group associated with this fee. As such the recognition of the non-refundable origination fee as revenue is at the point in time that the fee becomes payable given that there are no performance obligations that remain to be completed by the Group relating to this fee;

Report of the Audit Committee

- c. The usage of the Platform granted by the Group to the stock company represented a Software as a Service ("SaaS") contract, and as the related requirements of IFRS 15 ("Revenue from Contracts with Customers") were satisfied, the annual Platform usage fees are recognised over time; and
- d. The service fees received in exchange for the support and administration activities relate to this separately identifiable performance obligation and as such the annual fees are recognised over time in line with the relevant requirements set out in IFRS 15 ("Revenue from Contracts with Customers").

Capitalisation of costs directly attributable to the internally generated Inventory Monetisation ("IM") Platform

Over the current financial year, the Group continued to invest in the development of its IM Platform. As such, management was required to exercise judgement to distinguish those costs that were capable of being capitalised under IAS 38 ("Intangible assets") and those costs that related to research and development activities, which are recognised as an expense.

The Audit Committee reviewed the judgements applied in determining which costs would meet the criteria for capitalisation which to date have only include external costs. This was assessed in conjunction with feedback provided from the external auditor.

Non market vesting conditions – Long Term Incentive Plan ("LTIP")

One of the LTIP's currently operated by the Group includes both market and non-market vesting conditions on which the vesting of any share awards under the LTIP will depend. The non-market vesting condition specified that a certain amount of inventory needed to be monetised by the Group over a pre-determined period. Based on the amounts of inventory monetised to date and the remaining time period of this condition, management proposed to the Audit Committee that the target was unlikely to be met by the end of the performance period. As such, a true-up adjustment was recorded to ensure the cumulative amounts charged to comprehensive income since grant date reflected this new judgement.

The Audit Committee discussed management proposals regarding the likelihood of the target not being met and concluded that they agreed with this along with the adjustment recorded in the financial statements for the year ended 31 December 2024.

Impairment and fair value reviews

Fair value review – Investment in TradeFlow Capital Management Pte. Limited ("TradeFlow")

During 2023, the Company completed its disposal of the 81% stake in the TradeFlow business (the "TradeFlow Restructuring") which resulted in the deconsolidation of TradeFlow from 30 June 2023 and the recognition of the remaining 19% stake in TradeFlow as an investment in both the Company only, and consolidated Group, financial statements. At each reporting period, any movements in the fair value of the remaining investment in TradeFlow are recognised through the relevant income statement.

Following the TradeFlow Restructuring, at each subsequent reporting periods, being 31 December 2023 and 30 June 2024, the fair value of the TradeFlow investment was adjusted down with the fair value movements recognised through the relevant income statements. These fair value adjustments were calculated on the basis of the movement in TradeFlow's net liabilities over the relevant period. During the preparation of the financial statements for the year ended 31 December 2024, similar information was requested from TradeFlow, which illustrated a further increase in the underlying net liabilities since the date of disposal of the Company's 81% stake in TradeFlow. This, together with the lack of regular TradeFlow financial information available to the Group resulted in management reducing the fair value of the remaining 19% investment in TradeFlow to £nil as at 31 December 2024.

The Audit Committee reviewed the rationale for the fair value adjustments and concurred with management's approach to reduce the fair value of the remaining 19% investment in TradeFlow to £nil as at 31 December 2024.

Impairment reviews – Intangible assets

The Group is required to annually assess any investment and intangible assets for impairment.

At the Group level, an impairment review took place in relation to the internally generated IM platform as the Group has continued to capitalise costs in line with IAS 38 ("Intangible assets") during the current financial year. In prior years, this intangible asset was fully impaired based on the fact that the material uncertainties that existed in the going concern statement also applied to the Groups IM Platform asset. Given the continued delays the Group has faced in scaling up the business model management's assessment was that the indicators of impairment continued to exist as at 31 December 2024. In line with the judgements applied in the prior years, and the fact that material uncertainties continue to exist

Report of the Audit Committee

in the going concern statement in the current financial year, management again chose to fully impair the value of the Group's IM Platform as at 31 December 2024.

Impairment reviews – trade and other receivables

The Group is also required to annually assess if any of its trade and other receivables need to be impaired as a result of events that may have occurred since the initial recognition that could impact the future cash flows that are expected. If it is determined that an asset is impaired any impairment loss is recognised through the relevant income statement. As at 31 December 2024, the Company had recognised an amount of £270,000 that was receivable from TAG relating to the late payments due to the Company under the top-up unsecured shareholder loan agreement dated 28 September 2023 which was subsequently amended on 30 September 2024 (the "Top-Up Shareholder Loan Agreement"). Given the latest information that the Board has regarding the financial position of TAG (as set out on note 14 to the Group's consolidated financial statements), management concluded that this interest receivable balance should be fully impaired. Following this, discussions were held with the auditors and the Audit Committee concurred with management's approach and the conclusions reached to fully impair the receivable balance referred to above.

Alternative performance measures ("APMs") and presentations not specifically defined by IFRS

The Group has chosen to continue to use an APM which is not specifically defined by IFRS, being Operating loss from continuing operations before impairment charges and fair value adjustments, to illustrate the impact on earnings from continuing operations before both impairment charges and fair value adjustments. This APM is used in order to present clearly the underlying costs and results of the Group. The Audit Committee reviewed the use and calculation of this APM and is satisfied that the non-GAAP measure is not given undue prominence and that the reconciliations provided are presented in a clear manner.

Fair, Balanced and Understandable

The Audit Committee supports the Board in ensuring that the Annual Report is fair, balanced and understandable and as such has given due consideration as to whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy and can confirm that this is the case.

Risk Management and Internal Controls

The Board has overall responsibility for determining the nature and extent of its principal and emerging risks and the extent of the Group's risk appetite, and to ensure any identified weaknesses are appropriately dealt with.

Further details of the principal risks and uncertainties facing the Group are addressed on pages 33 to 43. The Board has delegated to the Audit Committee the responsibility for monitoring the effectiveness of the systems of risk management. The Audit Committee remains pleased with the improvements made to the Group's internal financial controls over the year, however this continues to remain a key area of continued focus for the Audit Committee to ensure controls are developed and improved in line with the Group's developing operations.

Internal Audit

The Audit Committee has considered if the Group's internal control processes would be significantly enhanced by an internal audit function and has taken the view that, given the size of the Group's current operations, the internal controls in place and significant executive involvement in the Group's day to day business, an internal audit function is not required at this stage. However, the Audit Committee will keep this under review especially as the Group's operations grow and develop.

External Audit

The Audit Committee reviews the independence and objectivity of the external auditor prior to the proposal of a resolution to shareholders at the Annual General Meeting concerning the appointment and remuneration of the auditor. This process includes the review of audit fee proposals, investigation and approval for non-audit services' fees, tenure and audit partner rotation (based on best practice and professional standards within the United Kingdom). Both the Group's previously auditor, Crowe UK LLP ("Crowe"), and its newly appointed Group auditor, Bright Grahame Murray ("BGM") have considered, at the appropriate times, whether there are any relationships between itself and the Group that could have a bearing upon their independence. Crowe has in the past and most recently prior to signing the 2023 audit report confirmed its independence to us. BGM has confirmed its independence to us as part of their 2024 audit planning process.

Report of the Audit Committee

Each year the Audit Committee obtains written confirmation of auditor's independence. BGM have only recently been appointed as the Company's auditors for the year ended 31 December 2024. Having reviewed the auditor's independence and performance, the Audit Committee has concluded that these are effective and recommends that BGM be reappointed at the next AGM.

The Audit Committee also has responsibility for approving the nature of non-audit services which the external auditor may or may not be allowed to provide to the Company and the fees paid for these services. Currently all non-audit services would need to be approved by the Audit Committee if they were to be undertaken by the external auditor. During the current financial year, no non-audit services were carried out by BGM.

The auditor prepares an annual planning report for consideration by the Audit Committee, which details areas of audit focus and anticipated key audit risks, together with the anticipated level of materiality. This is reviewed and approved by the Audit Committee. Following the completion of the audit fieldwork, the auditor presented its findings to the Audit Committee. The report of the independent auditor sets out the conclusions reached as a result of the external audit. It should be noted that due to a number of challenges facing the Group during 2024 and to date in 2025, this resulted in the delay to the publication of this FY24 Annual Report and Accounts and the temporary suspension in trading of the Company's shares.

Board and Committee Evaluation

A thorough Board and Audit Committee performance evaluation was not conducted during 2024 given the other priorities for the Board during this period. This evaluation process is currently planned to take place during 2025 and will assess the following areas:

- Processes that underpin Board effectiveness
- Board and Audit Committee constitution and commitment
- Board dynamics
- Culture, Stakeholder oversight and Strategy

David Bull

Chair, Audit Committee

12 October 2025

Directors Remuneration Report

Annual statement from the Remuneration Committee

After my first full year as Chair of our Remuneration Committee I am pleased to present, on behalf of the Board, our Directors' Remuneration Report for the year ending 31 December 2024.

In line with the UK reporting regulations, this Directors' Remuneration Report is split into three sections:

- ▶ this Annual Statement which summarises the work of the Committee and our approach to remuneration;
- ▶ the Directors' Remuneration Policy which shareholders voted 99.28% in favour of at the AGM on 23 June 2023 and which provides details of our approach to remuneration and the parameters within which we implement pay arrangements going forward, and how this links to our strategy; and
- ▶ the Annual Report on Remuneration, which sets out the remuneration arrangements and incentive outcomes for the year under review and how the Committee intends to implement the Remuneration Policy in FY 2025. The Annual Report on Remuneration is subject to an advisory shareholder vote at the AGM in 2025.

Remuneration in FY 2024

During 2024 the Remuneration Committee has continued to monitor the pay of the Executive Director, Chair and Non-Executive Directors and continues to view it as commensurate to the work being undertaken and in line with the market taking into account the change in the Company's market capitalisation and the nature of the business. The remuneration payable to the CEO has remained static during 2024.

The fee levels for Non-Executive Directors is a matter for the Chair and Executive team. Retaining a suitable level of expertise within the Non-Executive Director population is a priority for the Company. The fees payable to the Non-Executives have also remained static during 2024. It is worthy of note that the time commitment provided by all Non-Executive Directors was significantly higher than both their service contracts and would usually be anticipated in a Non-Executive Director position, however there has been no additional remuneration provided to the Non-Executive Directors during 2024.

Due to the funding delays and cash constraints the business has faced during 2024 the Directors have on multiple occasions delayed receiving their fees,

in the case of the Non-Executive Directors, and salary payments, in the case of the Executive Director, to allow for prioritisation of payments to suppliers and employees. For this, I would like to express my appreciation. It should also be noted that members of the team have also had delays in payment of their salaries during the course of 2024 and into early 2025. This has contributed to attrition and I would like to thank those employees who have remained committed to supporting the Company and its shareholders despite the circumstances.

During 2024 no additional awards were made under the Long Term Incentive Plan and no annual bonus plan was introduced. This was largely due to the cash constraints and financial pressure the Company was placed under during the year and as a result, prioritisation was given to those key operating activities of the Group. During 2025 consideration will be given to provision of Long Term Incentive Plan awards to key members of the team as a retention tool.

The award made under the Long Term Incentive Plan in 31 October 2022 due to vest on 31 October 2025 was subject to performance conditions which were measurable over the last 3 months of 2024. The performance conditions were not met, and hence awards will not vest. It should also be noted that the LTIP award made in May 2023 has been assessed during the preparation of the financial statements and the Directors concluded that in their judgement it is unlikely that the non-market condition of £300 million of inventory to be monetised over the Platform by the performance period of the last 3 months of 2025 will be met. 50% of the potential award of the LTIP award made in May 2023 is based on this condition. The share price will also need to increase significantly during the same period to reach the lower threshold of 0.15p for the market condition of which the other 50% of the award is based for any of this award to vest.

As part of the introduction of the LTIP, Executive Directors became subject to share ownership guidelines requiring them to build up a holding of shares worth at least 200% of base salary (and to normally continue to hold such shares for 2 years post-cessation). The Chief Executive Officer, being the only Executive Director at 31 December 2024, continued to hold over this threshold as at that date. As set out later in this Directors' Remuneration Report, the Chief Executive Officer held these shares in the Company through The AvantGarde Group S.p.A ("TAG"), an entity wholly-owned and controlled by Alessandro Zamboni.

Directors Remuneration Report

No bonus payments were made to Executive Directors during the year ending 2024. It is the view of the Remuneration Committee that an annual bonus plan is unlikely to be introduced during 2025 unless there is a significant improvement in business performance.

Implementation of the Directors' Remuneration Policy in FY2025

As explained above, remuneration levels of each of the Executive and the Non-Executive Directors have remained static during 2024. The intention is for this to continue until there is significant improvement in business performance. Due to the departure of Enrico Camerinelli and the decision not to replace him the overall cost of the Board has reduced compared to the prior year.

The Remuneration Committee has given consideration to the performance conditions for 2025 Long Term Incentives Plan Awards, any awards made during 2025 will comply with the Directors Remuneration Policy, which aims to be aligned to shareholders' needs. Further details of this are provided in the Annual Report on remuneration.

At the 2023 AGM an annual bonus plan was included as part of the new Remuneration Policy. The Policy permits the operation of a bonus plan with Executive Directors eligible to receive a bonus of up to 100% of base salary. The Remuneration Committee has given consideration to the implementation of the bonus plan for the Executive Director in line with this policy and concluded that in light of the Company's financial circumstances, it is not yet appropriate to approve such a bonus plan. As detailed above the Remuneration Committee does not intend to implement a bonus plan in 2025 unless there is a significant change to Company performance.

Conclusion

The Remuneration Committee continues to be committed to adopting a responsible approach when setting executive pay, which I hope this Directors' Remuneration Report demonstrates. The Committee recognises the importance of developing a close relationship with shareholders in facilitating its work in developing our pay arrangements. Feedback provided by shareholders at the AGM has been reviewed and considered by the Committee. I am happy to hear from shareholders if there are any questions or feedback on our approach to executive remuneration and if you have any comments or feedback on this report, then please let me know through the Company Secretary or email our investor inbox.

I look forward to receiving your feedback at the 2025 AGM.

On behalf of the Remuneration Committee.

Alexandra Galligan

Chair of the Remuneration Committee

12 October 2025

Directors Remuneration Report

Directors' remunerations report – at a glance

Our pay principles

Promotion of the long-term success of the Group

The principal aim of the Directors' Remuneration Policy is the ability to offer competitive remuneration packages which are designed to attract, retain and provide appropriate incentives to Executive Directors with the experience and necessary skills to operate and develop the Group's business to its maximum potential, thereby delivering the highest level of return for our shareholders.

Implementation of our Policy in FY 2025

Fixed pay	Salary/fees Pension Benefits	<ul style="list-style-type: none"> > CEO – GBP £207,000 > CEO – 6% of salary > CEO entitled to life assurance and health insurance, however he has not taken up the health insurance benefit
Annual bonus	Maximum Performance Measures Operation	<ul style="list-style-type: none"> > 100% of salary > 2025 plan not yet approved. Consideration will be given by the Remuneration Committee during 2025 to the implementation of a 2025 plan in line with the policy and depending on the Group's financial performance > Individual bonuses allocated based on delivery of corporate and/or individual performance objectives > Any bonus in excess of 50% of salary deferred into shares for three years > Malus and clawback provisions operate
Long Term Incentive Plan	Award level Performance Measures Operation	<ul style="list-style-type: none"> > Up to 100% of salary, the CEO will receive a grant over shares worth a maximum of 100% of salary > No decision has been made with regard to making a 2025 LTIP award, any award made would comply with the shareholder approved Directors Remuneration Policy > Performance measured over three years > Two-year additional holding period applies to vested awards > Malus and clawback provisions operate
Share ownership guidelines	In-employment guideline Post-cessation guideline Shareholding as a multiple of salary at 31 December 2024 ¹	<ul style="list-style-type: none"> > 200% of salary > 200% of salary to be held for two years post-employment > CEO – 2.89

¹ The shareholding as a multiple of salary has been calculated using the value of the shareholding held at 31 December 2024 compared to the full year salary for the year ended 31 December 2024.

Directors Remuneration Report

The number of shares of the Company held by the CEO, through the AvantGarde Group S.p.A as at 31 December 2024 was 16,194,038,529. There have been no other changes between 31 December 2024 and 30 September 2025, being the latest practicable prior to the publication of this report.

Directors Remuneration Policy

This part of the Directors' Remuneration Report sets out the Directors' Remuneration Policy, which shareholders voted 99.28% in favour of at the AGM on 23 June 2023 (the "Policy"), provides details of our approach to remuneration and the parameters within which we implement pay arrangements going forward, and how this links to our strategy. This Policy formally applies for three years beginning on the date of approval (being 23 June 2023) unless a new policy is presented to shareholders in the interim. All payments during the year ended 31 December 2024 and to date in 2025 to Directors are consistent with the approved Policy.

Considerations when determining the Directors' Remuneration Policy

The overarching objective of the Policy is to promote the long-term success of the Group. In seeking to achieve this objective the Remuneration Committee takes account of the following guiding principles:

- remuneration packages should be clear and simple;
- arrangements should be closely aligned with the interests of shareholders and other key stakeholders and ensure that the Group is not unduly exposed to risk;
- remuneration should align with, and support, our values;
- a significant proportion of remuneration should be based on performance-related components with potential rewards subject to the achievement of challenging performance targets based on measures linked to the Group's KPIs and to the best interests of stakeholders; and
- salaries and the overall level of potential remuneration should be competitive but not excessive when compared with other companies of a similar size, scale and geographical reach and should be sufficient to recruit, retain and motivate individuals of the requisite calibre to deliver long-term success.

Consideration of shareholders' views

The Committee is committed to an ongoing dialogue with shareholders and welcomes feedback on Directors' remuneration. The Committee will seek to engage appropriately with major shareholders and their representative bodies on changes to the Policy. The Committee will also consider shareholder feedback received in relation to the remuneration-related resolutions each year following the AGM. This, plus any additional feedback received from time to time (including any updates to shareholders' remuneration guidelines), will then be considered as part of the Committee's annual review of remuneration policy and its implementation.

The Remuneration Committee also actively monitors developments in the expectations of institutional investors and considers good practice guidelines from institutional shareholders and shareholder bodies.

Consideration of employment conditions elsewhere in the Group

The Committee closely monitors the pay and conditions of the wider workforce and the design of the Directors' Remuneration Policy is informed by the policy for employees across the Group. While employees are not formally directly consulted on the design of the Directors' Remuneration Policy, we have a relatively small workforce which allows the Board to regularly engage directly with employees. In addition, the Committee receives periodic updates on remuneration arrangements and employment conditions across the Group from the Chief People Officer during 2024.

Differences in pay policy for Executive Directors in comparison to employees more generally

The overall approach to reward for employees across the workforce is a key reference point when setting the remuneration of the Executive Directors. As for the Executive Directors, general practice across the Group is to recruit employees at competitive market levels of remuneration, incentives and benefits to attract and retain employees, accounting for local conditions. When affordable for the Company, it is envisaged that all employees will be able to earn annual bonuses for delivering exceptional performance and the corporate measures used to generate the bonus pool apply to all employees participating in the annual bonus plan. Due to the delay in significant revenue generation by the Group no bonuses have been paid to employees.

Directors Remuneration Report

Despite inflation increasing over the last few years there has also been extremely limited ability by the Group to increase employee base salaries and the majority of employees have not received increases over the last few years. This will over time impact the Group's ability to retain and attract employees.

The key difference between the remuneration of Executive Directors and that of our other employees is that, overall, at senior levels, remuneration is increasingly long term, and 'at risk' with an emphasis on performance-related pay linked to business performance and share based remuneration.

This ensures that remuneration at senior levels will increase or decrease in line with business performance

and provides alignment between the interests of Executive Directors and shareholders. In particular, performance-based long-term incentives are normally reserved for those considered to have the potential to influence overall levels of performance.

Policy table for Executive Directors

The table below sets out the main components of approved Directors' Remuneration Policy, together with further information on how these aspects of remuneration operate. The Remuneration Committee has discretion to amend remuneration to the extent described in the table and the written sections that follow it.

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary	To provide competitive fixed remuneration. To attract and retain Executives of a superior calibre.	Salaries are usually reviewed annually, with any increases typically effective from the start of the financial year. Salaries are typically set after considering: <ul style="list-style-type: none"> > pay and conditions elsewhere in the Group; > overall Group performance; > individual performance and experience; > progression within the role; and > competitive salary levels in companies of a broadly similar size, scale and complexity. 	While there is no prescribed maximum salary or maximum increase, increases will normally be in line with the typical range of salary increases awarded (in percentage of salary terms) to the wider workforce. Larger salary increases may be awarded to take account of individual circumstances, such as: <ul style="list-style-type: none"> > where an Executive Director has been promoted or has had a change in scope or responsibility; > where the Committee has set the salary of a new hire at a discount to the market level initially, a series of planned increases can be implemented over the following few years to bring the salary to the appropriate market position, subject to individual performance; or > where the Committee considers it appropriate to adjust salaries to reflect the continuing development of the Company. Increases may be implemented over such time period as the Committee deems appropriate.	Although there are no formal performance conditions, any increase in base salary is only implemented after careful consideration of individual contribution and performance and having due regard to the factors set out in the Operation column of this table.

Directors Remuneration Report

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
<p>Benefits</p>	<p>To provide competitive fixed remuneration.</p> <p>To attract and retain Executives of a superior calibre.</p>	<p>Executive Directors are currently entitled to benefits including life assurance and health insurance.</p> <p>Executives Directors will be eligible for any other benefits which are introduced for the wider workforce on broadly similar terms, other benefits (including a car or car allowance) might be provided from time to time based on individual circumstances and if the Committee decides payment of such benefits is appropriate.</p> <p>For external and internal appointments or relocations, the Company may pay certain relocation and/or incidental expenses as appropriate (for up to two years from recruitment).</p> <p>Any reasonable business-related expenses can be reimbursed (and any tax thereon met if determined to be a taxable benefit).</p> <p>Executive Directors are also provided with the opportunity to participate in any all-employee share plan arrangements on the same basis as other employees.</p>	<p>As it is not possible to calculate in advance the cost of all benefits, a maximum is not pre-determined.</p> <p>The maximum level of participation in all-employee share plans is subject to the limits imposed by the relevant tax authority from time to time.</p>	<p>Not applicable.</p>
<p>Pension</p>	<p>To provide employees with long-term savings to allow for retirement planning.</p>	<p>The Group may offer participation in a defined contribution pension plan or may permit Executive Directors to take a cash supplement in lieu of pension up to the same value.</p>	<p>The maximum employer's contribution or cash allowance in lieu of pension is limited to up to the contribution levels of the majority of the workforce (currently 6% of salary).</p>	<p>Not applicable.</p>

Directors Remuneration Report

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
<p>Annual bonus</p>	<p>Rewards achievement of annual financial and business targets aligned with the KPIs of the Group.</p> <p>Bonus deferral encourages long-term shareholding, provides a retention element and discourages excessive risk taking.</p>	<p>Awards are based on performance typically measured over one year.</p> <p>Any payment is discretionary and pay-out levels are determined by the Committee after the year end based on performance against pre-set targets.</p> <p>Bonus is normally paid in cash, except for any bonus in excess of 50% of base salary which is deferred into an award over shares, typically for a three-year period.</p> <p>Dividends or dividend equivalents may accrue on deferred share awards.</p> <p>The vesting of the deferred share awards is not subject to the satisfaction of any additional performance conditions.</p> <p>The annual bonus plan includes malus and clawback provisions which enable the Committee (in respect of both the cash and the deferred elements of bonuses) to recover or withhold value in the event of certain defined circumstances (i.e. in cases of gross misconduct, material misstatement of financial results, error in calculation, material risk failings, reputational damage or corporate failure).</p>	<p>Maximum annual bonus opportunity is 100% of base salary.</p> <p>A bonus plan has not yet been approved for 2025. The Remuneration Committee will consider this prudently during 2025 in light of revenue generation and the cash flow position of the Group.</p>	<p>It is intended that a variable pay pool is formed based on a combination of profit and satisfaction of strategic and personal objectives although the Committee may adopt alternative arrangements within the overall cap.</p> <p>Targets are set annually with measures linked to the Group's strategy and aligned with key financial, strategic and/or individual targets.</p> <p>The performance measures applied may be financial or non-financial, corporate, divisional or individual, and in such proportions as the Committee considers appropriate.</p> <p>A graduated scale of targets is set for each measure, with no pay-out for performance below a threshold level of performance.</p> <p>The Committee has discretion to amend the pay-out should any formulaic outcome not reflect the Committee's assessment of overall business performance.</p>

Directors Remuneration Report

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
<p>Long Term Incentive Plan ('LTIP')</p>	<p>To incentivise Executive Directors, and to deliver genuine long-term performance-related pay, with a clear line of sight for Executives and direct alignment with shareholders' interests.</p>	<p>Awards will be in the form of nil or nominal-cost share options, conditional shares or other such form as has the same economic effect.</p> <p>Awards will normally be granted with vesting dependent on the achievement of performance conditions set by the Committee, with performance normally measured over at least a three-year performance period.</p> <p>In line with best practice for financial-services companies, 'restricted stock' LTIP awards may be made to control function personnel (e.g. Chief Risk Officer) which are not subject to performance measures.</p> <p>Awards will be subject to a further two-year holding period, and shares will typically not be released to participants until the end of any such holding period.</p> <p>During the vesting period (and the additional holding period) the value of any dividends on performance vested shares will be credited as re-invested in further LTIP award shares.</p> <p>The LTIP includes malus and clawback provisions which enable the Committee (to recover or withhold value in the event of certain defined circumstances (i.e. in cases of gross misconduct, material misstatement of financial results, error in calculation, material risk failings, reputational damage or corporate failure).</p>	<p>The LTIP allows for awards over shares with a maximum value of 100% of base salary per financial year (the Committee reserves the discretion to grant awards up to a maximum value of 200% of base salary per financial year for recruitment related awards or in exceptional circumstances).</p> <p>Actual participation levels will be kept under regular review, and the Committee expressly reserves discretion to make such awards as it considers appropriate within the plan limits.</p>	<p>LTIP performance measures may include, but are not limited to, financial, TSR, strategic and ESG-related objectives.</p> <p>The Committee retains discretion to set alternative measures and weightings for awards over the life of the Policy.</p> <p>Targets are set and assessed by the Committee in its discretion.</p> <p>A maximum of 25% of any element vests for achieving the threshold performance target and 100% for maximum performance.</p> <p>The Committee has discretion to reduce the vesting level should any formulaic outcome not reflect the Committee's assessment of overall business performance.</p>

Directors Remuneration Report

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
<p>Share ownership guidelines</p>	<p>To ensure that Executive Directors' interests are aligned with those of shareholders over a longer time horizon.</p>	<p>Executive Directors are expected to accumulate and maintain a holding in shares in the Company equivalent in value to no less than 200% of base salary.</p> <p>Executive Directors will be expected to retain the lower of actual shares held at cessation and shares equal to 200% of salary for two years post-cessation.</p> <p>These guidelines apply in respect of any shares which vest from Supply@ME share awards granted after the 2022 AGM.</p>	<p>Not applicable.</p>	<p>Not applicable.</p>

Directors Remuneration Report

Component	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
<p>Chairman and Non-Executive Directors' fees</p>	<p>To attract high calibre individuals and to appropriately reflect knowledge, skills and experience.</p>	<p>Fees are normally reviewed annually taking into account factors such as the time commitment and contribution of the role and market levels in companies of comparable size and complexity.</p> <p>The Non-Executive Chairman is paid an all-inclusive fee for all Board responsibilities.</p> <p>Fees for the other Non-Executive Directors may include a basic fee and additional fees for further responsibilities (for example, holding the office of Senior Independent Director or chairing of Board Committees).</p> <p>The Company repays any reasonable expenses that a Non-Executive Director incurs in carrying out their duties as a Director, including travel, hospitality-related and other modest benefits and any tax liabilities thereon, if appropriate.</p> <p>In exceptional circumstances, if there is a temporary yet material increase in the time commitments for the Chairman or Non-Executive Directors, the Board may pay extra fees on a pro rata basis to recognise the additional workload.</p> <p>The Chairman and Non-Executive Directors cannot participate in any of the Group's incentive arrangements.</p>	<p>The aggregate fees and any benefits of the Chairman and Non-Executive Directors will not exceed the limit from time to time prescribed within the Company's Articles of Association for such fees (currently £500,000 p.a. in aggregate).</p> <p>Any increases actually made will be appropriately disclosed.</p>	<p>Not applicable.</p>

Directors Remuneration Report

Explanation of performance measures chosen

Performance measures for the annual bonus, once introduced, will be selected annually to align with the target KPIs and prevailing strategic imperatives of the Group, and the interests of shareholders and other stakeholders. Financial measures will normally be used to determine the overall bonus pool (e.g. as a % of group pre-tax profit) and the individual allocations will be made based on key strategic and/or personal objectives designed to ensure that Executive Directors are incentivised to deliver across a range of objectives. 'Target' performance is typically set in line with the business plan for the year, with threshold to stretch targets set around this based on a sliding scale which takes account of relevant commercial factors. Only modest rewards are available for delivering threshold performance levels, with rewards at stretch requiring material outperformance of the business plan. As outlined earlier in the report no bonuses were paid in 2024 and it is the Remuneration Committees intention not to implement a bonus plan in 2025 unless Group's performance significantly improves. As outlined earlier in this report no performance related pay has been paid during 2024.

Performance measures for the LTIP are selected in order to provide a robust and transparent basis on which to measure the Group's performance, to demonstrably link remuneration outcomes to delivery of the business strategy over the longer term, and to provide strong alignment between senior management and shareholders. They should not be considered as the goals for the business, but rather as the level considered by the Committee to be appropriate to facilitate the overarching goals of the LTIP, to reward and retain key staff. The policy provides for Committee discretion to alter the LTIP measures and weightings to ensure they can continue to facilitate an appropriate measurement of performance over the life of the policy, taking account of any evolution in the Group's strategic ambitions. The measures for the 2022 grant were absolute TSR (equivalent to a range of 0.6945-1p over the last 3 months of FY 2024), the performance conditions for which have not been met and hence the options will not vest.

The performance measures for the 2023 grant were;

- 50% of the award to be based on absolute TSR over 3 financial years, requiring (assuming no dividends) the average closing share price over the period 1 October 2025 – 31 December 2025 to be 0.15p for 25% of the award to vest increasing on a straight line basis to 0.3p for 100% to vest; and

- 50% of the award to be based on volume of inventory monetised by the end of the performance period (31 December 2025). 25% of award to vest if £300m of inventory is monetized (in aggregate) over the 3 financial years ending 31 December 2025, increasing on a straight line basis to 100% of the award to vest if £400m of inventory is monetized (in aggregate) in the same period. This is contingent on the Remuneration Committee deeming the inventory was monetised on acceptable commercial terms.

As outlined above it is the view of the Directors that the inventory monetised performance condition is unlikely to be met and this has been factored into the cost of the 2023 LTIP recognised in the financial statements for the year ended 31 December 2024. It should also be noted that the share price will also need to increase significantly to reach the lower threshold of 0.15p for the market condition to be met.

No new LTIP awards were issued during 2024. During 2025 the Remuneration Committee will consider if any new LTIP awards should be made to key members of the team as a retention tool. If this is the case any performance measures will comply with the Directors Remuneration Policy.

The vesting for the 2023 and any 2025 LTIP award will also be subject to the ability of the Committee to reduce vesting if it considers that appropriate having regard to financial, risk and strategic performance.

When setting performance targets for any future bonus and LTIP, the Committee will take into account a number of different reference points, which may include the Group's business plans and strategy, external forecasts and the wider economic environment.

Flexibility, discretion and judgement

The Remuneration Committee operates the annual bonus and LTIP according to the rules of each respective plan which, consistent with market practice, include discretion in a number of respects in relation to the operation of each plan. Discretions include:

- who participates in the plan, the quantum of an award and/or payment and the timing of awards and/or payments;
- determining the extent of vesting;
- treatment of awards and/or payments on a change of control or restructuring of the Group;

Directors Remuneration Report

- whether an Executive Director or a senior manager is a good/bad leaver for incentive plan purposes and whether the proportion of awards that vest do so at the time of leaving or at the normal vesting date(s);
- how and whether an award may be adjusted in certain circumstances (e.g. for a rights issue, a corporate restructuring or for special dividends);
- what the weighting, measures and targets should be for the annual bonus plan and LTIP awards from year to year;
- the ability to apply malus and clawback provisions which enable the Committee to recover or withhold value in the event of certain defined circumstances;
- the Committee also retains the ability, within the policy, if events occur that cause it to determine that the conditions set in relation to an annual bonus plan or a granted LTIP award are no longer appropriate or unable to fulfil their original intended purpose, to adjust targets and/or set different measures or weightings for the applicable annual bonus plan and LTIP awards. Any such changes would be explained in the subsequent Directors' Remuneration Report and, if appropriate, be the subject of consultation with the Company's major shareholders; and
- the ability to override formulaic outcomes in line with Policy.

All assessments of performance are ultimately subject to the Committee's judgement. Any discretion exercised, and the rationale, will be disclosed in the Annual Remuneration Report.

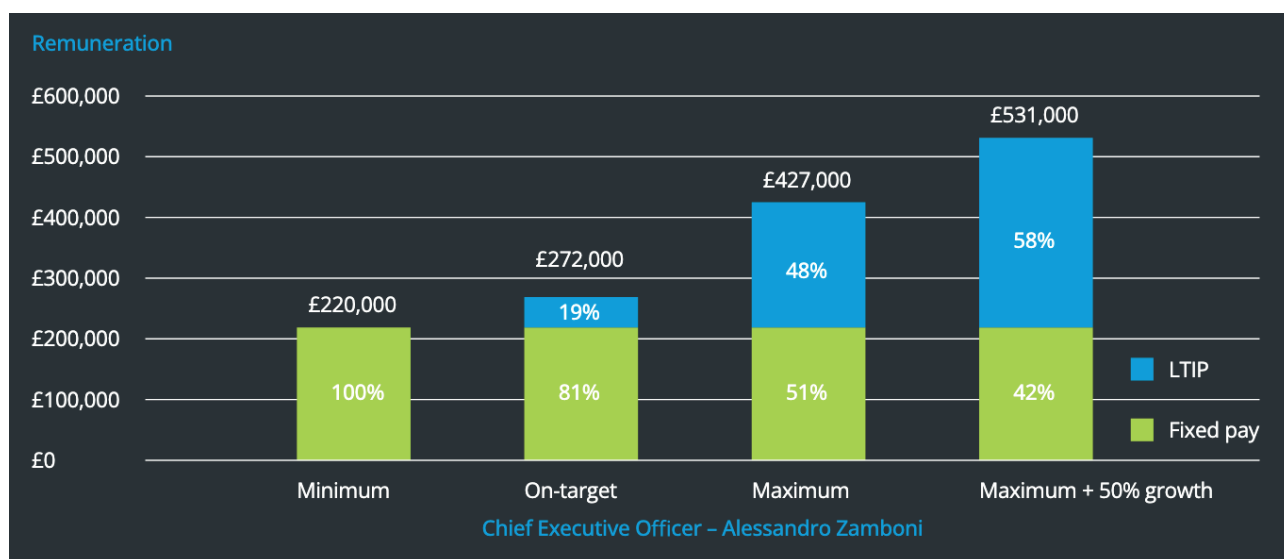
Legacy arrangements

For the avoidance of doubt, in approving this Directors' Remuneration Policy, authority is given to the Company to honour any previous commitments entered into with current or former Directors (such as the payment of a pension or the unwinding of legacy share awards granted before the approval of this Policy) that remain outstanding. While these details are included in the remuneration report for transparency, it is not necessary to include them within the remuneration policy or the various emoluments tables as it does not comprise legal remuneration. However it is accounted for as remuneration (see single total figure of remuneration for each Director section).

Illustrations of application of remuneration policy

The chart below sets out an illustration of the application of the Directors' Remuneration Policy set out above for the current only Executive Director being the Chief Executive Officer, Alessandro Zamboni. The chart shows the split of remuneration between fixed pay and LTIP on the basis of minimum remuneration, remuneration receivable for performance in line with the Group's expectations, maximum remuneration (not allowing for any share price appreciation) and maximum remuneration (assuming 50% share price growth).

As a 2025 bonus plan for Executive Directors has not yet been approved the charts exclude any value relating to annual bonus.



Directors Remuneration Report

In illustrating the potential reward, the following assumptions have been made.

	Fixed pay	LTIP (normal policy level)
Minimum performance	Fixed elements of remuneration only, being: <ul style="list-style-type: none"> ➤ base salary (being the salary to be paid in FY 2025). ➤ benefits paid in FY 2025 with an assumed value of £1k. ➤ pension contributions of 6% of salary. 	No vesting.
Performance in line with expectations		25% of maximum award vesting (equivalent to 25% of salary) for achieving threshold performance.
Maximum performance		100% of maximum award vesting (equivalent to 100% of salary) for achieving maximum performance.
Maximum performance plus 50% share price growth		100% of maximum award vesting (equivalent to 100% of salary) for achieving maximum performance plus hypothetical share price growth of 50%.

Notes to the scenarios methodology: LTIP is measured at face value, i.e. no assumption for dividends or share price growth (other than in the fourth scenario).

Recruitment remuneration

The policy aims to facilitate the appointment of individuals of sufficient calibre to lead the business, to execute the Group's strategy effectively and to promote the long-term success of the Group for the benefit of shareholders and other stakeholders. When appointing a new Executive Director, the Committee seeks to ensure that arrangements are in the best interests of the Group and not to pay more than is appropriate.

When hiring a new Executive Director, the Committee will typically align the remuneration package with the above Policy. The Committee may include other elements of pay which it considers are appropriate; however, this discretion is capped and is subject to the principles and the limits referred to below.

- New Executive Directors will be offered a basic salary in line with the Policy. This will take into consideration a number of factors including, external market forces, the expertise, experience and calibre of the individual and current level of pay. Where the Committee has set the salary of a new appointment at a discount to the market level initially until proven, they may receive an uplift or a series of planned increases to bring the salary to the appropriate market position over time.
- For external and internal appointments, the Committee may agree that the Company will meet appropriate relocation and/or incidental expenses as appropriate.

- Annual bonus awards, LTIP awards and pension contributions would not be in excess of the levels stated in the Policy table above.
- Depending on the timing of the appointment, the Committee may deem it appropriate to set different annual bonus performance conditions for the first performance year of appointment. An LTIP award can be made following an appointment (assuming the Company is not in a closed period).
- Where a position is filled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue according to the original terms, adjusted as relevant to take into account the appointment.
- In addition, the Committee may offer additional cash and/or share-based buyout awards when it considers these to be in the best interests of the Company (and therefore shareholders) to take account of remuneration given up at the individual's former employer. Such awards would represent a reasonable estimate of the value foregone and would reflect, as far as possible, the delivery mechanism, time horizons and whether performance requirements are attached to that remuneration. Shareholders will be informed of any such payments at the time of appointment and/or in the next published Annual Report. However, for the avoidance of doubt, the value of buy-out awards is not capped.
- For the appointment of a new Chairman or Non-Executive Director, the fee arrangement would be set in accordance with the approved Policy.

Directors Remuneration Report

Service contracts and letters of appointment

The Company's policy is that Executive Directors should normally be employed under rolling service contracts with notice periods of up to 12 months (from each party). Further details are provided on page 86.

All Non-Executive Directors have letters of appointment which may be terminated by the giving of notice by either party (see page 86 for details of current notice periods). Chairman and Non-Executive Director appointments are subject to Board approval and election by shareholders at each annual general meeting.

Copies of Executive Directors' service contracts and Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office during normal hours of business.

Directors Remuneration Report

Payments for loss of office

The principles on which the determination of payments for loss of office will be approached are set out below:

	Policy
Payment in lieu of notice	<p>The Company may terminate a Director's contract with immediate effect with or without cause by making a payment in lieu of notice by monthly instalments of salary and benefits, with reductions for any amounts received from providing services to others during this period.</p> <p>There are no obligations to make payments beyond those disclosed elsewhere in this report.</p>
Annual bonus	<p>This will be at the discretion of the Committee on an individual basis and the decision as to whether or not to award an annual bonus award in full or in part will be dependent on a number of factors, including the circumstances of the individual's departure and their contribution to the business during the annual bonus period in question. Any annual bonus award amounts paid will be prorated for time in service during the annual bonus period and will, subject to performance, be paid at the usual time (although the Committee retains discretion to pay the annual bonus award earlier in appropriate circumstances). Any bonus earned for the year of departure and, if relevant, for the prior year may be paid wholly in cash at the discretion of the Committee.</p> <p>On a change of control, annual bonuses will either continue for the full year or a pro-rata bonus may be paid out to the time of completion.</p>
Deferred bonus awards	<p>If a participant ceases employment for any reason (other than voluntary resignation or summary dismissal, in which case the award will lapse), the award will ordinarily continue until the normal vesting date. The Committee retains discretion to release awards when the participant leaves.</p> <p>On a change of control, awards will generally vest on the date of a change of control, unless the Committee permits (or requires) awards to roll over into equivalent shares in the acquirer.</p>
LTIP	<p>Any outstanding awards will ordinarily lapse, however in 'good leaver' cases the default treatment is that awards will vest subject to any performance conditions and time pro-ration and the holding period will normally continue to apply. For added flexibility, the rules allow for the Committee to decide not to pro-rate (or pro-rate to a different extent) if it decides it is appropriate to do so, and to allow vesting to be triggered at the point of leaving by reference to performance to that date, rather than waiting until the end of the performance period if the Committee so decides.</p> <p>On a change of control, awards will generally vest on the date of a change of control, unless the Committee permits (or requires) awards to roll over into equivalent shares in the acquirer. Any vesting of awards will be subject to assessment of performance against any performance conditions and will normally be pro-rated.</p>
Buy-out awards	<p>Where a buy-out award is made under the Listing Rules then the leaver provisions would be determined at the time of the award.</p>
Other payments	<p>The Group may pay outplacement and professional legal fees incurred by Executive Directors in finalising their termination arrangements, where considered appropriate, and may pay any statutory entitlements or settle compromise claims in connection with a termination of employment, where considered in the best interests of the Company. Outstanding savings/shares under all-employee share plans would be transferred in accordance with the terms of the plans.</p>

Where the Committee retains discretion it will be used to provide flexibility in certain situations, taking into account the particular circumstances of the Director's departure and performance.

Directors Remuneration Report

External appointments

The Company recognises that its Executive Directors may be invited to become Non-Executive Directors of other companies and that such external appointments can broaden a Director's experience and knowledge to the potential benefit of Supply@ME. Subject to approval by the Board, Executive Directors are allowed to accept other appointments, provided that these appointments are not likely to lead to conflicts of interest that are not able to be appropriately managed. The Committee will consider its approach to the treatment of any fees received by Executive Directors in respect of external roles as they arise. Each appointment is considered on its merits and the potential benefits it could bring to Supply@ME.

Annual Report on Remuneration

Role and composition of the Remuneration Committee

The Board is ultimately accountable for executive remuneration and delegates this responsibility to the Remuneration Committee. The Remuneration Committee is responsible for developing and implementing a remuneration policy that supports the Group's strategy and for determining the Executive Directors' individual packages and terms of service together with those of the other members of the leadership team (including the Company Secretary). When setting the remuneration terms for Executive Directors, the Committee reviews and has regard to workforce remuneration and related policies and takes close account of the remuneration related provisions of the QCA Corporate Governance Code.

The Committee is formally constituted and operates on written terms of reference, which are available on the Company's website at <https://www.supplymecapital.com/investors/governance>.

During 2024 the Committee was comprised of Alexandra Galligan (as Chair of the Remuneration Committee), David Bull, Albert Ganyushin and Enrico Camerinelli prior to his stepping down from the Board on 30 September 2024.

The Committee met three times during the year ended 31 December 2024. Alexandra, David and Albert attended all meetings, Enrico attended one meeting prior to his departure on 30 September 2024.

By invitation of the Committee, meetings are also attended by the CEO, CFO and CPO, who are consulted on matters discussed by the Committee, unless those matters relate to their own remuneration. Advice or information is also sought directly from other employees where the Committee feels that such additional contributions will assist the decision-making process.

In order to avoid any conflict of interest, remuneration is managed through well-defined processes ensuring no individual is involved in the decision-making process related to their own remuneration. In particular, the remuneration of Executive Directors is set and approved by the Committee. The Chair and Executive Directors are responsible for the remuneration of the Non-Executive Directors and the Non-Executives (excluding the Chair) and the Executive Directors are responsible for determining the Chair's remuneration. None of the Directors are involved in the determination of their own remuneration arrangements.

The Committee is authorised to take such internal and external advice as it considers appropriate in connection with carrying out its duties, including the appointment of its own external remuneration advisers. During the year, the Committee was assisted in its work by FIT Remuneration Consultants LLP. FIT was appointed in July 2021 and has continued to provide advice in relation to general remuneration matters during 2024. Fees incurred by FIT in relation to advice provided to the Committee during the year to 31 December 2024 were £2,400 (including VAT), charged on a time/cost basis. FIT is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the Code of Conduct in relation to executive remuneration consulting in the UK. The Committee is satisfied that the advice they received from FIT was objective and independent.

The Committee considered the following main items during the 2024 financial year:

- Review of the remuneration policy, including key performance indicators;
- Consideration of a 2024 issuance under the long-term incentive, which was not taken forward;
- Consideration and review of shareholder feedback on remuneration post the AGM;
- Design for proposed Executive and Leadership team bonus plan and discussion on appropriate targets and timing, this will remain under review during 2025;
- Review of Board level salary considering external benchmark;
- Preparations for Directors' remuneration reporting in respect of 2023 and 2024 and review of the Remuneration policy; and
- Review and update of Committee terms of reference.

Since the end of the 2024 financial year, the Committee has:

- Reviewed and contributed to the publishing of this Directors Remuneration Report;
- Considered approach to Executive Directors KPIs/ Strategic Priorities;
- Reviewed and updated the Remuneration Committee Terms of Reference; and
- Given consideration to correspondence from shareholders.

Directors Remuneration Report

The information that follows has been audited (where indicated) by the Company's auditors, Bright Grahame Murray.

Single total figure of remuneration for each Director (audited)

The table below reports the full-year total remuneration receivable by those Directors who performed qualifying services during the year.

For the year ended 31 December 2024:

	Base salary/ fees £	Benefits ¹ £	Pension ² £	Annual bonus ³ £	Long-term incentives ⁴ £	Total £	Total fixed £	Total variable £
Executive Director								
Alessandro Zamboni	207,000	373	12,420	-	-	219,793	219,793	-
Non-Executive Directors								
Albert Ganyushin	150,000	-	-	-	-	150,000	150,000	-
Enrico Camerinelli	22,500	-	-	-	-	22,500	22,500	-
David Bull	40,000	-	-	-	-	40,000	40,000	-
Alexandra Galligan	40,000	-	-	-	-	40,000	40,000	-
Total	459,500	373	12,420	-	-	472,293 ⁵	472,293	-

1 Non-salary benefits include the provision of life assurance.

2 The amount of the employer pension contribution is based on a fixed percentage of base salary, being 6% for the Chief Executive Officer only.

3 The Group did not operate a bonus scheme in 2024. Please see details of future intention in the Directors Remuneration Policy.

4 The CEO was awarded share options in the 2022 and 2023 LTIP awards. During the year ended 31 December 2024 there were no share options that vested under the 2022 or 2023 LTIP award or any other share option awards.

5 The aggregate emoluments (being salary/fees, bonuses, benefits and pension allowances) of all Directors for 2024 was £472,293 (2023:£ 580,293).

The table above represents the amounts due to the directors during the year ended 31 December 2024, however some of these amounts were not actually paid until 2025.

Directors Remuneration Report

For the year ended 31 December 2023:

	Base salary/ fees £	Benefits ¹ £	Pension ² £	Annual bonus ³ £	Long-term incentives ⁴ £	Total £	Total fixed £	Total variable £
Executive Directors								
Alessandro Zamboni	207,000	254	12,420	-	-	219,674	219,674	-
Tom James ⁵	51,252	-	-	-	-	51,252	51,252	-
John Collis ⁵	51,252	-	-	-	-	51,252	51,252	-
Non-Executive Directors								
Albert Ganyushin	150,000	-	-	-	-	150,000	150,000	-
Andrew Thomas ⁶	6,269	-	-	-	-	6,269	6,269	-
Enrico Camerinelli	30,000	-	-	-	-	30,000	30,000	-
David Bull	40,000	-	-	-	-	40,000	40,000	-
Alexandra Galligan ⁷	31,846	-	-	-	-	31,846	31,846	-
Total	567,619	254	12,420	-	-	580,293⁸	580,293	-

1 Non-salary benefits include the provision of life assurance.

2 The amount of the employer pension contribution is based on a fixed percentage of base salary, being 6% for the Chief Executive Officer only.

3 The Group did not operate a bonus scheme in 2023. Please see details of future intention in the Directors Remuneration Policy.

4 The CEO was awarded share options in the 2022 and 2023 LTIP awards. The other Executive Directors who were in role at the time of both the 2022 and 2023 LTIP award being made did not receive any share awards due to the separate earn out arrangements that they were a party to. During the year ended 31 December 2023 there were no share options that vested under the 2022 or 2023 LTIP award or any other share option awards.

5 Tom James and John Collis receive a proportion of their salary in USD. These amounts have been converted to GBP in the total above using the average exchange rate of 1.23. Tom James and John Collis left the Board on 23 March 2023 and the amounts included in the table above include their salary and fees to that date.

6 Andrew Thomas left the Board on 16 March 2023 and received fees to that date.

7 Alexandra Galligan joined the Board on 16 March 2023 and received fees from that date.

8 The aggregate emoluments (being salary/fees, bonuses, benefits and pension allowances) of all Directors for 2023 was £580,293 (2022:£857,617).

Directors Remuneration Report

Annual bonus for the year ending 31 December 2024 (audited)

The Company did not offer annual bonus for FY24.

The required performance conditions were not met in the last quarter of 2024 and as such these awards will not vest during 2025.

LTIP awards with performance periods ending in the year (audited)

There were no long-term incentive awards due for vesting during the year ending 31 December 2024. However the long-term incentive awards issued on 31 October 2022 had performance conditions relating to the last quarter of 2024 and were capable of vesting on 31 October 2025 being the third anniversary of the grant date had these performance conditions been met.

LTIP awards granted in the year (audited)

During the year ending 31 December 2024 no new long-term incentive awards were granted under the Supply@ME Long Term Incentive Plan.

Payments for loss of office and to past Directors (audited)

No such payments were made during the year.

Statement of Directors' shareholding and share interests (audited)

The following table shows the interests of Directors and their connected persons in the Company's ordinary shares as at ending 31 December 2024.

	Number of shares owned outright (including connected persons)	Share awards not subject to performance conditions	Share awards subject to performance conditions	Shareholding as a multiple of salary at 31 December 2024 ³	Shareholding guideline as a multiple of salary ⁴	Shareholding guideline met?
Director ¹						
Alessandro Zamboni ²	16,194,038,529	-	-	2.89	2.0	Yes
Albert Ganyushin	5,000,000	-	-	0.00	N/A	N/A
Alexandra Galligan	2,493,333	-	-	0.00	N/A	N/A
David Bull	-	-	-	N/A	N/A	N/A
Enrico Camerlini	-	-	-	N/A	N/A	N/A

1 The shareholdings and awards set out above include those held by Directors and their respective connected persons.

2 Alessandro Zamboni's shares are held through The AvantGarde Group S.p.A.

3 The shareholding as a multiple of salary has been calculated using the value of the shareholding held at 31 December 2024 compared to the full year salary for the year ended 31 December 2024.

4 The shareholding guideline as a multiple of salary is only applicable to Executive Directors and not to Non Executive Directors.

There have been no changes between 31 December 2024 and 30 September 2025, being the latest practicable prior to the publication of this report in relation to the Directors' shareholding set out in the table above.

Executive Directors Long term incentive (share) plan interests

	Date of Grant	Vesting date	Holding period ends	No of shares granted	Grant Price	Face value (no of shares x grant price)
Executive Director						
Alessandro Zamboni	31 October 2022 ¹	31 October 2025	31 October 2027	258,750,000 ¹	0.08p	£207,000
	19 May 2023	19 May 2026	19 May 2028	97,031,250	0.107p	£103,500

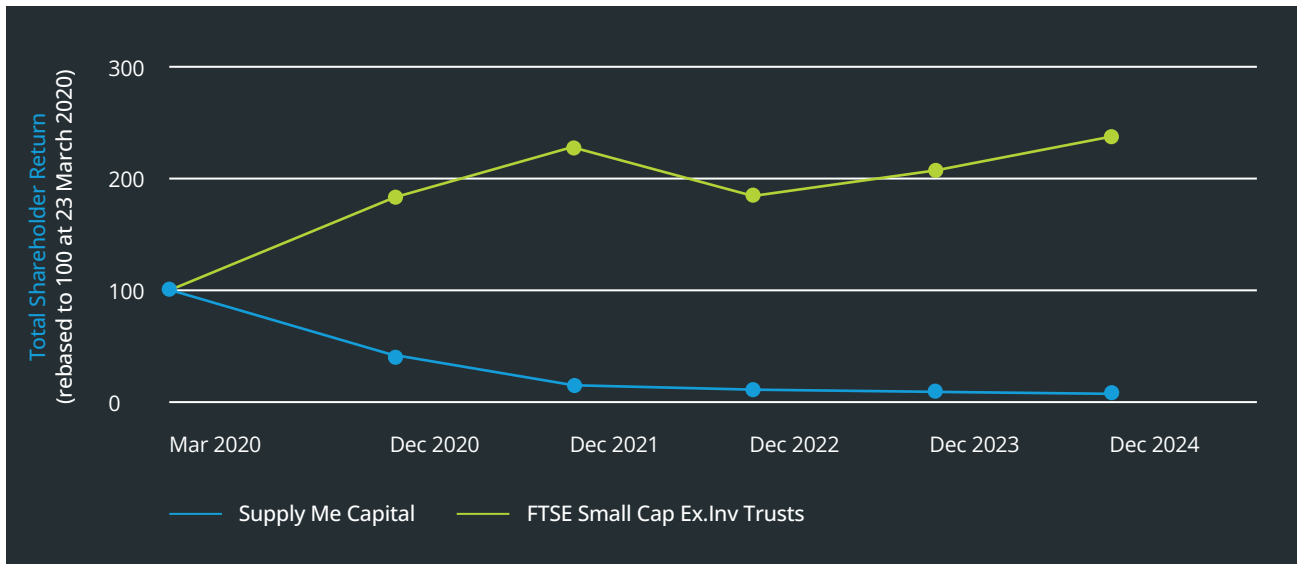
1 The long-term incentive awards issued on 31 October 2022 had performance conditions relating to the last quarter of 2024 and were capable of vesting on 31 October 2025 being the third anniversary of grant date if these performance conditions were met. The required performance conditions were not met in the last quarter of 2024 and as such these awards will not vest during 2025.

Directors Remuneration Report

Total shareholder return performance graph

The graph below shows the value at 31 December 2024 of £100 invested in the Company on 23 March 2020 (i.e. the date that Admission to trading on the London Stock Exchange) compared to the value of £100 invested in the FTSE SmallCap Index (excluding Investment Trusts),

making the assumption that dividends are reinvested to purchase additional equity. The FTSE SmallCap Index (excluding Investment Trusts) has been selected as a comparator index to the Company, being made up of companies with a similar market capitalisation to the Company.



Chief Executive Officer's remuneration

The total remuneration figure for the Chief Executive Officer in 2024 is shown in the table below, along with the value of bonuses paid, and LTIP vesting, as a percentage of the maximum opportunity. This table will build up to show ten years' worth of data over time.

Year	CEO	CEO single figure of total remuneration £	Annual bonus pay-out % of maximum	LTIP vesting % of maximum
2024	Alessandro Zamboni	219,793	-	-
2023	Alessandro Zamboni	219,674	-	-
2022	Alessandro Zamboni	219,576	-	-
2021	Alessandro Zamboni	234,376	-	-
2020	Alessandro Zamboni	138,750	-	-

Directors Remuneration Report

Annual percentage change in remuneration of Directors and employees

The table below shows the percentage change in remuneration of the Directors and employees of the business between the 2023 and 2024 financial years.

	% change from FY2023 to FY2024		
	Salary or fees	Benefits	Bonus
Employees ¹	6	19	N/A
Executive Directors ²			
Alessandro Zamboni	0	47	N/A
Tom James ³	(100)	N/A	N/A
John Collis ³	(100)	N/A	N/A
Non-Executive Directors ²			
Enrico Camerinelli ⁴	(25)	N/A	N/A
David Bull	-	N/A	N/A
Albert Ganyushin ⁵	-	N/A	N/A
Alexandra Galligan ⁵	26	N/A	N/A
Andrew Thomas ⁶	(100)	N/A	N/A

1 The % change from FY2023 to FY2024 of the employees salary is calculated using the mean annualised FTE salaries of the Supply@ME Capital Plc employee base. The % change from FY2022 to FY2023 of the employee benefits is calculated using the gross costs of these benefits to the Company.

2 In order to illustrate the % change of the Directors from FY2023 to FY2024 the actual amount paid as salary and fees during the period served as a Director has been used.

- 3 Tom James and John Collis both resigned from the Board on 23 March 2023 and received fees to this date during FY23, compared to nil in FY24.
- 4 Enrico Camerinelli resigned from the Board on 30 September 2024 and received fees to this date during FY24, compared to a full year in FY23.
- 5 Alexandra Galligan joined the Board on the 16 March 2023 and therefore received fees from this date during FY23, compared to a full year of fees in FY24.
- 6 Andrew Thomas resigned from the Board on 16 March 2023 and received fees to this date during FY23, compared to nil in FY24.

Relative importance of spend on pay

The table below details the change in total staff pay between 2023 and 2024 as detailed in note 8 to the Group consolidated financial statements, compared with distributions to shareholders by way of dividend, share buy backs on any other significant distributions or payments. These figures have been calculated in line with those in the audited financial statements:

	2024 (£'000)	2023 (£'000)	% change
Total gross staff pay	1,631	2,198	(25.8%)
Dividends / share buybacks	-	-	N/A

The total gross staff pay for 2023 set out above includes the gross staff pay for TradeFlow for the period from 1 January 2023 to 30 June 2023, compared to for 2024 where the total gross staff pay includes no amounts relating to TradeFlow. This reflects the fact that the TradeFlow Restructuring was finalised and completed on 30 June 2023 and TradeFlow was deconsolidated from the Group's financial results from this date.

Summary of shareholder voting

The following table shows the results of the advisory vote on the 2023 Directors' Remuneration Report at the 2024 Annual General Meeting and the binding vote on the Directors' Remuneration Policy at the 2023 Annual General Meeting:

	Approval of the 2023 Directors' Remuneration Report (2024 AGM)		Approval of the Remuneration Policy (2023 AGM)	
	Total number of votes	% of votes cast	Total number of votes	% of votes cast
For (including discretionary)	2,872,373,779	70.76 %	2,628,985,769	99.28%
Against	1,186,876,220	29.24 %	19,034,860	0.72%
Votes withheld	23,281,974	-	2,293,005	-

Directors Remuneration Report

Executive Directors' service contracts

The table below summarises key details in respect of the current Executive Director contract:

	Date of service contract/ letter of appointment	Notice period (from either party unless stated otherwise)
Alessandro Zamboni	23 March 2020	12 months

The service contracts of all current Executive Directors are available for inspection at the Company's registered office.

Non-Executive Directors' letters of appointment

The table below summarises key details in respect of the Non-Executive Directors' contracts:

	Date of letter of appointment	Notice period (from either party)
David Bull	21 July 2021	90 days
Albert Ganyushin	30 June 2022	90 days
Alexandra Galligan	16 March 2023	90 days

External appointments

As well as being CEO of Supply@MECapital Plc, Alessandro Zamboni currently holds executive positions at AZ Company S.r.l., AvantGarde 4.0 S.r.l., Orchestra Group (rete di imprese), The AvantGarde Group S.p.A., and 1AF2 Limited and a Non-Executive Director role at Darwinsurance S.r.l. RegTech Open Project Plc. RegTech Open Project Srl. AvantGarde 4.0 S.r.l., Orchestra Group (rete di imprese), Darwinsurance S.r.l., 1AF2 Ltd, RegTech Open Project Plc and RegTech Open Project Srl are currently in the process of being liquidated. It should also be noted that on 15 May 2024 1AF2 Srl was created as a shelf company (empty investment vehicle) where he holds a Directorship. In addition, on 3 May 2024, Alessandro was appointed as a Class I director of Nuburu, Inc ("Nuburu") and subsequently on the 17 January 2025 was also appointed as Executive Chairman of Nuburu.

Implementation of policy for the year ending 31 December 2025

Basic salary

Executive Directors' salaries for FY 24 are as follows:

	Base salary FY24	Director fees FY24
Alessandro Zamboni	£207,000	-

The Committee reviewed Executive Directors salaries during 2024 and again in early 2025 and no increases are currently proposed for FY25.

Benefits and pension

The CEO receives a pension contribution or allowance of 6% of base salary.

Annual bonus

A bonus plan has not yet been approved for 2025. The Remuneration Committee will consider this prudently during 2025 in light of revenue generation and the cash flow position of the Group. If significant progress is made with respect to the Groups key financial targets a variable pay pool would be formed based on a combination of profit and satisfaction of strategic and personal objectives. These objectives will be linked to the Group's strategy and aligned with key financial, strategic and/or individual targets and be governed by the Remuneration Policy.

LTIP

Executive Directors are eligible to participate in the LTIP. During 2025 consideration will be given as to the appropriateness of making an award under the Long Term Incentive Plan. If the Remuneration Committee conclude an award is appropriate it will comply with the Directors Remuneration Policy approved by shareholders.

Non-Executive Directors' fees

Non-Executive Directors' fees for 2025 will remain the same as during 2024. This will however be reviewed during the year in light of business progress, market conditions and time commitment required.

The Non-Executive Directors fees are detailed below:

	Fee FY2023 £
Chairman	150,000
Base Non-Executive Director fee	30,000
Senior Independent Director fee	10,000
Chair of Audit or Remuneration Committee fee	10,000

Report of the Directors

The Directors present their report on the Group together with the audited consolidated financial statements for the year ended 31 December 2024.

Results and dividends

The Group's consolidated loss for the year was £2,923,000 (2023: £4,345,000). The Group's consolidated operating loss from continuing operations before impairment charges and fair value adjustments for the year was £2,329,000 (2023: £3,625,000). More information about the Group's financial performance can be found in the financial review on pages 20 to 25 and in the Group's consolidated financial statements on pages 98 to 155. In addition, the stand alone financial statements for the Company can be found on pages 156 to 171.

The Directors are not proposing a final dividend for the year ended 31 December 2024.

Review of Business and Future Developments

The Chief Executive's Statement on page 4 and the Strategic Report on pages 1 to 43 provide a review of the business, the Group's trading for the year ended 31 December 2024, key performance indicators and an indication of future developments and risks, form part of this Directors' Report.

Matters covered in the Strategic Report

A comprehensive review and assessment of the Group's activities during the year as well as its position at the year end and prospects for the forthcoming year are included in the Chief Executive's Statement and the Strategic Report. These reports can be found in the relevant sections above and should be read in conjunction with this report. The review of the business and its future development in the Strategic Report has been prepared solely to provide additional information to shareholders to assess the Group's strategy and the potential for this strategy to succeed.

Disclosure	Location
Capital Structure	Notes 15,17 and 22 to the consolidated Financial Statements – pages 128, 130 and 133
Directors' interests	Directors' Remuneration Report – pages 65 to 86.
Directors' Remuneration Report	Corporate Governance Report – pages 65 to 86.
Directors' responsibility statement	Page 91
Engaging with our stakeholders	Strategic Report – pages 18 to 19
Environmental Impact	Strategic Report, Environmental, Social and Governance Review and Sustainability Reporting – pages 26 to 32
Exposure to price risk, credit risk, liquidity risk and cash flow risk	Details can be found on pages 33 to 43 of the Strategic Report and Note 22 to the consolidated Financial Statements
Financial risk management objectives and policies (including hedging policy and use of financial instruments)	Notes 2 and 22 to the consolidated Financial Statements – pages 104 and 133
Future business developments	Strategic Report – page 1 to 17
Greenhouse gas emissions	Strategic Report, Environmental, Social and Governance Review and Sustainability Reporting – pages 26 to 32
People, culture and employee engagement	Strategic Report – page 18
Principal decisions made by the Board during the year	Corporate Governance Report – pages 49 to 50.
Section 172 Statement	Strategic Report – pages 18 to 19.

The stakeholder engagement section of the Strategic Report contains information in respect of the Group's key stakeholders and business relationships, including

our people, shareholders, corporate clients, inventory funders, fund investors and White-Label clients.

Report of the Directors

Cautionary statement

The review of the business and its future development in the Strategic Report has been prepared solely to provide additional information to shareholders to assess the Group's strategy and the potential for this strategy to succeed. It should not be relied on by any other party for any other purpose. The review contains forward-looking statements which are made by the Directors in good faith based on information available to them up to the time of the approval of the reports and should be treated with caution due to the inherent uncertainties associated with such statements.

Directors of the Group

The Directors, who held office during the period, and subsequently, together with current Directors are as follows:

Directors' interests

The Directors who held office during the year and their interests in the ordinary shares of the Company were as follows:

	Ordinary Shares (At 31 December 2024)	Ordinary Shares (At 31 December 2023)
Alessandro Zamboni (held through AvantGarde Group S.p.A and its subsidiaries)	16,194,038,529	14,694,038,529
Albert Ganyushin	5,000,000	5,000,000
Alexandra Galligan	2,493,333	2,493,333
David Bull	Nil	Nil
Enrico Camerinelli	Nil	Nil

On the 26 March 2024, the Company and TAG entered into an agreement, which allowed the full outstanding amount of £800,000 owed by the Company to TAG, under amended TAG Unsecured Working Capital Facility, to be extinguished by the issue of 1,500,000,000 new ordinary shares which were issued to TAG on 28 March 2024. Following this issue of new ordinary shares to TAG on the 28 March 2024, the number of ordinary shares held by Alessandro Zamboni increased to 16,194,038,529.

The Powers of the Company Directors

The powers of the Directors are set out in the Company's articles of association (the "Articles") and the Companies Act 2006 and are subject to any directions given by special resolution. The Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company whether relating to the

- > **Albert Ganyushin** – Independent Chairperson and Non-Executive Director (appointed 30 June 2022)
- > **Alessandro Zamboni** – Chief Executive Officer and Executive Director (appointed 23 March 2020)
- > **David Bull** – Independent Non-Executive Director (appointed 22 July 2021)
- > **Alexandra Galligan** – Independent Non-Executive Director (appointed 16 March 2023)
- > **Enrico Camerinelli** – Former Independent Non-Executive Director (appointed 23 March 2020, resigned 30 September 2024)

The biographies of the Directors in office as at the date of this Annual Report are set out on pages 46 to 48 of the Corporate Governance Report.

management of the business or not. The Directors may also, subject to the Articles, delegate any of their powers, authorities and discretions as they see fit. The Board is required by the Articles to consist of no fewer than two Directors and is not subject to any maximum number.

Appointment and replacement of Directors

The rules governing the appointment and replacement of Directors are set out in the Articles and are governed by the QCA Code, the Companies Act 2006 and related legislation. Directors may be appointed by ordinary resolution of the shareholders or by the Board. At each AGM, all Directors who have been appointed by the Board since the previous AGM shall offer themselves for re-election by the shareholders. In addition, any Directors for whom the AGM is their third since they were last elected or re-elected, shall offer themselves for re-election by the shareholders.

Report of the Directors

As such, at the Company's next AGM, a date for which will be announced shortly following the publication of this Annual Report, Alessandro Zamboni and David Bull will offer themselves for re-election.

Articles of Association

The rules governing the appointment and replacement of Directors are set out in the Company's Articles of Association. The Articles of Association may be amended by a special resolution of the Company's shareholders.

Compensation for loss of Office

No compensation for loss of office was paid to Directors who resigned during the year or in the period following the year end and up to the date at which this Annual Report has been published.

Corporate governance statement

The Corporate Governance Report set out on pages 44 to 91 forms part of the Directors' Report.

Directors' and officers' liability insurance

Throughout the financial year the Company had, as permitted by sections 234 and 235 of the Companies Act 2006, maintained Directors' and Officers' Liability insurance cover on behalf of the Directors of the Company. These policies indemnify them against certain liabilities which may be incurred by them in relation to the Company.

Financial Instruments

The financial risk management objectives and policies of the Group are shown in note 22 to the Group's consolidated financial statements.

IAS

The Directors have prepared the Group's consolidated financial statements in accordance with UK adopted International Accounting Standards.

Political and charitable donations

No political or charitable donations were made by the Group during the period (2023: nil).

Research and Development

During the year the Group continued to invest in the development of its core Inventory Monetisation Platform, the purpose of which is to facilitate, record and monitor Inventory Monetisation transactions between third party client companies and segregated independent trading companies (known as stock companies). The internally generated Inventory Monetisation Platform includes not only the software but also:

- > the methodologies and business policies underpinning each Inventory Monetisation transaction.
- > the legal and accounting frameworks required to support each Inventory Monetisation transaction.
- > the technical infrastructure (cloud environment, distributed ledger technology) used to support each Inventory Monetisation transaction.

During the year the Group capitalised costs associated with the development of the Inventory Monetisation Platform to the value of £53,000 (2023: £458,000) as disclosed in note 12 to the Group's consolidated financial statements.

Authority for Company to Purchase own Shares.

Subject to authorisation by shareholder resolution, the Company may purchase its own shares in accordance with the Companies Act 2006. Any shares which have been bought back may be held as treasury shares or cancelled immediately upon completion of the purchase. Since listing the Directors have not exercised any of their powers to purchase its own shares.

Report of the Directors

Significant Interests (greater than 3%)

The table below shows the interests in shares notified to the Company in accordance with the Disclosure Guidance and Transparency Rules as of 31 December 2024, and 30 September 2025 (being the latest practicable date prior to publication of the Annual Report):

Name of shareholder	As of 31 December 2024		As at 30 September 2025	
	No. of ordinary shares held of £0.00002 nominal value each	% of total voting rights held	No. of ordinary shares held of £0.00002 nominal value each	% of total voting rights held
Alessandro Zamboni (held through AvantGarde Group S.p.A and its subsidiaries)	16,194,038,529	22.58%	16,194,038,529	22.58%
Venus Capital S.A	9,150,000,000	12.76%	9,150,000,000	12.76%

Except as disclosed in the above table, the Company and the Directors are not aware of any person who, directly or indirectly, has a holding which is notifiable under English law or who directly or indirectly, jointly or severally, exercises or could exercise control over it, nor are they aware of any arrangements the operation of which may at a subsequent date result in a change of control over it. Those interested, directly or indirectly, in 3% or more of the issued ordinary shares (as set out in the above table) do not have different voting rights from other shareholders.

Branches outside of the UK

The Group has subsidiaries outside the UK in Italy. Further details of these can be found in note 3 to the Company's financial statements. The Company currently does not have any branches outside of the UK.

Change of Control

The Group is party to a certain funding agreements that include change of control provisions which, in the event of a change of control of the Company, or the relevant Group entity, could result in the termination of those arrangements at the election of the lender, which if triggered would result in the discontinuation of further funding and a requirement to repay amounts outstanding under the affected arrangement.

Going concern

In carrying out their duties in respect of going concern, the Directors have completed a review of the Group's financial forecasts for a period exceeding 12 months from the date of issue of this annual report. The Group's going concern statement can be found in note 2 to the Group's consolidated financial statements.

Website publication

The Directors are responsible for ensuring that the Annual Report and financial statements are made available on the website. The financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Directors' responsibilities pursuant to DTR 4

The Directors confirm that to the best of their knowledge:

- the Group consolidated financial statements have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and the requirements of UK-adopted International Accounting Standards and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Group; and
- the Annual Report includes a fair review of the development and performance of the business and the position of the Group, and the parent Company, together with a description of the principal risks and uncertainties that they face.

Report of the Directors

Disclosure of information to the auditor

Each Director at the date of approval of this annual report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Group's and Company's auditor is unaware; and
- all the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

External Auditor

The Group's new auditor, Bright Grahame Murray, will be proposed for re-appointment at the forthcoming Annual General Meeting.

2025 AGM

The Notice of Annual General Meeting for 2025 will be circulated to all the shareholders at least 21 working days before the AGM and it will also be made available on our corporate website www.supplymecapital.com. The voting on the resolutions will be announced via the Regulatory News Service.

Post balance sheet events

Details of post events since the reporting date can be found in note 30 to the Group's consolidated financial statements.

Statement of Directors' Responsibilities

The Directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group consolidated financial statements in accordance with UK adopted International Accounting Standards. 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 of the Group's results for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently.
- make judgements and accounting estimates that are reasonable and prudent.
- state whether applicable IFRS have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the basis unless it is inappropriate to presume that the Group and 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

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

The Report of the Directors set out from page 87 to 91 is approved by the Board of Directors and signed on its behalf by:

Alessandro Zamboni

Chief Executive Officer and Executive Director

12 October 2025

Financial Statements

Independent Auditor's Report

to the members of Supply@ME Capital Plc

Opinion

We have audited the financial statements of Supply@ME Capital plc (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2024 which comprise the consolidated statement of comprehensive income, the consolidated and Company statement of financial position, the consolidated and Company statement of changes in equity, the consolidated statement of cashflows and notes to the 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 accounting standards. 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 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (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 Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and the
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty relating to going concern

We draw your attention to note 2 on page 104 in the financial statements concerning the Director's assessment of the Group and the Company's ability to continue as a going concern which identifies the existence of uncertainties in relation to assumptions about future trading and the quantum and timing of financing transactions that support the going concern basis of preparation and uncertainties relating to the repayment of the financing facilities. As stated in note 2, these events or conditions, along with other matters set forth in note 2 indicate that a material uncertainty exists that may cast significant doubt on the Group's and Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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.

Given the uncertainties noted above we considered going concern to be a "Key Audit Matter". Our evaluation of the directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting is detailed in the Key Audit Matter report.

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

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £132,000 (2023: £208,000), based on approximately 5% of the loss before tax for the period. We consider loss before tax to be the key benchmark as it is the metric which shareholders and management find most useful and relevant and is closely scrutinized given the position of the entity. Materiality for the parent company financial statements as a whole was set at £130,000 (2023: £190,000) based on 5% of its individual result.

Independent Auditor's Report

to the members of Supply@ME Capital Plc

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined performance materiality to be £85,800 (2023: £124,800) for the Group and £84,500 (2023: £114,000) for the parent company being 65% of overall materiality. Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £6,600 (2023: £10,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

As at 31 December 2024, the Group consists of three components comprising, Supply@ME Capital plc, a holding company based in London, United Kingdom and its trading subsidiaries, Supply@ME Srl and Supply@ME Technologies Srl both based in Italy. The Group is still at the scale up phase and has only a limited level of activity in the year. The year end being reported on represents the first year we have acted as auditors to the Group. In recognition of this and to help develop the scope of our audit we met with and reviewed the audit engagement files of the predecessor auditor. The knowledge gained from our review of the predecessor audit files combined with our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the Group and effectiveness of group-wide controls, changes in the business environment, the potential impact of climate change and other factors when assessing the level of work to be performed at each company.

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team. For the full scope components in Italy, we engaged a local firm of auditors from a leading international network of auditors and who were independent of the Group. Where the work was performed by component auditors, we determined the appropriate level of involvement to ensure that

sufficient appropriate audit evidence had been obtained as a basis for our opinion on the Group as a whole.

The primary team led by the Senior Statutory Auditor was ultimately responsible for the scope and direction of the audit process. The primary team visited the component team in Italy and interacted regularly with the component teams where appropriate during various stages of the audit, reviewed working papers and were responsible for the scope and direction of the audit process. This, together with the additional procedures performed at Group level, gave us appropriate evidence for our opinion on the Group financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report. This is not a complete list of all risks identified by our audit.

Independent Auditor's Report

to the members of Supply@ME Capital Plc

Key audit matter	How our scope addressed the key audit matter
<p>Going Concern</p> <p>As disclosed in Note 2, the Group indicates the existence of uncertainties relating to forecast future revenue, the quantum and timing of financing transactions and the repayment of its funding facility which are a key determinants of the Group's ability to continue as a going concern.</p> <p>In preparing their cash flow forecast and identifying the uncertainties management prepared mitigating actions that could be implemented should these uncertainties realise.</p> <p>We identified that the most significant assumption in assessing the Group's and significant component's ability to continue as a going concern was the quantum and timing of future financing. This forecasted financing did not have mitigating actions.</p> <p>The calculations supporting the assessment require management to make highly subjective judgments about both future revenue and when future financing will be provided. The calculations are based on estimates of future performance and committed funding letters and are fundamental to assessing the suitability of the basis adopted for the preparation of the financial statements.</p> <p>We have therefore spent significant audit effort, including the time of senior members of our audit team, in assessing the appropriateness of these assumptions.</p>	<p>Our evaluation of the directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting included:</p> <ul style="list-style-type: none">▶ We reviewed and challenged the forecast revenues and agreed, where possible, to underlying term sheets. The resulting cash flows within the assessment period are uncertain and this fact is disclosed in note 2;▶ We challenged management over the forecast of cash inflows from financing activities, the receipt of which the going concern assumption is reliant on. We removed these cashflows from the model to ascertain whether they were material to the model. The reliance on the model to these inflows and the uncertainty over the quantum and timing are disclosed in note 2;▶ We tested the mathematical accuracy of the model;▶ We reviewed forecast cost assumptions having regard to historic experience and current trading levels;▶ We reviewed the appropriateness of the disclosure made and its consistency with our review of the going concern assessment;▶ We reviewed and tested management mitigation scenarios;▶ We considered whether the directors had considered a period of at least 12 months from the date of approving the financial statements. We agreed with management that it was appropriate to extend the forecasted period to December 2026 a period of 15 months;▶ Due to historic unreliability of the forecasted financing in the form of capital and loans from shareholders, approval of the going concern assessment was delayed until evidence of the planned financing was confirmed in September with the receipt of \$2 Million USD. <p>Key observation</p> <p>We have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.</p>

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

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.

Independent Auditor's Report

to the members of Supply@ME Capital Plc

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the 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.

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 Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or

- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

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 the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Independent Auditor's Report

to the members of Supply@ME Capital Plc

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations relate to Data Privacy law, Listing requirement of the London Stock Exchange to which the Company's shares are listed and Italian and UK tax legislation and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006.

We evaluated management's incentive and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial performance and management bias through judgment and assumption in significant accounting estimates, in particular those in relation to going concern. We apply professional skepticism through the audit to consider potential deliberate omission or concealment of significant transactions or incomplete/inaccurate disclosure in the financial statements.

In response to these principal risks, our audit procedures included but were not limited to:

- enquiry of management about the Company's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance; the laws and regulations we considered in this context were relevant company law and taxation legislation;
- examining supporting documents for all material balances, transactions and disclosures;
- review of the Board of directors and the Audit Committee minutes;
- enquiry of management about litigations and claims and inspection of relevant correspondence;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions;
- analytical procedures to identify any unusual or unexpected relationships;
- testing the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements;
- review of accounting estimates for biases; and
- communications with component auditors to request identification of any instances of non-compliance with laws and regulations that could give rise to a material misstatement of the group financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Other matters which we are required to address

We were appointed by management on 14 February 2025 to audit the financial statements for the period ending 31 December 2024. Our total uninterrupted period of engagement is 1 year, covering the period ending 31 December 2024.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Company and we remain independent of the Group and the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the Audit Committee.

Use of our report

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

Ahsan Miraj

Senior Statutory Auditor
For and on behalf of Bright Grahame Murray
Statutory Auditor
114a Cromwell Road
Kensington
London
SW7 4AG

12 October 2025

Consolidated Statement of Comprehensive Income

for the Year Ended 31 December 2024

	Note	Year ended 31 December 2024 £ 000	Year ended 31 December 2023 £ 000
Continuing operations			
Revenue	3	129	158
Cost of sales		(427)	(603)
Gross loss			
Administrative expenses	6	(2,343)	(3,678)
Other operating income	5	312	498
Operating loss from continuing operations before impairment charges and fair value adjustments			
Fair value adjustments to investments	27	(284)	(68)
Impairment charges – intangible assets	6	(48)	(384)
Impairment charges – trade and other receivables	14	(270)	-
Operating loss from continuing operations			
Finance costs	4	(131)	(83)
Loss before tax from continuing operations			
Taxation	10	139	-
Loss after tax from continuing operations			
Discontinued operations			
Loss from discontinued operations	26	-	(185)
Total loss for the year			
Other comprehensive income			
Exchange differences on translating foreign operations		259	304
Total comprehensive loss for the year			
Loss attributable to:			
Owners of the Company		(2,664)	(4,041)
Earnings/(loss) per share			
Pence			
Basic and diluted loss per share – continuing operations	11	(0.0043)	(0.0070)
Basic and diluted loss per share – discontinued operations	11	-	(0.0003)
Basic and diluted loss per share – total			
	11	(0.0043)	(0.0073)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

as at 31 December 2024

	Note	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Non-current assets			
Intangible assets and goodwill	12	-	-
Investment	27	-	284
Property, plant and equipment		1	3
Other non-current assets		-	19
Total non-current assets		1	306
Current assets			
Trade and other receivables	13	1,088	1,026
Cash and cash equivalents		34	5
Receivable from related party	14	52	847
Total current assets		1,174	1,878
Total assets		1,175	2,184
Current liabilities			
Trade and other payables	16	4,474	4,569
Total current liabilities		4,474	4,569
Net current liabilities		(3,300)	(2,691)
Non-current liabilities			
Long-term borrowings	17	364	840
Provisions	18	577	575
Deferred tax liabilities		6	7
Total non-current liabilities		947	1,422
Net liabilities		(4,246)	(3,807)
Equity attributable to owners of the parent			
Share capital	15	6,199	5,989
Share premium		27,347	25,396
Share-based payment reserve	24	8,032	7,969
Other reserves		(10,788)	(11,048)
Retained losses		(35,036)	(32,113)
Total equity		(4,246)	(3,807)

The above consolidated statement of financial position should be read in conjunction with the accompanying notes. The consolidated financial statements on pages 98 to 155 were approved and authorised for issue by the Board on 12 October 2025 and signed on its behalf by:

Alessandro Zamboni
Chief Executive Officer and Executive Director

David Bull
Independent Non-Executive Director and Chair of Audit Committee

Supply@ME Capital plc, Company registration number: 03936915

Consolidated Statement of Changes in Equity

for the Year Ended 31 December 2023

	Note	Share capital £ 000	Share premium £ 000	Other reserves* £ 000	Share-based payment reserve £ 000	Merger reserve* £ 000	Reverse takeover reserve* £ 000	Foreign currency reserve* £ 000	Retained losses £ 000	Total £ 000
At 1 January 2023		5,897	25,269	37	5,871	226,905	(237,834)	(521)	(27,649)	(2,025)
Loss for the year		-	-	-	-	-	-	-	(4,345)	(4,345)
Foreign currency translation reserve reclassified to comprehensive income on disposal of 81% of TradeFlow		-	-	-	-	-	-	62	-	62
Forex retranslation difference		-	-	-	-	-	-	304	-	304
		5,897	25,269	37	5,871	226,905	(237,834)	(155)	(31,994)	(6,004)
Issuance of new shares	15	90	2,160	-	-	-	-	-	-	2,250
Costs incurred in connection with the issuance of new ordinary shares		-	(1,971)	-	-	-	-	-	-	(1,971)
Credit to equity for issue of warrants	25	-	-	-	1,717	-	-	-	-	1,717
Exercise of Open Offer Warrants	15	2	70	-	(95)	-	-	-	95	72
Increase in fair value of previously issued warrants	25	-	(132)	-	346	-	-	-	(214)	-
Equity settled employee share based payment schemes		-	-	-	130	-	-	-	-	130
Pension plan actuarial gain or loss		-	-	(1)	-	-	-	-	-	(1)
At 31 December 2023		5,989	25,396	36	7,969	226,905	(237,834)	(155)	(32,113)	(3,807)

* The "other reserves" balance in the consolidated statement of financial position represents an aggregate of other reserves, the merger relief reserve, the reverse takeover reserve and the foreign currency reserve.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

for the Year Ended 31 December 2024

	Note	Share capital £ 000	Share premium £ 000	Other reserves* £ 000	Share-based payment reserve £ 000	Merger reserve* £ 000	Reverse takeover reserve* £ 000	Foreign currency reserve* £ 000	Retained losses £ 000	Total £ 000
At 1 January 2024		5,989	25,396	36	7,969	226,905	(237,834)	(155)	(32,113)	(3,807)
Loss for the year		-	-	-	-	-	-	-	(2,923)	(2,923)
Forex retranslation difference		-	-	-	-	-	-	259	-	259
		5,989	25,396	36	7,969	226,905	(237,834)	104	(35,036)	(6,471)
Issuance of new shares	15	210	2,143	-	-	-	-	-	-	2,353
Costs incurred in connection with the issuance of new ordinary shares		-	(192)	-	-	-	-	-	-	(192)
Credit to equity for issue of warrants	25	-	-	-	52	-	-	-	-	52
Exercise of Open Offer Warrants		-	-	-	-	-	-	-	-	-
Equity settled employee share based payment schemes		-	-	-	11	-	-	-	-	11
Pension plan actuarial gain or loss		-	-	1	-	-	-	-	-	1
At 31 December 2024		6,199	27,347	37	8,032	226,905	(237,834)	104	(35,036)	(4,246)

* The "other reserves" balance in the consolidated statement of financial position represents an aggregate of other reserves, the merger relief reserve, the reverse takeover reserve and the foreign currency reserve.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

for the Year Ended 31 December 2024

	Note	Year ended 31 December 2024 £ 000	Year ended 31 December 2023 £ 000
Cash flows from operating activities			
Loss before interest and tax for the year from continuing operations		(2,931)	(4,077)
Loss before interest and tax for the year from discontinued operations		-	(115)
Total loss for the period before interest and tax		(2,931)	(4,192)
Adjustment for impairment charge			
Impairment charges – intangible assets	6	48	384
Impairment charges – trade and other receivables	14	270	-
Adjustments for fair value on investments			
Fair value adjustments to investments	27	284	68
Adjustments for non-cash acquisition related costs			
Amortisation of intangible assets arising on acquisition	26	-	442
Adjustments for non-cash costs related to the disposal of the discontinued operations			
Foreign currency translation loss reclassified to comprehensive income	26	-	62
Profit on disposal of 81% of TradeFlow	26	-	(718)
		602	238
Other non-cash adjustments		150	137
Other depreciation and amortisation		8	81
Increase in provisions		2	118
Decrease in accrued income		2	5
(Increase)/decrease in trade and other receivables		(52)	401
(Decrease) in trade and other payables		(28)	(759)
Other (increases)/decreases in net working capital		(255)	385
Net cash flows from operations		(2,502)	(3,586)
Interest paid in cash		(91)	(47)
Cash received from Research & Development Tax Credit under the UK SME tax credit scheme		97	-
Net cash flow from operating activities		(2,496)	(3,633)

Consolidated Statement of Cash Flows

for the Year Ended 31 December 2024

	Note	Year ended 31 December 2024 £ 000	Year ended 31 December 2023 £ 000
Cash flows from investing activities			
Purchase of intangible assets	12	(53)	(458)
Other movements in non-current assets		19	-
Consideration received from related party on disposal of discontinued operations		772	1,228
Cash outflow on disposal of discontinued operations	26	-	(324)
Net cash flows from investing activities		738	446
Cash flows from financing activities			
Net cash inflow from new long-term borrowings		550	655
Cash repayment of existing long-term borrowings		(176)	(105)
Cash inflow from issue of new ordinary shares		1,553	2,322
Cost of share issue paid in cash	25	(140)	(254)
Other finance costs paid in cash		-	(6)
Net cash flows from financing activities		1,787	2,612
Net movement in cash and cash equivalents		29	(575)
Foreign exchange differences to cash and cash equivalents on consolidation		-	(1)
Cash and cash equivalents at 1 January		5	581
Cash and cash equivalents at 31 December		34	5

During the year ended 31 December 2024, the Group reported the following significant non-cash transaction:

- A total of 1,500,000,000 new ordinary shares were issued during the year to settle the full amount of £800,000 that was owed by The AvantGarde Group S.p.A ("TAG") under the unsecured working capital facility entered into on 28 April 2023 and amended on 30 June 2023 between TAG and the Company (the "TAG Unsecured Working Capital Facility").

During the prior year ended 31 December 2023, there were no significant non-cash transactions.

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

1 General information

Supply@ME Capital plc is a public limited company incorporated in England and Wales. The address of its registered office is 27/28 Eastcastle Street, London, W1W 8DH, United Kingdom. Supply@ME Capital's shares are listed on the Standard List of the main market of the London Stock Exchange.

These consolidated financial statements have been prepared in accordance with UK adopted International Accounting Standards.

The financial statements of the Group, consisting of Supply@ME Capital plc (the "Company") and its subsidiaries (the "Group"), are presented in Pounds Sterling and all values are rounded to the nearest thousand pounds (£'000) except when otherwise stated.

These consolidated financial statements have been prepared in accordance with the accounting policies set out below, which have been consistently applied to all the years presented.

2 Accounting policies

Going Concern

Background and relevant facts

As at the 31 December 2024 the Group had cash and cash equivalents of £34,000 (31 December 2023: £5,000 cash and cash equivalents) and consolidated net current liabilities of £3,300,000 (31 December 2023: £2,691,000). The Group has posted a total loss for the year ended 31 December 2024 of £2,923,000 (2023: total loss £4,345,000) and the retained losses were £35,036,000 as at 31 December 2024 (31 December 2023: retained losses £32,113,000).

General business progress

As outlined earlier in the 2024 Annual Report, the Group has continued to experience delays in the delivery of its business model to the extent it needs to cover its operating costs and break even from at least a cash flow perspective. The continued low levels of revenue generated and recognised during 2024 has led to another year of losses, the fifth year in row since the reverse take over in March 2020 which saw the Group listed on the standard list of the main market in London. These delays reflect the challenges the Group has experienced in converting its potential opportunities with inventory funders into completed IM transactions. The reasons for these delays and the work the Group is doing to address these with existing and new inventory

funders is outlined in the Business Line Update section of the Strategic Report in the 2024 Annual Report.

In light of the continued delays to the revenue generation and other cash flow pressures experienced by the Group, management has been focused on implementing cost saving efforts which started in 2023 and have continued into 2024. While the Group is continuing to generate losses, the operating loss from continuing operations before impairment charges and fair value adjustments has again reduced in 2024 compared to the prior year. Management expects to carry on the cost saving implementation until such time that the revenue generation and/or cash funding situation is able to sustain increased costs.

Group funding

During the year ended 31 December 2024 and in early 2025, the Group continued to source additional equity and debt funding with the primary aim of allowing it to meet its ongoing working capital requirements as it seeks to deploy an increasing number of IM transactions and scale up the business model. In sourcing this new funding, the Board has always sought to enter into funding agreements, being either debt or equity, that are in the best interests of the Group and its shareholders. At the current time, there are not many options available to the Group and when possible, the Board will look to move to more vanilla funding options to support the Group as it grows.

During 2024 the Group experienced significant cash flow pressures as a result of the under performance of TAG in the delivery against its contractual funding commitment with the Group. The Company and its Board has continued to work closely with TAG to ensure, where possible, delivery against the contractual funding commitments that were agreed during 2023, albeit on a delayed basis. Details of these contractual commitments can be found in note 28 to these financial statement and included a) TAG Unsecured Working Capital Facility, b) the Debt Novation Deed entered into on 30 June 2023 whereby TAG assumed the remaining £2,000,000 consideration arising from the TradeFlow Restructuring to be receivable by the Group from the Buyers (the "Deed of Novation"), and c) the unsecured £3,500,000 shareholder loan agreement between TAG and Company dated 28 September 2023 (the "Top-Up Shareholder Loan Agreement").

During the year ended 31 December 2024 the Group received a total of £1,322,000 from TAG in terms of the TAG Unsecured Working Capital Facility and the Deed of Novation. Following these amounts being received, both these contractual commitments had been fully delivered by TAG by 31 December 2024, albeit on a delayed basis.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

No amounts were received under the Top-Up Shareholder Loan Agreement during 2024.

During 2024 the Board relied on the continued delivery of funds from TAG as a demonstration of the ongoing commitment from TAG to support the Group and to provide the funds due under its contractual commitments with the Company, albeit on a delayed payment schedule. Additionally, the Board continually monitored the payments received from TAG and the representations made to them by TAG, via Alessandro Zamboni in respect of payments that were overdue. These representations included information as to the expected timing of the continued future fulfilment of the amounts due to the Group from TAG under the contractual funding commitments currently in place, and the actions that TAG itself is putting in place to allow them to demonstrate their ongoing commitment to support the Company and to provide the contractual payments. The delayed contractual payments resulted from TAG itself experiencing delays in receiving expected funding.

As referred to above, the delays in the payments due to the Group from TAG resulted in significant cashflow pressures on the Group during 2024 and has been extremely challenging for the management team and the Board to navigate. To mitigate these challenges, the Group undertook a new equity capital raise in May 2024, which raised gross proceeds of £1,552,500. Additionally, towards the end of 2024, it became apparent that a new source of funding needed to be identified by the Board in order to mitigate the increasing risks being created due to the continued underperformance by TAG. This resulted in the Group announcing a new funding facility with Nuburu Inc. ("Nuburu") in March 2025, which was amended on 10 June 2025 and 29 August 2025 to address delays in the receipt of the initial tranches under the new facility following certain technical and regulatory limitations facing Nuburu (the "Nuburu On-Demand Facility"). The amendments signed in June 2025 and August 2025 aligned new payment schedules with actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the Nuburu On-Demand Facility.

The full details of this new funding facility can be found in note 30 to these financial statements for the year ended 31 December 2024. The full USD\$5,150,000 to be received under the Nuburu On-Demand Facility is to be received in tranches over a period of up to 31 October 2025 and requires the Group to gain various

regulatory and shareholder approvals by 30 June 2026 in order to allow the facility to be repaid through the issue of new ordinary shares rather than in cash. As at the date of publication of these consolidated financial statements for the year ended 31 December 2024, Nuburu have paid amounts totalling USD\$2,952,000 to the Company under the amended funding facility with Nuburu.

The Group's cash flow forecast model

In order to determine the appropriate basis of preparation for the financial statements for the year ended 31 December 2024 the Directors must consider whether the Group can continue in operational existence for the foreseeable future, being at least 12 months from the approval date of these financial statements, taking into account the cash inflows under the Group's committed funding facilities.

Taking into account the factors above and in order to consider their assessment of the Group as a going concern, the Directors have reviewed the Group's forecast for the next 12 months. The cash flow forecast takes into account that the Group meets its day to day working capital requirement through a combination of the cash inflows it receives from revenue and from its available and committed cash resources. The Directors have prepared the forecast using their best estimates, information and judgements at this time, including:

- a. The forecast cash inflows arising from revenue generated by the use of the Group's innovative Platform to facilitate inventory monetisation transactions. This reflects the fact that the Directors expect the Group to continue to prove the concept of its business model and to fully operationalise in the near future;
- b. The forecast cash outflows arising from the Group's monthly operational expenditure;
- c. The forecast cash outflows arising from additional capital expenditure that is expected to be required to allow the Group to fulfil the revenue forecasts;
- d. The forecast cash outflows arising from the repayment of overdue amounts that the Group has accumulated as a result of the significant recent cash flow pressures it has faced. The Group intends to reduce these as quickly as possible but in some cases has forecast to repay these via instalment plans. Such instalment plans have been forecast in line with previous experience with the relevant counterparty and / or agreements that have been reached; and

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

- e. The forecast cash inflows to be received from the Nuburu On-Demand Facility in line with the committed amended payment profile and have assumed that the required regulatory and shareholder approvals will be received by 30 June 2026 in order to allow repaying of this facility through the issue of new ordinary shares rather than a cash repayment. Under the Nuburu On-Demand Facility the Company has agreed to released TAG from its obligations under the Top-Up Shareholder Loan Agreement once the full US\$5,150,000 of funding from Nuburu has been received. As such the forecast does not include any amounts to be received from TAG under the Top-Up Shareholder Loan Agreement.

The Directors also ran several sensitivities over the base case forecast cash flow that modelled a number of timing delays to the forecast revenue to illustrate the impact of such delays, together with certain mitigating actions that the Directors are confident they can control, on the overall cash flow position of the Group over the next 12 months.

Uncertainties relating to forecast revenue inflows

As outlined above, there is currently an absence of a historical track record relating to multiple Inventory Monetisation transactions being facilitated by the Group's Platform and the Group being cash flow positive as a result of its revenue generation. As such the Directors have identified a material uncertainty in the cash flow model. This uncertainty arises with respect to both the future timing and growth rates of the forecast cashflows arising from the Group's multiple Inventory Monetisation revenue streams.

In this regard, if these future revenues are not secured as the Directors envisage, it is possible that the Group will have a shortfall in cash and require additional funding during the forecast period.

Uncertainties relating to forecast future tranches due under the Nuburu On-Demand Facility

As outlined above, the cash inflows from the Nuburu On-Demand Facility have not yet been fully received. The remaining amounts have been factored into the cashflow forecasts in line with the latest contractual commitments received from the counterparty. As detailed in note 30 to these consolidated financial statements Nuburu experienced certain regulatory issues that impacted their ability to make the initial tranches due on or before the 31 March 2025, on or before the 30 April 2025, and on or before 31 May 2025, on time and in full.

As a result of the delayed initial tranches referred to above, the Nuburu funding agreement was amended firstly on 10 June 2025, and secondly on 29 August 2025, to allow new payment schedules to be agreed which aligned the updated payment dates with actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the Nuburu On-Demand Facility. As at the date of publication of these consolidated financial statements for the year ended 31 December 2024, Nuburu had paid amounts totalling USD\$2,952,000 to the Company.

Under the amended Nuburu On-Demand Facility dated 29 August 2025 the remaining amounts of USD\$2,198,000 were committed to be paid to the Company on or before 31 October 2025.

The Company has experienced a number of delays in receipt of the tranches of funding due under the initial Nuburu On-Demand Facility signed on 18 March 2025 and the subsequent amendments signed on both 10 June 2025 and 29 August 2025. As Nuburu completed a new public equity offering in early September 2025, and has confirmed it has signed a stand-by purchase agreement with a different third party investor, the Board have more comfort that the final instalment will be received on time.

As such the Directors have identified a second material uncertainty in the cash flow model, that there is a risk the cash flows linked to the amounts still be received from Nuburu, might not be received or might not reach the Group in the time frame expected despite the contractual commitments in place. If this were to be the case, it is possible that the Group will have a shortfall in cash and require additional funding during the forecast period.

Uncertainties relating to the repayment of the Nuburu On-Demand Facility

As outlined above, the Nuburu On-Demand Facility allows the loan, and the associated interest payments, to be repaid via the issue of new ordinary share in the Company rather than in cash. In order to follow this method of repayment the Company needs to obtain certain regulatory and shareholder approvals to allow it to issue the number of new ordinary shares that will be required to cover the repayment of the loan, the accrued interest and the conversion of any associated warrants. The regulatory approvals required include those from the Financial Conduct Authority and The Panel of Takeover and Mergers.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Additionally, the amended Nuburu On-Demand Facility specifies that if the Company has not obtained the required regulatory and shareholder approvals by the 30 June 2026, Nuburu can demand repayment in cash and the Company is required to provide security over intellectual property rights and receivables related to its Italian subsidiary entities in favour of Nuburu. As it is the Directors intention to obtain the required regulatory and shareholder approvals by the 30 June 2026, the cashflow forecast does not factor in any cash repayment of the new Nuburu funding facility.

As such the Directors have identified a third material uncertainty in the cash flow model, that there is a risk that the certain regulatory and shareholder approvals required to allow it to repay the Nuburu On-Demand Facility via the issue of new ordinary shares will not be obtained by 30 June 2026 and that Nuburu could subsequently demand repayment in cash. If this were to be the case, it is possible that the Group will have a shortfall in cash and require additional funding during the forecast period.

Overall conclusion

There is a material uncertainty that exists relating to:

- the future timing and growth rates of the forecast cash flows arising from the Group's multiple Inventory Monetisation revenue streams;
- the timing and overall receipt of the committed funding amounts still to be received despite contractual commitments being in place; and
- obtaining the required regulatory and shareholder approvals by 30 June 2026.

On the basis of the factors identified above, the Directors believe these material uncertainties may cast significant doubt upon the entities ability to continue as a going concern.

Despite this, the Directors do however remain confident in the business model and believe the Group could be managed in a way to allow it to meet its ongoing commitments and obligations through mitigating actions including cost saving measures and securing alternative sources of funding should this be required.

As such the Directors consider it appropriate to continue to prepare these consolidated financial statements on a going concern basis, taking into account the material uncertainties noted above, and have not included the adjustments that would result if the Company and Group were unable to continue as a going concern.

Adjusted performance measures

Management believes that adjusted performance measures provide meaningful information to the users of the accounts on the operating performance of the business. Accordingly, the adjusted measure of operating profit from continuing operations excludes, where applicable, impairment charges and fair value adjustments. These terms are not defined terms under IFRS and may therefore not be comparable with similarly titled profit measures reported by other companies. They are not intended to be a substitute for, or superior to, GAAP measures. The items excluded from adjusted results are those items that are charged to the consolidated statement of comprehensive income due to the impairment of the Group's intangible assets or investments. They are not influenced by the day-to-day operations of the Group.

Basis of consolidation

The Group financial statements consolidate those of the Company and its subsidiary undertakings drawn up to 31 December 2024. Subsidiaries are entities over which the Group has control. Control comprises an investor having power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

New and revised accounting standards and interpretations

There are no new and revised standards that have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

New standards, interpretations and amendments not yet effective

There are no new standards that are issued but not yet effective which would be expected to have a material impact on the Group in the current or future reporting periods or on foreseeable future transactions.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Business Combinations

The acquisition of subsidiaries and businesses are accounted for using the acquisition method under IFRS 3 ("Business Combinations").

Measurement of consideration

The consideration for each acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred to former owners and equity instruments issued by the Group in exchange for control of the acquiree.

Fair value assessment

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Where the fair value of the assets and liabilities at acquisition cannot be determined reliably in the initial accounting, these values are considered to be provisional for a period of 12 months from the date of acquisition. If additional information relating to the condition of these assets and liabilities at the acquisition date is obtained within this period, then the provisional values are adjusted retrospectively. This includes the restatement of comparative information for prior periods.

Intangible assets arising on business combinations are recognised initially at fair value at the date of acquisition. Subsequently they are carried at cost less accumulated amortisation and impairment charges.

Goodwill

Goodwill arises where the consideration of the business combination exceeds the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. This is recognised as an asset and is tested annually for impairment. The identifiable assets and liabilities acquired are incorporated into the consolidated financial statements at their fair value to the Group.

Transaction costs

Transaction costs associated with the acquisition are recognised in the consolidated statement of comprehensive income as incurred and separately disclosed due to the nature of this expense.

Investment in equity instruments

The Group measures its investments in equity instruments, where no significant influence or control exists, at fair value with any changes recognised through the statement of comprehensive income.

Intangible assets

Goodwill

Goodwill arising on consolidation is recognised as an asset.

Following initial recognition, goodwill is subject to impairment reviews, at least annually, and measured at cost less accumulated impairment losses. Any impairment is recognised immediately in the consolidated statement of comprehensive income and is not subsequently reversed.

Other intangible assets

a) Internally developed Inventory Monetisation ("IM") platform

The core activity of the existing Supply@ME business is the creation and marketing of a software-driven secure platform (the "IM Platform") that can be used for the facilitation, recording and monitoring of Inventory Monetisation ("IM") transactions between third party client companies and segregated trading companies (known as stock companies). The software modules which form part of the IM Platform can also be used, through a White-Label model, by third party banks in order for them to deploy their own inventory backed financial products. The internally generated IM Platform includes not only the software but also:

- the methodologies and business policies underpinning each IM transaction
- the legal and accounting frameworks required to support each IM transaction
- the technical infrastructure (cloud environment, distributed ledger technology) used to support each IM transaction.

Associated with this core activity are continual product development requirements and expenditure in order to develop compliance with legal, regulatory, accounting, valuation and insurance criteria. This expenditure includes software and infrastructure development, intellectual property ("IP") related costs and professional fees related to the development of legal and accounting infrastructure.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Research expenditure is written off in the year in which it is incurred. Expenditure on internally developed products, in particular the IM Platform, is capitalised if it can be demonstrated that:

- it is technically and commercially feasible to develop the asset for future economic benefit;
- adequate resources are available to maintain and complete the development;
- there is the intention to complete and develop the asset for future economic benefit;
- the Company is able to use the asset;
- use of the asset will generate future economic benefit; and
- expenditure on the development of the asset can be measured reliably.

Where these costs are capitalised, they are initially measured at cost and are amortised over their estimated useful economic lives, considered to be 5 years, on a straight-line basis. Amortisation of this internally developed IM platform is charged within cost of sales in the consolidated statement of comprehensive income.

Amortisation methods and useful lives are reviewed at each reporting date and adjusted if appropriate. The carrying amount is reduced by any provision for impairment where necessary.

b) Acquired intangible assets

Intangible assets arising on business combinations are recognised initially at fair value at the date of acquisition. Subsequently they are carried at cost less accumulated amortisation. Amortisation methods and useful lives are reviewed at each reporting date and adjusted if appropriate. The carrying amount is reduced by any provision for impairment where necessary.

An impairment loss is recognised as an expense immediately. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Revenue recognition

Revenue for the Group is measured at the fair value of the consideration received or receivable.

The Group recognises revenue when the performance obligation is satisfied, the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity. The Group's revenues are recognised at the point when the relevant performance obligation has been satisfied, this can result in all the revenue being recognised at a specific point in time or over time as detailed below.

The Group is focussed on its core business lines:

- IM transactions from the pipeline originated by the Group and funded by third-party investors ("Open Market IM"); and
- IM deals with local commercial banks and their client companies ("White-Label IM").

The Group recognises revenue from the following activities:

a) Open Market IM - Due diligence fees:

This revenue arises from due diligence services performed by the Group in relation to the potential client companies. This due diligence covers topics such as the client's financial information, operations, credit rating and analysis of its inventory. Given the stage of the Group's development, and the evolution of the Group's contracting arrangements, the due diligence revenues recognised by the Group to date have been limited. Further details are provided below:

Historical contractual arrangements - Prior to June 2020, the Group's contractual arrangements required the client to make a down payment intended to remunerate the Group for the due diligence services being provided. However, these agreements did not clearly identify the Group's performance obligation and such down payments were also refundable under certain circumstances and up to the point when the Platform was able to be used for the first time by the client companies.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Due to the above circumstances, these down payments have not been recognised as revenue under IFRS 15 ("Revenue from Contracts with Customers") until the specific performance obligation, being the use of the Group's Platform for the first time, has been satisfied by the Group. Until such time, these amounts have been recognised as deferred income in the statement of financial position, or as other payables in the case where a refund has been requested (due to the current delays being experienced by the Group), but not yet paid as at the balance sheet date or the expectation is that probability of an IM transaction occurring in the future is unlikely.

Current contractual arrangements - Post June 2020, the Group updated its contractual arrangements to specifically identify a separate performance obligation in relation to the completion of the due diligence services being provided by the Group, also considering the actual benefits the client companies can directly obtain from such activities, even in the case where the Inventory Monetisation transaction does not take place. In these contracts, the due diligence fees are paid in advance by the client companies, and the revenue is recognised when the Group has successfully fulfilled its performance obligation, being the completion of the due diligence service and communication to the client in this respect through the issuance of a detailed due diligence report. Prior to the completion of the performance obligation, the due diligence fees received are held on the balance sheet as deferred income.

In order to conclude if the performance obligations have been successfully fulfilled, management currently assess this on a client-by-client basis to ensure that the control of the due diligence report has been transferred to the client company. In developing this accounting policy management have made the assessment that the due diligence services result in a distinct beneficial service being provided to client companies as the information provides insight into their business which can also be used for alternative purposes as well (such as client companies business and operational optimisation). This is also referred to the critical accounting judgements and sources of estimation uncertainty note.

b) Open Market IM – Origination fees:

This revenue arises from origination of the contracts between the client company wishing to have their inventory monetised and the independent stock (trading) company that purchased the inventory from

the client company. Given the stage of the Group's development, and the evolution of the Group's contracting arrangements, as at 31 December 2024, the Group had facilitated three IM transactions over its IM Platform and therefore had received origination fees from three client companies, one took place during each of year ended 31 December 2022, 2023 and 2024. The non-refundable origination fees received from the client company relate to the fee payable to the Group at the point in time the client company enters into binding contracts with the stock (trading) company to purchase its inventory. The Group have recognised the non-refundable origination fee as revenue at the point in time that the fee becomes receivable from the client company. This is consistent with the fact that there are no performance obligations that remain to be completed by the Group relating to this fee at this point in time.

c) Open Market IM – IM Platform usage fees:

This revenue arises from usage of the Group's IM Platform by the independent stock (trading) company to facilitate the purchase of the inventory from the client company. Given the stage of the Group's development, and the evolution of the Group's contracting arrangements, as at 31 December 2024, the Group had facilitated three IM transactions over its IM Platform and therefore had recognised IM Platform usage fees from the independent stock (trading) company in respect of these three IM transactions only. Management concluded that the usage of the IM Platform granted by the Group to the stock (trading) company represented a Software as a Service ("Saas") contract and as such the annual IM Platform usage fees are recognised over time in line with the time period covered by the contract as required by IFRS 15 ("Revenue from Contracts with Customers"). As the annual IM Platform usage fees are received by the Group at the beginning of the annual period, any unrecognised amounts are held on the balance sheet as deferred income.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

d) Open Market IM – IM service fees:

This revenue arises as a result of the service fees charged by the Group to the independent stock (trading) company as remuneration for the support and administration activities, such as the monitoring of the inventory purchased, the Group performs in connection with the use of the Group's IM Platform. Given the stage of the Group's development, and the evolution of the Group's contracting arrangements, as at 31 December 2024, the Group had facilitated three IM transactions over its IM Platform and therefore as recognised IM service fees from the independent stock (trading) company in respect of these three transactions only. Management concluded that the support and administration activities performed in exchange for these fees represent separately identifiable performance obligation and as such the annual fees are recognised over time in line with the time period covered by the contract as required by IFRS 15 ("Revenue from Contracts with Customers"). These service fees are accrued up to the point the fees are received and then any unrecognised amounts are held on the balance sheet as deferred income.

Cost of Sales

Cost of sales represents those costs that can be directly related to the sales effort. At this early stage in the Group's development, the cost of sales includes both the costs of the work force who are engaged in the due diligence related processes, the amortisation of the costs relating to the internally developed IM platform, and any external costs directly related to the completion of the due diligence activities. Management regard these items as the direct costs associated with generating the Open Market IM revenue; in line with similar fintech companies.

Leases

The Group does not have any material lease arrangements that would be required to be accounted for under IFRS 16 ("Leases"). In addition, in accordance with IFRS 16 ("Leases"), any short term lease costs are recognised in the consolidated statement of comprehensive income in the period which is covered by the term of the lease.

Property, Plant and equipment

Recognition and measurement

All property, plant and equipment is stated at cost less accumulated depreciation and impairment. The costs of the plant and equipment is the purchase price plus any

incidental costs of acquisition. Depreciation commences at the point the asset is brought into use.

If there is any indication that an asset's value is less than its carrying amount an impairment review is carried out. Where impairment is identified an asset's value is reduced to reflect this.

The residual values and useful economic lives of plant and equipment are reviewed by management on an annual basis and revised to the extent required.

Depreciation

Depreciation is charged to write off the cost, less estimated residual values, of all plant and equipment equally over their expected useful lives. It is calculated at the following rates:

- Computers and IT equipment at 33% per annum.

Tax

The tax expense for the period generally comprises current corporation tax, including any associated penalties and late payment charges. In the current year, the tax expense represents a credit relating to Research & Development Tax Credits claimed by the Company under the UK SME tax credit scheme.

Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

The carrying amount of any deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on tax rates that have been enacted or substantively enacted at the statement of financial position date. Deferred tax and current tax are charged or credited to profit or loss, except when it relates to items charged or credited in other comprehensive income or directly to equity, in which case the deferred tax is also recognised in other comprehensive income or equity respectively.

In line with IAS 1 ("Presentation of Financial Statements") any deferred tax assets have been classified as non-current assets.

Cash and cash equivalents

Cash and other short-term deposits in the statement of financial position comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less and where there is an insignificant risk of changes in value. In the consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

Functional and presentation currencies

The consolidated financial statements are presented in pounds sterling (£), the Company's functional currency.

Foreign currency

The main currencies for the Group are the euro (EUR), pounds sterling (GBP) and US dollars (USD).

Foreign currency transactions and balances

Items included in the consolidated financial statements of each of the Group's subsidiaries are measured using their functional currency. The functional currency of the parent and each subsidiary is the currency of the primary economic environment in which the entity operates.

Foreign currency transactions are translated into the functional currency using the average exchange rates in the month. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Share capital, share premium and brought forward earnings are translated using the exchange rates prevailing at the dates of the transactions.

See applicable exchange rates to GBP used during FY24 and FY23 below:

	2024 Closing	2024 Average	2023 Closing	2023 Average
SGD*	n/a	n/a	1.7188	1.6684
EUR	1.2097	1.1789	1.1534	1.1495
USD	1.2521	1.2786	1.2732	1.2432

*the 2023 Singapore dollar ("SGD") exchange rate shown in the table above are for the following periods, closing – 30 June 2023, average – for the six month period ended 30 June 2023. This reflects the fact that the TradeFlow Restructuring was finalised and completed on 30 June 2023 and TradeFlow was deconsolidated from the Group's results from this date. These rates are no longer applicable for the year ended 31 December 2024.

Consolidation of foreign entities:

On consolidation, results of the foreign entities are translated from the functional currency to pounds sterling, the presentational currency of the Group, using average exchange rates during the period. All assets and liabilities are translated from the local functional currency to pounds sterling using the reporting period end exchange rates. The exchange differences arising from the translation of the net investment in foreign entities are recognised in other comprehensive income and accumulated in a separate component of equity.

Employee benefits

Short-term employee benefits

The Group accounts for employee benefits in accordance with IAS 19 ("Employee Benefits").

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution pension obligations

The Group accounts for retirement benefit costs in accordance with IAS 19 ("Employee Benefits").

Contributions to the Group's defined contributions pension scheme are charged to profit or loss in the period in which they become payable.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Financial assets

Classification

Financial assets currently comprise trade and other receivables, receivables from related parties, and cash and cash equivalents.

Recognition and measurement

Loans and receivables

Loans and receivables are mainly contractual trade receivables and are non-derivative financial assets with fixed or determinable payments that do not have a significant financial component and are not quoted in an active market. Accordingly, trade and other receivables are recognised at undiscounted invoice price. When applicable, a reserve for credit risk is made at the beginning of each transaction and adjusted subsequently through profit and loss.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 ("Financial Instruments") using the lifetime expected credit losses. During this process the probability of the non-payment of trade receivables is assessed. 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 reported in a separate provision account with the loss being recognised as a separate impairment charge 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 liabilities

Classification

Financial liabilities comprise trade and other payables and long-term borrowings, which can from time to time include loan notes and convertible loan notes.

Recognition and measurement

Trade and other payables

Trade and other payables are initially recognised at fair value less transaction costs and thereafter carried at amortised cost.

Long-term borrowings

Interest bearing long-term borrowings are initially recorded at the proceeds received, net of direct issue costs (including commitment fees, introducer fees and

the fair value of any warrants issued to satisfy issue costs). Finance charges, including direct issue costs, are accounted for on an amortised cost basis to the Company's income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. The carrying value of the instrument is adjusted for any principle repayments made in the relevant period.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation and the amount can be reliably estimated.

Share-based payments

Equity-settled share-based payments relate to the warrants issued in connection with the cost of issuing new equity or debt in the relevant period, and employee share schemes.

Share warrants

Certain equity-settled share-based payments relate to the warrants issued in connection with the cost of issuing new equity or debt, either in the current or prior periods. Equity-settled share-based payments are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of these equity-settled share-based transactions are set out in note 24.

The fair value determined at the grant date of the equity-settled share-based payments relating to the warrants issued in connection with the issue of equity are netted off against the amount of share premium that is recognised in respect of the share issue to which they directly relate. Any amounts in excess of the share premium recognised, are netted off against retained losses.

The fair value determined at the grant date of the equity-settled share-based payments relating to the warrants issued in connection with the debt instruments are netted off against the fair value of the underlying instrument to which they relate. The fair value is then expensed together with the other related finance costs on an amortised cost basis to the Group's statement of comprehensive income using the effective interest rate method.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

If there are any subsequent modifications made to any of the terms of equity-settled share-based payments relating to the warrants issued by the Company, the change in fair value is calculated as the difference between the fair value of the modified equity-settled share-based payment and that of the original equity-settled share-based payment. This calculation relates to any warrants that are still outstanding and have not been converted into ordinary shares at the time of the subsequent modification. The change in the fair value is then accounted on a consistent basis to the initial fair value.

In respect of the above share-based payments, the fair value is not revised at subsequent reporting dates, however, the fair value is released from the share-based payment reserve at the point in time that any of the warrants are exercised by the third party holder.

Employee share schemes

Grants made to certain employees of the Group will result in a charge recognised in the Group's income statement. Such grants will be measured at fair value at the date of grant and will be expensed on a straight-line basis over the vesting period, based on the Company's estimate of the shares that will eventually vest. Non-market vesting assumptions are reviewed during each period to ensure they reflect current expectations.

Full details of the Group's share-based payments refer to note 24.

Discontinued Operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that decisions to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately in the balance sheet.

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed or, is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations; and
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the income statements. All other notes in the financial statements include amounts for continuing operations, unless otherwise mentioned.

The Board considered that in light of the TradeFlow Restructuring that commenced during the second half of 2022, the TradeFlow operations meet the criteria to be classified as held for sale at 31 December 2022 as at this date the details of the TradeFlow Restructuring had all been agreed in principle between the parties and was expected to be completed post year end together with the publication of the 2022 Annual Report and Accounts. As a result the TradeFlow operations were available for immediate sale in its present condition and it was highly probable that that sale would be completed within 12 months of 31 December 2022. The TradeFlow Restructuring was completed and finalised on 30 June 2023 at which point the Group reduced its ownership in TradeFlow from 100% to 19%. Prior to completion of the TradeFlow Restructuring, the TradeFlow operations were continued to be classified as held for sale in the Group's consolidated financial statements. Following the 30 June 2023, the TradeFlow operations were deconsolidated from the Group's financial statements.

Equity

"Share capital" represents the nominal value of equity shares issued.

"Share premium" represents the excess over nominal value of the fair value of consideration received for equity shares net of expenses of the share issue.

"Other reserves" represents legal reserves in respect of Supply@ME S.r.l. In accordance with Article 2430 of the Italian Civil Code, Supply@ME S.r.l., a limited liability company registered in Italy, with a corporate capital of euro 10,000 or above shall annually allocate as a legal reserve an amount of 5% of the annual net profit until the legal reserve will be equal to 20% of corporate capital.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

"Share-based payment reserve" represents the adjustments to equity in respect of the fair value of outstanding share-based payments including warrants issued in connection with the cost of issuing new equity or debt instruments during the relevant period and employee share schemes.

"Merger relief reserve" represents the excess of the value of the consideration shares issued to the shareholders of Supply@ME S.r.l. upon the reverse takeover over the fair value of the assets acquired.

"Reverse takeover reserve" represents the accounting adjustments required to reflect the reverse takeover upon consolidation. Specifically, removing the value of the "investment" in Supply@ME S.r.l., removing the share capital of Supply@ME S.r.l. and bringing in the pre-acquisition equity of Supply@ME Capital plc.

"FX reserves" represents foreign currency translation differences on consolidation of subsidiaries reporting under a different functional currency to the parent company.

"Retained losses" represents retained losses of the Group. As a result of the reverse takeover, the consolidated figures include the retained losses of the Group only from the date of the reverse takeover together with the brought forward losses of Supply@ME S.r.l.

Critical accounting judgements and sources of estimation uncertainty

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Directors to exercise their judgement in the process of applying the accounting policies which are detailed above. These judgements are continually evaluated by the Directors and management and are based on experience to date and other factors, including reasonable expectations of future events that are believed to be reasonable under the circumstances.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period

in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A number of these key estimates and underlying assumptions have been considered as a result of specific transactions outlined in these consolidated financial statements. The Directors have evaluated the estimates using historical experience and other methods considered reasonable specific to the circumstances. The Directors have also consulted with third-party experts where appropriate. These estimates will be evaluated on an ongoing basis as required.

The Group believes that the estimates and judgements that have the most significant impact on the annual results under IAS are as set out below:

Judgements

Going concern

As detailed in the going concern accounting policy, the Directors have prepared the going concern cash forecast using their best estimates, information and judgements at this time, particularly around the projected revenue, timing of cash inflows from committed funding and the settlement of certain overdue amounts via instalment plans. Additionally, the Directors have applied their judgement that the regulatory and shareholder approvals required in order to allow the Nuburu On-Demand Facility to be repaid via the issue of new ordinary shares will be obtained by 30 June 2026. Further specifics of these judgements, and the material uncertainties linked to these, can be found earlier in this note 2.

Internally developed intangible assets

The cost of an internally generated IM platform comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management. During the period judgement was required to distinguish those costs that were capable of being capitalised under IAS 38 ("Intangible assets") and those costs that related to research activities, the cost of which has been recognised as an expense during the relevant period.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Revenue recognition – assessment of performance obligations

- > The Directors are required to make a judgement as to if the due diligence services represent a distinct performance obligation under IFRS 15 ("Revenue from Contracts with Customers"). The Board and management have concluded that this is indeed the case due to the distinct beneficial service being provided to client companies through the delivery of the due diligence report which provide insight and information into the business.
- > The Directors are required to make a judgement as to if the receipt of non-refundable origination fees received from the client companies represent a distinct performance obligation under IFRS 15 ("Revenue from Contracts with Customers"). The Board and management have concluded that no separately identifiable performance obligation is carried out by the Group associated with this fee.

Impairment or fair value adjustments

At the end of the accounting period the Group assesses if there are any indicators of impairment or fair value adjustments required with respect to its investments in subsidiaries, its other investments or its receivable balances. The carrying value is determined by the use of a discounted cash flow model of future free cash flows which involves estimates to be made by the Directors around future cash forecasts, discount rates etc.

Estimates

Valuation of share warrants issued

During the current financial year, the Group issued new share warrants in connection with the equity subscription completed in May 2024. As these share warrants were issued as a cost of securing new equity investment into the Group they have been classified as a share-based payments. As such the Directors were required to determine the fair value of the equity-settled share-based payments at the date on which they were granted. Judgement was required in determining the most appropriate inputs into the valuation models (Black Scholes) used and the key judgemental input was the expected volatility rate of the Company's share price over the relevant period and the assumption applied in the model was 82.5% which based the actual volatility of the Company's share price from the date of the reverse takeover (being March 2020) to the date at which the relevant valuation model was run.

As outlined above, the share warrants issued during the current financial year were issued in connection with new equity funding and as such the fair value cost has been recognised as a debit to equity on the consolidated statement of financial position. If the expected volatility rate was adjusted by plus 10%, then the impact on the fair value recognised as the initial debit to equity in the current year would have been approximately plus £4,000. If the expected volatility rate was adjusted by minus 10%, then the impact on the fair value recognised as the initial debit to equity in the current year would have been approximately minus £4,000.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

3 Segmental reporting

IFRS 8 ("Operating segments") requires the Group's operating segments to be established on the basis of the components of the Group that are evaluated regularly by the chief operating decision maker, which has been determined to be the Board of Directors. At this early stage of development, the Group's structure and internal reporting is continually developing.

Following the completion of the TradeFlow Restructuring, the Board considers that the Group operated in a single business segment of inventory monetisation, alongside the head office costs (largely comprising the Company), and that all activities were undertaken in Europe, primarily Italy. To date the inventory monetisation segment has been focused on the development of the IM Platform, the provision of due diligence services, and the facilitation of the initial IM transactions that have taken place.

The key metrics assessed by the Board of Directors include revenue and adjusted operating profit (before impairment charges and fair value adjustments) which is presented below. Revenue is presented by basis of IFRS 15 ("Revenue from Contracts with Customers") revenue recognition and by service line.

Year ended 31 December 2024	Inventory Monetisation £ 000	Head office £ 000	Consolidated Group – continuing operations £ 000
Revenue from continuing operations			
Due diligence fees	55	-	55
Inventory Monetisation fees	74	-	74
Revenue	129	-	129
Operating loss from continuing operations before impairment charges and fair value adjustments	(833)	(1,496)	(2,329)

All the Group's revenue from due diligence fees is recognised at a point in time. Of the revenue generated from Inventory Monetisation fees, £19,000 is generated from origination fees which is recognised at a point in time, and the remaining £55,000 is generated from usage of the Group's IM Platform and services provided by the Group in connection with the IM transaction. This £55,000 of revenue is recognised over time and the amount recognised in the current financial year relates to the performance obligations satisfied prior to 31 December 2024.

As at 31 December 2024	Inventory Monetisation £ 000	Head office £ 000	Consolidated Group – continuing operations £ 000
Balance sheet			
Assets	1,075	100	1,175
Liabilities	(4,012)	(1,409)	(5,421)
Net (liabilities)	(2,937)	(1,309)	(4,246)

Geographical analysis

The Group's Inventory Monetisation operation is currently predominately located in Europe.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

3 Segmental reporting

Comparative segmental reporting

Year ended 31 December 2023	Inventory Monetisation £ 000	Head office £ 000	Consolidated Group – continuing operations £ 000
Revenue from continuing operations			
Due diligence fees	94	-	94
Inventory Monetisation fees	64	-	64
Revenue from continuing operations	158	-	158
Operating loss from continuing operations before impairment charges and fair value adjustments	(1,061)	(2,564)	(3,625)

All the Group's revenue from due diligence fees is recognised at a point in time. Of the revenue generated from Inventory Monetisation fees, £11,000 is generated from origination fees which is recognised at a point in time, and the remaining £53,000 is generated from usage of the Group's IM Platform and services provided by the Group in connection with the IM transaction. This £53,000 of revenue is recognised over time and the amount recognised in the current financial year relates to the performance obligations satisfied prior to 31 December 2023.

As at 31 December 2023	Inventory Monetisation £ 000	Head office £ 000	Consolidated Group – continuing operations £ 000
Balance sheet			
Assets	971	1,213	2,184
Liabilities	(4,321)	(1,670)	(5,991)
Net (liabilities)	(3,350)	(457)	(3,807)

Geographical analysis

The Group's Inventory Monetisation operation is currently predominately located in Europe, while the investment advisory operations (classified as a discontinued operation) were predominately located in Singapore for the six month period from 1 January to 30 June 2023, the date the TradeFlow Restructuring was completed.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

4 Finance costs from continuing operations

	2024 £ 000	2023 £ 000
Interest expense – long-term borrowings	47	31
Interest expense – related parties	13	7
Other interest expense	71	45
Total finance costs	131	83

The interest expense related to related parties of £13,000 (2023: £7,000) was accrued in relation to the TAG Unsecured Working Capital Facility. Both amounts of interest from 2024 and 2023 remained payable by the Company to TAG as at 26 March 2024, the date when the TAG Unsecured Working Capital Facility was settled through the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each. The £20,000 of interest payment to TAG was also settled on 26 March 2024 through the offset of interest receivable by the Company from TAG under the other contractual funding arrangements currently in place with TAG.

5 Other operating income from continuing operations

	2024 £ 000	2023 £ 000
Interest income	312	31
Other operating income	-	91
Gain arising on settlement of outstanding creditor balance	-	376
	312	498

Included within the interest income is an amount of £312,000 (2023: £22,000) accrued as receivable from TAG in relation to late payments received in connection with the Top-Up Shareholder Loan Agreement and the Deed of Novation signed with TAG in connection with the TradeFlow Restructuring. As detailed in note 14, an impairment charge of £270,000 was recognised by the Group during the current financial year relating to the outstanding interest received as at 31 December 2024 from TAG in connection with the Top-Up Shareholder Loan Agreement.

The gain arising on settlement of outstanding creditor balance recognised in the prior year relates to the settlement agreement, dated 2 May 2023, with an existing creditor of the Group. This settlement agreement reduced the total amount that was owed by the Group, to this supplier, in exchange for payment of the new agreed amount by a specific date. The total amount owed to this specific creditor prior to the settlement agreement being signed was €1,130,250. This amount was reduced to €700,000 as a result of the negotiations proceeding the signing of the settlement agreement. This resulted in a difference of €420,250 or £376,000 which has been recorded as other operating income in the consolidated statement of comprehensive income for the year ended 31 December 2023.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

6 Operating loss

The Group's operating loss from continuing operations for the year has been arrived at after charging:

	2024 £ 000	2023 £ 000
Amortisation of internally developed IM platform (note 12)	5	74
Depreciation	3	4
Staff costs (note 8)	1,631	1,850
Professional and legal fees	625	1,551
Contractor costs	73	215
Insurance	98	98
Training and recruitment costs	7	5
Long-term incentive plan costs ("LTIP's")	11	131

In addition to the above, the Group incurred the following costs from continuing operations relating to impairment charges and fair value adjustments as detailed below:

	2024 £ 000	2023 £ 000
Impairment charges – intangible assets (note 12)	48	384
Impairment charges – trade and other receivables (note 14)	270	-
Fair value adjustments on investments (note 27)	284	68
Total impairment charges and Fair value adjustments	602	452

The following acquisition related costs, impairment charges, and costs/(gains) relating to the restructuring of the TradeFlow ownership, have been recognised in the discontinued operations for the comparative year ended 31 December 2023:

	2024 £ 000	2023 £ 000
Amortisation of intangible assets arising on acquisition (note 26)*	-	442
Foreign currency translation gain reclassified to other comprehensive income (note 26)	-	62
Profit on disposal of 81% of TradeFlow (note 26)	-	(718)
	-	(214)

* The amortisation of intangible assets arising on acquisition in FY23 reflects the charge recognised during the period from 1 January 2023 to 30 June 2023. This reflects the fact that the TradeFlow Restructuring was finalised and completed on 30 June 2023 and TradeFlow was deconsolidated from the Group's results from this date.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

7 Auditors' remuneration

During the year, the Group obtained the following services from the Group's auditor, at the costs detailed below. It should be noted that the auditors of the Company for the year ended 31 December 2023 was Crowe U.K. LLP and the new auditors of the Company for the year ended 31 December 2024 are Bright Grahame Murray.

	2024 £ 000	2023 £ 000
Fees payable to the Company's auditors for the audit of the consolidated financial statements	121	110
Fees payable to the Company's auditors and its associates for other services to the Group:		
Audit of the Companies subsidiaries	15	20
Audit fees relating to prior periods	-	6
Total audit fees	136	136
Non-audit assurance services	-	-
Total audit and non-audit assurance related services	136	136

8 Staff costs

The aggregate payroll costs (including directors' remuneration) included within continuing operations were as follows:

	2024 £ 000	2023 £ 000
Wages, salaries and other short term employee benefits	1,409	1,590
Social security costs	159	190
Post-employment benefits	63	70
Total staff costs	1,631	1,850

The aggregate payroll costs (including directors' remuneration) included within discontinued operations were as follows:

	2024 £ 000	2023 £ 000
Wages, salaries and other short term employee benefits	-	337
Social security costs	-	11
Total staff costs – discontinued operations*	-	348

* The aggregate payroll costs in FY23 included within discontinued operations reflects the costs recognised during the period from 1 January 2023 to 30 June 2023. This reflects the fact that the TradeFlow Restructuring was finalised and completed on 30 June 2023 and TradeFlow was deconsolidated from the Group's results from this date.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

8 Staff costs

The average number of persons employed by the Group (including executive directors) during the year, analysed by category was as follows:

	2024 No.	2023 No.
Executive directors	1	2
Finance, Risk and HR	5	4
Sales and marketing	2	3
Legal	-	1
Operations and Platform development	7	11
Total average number of people employed*	15	21

* The average number of people employed in FY23 reflects the TradeFlow staff employed for the period from 1 January 2023 to 30 June 2023. This reflects the fact that the TradeFlow Restructuring was finalised and completed on 30 June 2023 and TradeFlow was deconsolidated from the Group's results from this date.

9 Key management personnel

Key management compensation (including directors):

	2024 £ 000	2023 £ 000
Wages, salaries and short-term employee benefits	1,000	1,254
Social security costs	92	115
Post-employment benefits	37	44
Total key management compensation	1,129	1,413

Key management personnel consist of the Company leadership team and the Directors.

No retirement benefits are accruing to Company Directors under a defined contribution scheme (2023: none), however the Chief Executive Officer received cash in lieu of payments to a defined contribution pension scheme of £12,420 during the year (2023: £12,420). This was allowable under his director's employment contract.

The Directors' emoluments are detailed in the Remuneration Report of the Annual Report and Accounts for the year ended 31 December 2024.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

10 Income tax

The income tax credit of £139,000 recognised for the year ended 31 December 2024 represents Research & Development Tax Credits claimed by the Company under the UK SME tax credit scheme during the year (2023: £nil). This tax credit related to the financial years ended 31 December 2022 and 31 December 2023 for which the related claims were submitted and finalised during 2024. Of this total £97,000 had been received by the Company prior to 31 December 2024 and the remaining £42,000 was received by the Company subsequent to the year end. This outstanding amount still to be received was recognised within other receivables (note 13) as at 31 December 2024.

Tax expense charged in the income statement:

	2024 £ 000	2023 £ 000
Current Taxation Expense		
UK Corporation tax	(139)	-
Foreign taxation paid/(receivable) by subsidiaries – continuing operations	-	-
	(139)	-

The tax on loss before tax for the period is less than (2023 - less than) the standard rate of corporation tax in the UK of 25.0% (2023 – 23.5%).

The differences are reconciled below:

	2024 £ 000	2023 £ 000
Loss before tax	(3,062)	(4,345)
Corporation tax at standard rate – 25.0% (2023: 23.5%)	(766)	(1,022)
Effect of expenses not deductible in determining taxable profit (tax loss)	165	82
Increase in tax losses carried forward which were unutilised in the current year	598	912
Tax adjustments in respect of foreign subsidiaries (timing differences)	-	-
Over provision of deferred tax in prior years	(139)	-
Income not taxable	-	-
Deferred tax not recognised	3	28
Differences between UK and foreign tax legislation	-	-
Total tax charge	(139)	-

In addition, unrecognised deferred tax assets, relating to tax losses carried forward across the Group have not been recognised due to uncertainty over the timing and extent of future taxable profits. The losses can be carried forward indefinitely and have no expiry date. The total approximate tax losses carried forward across the Group as at 31 December 2024 were £19.5 million (31 December 2023: £17.2 million as restated).

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

11 Earnings/(loss) per share

The calculation of the basic earnings/(loss) per share ("EPS") is based on the total loss for the year of £2,923,000 (2023 — loss £4,345,000) and on a weighted average number of ordinary shares in issue of 68,035,422,123 (2023 — 59,880,078,004). The basic EPS is (0.0043) pence (2023 – (0.0073) pence).

The calculation of the basic earnings/(loss) per share (EPS) from continuing operations is based on the total loss for the year from continuing operations of £2,923,000 (2023 — loss £4,160,000) and on a weighted average number of ordinary shares in issue of 68,035,422,123 (2023 — 59,880,078,004). The basic EPS from continuing operations is (0.0043) pence (2023 – (0.0070) pence).

For the year ended 31 December 2024, the Group no longer had any discontinued operations. However the calculation of the basic earnings/(loss) per share (EPS) from discontinued operations in the comparative year ended 31 December 2023 was based on the total loss for discontinued operations of £185,000 and on a weighted average number of ordinary shares in issue of 59,880,078,004. The basic EPS from discontinued operations for the year ended 31 December 2023 was (0.0003) pence.

The Company has share warrants and employee share scheme options in issue as at 31 December 2024 which would dilute the earnings per share if or when they are exercised in the future. A summary of these is set out below and further details of these share warrants and employee share options can be found in note 24.

	2024 No.	2023 No.
Share warrants - issued	9,224,804,855	9,297,651,062
Share warrants – to be issued	2,250,000,000	2,250,000,000
Long-term incentive plan ("LTIP") options	228,256,365	1,095,753,404
Total	11,703,061,220	12,643,404,466

No dilution per share was calculated for 2024 and 2023 as with the reported loss they are all anti-dilutive.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

12 Intangible assets

	Internally developed IM platform £ 000
Cost or valuation	
At 1 January 2023	3,669
Additions	458
At 31 December 2023	4,127
Additions	53
At 31 December 2024	4,180
Amortisation	
At 1 January 2023	818
Amortisation charge	74
At 31 December 2023	892
Amortisation charge	5
At 31 December 2024	897
Impairment	
At 1 January 2023	2,851
Impairment charge	384
At 31 December 2023	3,235
Impairment charge	48
At 31 December 2024	3,283
Net Book Value	
At 31 December 2024	-
At 31 December 2023	-

Impairment assessment – Internally developed IM Platform

The Directors considered the continued current year losses of the Group's Italian subsidiary, to which the internally developed IM platform relates, and the full impairment of this intangible asset in the prior year, as an indicator of impairment and therefore, in accordance to IAS 36 ("Impairment of Assets"), considered if as at 31 December 2024, this intangible asset required further impairment in relation the additions made during the year, or if some of the prior year impairment could be reversed.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

12 Intangible assets

The full going concern statement, set out in note 2, noted there is currently an absence of a historical recurring track record relating to Inventory Monetisation transactions being facilitated by the Group's Platform, the generation of the full range of fees from the use of its Platform from more than a limited number of Inventory Monetisation transactions, and the Group being cash flow positive. As such the Directors have identified these factors as one of the material uncertainties in relation to the going concern statement. The Directors have concluded that these uncertainties also apply to the discounted cash flow model used in this impairment test. In particular, there is uncertainty that arises with respect to both the future timing and growth rates of the forecast discounted cash flows arising from the use of the Internally developed IM Platform intangible asset.

As such, the Directors have decided to continue to impair the full carrying amount of this asset as at 31 December 2024. This impairment loss may subsequently be reversed and if so, the carrying amount of the asset will be increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the investment in prior years.

13 Trade and other receivables

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Trade receivables	82	15
Other receivables	946	976
Prepayments	60	35
Total trade and other receivables	1,088	1,026

14 Receivable from related party

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Receivable from related party	-	772
Interest receivable from related party	7	22
Other related party receivable	45	53
Total receivable from related party	52	847

Receivable from related party

This balance represents the amount receivable from TAG under the Deed of Novation which created the obligation for TAG to settle the £2,000,000 cash payment that was due from the buyers to the Company, as a result of the sale of the 81% majority stake in TradeFlow.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

14 Receivable from related party

Receivable from related party

As at 31 December 2024, the full amount of £2,000,000 has been repaid by TAG to the Company. TAG repaid £1,228,000 during 2023 and £772,000 throughout 2024. The payments totalling £772,000 which had been received during the current year were received through a split of £570,000 in cash (2023: £771,000) and £202,000 by way of offset against amounts owed by the Group companies to TAG (2023: £36,000). In the prior year there was also an amount of £421,000 that was repaid by way of formal debt novation agreements with specific suppliers whereby the debt held by the Group companies was novated to TAG with no recourse by to the Group companies.

Interest receivable from related party

The balance of £7,000 in the table above represents the interest that is receivable from the TAG as at 31 December 2024 relating to the late payments to the Company under the Debt Novation Deed, the purpose of which was to novate the amounts due to the Company as a result of the TradeFlow Restructuring to TAG from the buyers of the 81% holding in TradeFlow. This balance has been paid by TAG subsequent to 31 December 2024 through the offset against invoiced amounts owed by the Group companies to TAG.

In addition to the balance of £7,000 described above, the Company had also recognised interest receivable of £270,000 from TAG as at 31 December 2024 relating to the late payments to the Company under the Top-Up Shareholder Loan Agreement. Given the latest information that the Board has regarding the financial position of TAG, as at 31 December 2024 this interest receivable balance of £270,000 relating to late payments under the Top-Up Shareholder Loan Agreement was fully impaired. The latest information regarding the financial position of TAG included:

- ▶ the auditors of TAG disagreeing with going concern assumption that had been used in the preparation of the TAG's latest financial statements for the year ended 31 December 2023;
- ▶ as a consequence of the above point, TAG elected to apply for a restructuring procedure as is allowable under Italian company law; and
- ▶ following on from this, on 7 August 2025 TAG entered into a formal liquidation process under Italian insolvency law. The Company understands that TAG is currently attempting to halt the liquidation process and return to the restructuring procedure referred to above.

Both these interest amounts have been calculated at a compounding rate of 15% per annum on the overdue amounts. Details of both these agreements can be found in note 28 to the Group's consolidated financial statements for the year ended 31 December 2024.

During the current financial year, TAG paid £57,000 of late payment interest (2023: £nil) through £20,000 which was offset against interest payable by the Company to TAG that had accrued on the TAG Unsecured Working Capital Facility and £37,000 by way of offset against other invoiced amounts owed by the Group companies to TAG.

Other related party receivable

In relation to the Group debt that was formally novated to TAG in 2023 in lieu of a cash payment under the Deed of Novation, as at 31 December 2024 the Group held an amount receivable from TAG on its balance sheet for the value of £45,000 (31 December 2023: £53,000). This primarily related to withholding tax amounts on certain "proforma" invoices that were formally novated, as the supplier invoice settled by TAG was net of the withholding tax amounts and as such remains due from TAG to the Group as at 31 December 2024. Subsequent to 31 December 2024, an amount of £22,000 had been paid by TAG through the offset against invoiced amounts owed by the Group companies to TAG.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

15 Share capital

Allotted, called up and fully paid shares

	As at 31 December 2024		As at 31 December 2023	
	No. 000	£ 000	No. 000	£ 000
Equity				
Ordinary shares of £0.00002 each	71,732,151	1,434	61,232,096	1,224
Deferred shares of £0.04000 each	63,084	2,523	63,084	2,523
2018 Deferred shares of £0.01000 each	224,194	2,242	224,194	2,242
Total	72,019,429	6,199	61,519,374	5,989

Reconciliation of allotted, called up and full paid

	As at 31 December 2024		As at 31 December 2023	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares as at 1 January	61,519,374	5,989	56,908,846	5,897
New ordinary shares issued to TAG in connection with the settlement of the TAG Working Capital Facility	1,500,000	30	-	-
New ordinary shares issued in connection with the New Equity Subscription Agreement dated 14 May 2024	9,000,000	180	-	-
New ordinary shares issued to fulfil the conversion of Open Offer warrants	55	-	110,528	2
New ordinary shares issued to Venus Capital S.A. in connection with 2023 Venus Subscription	-	-	4,500,000	90
Total at 31 December	72,019,429	6,199	61,519,374	5,989

New shares allotted during the current financial year

New ordinary shares issued to TAG in connection with the settlement of the TAG Unsecured Working Capital Facility

Subsequent to TAG satisfying the full amount of £800,000 drawn down by the Company under the amended TAG Unsecured Working Capital Facility, the Company and TAG signed a second deed of amendment agreement dated 26 March 2024, which allowed the full outstanding amount of the amended TAG Unsecured Working Capital Facility to be extinguished by the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each, which were issued to TAG on 28 March 2024. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share.

New ordinary shares issued in connection with New Equity Subscription Agreement

On 14 May 2024, the Company entered into a new equity subscription agreement with a UK investment firm, pursuant to which the UK investment firm committed to subscribe for 9,000,000,000 new ordinary shares of nominal value £0.00002 each (the "Subscription Shares"), on behalf of its private clients, at 0.01725 pence per Subscription Share (the "New Equity Subscription Agreement"). The issue of the Subscription Shares was made for gross proceeds of £1,552,500 (or £1,428,300 net of an 8% commission charged). These Subscription Shares were admitted to standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange on 28 May 2024.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

15 Share capital

New ordinary shares issued to fulfil the conversion of Open Offer warrants

Further to the issue of new ordinary shares on the 18 August 2022 as a result of the Open Offer, the Company also issued 320,855,008 warrants to certain qualifying shareholders who participated in its open offer (the "Open Offer Warrants"). Following the issue of the Open Offer Warrants, certain holders have elected to exercise their Open Offer Warrants and this resulted in a total of 54,696 new ordinary shares being issued during the year ended 31 December 2024 in relation to Open Offer Warrant conversion.

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences, and restrictions:

The ordinary shares carry rights to participate in dividends and distributions declared by the Company and each share carries the right to one vote at any general meeting. There are no rights of redemption attaching to the ordinary shares.

Deferred shares have the following rights, preferences, and restrictions:

The deferred shares carry no rights to receive any dividend or distribution and carry no rights to vote at any general meeting. On a return of capital, the Deferred shareholders are entitled to receive the amount paid up on them after the Ordinary shareholders have received £100,000,000 in respect of each share held by them. The Company may purchase all or any of the Deferred shares at an appropriate consideration of £1.

2018 Deferred shares have the following rights, preferences, and restrictions:

The deferred shares carry no rights to receive any dividend or distribution and carry no rights to vote at any general meeting.

16 Trade and other payables

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Trade payables	820	1,314
Other payables	1,051	943
Current portion of long-term bank borrowings	210	192
Social security and other payroll taxes due	1,903	1,566
Accruals	415	488
Contract liabilities	75	59
Accrued interest payable to related party	-	7
Total trade and other payables	4,474	4,569

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

17 Long-term borrowings

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Non-current portion of long-term bank borrowings	364	590
Working capital loan due to TAG	-	250
Total long-term borrowings	364	840

Non-current portion of long-term bank borrowings

On 12 October 2022, Supply@ME Technologies S.r.l, entered into a new long term loan facility with Banco BPM S.p.A (the "Banco BPM Facility"). The obligations of Supply@ME Technologies S.r.l under the Banco BPM Facility are guaranteed by the Company. The key commercial terms of the Banco BPM Facility include:

- €1 million in principal amount;
- 275 basis points over Euribor interest rate; and
- a five-year repayment term (the final payment to be made on 11 October 2027), including an initial six months of interest only repayments, followed by 54 months of combined principal and interest repayments.

Fees totalling €52,000 were incurred in connection with the arrangement of the Banco BPM Facility. These costs have been capitalised and will be spread over the term of the Banco BPM Facility. The amount included in the table above represents the non-current portion of the Banco BPM Facility. The current portion is set out in note 16 above.

Working capital loan due to TAG

The TAG Unsecured Working Capital Facility, which was initially signed on 28 April 2023 and then amended on 30 June 2023, created the obligation for TAG to provide a working capital facility to the Company up to £800,000. Following the amendment on 30 June 2023, the Company issued a draw down notice to TAG under TAG Unsecured Working Capital Facility for the full £800,000 available. As at 31 December 2023, £250,000 had been received from TAG in respect of this facility, and during the year ended 31 December 2024, the remaining £550,000 was received from TAG.

Subsequent to the receipt of the full £800,000 from TAG, a second deed of amendment was signed between TAG and the Company and this was dated 26 March 2024. This second deed of amendment allowed the full outstanding amount of the TAG Unsecured Working Capital Facility to be extinguished by the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each, which were issued to TAG on 28 March 2024. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share. As such, the balance owing in respect of the TAG Unsecured Working Capital Facility as at 31 December 2024 as £nil (31 December 2023: £250,000).

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

18 Provisions

	Post-employment benefits £ 000	Provision for risks and charges £ 000	Provision for VAT and penalties £ 000	Total £ 000
At 1 January 2023	37	83	337	457
Released to profit and loss	-	(28)	-	(28)
Provided for in the year	17	139	-	156
Payments	(13)	-	-	(13)
Actuarial (gain)/loss	3	-	-	3
At 31 December 2023	44	194	337	575
Forex retranslation adjustment	(2)	(4)	(15)	(21)
At 1 January 2024	42	190	322	554
Released to profit and loss	-	(5)	-	(5)
Provided for in the year	9	41	-	50
Payments	(22)	-	-	(22)
Actuarial (gain)/loss	-	-	-	-
At 31 December 2024	29	226	322	577

Post-employment benefits

Post-employment benefits include severance pay and liabilities relating to future commitments to be disbursed to employees based on their permanence in the relevant company. This entirely relates to the Italian subsidiary, Supply@ME S.r.l. where severance indemnities are due to each employee at the end of the employment relationship. Post-employment benefits relating to severance indemnities are calculated by estimating the amount of the future benefit that employees have accrued in the current period and in previous years using actuarial techniques. The calculation is carried out by an independent actuary using the "Projected Unit Credit Method".

Provision for risks and charges

Provision for risks and charges includes the estimated amounts of penalties and interest for payment delays referring the tax and social security payables recorded in the financial statements of both of the Italian subsidiaries which, at the closing date, are overdue. The increase in the prior financial year was primarily due the interest component as the interest rates in Italy have risen during FY23 to an average at 5% during 2023 (2022: 1.5% in 2022). The increase in the current financial year primarily reflects additional interest charges provided for during the year.

Provision for VAT and penalties

In advance of the Group's first monetisation transaction, a number of advance payments have been received by the Group's Italian subsidiary, Supply@ME S.r.l., from potential client companies in accordance with agreed contractual terms. These payments have been recognised as revenue in accordance with local accounting rules. These advance payments, for which an invoice has not yet been issued, have been made exclusive of VAT. As at 31 December 2024, the Group has included a provision relating to a potential VAT liability, including penalties, in respect of these advance payments of £187,000 (31 December 2023: £196,000). As the underlying currency of this provision is based in Euros the movement during 2024 is the result of foreign exchange rate movements at each respect year end.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

18 Provisions

At the point in the future when the associated monetisation transaction takes place, the potential VAT liability will be settled by the Group. At this same point in time, the Directors expect to be able to recover the VAT from the client companies as invoices in respect of the monetisation transactions are issued. The timing of these future monetisation transactions currently remains uncertain and as such no corresponding VAT receivable has been recognised as at 31 December 2024, however there is a contingent asset of £134,000 as at 31 December 2024 (31 December 2023: £140,000) in respect of this.

An additional amount of £144,000 was added to the provision during the second half of 2022 to reflect the fact that the Italian intercompany invoice was issued late and this balance reflects potential VAT penalties that may arise due to the timing of the invoice. This balance remains provided for at 31 December 2024, however has been revalued to £135,000 as at 31 December 2024 (31 December 2023: £141,000).

From time to time, during the course of business, the Group maybe subject to disputes which may give rise to claims. The Group will defend such claims vigorously and provision for such matters are made when costs relating to defending and concluding such matters can be measured reliably. There were no cases outstanding as at 31 December 2024 that meet the criteria for a provision to be recognised.

19 Pension and other schemes

Defined contribution pension scheme

The Group operates a defined contribution pension scheme for employees of the Company. The assets of the scheme are recognised as being held separately from those of the Group and Company and will be paid over to an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund.

The total pension charge for the year represents contributions payable by the Group to the scheme relating to employer contributions amounted to £47,000 for continuing operations (2023: £53,000).

Contributions (including employee and employer contributions) totalling £30,000 (2023: £16,000) were payable to the scheme at the end of the year and are included in creditors. This has been paid post year end.

20 Capital commitments

There were no capital commitments for the Group at 31 December 2024 or 31 December 2023.

21 Contingent liabilities

There were no contingent liabilities for the Group at 31 December 2024 or 31 December 2023.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

22 Financial instruments

Financial assets

	Carrying value as at 31 December 2024 £ 000	Carrying value as at 31 December 2023 £ 000	Fair value as at 31 December 2024 £ 000	Fair value as at 31 December 2023 £ 000
Financial assets at amortised cost:				
Cash and cash equivalents	34	5	34	5
Trade receivables	82	15	82	15
Receivable from related party	52	847	52	847
Other receivables	946	974	946	974
	1,114	1,841	1,114	1,841

Valuation methods and assumptions: The directors believe due to their short term nature, the fair value approximates to the carrying amount.

Financial liabilities

	Carrying value as at 31 December 2024 £ 000	Carrying value as at 31 December 2023 £ 000	Fair value as at 31 December 2024 £ 000	Fair value as at 31 December 2023 £ 000
Financial liabilities at amortised cost:				
Long-term borrowings	574	1,032	574	1,032
Trade payables	820	1,314	820	1,314
Other payables	1,051	943	1,051	943
	2,445	3,289	2,445	3,289

Valuation methods and assumptions: The directors believe that the fair value of trade and other payables approximates to the carrying value.

There are no financial liabilities that are carried at fair value through the profit and loss as at 31 December 2024 (31 December 2023: £nil).

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

22 Financial instruments

Risk management

The Group is exposed through its operations to the following financial risks: credit risk, foreign exchange risk, and liquidity risk.

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing these risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements. There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, were as follows:

- > trade receivables and other receivables;
- > cash at bank;
- > receivables from related parties;
- > trade and other payables; and
- > long-term borrowings.

General objectives, policies and processes

The Board had overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it had delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board received monthly reports from the Chief Financial Officer through which it reviewed the effectiveness of the processes put in place and the appropriateness of the objectives and policies it had set. The overall objective of the Board was to set policies that sought to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

Interest rate risk

At present the Directors do not believe that the Group has significant interest rate risk and consequently does not hedge against such risk. Cash balances earn interest at variable rates.

The Group's interest generating financial assets from continuing operations as at 31 December 2024 comprised cash and cash equivalents of £34,000 (2023: £5,000). Interest is paid on cash at floating rates in line with prevailing market rates. In addition, late payment interest of £312,000 was recognised during the year ended 31 December 2024 (2023: £22,000) relating to the late payments of both the TAG Top-Up Shareholder Loan Agreement and the Deed of Novation. These interest amounts have been calculated at a compounding rate of 15% per annum on the overdue amounts. During the year ended 31 December 2024 an amount of £57,000 was paid by TAG relating to late payment interest (2023: £nil). Of the remaining £277,000 that remained outstanding as at 31 December 2024, £7,000 was paid by TAG prior to the issue of these financial statements and £270,000 was impaired as detailed in note 14.

The Group's interest generating financial liabilities as at 31 December 2024 comprised long-term borrowings of £574,000 (2023: £1,032,000).

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for the Year Ended 31 December 2024

22 Financial instruments

Sensitivity analysis

At 31 December 2024, had the EURIBOR 3 MONTH rate of 2.736 (2023 – 3.905) increased by 1% with all other variables held constant, the increase in interest payable on financial assets would amount to approximately £6,000 (2023 - £7,000). Similarly, a 1% decrease in the EURIBOR 3 MONTH rate with all other variables held constant would result in a decrease in interest receivable on financial assets of approximately £7,000 (2023 - £7,000).

Credit risk and impairment

Credit risk is the risk of financial loss to the Group if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. It is Group policy, implemented locally, to assess the credit risk of new customers before entering contracts. Such credit ratings take into account local business practices. The Group has a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. To manage this, the Group has made sure that they use reputable banks.

The Group's Chief Financial Officer monitors the utilisation of the credit limits regularly.

The Group's maximum exposure to credit by class of individual financial instrument is shown in the table below:

	Carrying value as at 31 December 2024 £ 000	Maximum exposure as at 31 December 2024 £ 000	Carrying value as at 31 December 2023 £ 000	Maximum exposure as at 31 December 2023 £ 000
Cash and cash equivalents	34	34	5	5
Trade receivables	82	82	15	15
Receivable from related party	52	52	847	847
	168	168	867	867

As at 31 December 2024, with the exception of £270,000 relating to late payment interest receivable from TAG in respect of the Top-Up Shareholder Loan Agreement, the financial assets held by the Group have not been impaired. Further details of the impairment to the related party interest receivable can be found in note 14.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

22 Financial instruments

Foreign exchange risk

Foreign exchange risk arises because the Group has operations located in various parts of the world whose functional currency is not the same as the functional currency in which the Group operates. Although its global market penetration reduces the Group's operational risk, in that it has diversified into several markets, the Group's net assets arising from such overseas operations are exposed to currency risk resulting in gains or losses on retranslation into sterling. Only in exceptional circumstances would the Group consider hedging its net investments in overseas operations as generally it does not consider that the reduction in foreign currency exposure warrants the cash flow risk created from such hedging techniques.

The Group's policy is, where possible, to allow Group entities to settle liabilities denominated in their functional currency (primarily Euros or Pound Sterling) 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.

Currency profile as at 31 December 2024

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Financial assets		
Cash and cash equivalents: Sterling	1	3
Cash: Euro	33	2
Trade receivables: Sterling	-	-
Trade receivables: Euro	82	15
Financial liabilities		
Trade payables: Sterling	478	865
Trade payables: Euro	342	449
Long-term borrowings: Sterling	-	250
Long-term borrowings: Euro	574	782

Sensitivity analysis

At 31 December 2024, if Sterling had strengthened by 10% against the below currencies with all other variables held constant, loss before tax for the year would have been approximately:

- > EUR: £68,000 higher (2023 - £102,000 higher).

Conversely, if the below currencies had weakened by 10% with all other variables held constant, loss before tax for the year would have been approximately:

- > EURO: £68,000 lower (2023 - £102,000 lower).

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

22 Financial instruments

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due.

The Board receives rolling 12-month cash flow projections on a regular basis as well as information regarding cash balances. At the statement of financial position date, these projections indicated that the Group expects to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances subject to the material uncertainties detailed in the going concern assumptions set out in note 2.

As set out in note 28, the TAG Top-Up Shareholder Loan Agreement gave the Company the ability to draw down up to £3.5 million in line with specific conditions. As at 31 December 2024, the Company had issued draw down notices for £2,042,000 (31 December 2023: £969,000). As such as at 31 December 2024 £1,458,000 remains undrawn under the TAG Top-Up Shareholder Loan Agreement. As at 31 December 2023, the Group had £2,531,000 that had not been drawn under the TAG Top-Up Shareholder Loan Agreement.

Subsequent to the 31 December 2024, the Board entered into the Nuburu On-Demand Facility for US\$5,150,000 and agreed to release TAG from its outstanding obligations under the TAG Top-Up Shareholder Loan Agreement once the full amount under the new facility has been received. Further details of this new funding facility can be found in note 30. This action was taken by the Board due to continued underperformance of TAG against its contractual commitments in line with the TAG Top-Up Shareholder Loan Agreement and the recent information available to it on TAG's financial position, for which further details can be found in note 14.

At 31 December 2024	Up to 3 months £ 000	Between 3 and 12 months £ 000	Between 1 and 2 years £ 000	Between 2 and 5 years £ 000	Over 5 years £ 000
Liabilities					
Long-term borrowings	44	148	193	189	-
Trade and other payables	1,133	738	-	-	-
Social security and other taxes	1,903	-	-	-	-
Total liabilities	3,080	886	193	189	-
At 31 December 2023					
Liabilities					
Long-term borrowings	76	182	223	676	-
Trade and other payables	1,511	746	-	-	-
Social security and other taxes	1,566	-	-	-	-
Total liabilities	3,153	928	223	676	-

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22 Financial instruments

Capital risk management

The Group's capital management objectives are to ensure the Group is appropriately funded to continue as a going concern and to provide an adequate return to shareholders commensurate with risk. The Group defines capital as being issued share capital, share premium and all other equity reserves attributable to the equity holders of the parent. The Group's capital structure is periodically reviewed and, if appropriate, adjustments are made in the light of expected future funding needs, changes in economic conditions, financial performance and changes in Group structure. As explained in note 28, the Group had various financing facilities from TAG in place during the year ended 31 December 2024. As explained in note 30, subsequent to the 31 December 2024, the Board entered into the Nuburu On-Demand Facility for US\$5,150,000 and agreed to release TAG from its outstanding obligations under the Top-Up Shareholder Loan Agreement once the full amount under the new facility has been received.

The Group adheres to the capital maintenance requirements as set out in the Companies Act.

Capital for the reporting periods under review is summarised as follows:

- > Net liabilities: (£4,246,000) (2023: (£3,807,000))
- > Cash and cash equivalents: £34,000 (2023: £5,000)
- > Share Capital £6,199,000 (2023: £5,989,000)

23 Net debt

The Group reconciliation of the movement in net debt from continuing operations is set out below:

	Total long-term borrowings (current and non-current portion) £ 000
At 1 January 2023	(906)
Net cash flows	(145)
Foreign exchange	19
At 31 December 2023	(1,032)
Net cash flows	(374)
Repayment of TAG Unsecured Working Capital Facility via new share issue (non cash)	800
Foreign exchange	32
As at 31 December 2024	(574)

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

24 Share-based payments

Share warrants issued in connection with the New Equity Subscription Agreement

On the 14 May 2024, the Company announced it had entered into the New Equity Subscription Agreement with a UK investment firm, pursuant to which the UK investment firm committed to subscribe for 9,000,000,000 Subscription Shares. Under the New Equity Subscription Agreement, new warrants were required to be issued to the UK investment firm at a ratio of one warrant for every twenty subscription shares issued under the New Equity Subscription Agreement. This resulted in an obligation for the Group to issue 450,000,000 new warrants to the UK investment firm ("New Warrants"). These New Warrants are each exercisable into one new ordinary share at a price equal to 0.01725 pence per share up to a final exercise date of 28 May 2029.

As these share warrants were issued as a cost of issuing new ordinary shares to the UK investment firm they fall into of scope of IFRS 2 ("Share-based payments"). As such, the Directors were required to determine the fair value of the equity-settled share-based payments at the date on which they were granted. The fair value was determined using a Black-Sholes model which required certain judgements to be made in determining the most appropriate inputs to be used. The key judgemental point was the expected volatility rate of the Company's share price over the relevant period prior to the grant of the warrants. The volatility rate assumption applied in the model for the New Warrants was 82.5%. This was based on the actual volatility of the Company's shares over the historical period from March 2020 (the date of the reverse take over) to the valuation date.

The total fair value of the New Warrants was £52,000 and this amount has been fully recognised during the year ended 31 December 2024. Given this amount directly related to the cost of issuing new ordinary shares to the UK investment firm, the total amount of £52,000 was offset against the share premium balance specifically created in connection with the relevant issue of Subscription Shares in accordance with IAS 32 ("Financial Instruments").

Share warrants issued to Mercator

During 2021 the Group entered into a funding facility with Mercator Capital Management Fund LP ("Mercator") which required share warrants to be issued representing 20% of the face value of any loan notes or convertible loan notes issued in connection with this facility. These warrants have a term of 3 years from issue and an exercise price of 130% of the lowest closing VWAP over the ten trading days immediately preceding the issue of the warrants.

The total number of share warrants issued under this arrangement to Mercator during the years ended 31 December 2021 and 2022 was 961,832,433 (the "Mercator Warrants"). Details of the outstanding share warrants issued to Mercator are set out in the table below. During the year ended 31 December 2024, a total of 522,791,512 of the Mercator Warrants expired prior to being exercised. There is no impact to the financial statements as a result of these warrants expiring. There have been no movement in these Mercator Warrants during the prior year ended 31 December 2023, however as announced by the Company on 23 November 2023, and further on 28 March 2024, the Company approved the transfer of Mercator Warrants from Mercator to an independent third-party purchaser(s).

Outstanding Mercator Warrants at 31 December 2024

Date of issue	Number of warrants outstanding	Exercise price	Expiry date
4 January 2022	77,763,767	£0.00174	4 January 2025
2 February 2022	79,179,799	£0.00171	2 February 2025
4 March 2022	105,948,198	£0.00128	4 March 2025
14 July 2022	176,149,157	£0.00085	14 July 2025
Total	439,040,921		

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for the Year Ended 31 December 2024

24 Share-based payments

Mercator Warrants that expired during the year ended 31 December 2024

Date of issue	Number of warrants outstanding	Exercise price	Expiry date
1 October 2021	443,726,031	£0.00316	1 October 2024
1 November 2021	29,197,856	£0.00314	1 November 2024
1 December 2021	49,867,625	£0.00184	1 December 2024
Total	522,791,512		

The total fair value of the above Mercator Warrants has been fully expensed in the prior periods. No further costs have been recognised in the current financial year ended 31 December 2024 (2023: £nil), and none of these warrants have been converted during the same period (2023: nil converted).

Share warrants issued to Venus under the 2022 Capital Enhancement Plan

On the 27 April 2022, the Group announced it had entered into a subscription agreement with Venus Capital S.A ("Venus Capital"). Under the terms of this subscription agreement the Group issued a total of 8,175,000,000 share warrants to Venus Capital during the year ended 31 December 2022, and as at the 31 December 2024, these all remain outstanding. The initial terms of the warrants specified that they could be exercised at any time up to 31 December 2025 and have an exercise price of 0.065 pence per warrant, however this expiry date was extended to 31 December 2026 through a deed of amendment dated 26 April 2023.

As these share warrants were issued as a cost of issuing new ordinary shares to Venus Capital, they fall into of scope of IFRS 2 ("Share-based payments") and the total fair value of these was fully recognised during 2022. No further costs have been recognised in the year ended 31 December 2024 (2023: £nil).

Share warrants issued to retail shareholders under the Open Offer

On 22 July 2022, the Group announced an Open Offer, giving existing shareholders the opportunity to subscribe for up to 641,710,082 new ordinary shares in the Group. Following the closing of the Open Offer, on 18 August 2022, the Group announced it would allot and issue 641,710,082 new ordinary shares to those qualifying shareholders.

In addition, the Group also issued 320,855,008 warrants to the qualifying shareholders on the basis of one warrant for every two ordinary shares received as a result of the Open Offer. The initial terms of the warrants specified that they could be exercised at any time up to 31 December 2025 and have an exercise price of 0.065 pence per warrant, however this expiry date was extended to 31 December 2026 through a deed of amendment dated 26 April 2023.

As these share warrants were issued as a cost of issuing the new Open Offer ordinary shares they fall into of scope of IFRS 2 ("Share-based payments") and the total fair value of these was fully recognised during 2022. No further costs have been recognised in the year ended 31 December 2024 (2023: £nil).

Subsequent to the issue of the Open Offer warrants, and prior to 31 December 2024, a cumulative amount of 160,091,075 (31 December 2023: 160,036,379) of these warrants have been converted in exchange for new ordinary shares and as at 31 December 2024 there is a balance of 160,763,933 (31 December 2023: 160,818,629) Open Offer warrants which remained outstanding. On the exercise of the Open Offer warrants, the fair value amount is reclassified from the share-based payment reserve to retained losses in the relevant period in the Groups statement of changes in equity.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

24 Share-based payments

Share warrants issued to Venus Capital under the April 2023 Equity Subscription Agreement

On the 28 April 2023, the Company announced it had and entered into a new subscription agreement with Venus Capital. Under this subscription agreement, 2,250,000,000 new warrants were required to be issued to Venus Capital (the "New Venus Warrants"). This resulted in an obligation for the Group to issue the New Venus Warrants. These New Venus Warrants are each exercisable into one new ordinary share at a price equal to 0.065 pence per share up to a final exercise date of 31 December 2026.

As these share warrants were issued as a cost of issuing new ordinary shares to Venus Capital they fall into of scope of IFRS 2 ("Share-based payments"). As such, the Directors were required to determine the fair value of the equity-settled share-based payments at the date on which they were granted. The total fair value of the New Venus Warrants was £1,717,000 and this amount has been fully recognised during the year ended 31 December 2023. These were no additional amounts recognised during the current financial year ended 31 December 2024.

Given this amount directly related to the cost of issuing new ordinary shares to Venus Capital, the total amount of £1,717,000 was offset against the share premium balance during the financial year ended 31 December 2023 in accordance with IAS 32 ("Financial Instruments"). This amount was offset against the related share premium that was created in connection with the relevant issue of ordinary share to Venus Capital. No further amounts have been recognised in the year ended 31 December 2024.

Extension to the expiry date of the warrants issued in connection with the Open Offer carried out on 17 August 2022 and the warrants issued to Venus Capital during 2022

As outlined above, both of these warrants had been valued previously in line with IFRS 2 ("Share-based payments"). The modification to the expiry date was also valued in line with IFRS 2. The change in the fair value due to the extension of the expiry date on those warrants still outstanding at the time of modification of £346,000 was fully recognised during the six month period ended 30 June 2023.

Given this amount directly related to the cost of issuing new ordinary shares in the past to Venus Capital or under the Open Offer, the amount of £132,000 was offset against the share premium balance in accordance with IAS 32 ("Financial Instruments") and the remaining fair value amount of £214,000 was recognised in retained losses during the year ended 31 December 2023. No further amounts have been recognised in the year ended 31 December 2024.

A summary of the share warrants outstanding as at 31 December 2024 is detailed in the table below:

	Number of warrants outstanding at 31 December 2024	Number of warrants outstanding at 31 December 2023
Share warrants issued to Mercator	439,040,921	961,832,433
Share warrants issued to Venus Capital	8,175,000,000	8,175,000,000
Share warrants to be issued to Venus Capital	2,250,000,000	2,250,000,000
Share warrants issued to retail shareholders	160,763,933	160,818,629
Share warrants issued in connection with New Equity Subscription Agreement completed in May 2024	450,000,000	-
Total	11,474,804,854	11,547,651,062

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

24 Share-based payments

A summary of the movement to the number of share warrants outstanding during the financial year ended 31 December 2024 are set out below:

- a total of 522,791,512 shares warrants that had previously been issued to Mercator expired prior to the holder choosing to convert into ordinary shares of the Company;
- a total of 54,696 share warrants that had been issued in connection with the Open Offer that took place in August 2022, where exercised by the holders and converted into ordinary shares of the Company; and
- a total of 450,000,000 new share warrants were issued under the New Equity Subscription Agreement that was completed in May 2024. These all remain unexercised as at 31 December 2024.

A summary of the fair value of the share warrants issued during the period, including the change in fair value due to modification of the terms of certain share warrants, are detailed in the table below:

	2024 £ 000	2023 £ 000
Share warrants to be issued to Venus Capital	-	1,717
Increase in fair value of outstanding warrants issued to Venus Capital and retail shareholders as a result of expiry date extension	-	346
May 2024 Subscription Agreement	52	-
Total	52	2,063

Employee share scheme awards

October 2022 Employee share scheme

On 31 October 2022, the Group awarded an long term-term incentive plan ("LTIP") conditional on performance conditions to certain employees, being the achievement of specified Total Shareholder Return ("TSR") (market condition) performance, as well as continued employment. The TSR performance related to a three year period over the 2022, 2023 and 2024 financial years and the required TSR performance is set out in the table below with the adjusted share price measurement period being the average closing mid-market price of a share over a three month period ending on the last dealing day of the performance period:

Adjusted share price per share	Percentage of TSR award vesting
Below 0.6945 pence	0%
Equal to 0.6945 pence	25%
1 penny or greater	100%

Vesting was to be on a straight-line basis between target levels, however as the average closing mid-market price of a share over a three month period ending 31 December 2024 did not meet the lower of the performance targets set above, none of the share awards will vest.

The vesting date of these share awards was to be 31 October 2025, and the continued employment needed to cover up until this date. The share awards issued to the Chief Executive Officer were to be subject to an additional 2 years holding period following the vesting date.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

24 Share-based payments

For those share schemes with market related vesting conditions, the fair value is determined using the Monte Carlo model at the grant date. The following table lists the inputs to the model used for the awards granted in the year ended 31 December 2022 based on information at the date of grant:

LTIP awards (granted on 31 October 2022)	TSR element
Share price at date of grant	0.08 pence
Award price	0.002 pence
Volatility	116.38%
Life of award	3 years
Risk free rate	3.34%
Dividend yield	0%
Fair value per award	0.0245 pence

The additional holding period applicable to the share awards issued to the Chief Executive Officer have been valued using the Finnerty model. The following table lists the inputs to the model used for the awards granted in the year ended 31 December 2022 based on information at the date of grant:

LTIP awards (granted on 31 October 2022)	TSR element additional holding period
Share price at date of grant	0.08 pence
Award price	0.08 pence
Volatility	116.73%
Life of holding period	2 years
Risk free rate	3.60%
Dividend yield	0%
Fair value per award with holding period	0.0208 pence

These awards would have been equity-settled by award of ordinary shares, however as set out above due to the TSR performance condition not having been met at the end of 2024, none of these share awards will vest in the future. The total share-based payment charge recognised in the consolidated statement of comprehensive income for the year ended 31 December 2024 in relation to the October 2022 employee share scheme options is £20,000 (2023: £60,000). As all social security charges with respect to the share awards will be the responsibility of the employee, no expense has been recognised by the Group in respect of these charges.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

24 Share-based payments

The following table summarised the movements in the number in share awards issued by the Company in October 2022:

	2024 No.	2023 No.
Outstanding at 1 January	786,658,094	874,783,094
Conditionally awarded in year	-	-
Exercised	-	-
Forfeited or expired in year	(228,883,759)	(88,125,000)
Lapsed at 31 December due to performance condition not being met	(557,774,335)	
Outstanding at 31 December	-	786,658,094
Exercisable at the end of the year	-	-

May 2023 Employee share scheme

On 19 May 2023, the Group awarded its second LTIP conditional on performance conditions to certain employees, being the achievement on continued employment and the achievement of performance conditions relating to the specified TSR (market condition) performance (50%) and the specific GBP amount of inventory monetised (non market condition) (50%). Each of the performance conditions relate to a three year period over the 2023, 2024 and 2025 financial years and the required performance is as follows:

- with respect to the TSR element the adjusted share price measurement period is the average closing mid-market price of a share price over a three month period ending on the last dealing day of the performance period, being 31 December 2025. If the average share price during the measurement period is 0.15p then 25% of the award will vest, and this increases on a straight line basis to 0.3p for 100% of vesting; and
- with respect to the GBP amount of inventory monetised the measurement period is by the end of the performance period, being 31 December 2025. 25% of the award will vest if £300m of inventory is monetised (in aggregate) over the three year performance period, increasing on a straight line to 100% of the award to vest if £400m of inventory is monetised (in aggregate) over the same three year performance period.

As with the October 2022 LTIP award in addition to the satisfaction of the performance conditions set out above, the Group's Remuneration Committee must also be satisfied that the potential level of vesting of the LTIP is appropriate in all circumstances.

The vesting date of these share awards is 19 May 2026, and the continued employment covers up until this date. The share awards issued to the Chief Executive Officer are subject to an additional 2 years holding period following the vesting date.

For those share schemes with market related vesting conditions, the fair value is determined using the Monte Carlo model at the grant date. For those share schemes with non-market vesting conditions, the fair value is determined using the Black Scholes model at the grant date. The following table lists the inputs to the models used for the May 2023 share awards granted based on information at the date of grant:

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for the Year Ended 31 December 2024

24 Share-based payments

LTIP awards (granted on 19 May 2023)	TSR element	Inventory Monetisation element
Share price at date of grant	0.14 pence	0.14 pence
Award price	0.002 pence	0.002 pence
Volatility	119.81%	n/a
Life of award	3 years	3 years
Risk free rate	3.90%	n/a
Dividend yield	0%	0%
Fair value per award	0.1098 pence	0.1384 pence

The additional holding period applicable to the share awards issued to the Chief Executive Officer have been valued using the Finnerty model. The following table lists the inputs to the model used for the awards granted during year ended 31 December 2024 based on information at the date of grant:

LTIP awards (granted on 19 May 2023)	TSR element	Inventory Monetisation element
Share price at date of grant	0.14 pence	0.14 pence
Award price	0.14 pence	0.14 pence
Volatility	127.25%	127.25%
Life of award	2 years	2 years
Risk free rate	3.87%	3.87%
Dividend yield	0%	0%
Fair value per award	0.0924 pence	0.1165 pence

These awards will be equity-settled by award of ordinary shares. The total share-based payment charge recognised consolidated statement of comprehensive income for the year ended 31 December 2024 in relation to the May 2023 employee share scheme options was a credit of £9,000 (2023: debit of £71,000). As all social security charges with respect to the share awards will be the responsibility of the employee, no expense has been recognised by the Group in respect of these charges.

In calculating the credit recognised in comprehensive income for the current financial year, the Board made the judgement that the Inventory Monetisation target of the May 2023 LTIPs was highly unlikely to be met by the end of the performance period, and as such a true up adjustment was required to ensure the cumulative amounts charged to comprehensive income since grant date reflected this judgement.

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for the Year Ended 31 December 2024

24 Share-based payments

The following table summarised the movements in the number in share awards issued by the Company in May 2023:

	2024 No.	2023 No.
Outstanding at 1 January	309,095,310	-
Conditionally awarded in year	-	343,548,435
Exercised	-	-
Forfeited or expired in year	(80,838,945)	(34,453,125)
Outstanding at 31 December	228,256,365	309,095,310
Exercisable at the end of the year	-	-

25 Share issue costs

The costs relating to the equity subscription share issue that took place during the year have been netted off against the amount of share premium that is recognised in respect of the share issue to which they directly relate. Any amounts in excess of the share premium recognised, are taken to retained earnings. Details of the share issue costs recognised during the year ended 31 December 2024 are set out in the table below.

	2024 Costs recognised in share premium £ 000	2024 Costs recognised in retained earnings £ 000
Share warrants issued in connection with New Equity Subscription Agreement dated May 2024 (note 24)	52	-
Other costs (legal fees, listing fees, commission cost)	140	-
Total	192	-

	2023 Costs recognised in share premium £ 000	2023 Costs recognised in retained earnings £ 000
2023 Venus Subscription warrant costs (note 24)	1,717	-
Other costs (legal fees, listing fees, commission cost)	254	-
Impact of extension of expiry date of warrants issued during 2022 relating to Capital Enhancement plan and Open Offer warrants (note 24)	132	214
Total	2,103	214

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

26 Loss from discontinued operations recognised in the prior year comparative period

During the second half of 2022, the Board of Directors of the Company began the process of the TradeFlow Restructuring, and as such in the financial statements for the year ended 31 December 2022, it was considered that the TradeFlow operations meet the criteria to be classified as held for sale at the balance sheet date in accordance with IFRS 5 ("Non-current Assets Held for Sale and Discontinued Operations"). This is due to the fact that as at this date the details of the TradeFlow Restructuring had all been agreed in principle between the parties and was expected to be completed post year-end. As a result the TradeFlow operations were available for immediate sale in its present condition and it was highly probable that that sale would be completed at 31 December 2022. Subsequently, on 30 June 2023 the Company announced that had entered into relevant binding commercial agreements to complete the TradeFlow Restructuring.

The TradeFlow Restructuring resulted in the Group reducing its ownership in TradeFlow from 100% to 19% by selling 81% of the issued share capital in TradeFlow to Tom James and John Collis (the "Buyers"). The consideration for the Group's 81% stake in TradeFlow was £14,386,100 of which £12,386,100 was netted off against potential future amounts owed by the Group to the Buyers under the terms of an earn-out letter relating to the original acquisition of TradeFlow in July 2021.

This resulted in a remaining £2,000,000 consideration to be receivable by the Group. On the 30 June 2023, the Group's major shareholder, TAG, assumed this remaining £2,000,000 consideration, to be receivable by the Group, from the buyers of TradeFlow, by way of a Debt Novation Deed (the "Deed of Novation"). As outlined in note 14, this £2,000,000 was repaid by TAG over 2023 and 2024.

The accounting for the TradeFlow Restructuring has been reflected in the consolidated financial statements for the year ended 31 December 2023. During the period from 1 January 2023 and up until the date of completion of the TradeFlow Restructuring, being 30 June 2023, the TradeFlow operations continued to meet the criteria to be classified as held for sale in accordance with IFRS 5 ("Non-current Assets Held for Sale and Discontinued Operations"). The TradeFlow operations contributed a loss of £185,000 (inclusive of the profit on disposal of 81% of TradeFlow referred to below) in the period from 1 January 2023 to 30 June 2023.

From 30 June 2023, the assets and liabilities of TradeFlow, including the intangible assets acquired on the acquisition of TradeFlow in July 2021, are no longer consolidated by the Group, and instead the fair value of the new 19% investment of £352,000 was recognised on the balance sheet as at 30 June 2023, together with the outstanding consideration to be received from TAG. The difference between these items resulted in a profit on disposal of 81% of TradeFlow recorded in the consolidated financial statements for the year ended 31 December 2023 of £718,000.

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for the Year Ended 31 December 2024

26 Loss from discontinued operations recognised in the prior year comparative period

The results of the TradeFlow (discontinued) operations for the period from 1 January 2023 to 30 June 2023 are presented below:

	6 months to 30 June 2023* £ 000
Revenue	684
Administrative expenses	(1,037)
Other operating income	24
Amortisation of intangible assets	(442)
Foreign currency translation loss reclassified to comprehensive income	(62)
Profit on disposal of 81% of TradeFlow	718
Operating loss	(115)
Finance costs	(145)
Loss before tax	(260)
Deferred tax credit	75
Loss for the period	(185)

* Represents the results for the six-month period prior to the finalisation of the TradeFlow Restructuring on 30 June 2023.

The net cash flows from the TradeFlow operations were as follows:

	6 months to 30 June 2023* £ 000
Net cash flow from operating activities	(405)
Net cash flow from investing activities	-
Net cash flow from financing activities	405
Net cash outflow	-

* Represents the cash flows for the six-month period prior to the finalisation of the TradeFlow Restructuring on 30 June 2023.

The calculation of the profit on disposal of 81% of TradeFlow as at 30 June 2023 is shown below:

	As at 30 June 2023 £ 000
Accounting fair value of the 81% ownership of the TradeFlow operations disposed of by the Group	2,000
Accounting fair value of 19% ownership of the TradeFlow operations retained by the Group	352
	2,352
Less:	
Accounting fair value of net assets disposed of by the Group	(1,634)
Profit on disposal of 81% of TradeFlow	718

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26 Loss from discontinued operations recognised in the prior year comparative period

The value of the 19% ownership of the TradeFlow operations retained by the Company was calculated with reference to the specifics set out in the TradeFlow Restructuring share purchase agreement dated 30 June 2023 (the "TradeFlow SPA"). These specifics included:

- a) The TradeFlow SPA set out the total legal consideration for the 81% of the TradeFlow business and required a cash amount of £2,000,000 to be payable to the Company by the Buyers as a result of the TradeFlow Restructuring;
- b) Based on the amount agreed in a) above, the estimated accounting fair value of 100% of the TradeFlow operations is assumed to be £2,469,000; and
- c) Based on the numbers set out in a) and b) above, the fair value of the 19% investment in TradeFlow retained by the Company as at 30 June 2023 is £469,000. Management then applied a discount of 25% to this fair value to take account of the fact that the Group no longer controls TradeFlow operations. This discount applied is a management judgement that will continue to be reassessed at each reporting date.

The major classes of assets and liabilities of the TradeFlow operations as at 30 June 2023, immediately prior to the finalisation of the TradeFlow Restructuring, are shown below:

	As at 30 June 2023* £ 000
Assets	
Intangible assets	5,841
Tangible assets	2
Trade and other receivables	174
Contract assets	119
Cash and cash equivalents	305
Assets of disposal group held for sale	6,441
Liabilities	
Trade and other payables	482
Long-term borrowings	3,440
Deferred tax liability	885
Liabilities of disposal group held for sale	4,807
Net assets	1,634

* Represents the assets and liabilities of the TradeFlow operations as at 30 June 2023 immediately prior to the finalisation of the TradeFlow Restructuring.

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for the Year Ended 31 December 2024

27 Investments

As set out in note 26, the fair value of the 19% investment in the equity instruments of TradeFlow was initially recorded having regard to the accounting consideration received for the disposal of 81% of the Group's holding in TradeFlow as adjusted for an appropriate discount for loss of control. As at 31 December 2024, a fair value adjustment of £284,000 (31 December 2023: £68,000) was recorded to fully reverse the remaining fair value of the 19% investment in TradeFlow held on the balance sheet at this date. This reflected the lack of regular TradeFlow financial information available to the Group and also the increase in TradeFlow's underlying net liabilities that had been observed since the TradeFlow Restructuring was completed (2023: based on the movement in TradeFlow's net liabilities between the date of the TradeFlow Restructuring and 31 December 2023).

28 Related Party Transactions

During the year ended 31 December 2024, the following are treated as related parties:

Alessandro Zamboni

Alessandro Zamboni is the Chief Executive Officer of the Group and is also the sole director of the AvantGarde Group S.p.A ("TAG") as well as holding numerous directorships across companies including RegTech Open Project plc. As at 31 December 2024, the Group recorded amounts due to Alessandro Zamboni of £91,000 relating to overdue salary payments and £3,000 for reimbursement of expenses (31 December 2023: £37,000 relating to overdue salary). The full £91,000 relating to overdue salary has been settled prior to the publication of these consolidated financial statements.

Independent non-executive directors

As at 31 December 2024, the Group recorded amounts due to the current independent non-executive directors of £64,000 relating to overdue salary payments (31 December 2023: £26,000). The full £64,000 relating to overdue salary has been settled prior to the publication of these consolidated financial statements.

TAG and the Group's operating subsidiaries

Alessandro Zamboni is the CEO of the Group and is also the sole director of TAG. As at 31 December 2024, TAG held 22.6% of the Company's total ordinary shares issued in Supply@ ME Capital plc (as at 31 December 2023: 24.0%).

Following the reverse takeover in March 2020, the Group entered into a Master Service Agreement with TAG in respect of certain shared services to be provided to the Group. During the year ended 31 December 2024, the Group incurred expenses of £38,000 (2023: £39,000) to TAG in respect of this agreement. Additionally, during the year ended 31 December 2024, the Group incurred costs of £22,000 from TAG (2023: £22,000) in relation to certain ICT services provided, recognised costs of £4,000 which were paid by TAG on behalf of the Group (2023: £2,400), and had recognised £81,000 of legal costs which had been paid on behalf of the Group by TAG (2023: £45,000).

In relation to the amounts detailed above, as at 31 December 2024 the following amounts were recognised in the consolidated statement of financial position:

- > no amounts were included in trade receivables or trade payables as being owed to or by the Group to TAG respectively (31 December 2023: £nil);
- > an amount of £13,000 (31 December 2023: £58,000) had been accrued as other payables in respect of those costs that had been incurred or paid on behalf of the Group by TAG for which invoices were still to be received as at 31 December 2024.

TAG and TradeFlow Restructuring

As set out in note 26, on 30 June 2023, TAG assumed the remaining £2,000,000 consideration arising from the TradeFlow Restructuring, to be receivable by the Group from the Buyers, by way of the Deed of Novation. As outlined in note 14, this £2,000,000 was repaid by TAG over 2023 and 2024. As at 31 December 2024 this amount had been fully repaid with £nil outstanding from TAG in relation to this amount (31 December 2023: £772,000 remained outstanding from TAG).

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

28 Related Party Transactions

TAG repaid £1,228,000 of this amount during 2023 and the remaining £772,000 throughout 2024. The payments totalling £772,000 which had been received during the current year were received through a split of £570,000 in cash (2023: £771,000) and £202,000 by way of offset against amounts owed by the Group companies to TAG (2023: £36,000). In the prior year there was also an amount of £421,000 that was repaid by way of formal debt novation agreements with specific suppliers whereby the debt held by the Group companies was novated to TAG with no recourse by to the Group companies.

In relation to the Group debt that was novated to TAG in lieu of a cash payment, as at 31 December 2024 the Group held an amount receivable from TAG on its balance sheet for the value of £45,000 (31 December 2023: £53,000). This primarily related to withholding tax amounts on certain "proforma" invoices that had been novated, as the supplier invoice settled by TAG was net of the withholding tax amount and such remains due from TAG to the Group as at 31 December 2024 (31 December 2023: the amount primarily related to VAT amounts on certain "proforma" invoices that had been novated, as the VAT receivable was yet to be recorded in the Group's statement of financial position. As such, this amount has been recorded as being receivable from TAG and when the "formal" invoices are issued from the supplier, this amount will be reclassified as a VAT receivable).

The Company has been charging a late fee to TAG in terms of overdue payments of this particular receivable balance, and this late fee is calculated at a compounding rate of 15% per annum on any amounts of the instalments not transferred to the Company by the relevant due date, in accordance with the contractual arrangements. During the year ended 31 December 2024, the Group recognised £33,000 of interest revenue (2023: £11,000) in relation to the late payments by TAG in respect of this particular receivable balance. As at 31 December 2024 an amount of £7,000 remained outstanding (31 December 2023: £11,000). The £37,000 paid by TAG during the current financial year in respect to this late payment interest (2023: £nil) was by way of offset against other invoiced amounts owed by the Group companies to TAG.

TAG Unsecured Working Facility

On the 28 April 2023, the Company and TAG entered into a fixed term unsecured working capital loan agreement (the "TAG Unsecured Working Capital Facility"). Under the TAG Unsecured Working Capital Facility, TAG agreed to provide, subject to customary restrictions, a facility of up to £2,800,000, in tranches up to 31 January 2024, to cover the Company's interim working capital and growth needs. In conjunction with the TradeFlow Restructuring, which was completed on 30 June 2023, the £2,000,000 receivable by the Company that was assumed by TAG from the Buyers, was offset against the current obligations of TAG under TAG Unsecured Working Capital Facility. The amendment to the TAG Unsecured Working Capital Facility was agreed on 30 June 2023 and this reduced the obligations to the Company under the TAG Unsecured Working Capital Facility to up to £800,000.

The due date for repayment by the Company of amounts drawn under the TAG Unsecured Working Capital Facility was originally 1 February 2028. Any sums drawn under the TAG Unsecured Working Capital Facility attracted a non-compounding interest rate of 10% per annum, and any principal amount (excluding accrued interest) outstanding on 1 February 2028 will attract a compounding interest rate of 15% per annum thereafter. Interest will be due to be paid annually on 31 March of each relevant calendar year.

On 30 June 2023, the Company issued a draw down notice to TAG under the amended TAG Unsecured Working Facility for the full £800,000 available. £250,000 of this amount was received by the Group during 2023, with the remaining £550,000 being received in 2024.

As at 31 December 2023, £250,000 had been received from TAG in respect of this facility (31 December 2022: £nil). In respect of these amounts received from TAG, the Group recognised an interest expense of £7,000 (2022: £nil), which all remained unpaid as at 31 December 2023. Subsequent to TAG satisfying the full amount of £800,000 drawn down by the Company under the amended TAG Unsecured Working Capital Facility, on 26 March 2024, the Company and TAG signed a second deed of amendment agreement, which allowed the full outstanding amount of the amended TAG Unsecured Working Capital Facility to be extinguished by the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each which were issued to TAG on 28 March 2024. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

28 Related Party Transactions

At the time of settlement an amount of £20,000 in interest was due to TAG in respect of the Working Capital Facility (31 December 2023: £7,000). This was agreed to be offset against the interest receivable due from TAG in relation to late payment of Top-Up Shareholder Loan Agreement.

Top-Up Shareholder Loan Agreement

On 28 September 2023, the Company and TAG entered into an English law governed top-up unsecured shareholder loan agreement (the "Top-Up Shareholder Loan Agreement"), pursuant to which TAG agreed to provide the Company with a further facility of up to £3,500,000 to cover the Company's working capital and growth needs up to 30 June 2025 (the "Top-Up Facility").

Details of this Top-Up Facility are set out below:

- The Company has the ability to draw down up to £3.5 million in monthly instalments over the period to 30 June 2025. On 30 September 2024, this period was extended from 30 June 2025 to 31 December 2025.
- On a monthly basis the Board will assess (acting in good faith and in its sole and absolute discretion) if the Group's projected cash balance on the last business day of the coming calendar month will be less than £250,000 following the Group's scheduled balance of receipts and payments for the next month by reference to, inter alia, the Group's contracted receivables, revenues and payables due for receipt or payment in the next month, the Group's contracted fixed operating expenditure and/or capital expenditure due for payment in the next month, the cash inflows in the next month arising from any warrants that have been contractually exercised and any projected unrestricted cash amounts resulting from any contractually agreed alternative equity, debt or hybrid financing (including, but not limited to, pursuant to a pre-emptive offering of ordinary shares and a non-pre-emptive offering of ordinary shares) for such month;
- If the above assessment results in the Group's projected cash balance on the last business day of the coming calendar month being less than £250,000, the Company may draw down an amount under the TAG Top-Up Shareholder Loan Agreement which is no greater than the GBP amount to ensure that the Group's bank balances in the coming month shall be equal to £250,000;
- Repayment of any sum drawn down under the TAG Top-Up Shareholder Loan Agreement will be due five calendar years (calculated on the basis of a year of 360 days) from the date which funds are received by the Company subject to the relevant draw down request;
- Any sums drawn down by the Company under the TAG Top-Up Unsecured Shareholder Loan will attract a non-compounding interest rate of 10% per annum, and any principal amount (excluding accrued interest) outstanding on a relevant due date shall attract a compounding rate of 15% per annum thereafter. Interest will be due to be paid annually on 31 March of each relevant calendar year.

As at 31 December 2024, the Group had issued draw down notices to the value of £2,042,000 to TAG, however these amounts had not yet been received by the Group (31 December 2022: amount drawn down of £969,000). As a result of the late payment of the amounts drawn down by TAG, the Group recognised an interest revenue of £279,000 (2023: £11,000), of which £270,000 (2023: £11,000) remained unpaid as at 31 December 2024. The £20,000 paid by TAG during the current financial year in respect to this late payment interest (2023: £nil) was by way of offset against the interest payable by the Company to TAG that had accrued on the TAG Unsecured Working Capital Facility referred to above.

As detailed in note 14, the full outstanding balance of £270,000 in respect of this late payment interest was impaired as at 31 December 2024.

TradeFlow Capital Management Pte. Ltd. ("TradeFlow")

On 30 June 2023, TradeFlow entered into a three-year White-Label licence agreement with Supply@ME Technologies S.r.l., a wholly owned subsidiary of the Group, with respect to use of the Platform, on a non-exclusive basis and limited to the Asia-Pacific region, for a total consideration of £1,000,000 payable over a three-year period. As at 31 December 2023, no amounts have been billed in respect of this contract, and no revenues have been recognised, as the two parties have been undergoing discussions regarding the point in time when the access to the Platform will be activated.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

28 Related Party Transactions

During the year ended 31 December 2024, TradeFlow have provided a termination notice to the Supply@ME Technologies S.r.l. in respect of this contract. The Board carried out a cost / benefit analysis of challenging this notice of termination, including the likely recoverability of amounts should any challenge be successful in the future. Following this, the termination notice was accepted and as such no amounts have been billed in respect of this contract, and no revenues have been recognised in either 2023 or 2024.

SFE Société Financière Européenne SA

Commencing in 2023, the Group has been collaborating with a group of private investors and subject matter experts of working capital solutions to launch an independent Swiss-based trading business (the the "CH Trading Hub") which has replaced the Cayman-based global inventory fund ("GIF"), previously advised by TradeFlow Capital Management Pte. Ltd. The CH Trading Hub, owned by Société Financière Européenne S.A. ("SFE"), has assumed control of the independent stock companies from the GIF and will purchase / set up additional stock companies in order to manage the overall trading businesses using the Platform and the associated services provided by the Group. TAG, along with a number of other investors, holds a non-controlling interest in SFE. During the years ended 31 December 2024 and 2023, no transactions were directly entered into between the Group and SFE, however it is noted that:

- > in November 2023, Supply@ME S.r.l. sold two of its 100% owned subsidiaries, Supply@ME Stock Company 2 S.r.l. and Supply@ME Stock Company 3 S.r.l. to SFE for consideration of €1,000 each. Prior to the sale by Supply@ME Stock Company 2 S.r.l. and Supply@ME Stock Company 3 S.r.l. were non trading entities;
- > in early January 2024, both the Group and SFE were party to the term sheet that was signed with respect to the commitment for the first White-Label transaction;
- > in late April 2024, both the Group and SFE were party to an agreement that was signed with an Italian neo banking group to launch an Inventory Monetisation programme; and
- > SFE now owns the Stock Company that has monetised the inventory from the first three IM transactions that have been facilitated over the Group's Platform.

29 Controlling party

At 31 December 2024 the Directors do not believe that a controlling party exists.

30 Subsequent events

New funding agreement with Nuburu Inc.

On 18 March 2025, the Company entered into a new US\$5,150,000 on-demand convertible funding facility with Nuburu Inc., an NYSE listed high-tech company of which Alessandro Zamboni, a director of the Company, is Executive Chairman ("Nuburu"), which was subsequently amended on 10 June 2025 and 29 August 2025 (the "Nuburu On-Demand Facility"). The agreement of this new funding facility has followed the non-performance of the £3.5 million shareholder loan agreement the Company entered into with TAG on 28 September 2023.

The key terms of the Nuburu On-Demand Facility are set out below:

- > Under the agreement signed on the 18 March 2025, the US\$5,150,000 will be received by the Company in line with the following tranches:
 - > US\$150,000 which was received by the Company as an advance payment on 7 March 2025;
 - > US\$500,000 on or before 31 March 2025;
 - > US\$1,000,000 on or before 30 April 2025;
 - > US\$1,000,000 on or before 31 May 2025;
 - > US\$1,000,000 on or before 30 June 2025;
 - > US\$1,000,000 on or before 31 July 2025; and
 - > US\$500,000 on or before 31 August 2025.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

30 Subsequent events

- Nuburu experienced certain regulatory issues that impacted their ability to make the original initial tranches due on or before the 31 March 2025, on or before the 30 April 2025, and on or before 31 May 2025, on time and in full. As a result of the delayed initial tranches referred to above, the Nuburu funding agreement was amended firstly on 10 June 2025, and secondly on 29 August 2025, to agree new payment schedules that aligned with the actions being taken by Nuburu to raise capital to allow it to complete its strategic investments and meet its commitment to the Company under the Nuburu On-Demand Facility. As at the date of publication of these consolidated financial statements for the year ended 31 December 2024, Nuburu had paid amounts totalling USD\$2,952,000 to the Company.
- Under the amended Nuburu On-Demand Facility dated 29 August 2025 the remaining amounts of USD\$2,198,000 was committed to be paid to the Company on or before 31 October 2025.
- If Nuburu announces the receipt of up to US\$3,000,000 of funding from SFE Equity Investments S.A.R.L. ("SFE EI"), such amounts will be advanced to the Company against any of the above tranches which have not been paid at the date of such receipt, accelerating the payment schedule set out above. Alternatively, if Nuburu announces the receipt of equity or debt funding from a party other than SFE EI, 30% of such amounts will be advanced to the Company against any outstanding tranches, up to a maximum of US\$3,000,000 (also taking into account any other amounts advanced from funding Nuburu may have received from SFE EI), which have not yet been paid, accelerating the payment schedule set out above.
- If, following an accelerated advance of US\$3,000,000 referred to in the point above, Nuburu announces the receipt of equity or debt funding (whether from SFE EI or any other equity or debt provider), 10% of such amounts will be advanced to the Company up to a maximum amount equal to the value of the remaining outstanding tranches at that time.
- The repayment of the Nuburu On-Demand Facility is, subject to the receipt of certain Approvals (as defined below), expected to be via on demand conversion(s) into ordinary shares of the Company at the request of Nuburu at a fixed conversion rate of £0.00003 per ordinary share to be issued.
- At the time point of any conversion of the Nuburu On-Demand Facility, Nuburu, will receive warrants over the ordinary shares of the Company at a ratio of 1 warrant for every 2 ordinary shares issued to Nuburu as a result of each conversion.
- The warrants have an exercise price of £0.000039, however Nuburu can elect to exercise the warrants on a cashless basis.
- In order for the Company to be able to issue the new ordinary shares that will be required under the Nuburu On-Demand Facility, a number of approvals will be required from the shareholders of the Company, the Financial Conduct Authority (the "FCA") and The Panel on Takeovers and Mergers (together, the "Approvals").
- Under the Nuburu On-Demand Facility, if the Approvals are not obtained by the Company by 30 June 2026, Nuburu can demand repayment in cash and the Company is required to provide security over intellectual property rights and receivables related to its Italian subsidiary entities in favour of Nuburu.
- Interest will accrue daily at the federal funds rate set by the Federal Open Market Committee of the US Federal Reserve from time to time plus 10%. Any interest accrued but outstanding at the date of any conversion notice issued by Nuburu will be added to the amount notified in the conversion notice.
- Following the obtaining of the Approvals, the Company can choose to pre-pay part or all of the outstanding amount of the Nuburu On-Demand Facility on that date.

Notes to the Consolidated Financial Statements

for the Year Ended 31 December 2024

30 Subsequent events

In addition to the Nuburu On-Demand Facility, on 18 March 2025 the Company has also entered into a heads of terms agreement with Nuburu (the "Heads of Terms") whereby the following actions are legally binding by the Company:

- The Company has agreed to release TAG from its obligations under the Top-Up Shareholder Loan Agreement once Nuburu has provided the full US\$5,150,000 of funding to the Company under the Nuburu On-Demand Facility. The release of these obligations includes the Company's right to receive any amounts drawn down and any late payment interest amounts, arising as a result of the non-performance by TAG under the Top-Up Shareholder Loan Agreement;
- For a period from the date of receipt by the Company of the total amount of US\$5,150,000 funding until the date falling six months following the full repayment of the Nuburu On-Demand Facility, the Company has agreed that:
 - Alessandro Zamboni will remain as Chief Executive Officer of the Company, a director of the Company's Italian subsidiaries or in another such role as the Company and Nuburu may agree; and
 - TAG, or another entity designated by Alessandro Zamboni and approved by the Company, will continue to provide certain corporate support activities to the Company on the terms in force at the date of the Heads of Terms. These terms may be subject to review and approval by the Company as to the continuing supply of these services being in the best interests of the Company and the supply of those services being in line with the agreed contractual terms.

Company Statement of Financial Position

as at 31 December 2024

	Note	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Non-current assets			
Property, plant and equipment		-	3
Investments	3	9	293
Other non-current assets		-	18
Total non-current assets		9	314
Current assets			
Trade and other receivables	4	99	132
Cash and cash equivalents		1	3
Receivable from related party	5	-	772
Total current assets		100	907
Total assets		109	1,221
Current liabilities			
Trade and other payables	7	1,448	1,507
Total current liabilities		1,448	1,507
Non-current liabilities			
Long-term borrowings	8	-	250
Total non-current liabilities		-	250
Total liabilities		1,448	1,757
Net (liabilities)		(1,339)	(536)
Equity attributable to owners of the parent			
Share capital	6	6,199	5,989
Share premium		27,347	25,396
Share-based payment reserve	9	8,032	7,969
Retained losses		(42,917)	(39,890)
Total equity		(1,339)	(536)

A separate income statement for the parent company has not been presented, as permitted by section 408 of the Companies Act 2006. The Company's loss for the year was £3,027,000 (2023: loss for the year of £5,044,000).

The notes on pages 158 to 171 form an integral part of these financial statements.

The Company financials on pages 156 to 171 were approved and authorised for issue by the Board on 12 October 2025 and signed on its behalf by:

Alessandro Zamboni
Chief Executive Officer and Executive Director

David Bull
Independent Non-Executive Director and Chair of Audit Committee

Supply@ME Capital plc, Company registration number: 03936915

Company Statement of Changes in Equity

for the Year Ended 31 December 2023	Notes	Share capital £ 000	Share premium £ 000	Share-based payment reserve £ 000	Retained losses £ 000	Total £ 000
At 1 January 2023		5,897	25,269	5,871	(34,727)	2,310
Loss for the year		-	-	-	(5,044)	(5,044)
		5,897	25,269	5,871	(39,771)	(2,734)
Issuance of new ordinary shares	6	90	2,160	-	-	2,250
Costs incurred in connection with the issuance of new ordinary shares	10	-	(1,971)	-	-	(1,971)
Credit to equity for issue of warrants	9	-	-	1,717	-	1,717
Exercise of Open Offer warrants	9	2	70	(95)	95	72
Increase in fair value of previously issued warrants	10	-	(132)	346	(214)	-
Equity settled employee share-based payment schemes		-	-	130	-	130
At 31 December 2023		5,989	25,396	7,969	(39,890)	(536)

for the Year Ended 31 December 2024	Notes	Share capital £ 000	Share premium £ 000	Share-based payment reserve £ 000	Retained losses £ 000	Total £ 000
At 1 January 2024		5,989	25,396	7,969	(39,890)	(536)
Loss for the year		-	-	-	(3,027)	(3,027)
		5,989	25,396	7,969	(42,917)	(3,563)
Issuance of new ordinary shares	6	210	2,143	-	-	2,353
Costs incurred in connection with the issuance of new ordinary shares	10	-	(192)	-	-	(192)
Credit to equity for issue of warrants	10	-	-	52	-	52
Equity settled employee share-based payment schemes		-	-	11	-	11
At 31 December 2024		6,199	27,347	8,032	(42,917)	(1,339)

The notes on pages 158 to 171 form an integral part of these financial statements.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

1 General information

Supply@ME Capital plc (the "Company") is a public limited company incorporated in England and Wales. The address of its registered office 27/28 Eastcastle Street, London, W1W 8DH, United Kingdom. Supply@ME Capital's ordinary shares are admitted to listing on the standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange.

These financial statements are the separate financial statements for the Company and have been prepared in compliance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

The Company's financial statements are presented in Pounds Sterling, the Company's functional and presentation currency, and all values are rounded to the nearest thousand pounds (£'000) except when otherwise stated.

These financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies are set out below, which have been consistently applied to all the years presented.

As permitted by FRS 102 section 1.12, the Company has taken advantage of the disclosure exemptions available under that standard in relation to:

- Section 7 "Statement of Cash Flows": Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 "Basic Financial Instruments" and Section 12 "Other Financial Instrument Issues": Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches;
- Section 26 "Share-based Payment": Share-based payment expense charged to income statement, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 "Related Party Disclosures": Compensation for key management personnel.

The parent company meets the definition of a qualifying entity under FRS 102. Where required, equivalent

disclosures are given in the consolidated financial statements of Supply@ME Capital plc and its subsidiaries (the "Group").

Supply@ME Capital plc is the parent company of the Group and its results are included in the consolidated financial statements on pages 98 to 155.

2 Accounting policies

Going Concern

These financial statements have been prepared on a going concern basis. The Directors have assessed the Company's ability to continue in operational existence for the foreseeable future. During this assessment, the Directors identified that the going concern assessment of the Company is directly linked to the going concern assessment of the Group.

The full going concern assessment of the Group, being the Company and its subsidiaries, has been set out in note 2 to the Group's consolidated financial statements for the year ended 31 December 2024. In particular, the going concern assessment of the Group identified material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. These material uncertainties related to the timing and future growth rates of cash flows from revenue generation, the timing of cash flows due to the Group under contractual funding arrangement in place with Nuburu Inc. ("Nuburu"), and the ability of the Company to gain the regulatory and shareholder approvals required in order to be able to repay Nuburu via the issues of new ordinary shares rather than via cash. Despite these factors being identified, the Directors do however remain confident in the business model and believe the Group could be managed in a way to allow it to meet its ongoing commitments and obligations through mitigating actions including cost saving measures and securing alternative sources of funding should this be required.

As such, the Directors consider it appropriate to continue to prepare these financial statements on a going concern basis and have not included the adjustments that would result if the Company and Group were unable to continue as a going concern.

Investments in subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

from its involvement with the entity and has the ability to affect those returns through its power over the entity. Unless otherwise stated, the investments in subsidiary undertakings are stated at cost, including the costs associated with the acquisitions, if applicable.

The carrying value of the acquisition of Supply@ME S.r.l during the financial year ended 31 December 2020 as shown in the accounts of the Company, has been determined by applying the sections 610, 612 and 615 of the Companies Act 2006 as they relate to merger relief. These sections of the Companies Act 2006 are applicable to corporate investments where more than 90% of the acquired entity is represented by a share for share exchange, as occurred with the acquisition of Supply@ME S.r.l. In this instance FRS 102 allows the investment to be carried in the Company's balance sheet at the nominal value of the shares issued, ignoring any associated share premium.

The carrying value of investments referred to above is then adjusted by any provision for impairment in the value. Where events or changes in circumstances indicate that the carrying value of an investment may not be recoverable, an impairment review is carried out. An impairment write down is recognised to the extent that the carrying value of the investment exceeds the higher of fair value less costs to sell and value in use.

Any subsidiary undertakings sold or acquired during the year are included up to, or from, the date of acquisition or the date of the change of control. Any profit or loss on disposal of shares in a subsidiary entity are recognised in the income statement. When control of the subsidiary is lost, and no significant influence exists, any remaining equity holdings will be recognised as an investment on the balance sheet and accounted for in line with the other investments accounting policy.

The amounts due to and from subsidiaries are unsecured, interest free and repayable on demand. The carrying amounts of such payables or receivables are considered to be the same as their fair values due to their short-term nature.

Other investments

The Company measures its investments in equity instruments, where no significant influence or control exists, at fair value with any changes recognised through the income statement.

Financial assets

Classification

Financial assets currently comprise trade and other receivables, receivables from related parties, and cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Impairment of financial assets

Financial assets, other than those held at fair value through the income statement, are assessed for indicators of impairment at each reporting end date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate.

The impairment loss is recognised in the income statement. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in income statement.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Financial liabilities

Classification

Financial liabilities comprise trade and other payables and long-term borrowings, which can from time to time include loan notes and convertible loan notes.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

Recognition and measurement

Trade and other payables

Trade and other payables are initially recognised at fair value less transaction costs and thereafter carried at amortised cost.

Long-term borrowings

Interest bearing long-term borrowings are initially recorded at the proceeds received, net of direct issue costs (including commitment fees, introducer fees and the fair value of any warrants issued to satisfy issue costs). Finance charges, including direct issue costs, are accounted for on an amortised cost basis to the Company's income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. The carrying value of the instrument is adjusted for any principle repayments made in the relevant period.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the amount can be reliably estimated.

Share-based payments

Equity-settled share-based payments relate to the warrants issued in connection with the cost of issuing new equity or debt in the relevant period, and employee share schemes.

Share warrants

Certain equity-settled share-based payments relate to the warrants issued in connection with the cost of issuing new equity or debt, either in the current or prior periods. Equity-settled share-based payments are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 9 to these financial statements and note 24 to the Group's consolidated financial statements for the year ended 31 December 2024.

The fair value determined at the grant date of the equity-settled share-based payments relating to the warrants issued in connection with the debt instruments are netted off against the fair value of the underlying instrument to which they relate. The fair value is then expensed together with the other related finance costs on an amortised cost basis to the Group's statement of comprehensive income using the effective interest rate method.

If there are any subsequent modifications made to any of the terms of equity-settled share-based payments relating to the warrants issued by the Company, the change in fair value is calculated as the difference between the fair value of the modified equity-settled share-based payment and that of the original equity-shared share-based payment. This calculation relates to any warrants that are still outstanding and have not been converted into ordinary shares at the time of the modification. The change in the fair value is then accounted on a consistent basis to the initial fair value.

In respect of the above share-based payments, the fair value is not revised at subsequent reporting dates, however, the fair value is released from the share-based payment reserve at the point in time that any of the warrants are exercised by the third party holder.

Employee share schemes

Grants made to certain employees of the Company will result in a charge recognised in the Company's income statement. Such grants will be measured at fair value at the date of grant and will be expensed on a straight-line basis over the vesting period, based on the Company's estimate of the shares that will eventually vest. Non-market vesting assumptions are reviewed during each period to ensure they reflect current expectations.

Grants made to subsidiary employees will not result in a charge to the Company's income statement as any charges for share-based payments are recognised in the cost of investment in the relevant subsidiary.

Full details of the Group's share-based payments refer to note 24 to the Group's consolidated financial statements for the year ended 31 December 2024.

Equity

"Share capital" represents the nominal value of equity shares issued.

"Share premium" represents the excess over nominal value of the fair value of consideration received for

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

2 Accounting policies

equity shares net of costs associated with the share issue.

“Share-based payment reserve” represents the adjustments to equity in respect of the fair value of outstanding share-based payments including warrants issued in connection with the cost of issuing new equity or debt instruments during the relevant period and employee share schemes.

“Retained losses” represents retained losses of the Company.

The fair value determined at the grant date of the equity-settled share-based payments relating to the warrants issued in connection with the issue of equity are netted off against the amount of share premium that is recognised in respect of the share issue to which they directly relate. Any amounts in excess of the share premium recognised, are netted off against retained losses.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the average exchange rates in the month. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at the reporting period end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement.

Critical judgements and significant accounting estimates

In determining and applying accounting policies, judgement is often required in respect of items where the choice of specific policy, accounting estimate or assumption to be followed could materially affect the reported results or net asset position of the Company should it later be determined that a different choice would be more appropriate. The Company believes the most significant areas where judgement and estimates have been applied in the preparation of these financial statements are as follows:

Judgements

Impairment or fair value adjustments

At the end of the accounting period the Company assesses if there are any indicators of impairment or fair value adjustments required with respect to its investments in subsidiaries, its other investments or its

receivable balances. The carrying value is determined by the use of a discounted cash flow model of future free cash flows which involves estimates to be made by the Directors around future cash forecasts, discount rates etc.

Estimates

Valuation of share warrants issued

During the current financial year, the Company issued new share warrants in connection with the equity subscription completed in May 2024. As these share warrants were issued as a cost of securing new equity investment into the Company they have been classified as a share-based payments. As such the Directors were required to determine the fair value of the equity-settled share-based payments at the date on which they were granted. Judgement was required in determining the most appropriate inputs into the valuation models (Black Scholes) used and the key judgemental input was the expected volatility rate of the Company's share price over the relevant period and the assumption applied in the model was 82.5% which based the actual volatility of the Company's share price from the date of the reverse takeover (being March 2020) to the date at which the relevant valuation model was run.

As outlined above, the share warrants issued during the current financial year were issued in connection with new equity funding and as such the fair value cost has been recognised as a debit to equity on the statement of financial position. If the expected volatility rate was adjusted by plus 10%, then the impact on the fair value recognised as the initial debit to equity in the current year would have been approximately plus £4,000. If the expected volatility rate was adjusted by minus 10%, then the impact on the fair value recognised as the initial debit to equity in the current year would have been approximately minus £4,000.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

3 Investment

Details of undertakings

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital as at 31 December 2024 are as follows:

Subsidiary undertakings	Country of incorporation	Registered address	Holding	Proportion of voting rights and shares held 2024	Proportion of voting rights and shares held 2023
Supply@ME S.r.l.	Italy		Legal capital	100%	100%
		Via Giosuè Carducci 36, 20123, Milano, Italy			
Supply@ME Technologies S.r.l.	Italy		Legal capital	100%	100%
Supply@ME Limited	England and Wales	27/28 Eastcastle Street, W1W 8DH, UK	Ordinary shares	100%	100%

Supply@ME S.r.l. is the Company's operating subsidiary in Italy currently engaged in Inventory Monetisation activities. Supply@ME Technologies S.r.l. is the Company's operating subsidiary in Italy which holds the Group's intellectual property rights relating to the Inventory Monetisation Platform.

In addition to the subsidiaries listed above, the Company holds a 19% shareholding in TradeFlow Capital Management Pte. Ltd ("TradeFlow").

Investments	£000
As at 1 January 2023	2,478
Increase in investment of Supply@ME S.r.l and Supply@ME Technologies S.r.l due to waiver of intercompany debt	1,166
Transfer of prior year intercompany debt impairment charge to Investments	(1,166)
Accounting fair value of 100% investment in TradeFlow	(2,469)
Accounting fair value of 19% investment in TradeFlow retained by the Company	352
Fair value adjustment of investment in TradeFlow	(68)
As at 31 December 2023	293
As at 1 January 2024	
Increase in investment of Supply@ME S.r.l and Supply@ME Technologies S.r.l due to waiver of intercompany debt	1,263
Transfer of prior year intercompany debt impairment charge to Investments	(1,263)
Fair value adjustment of investment in TradeFlow	(284)
As at 31 December 2024	9

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

3 Investment

Investment in Supply@ME S.r.l

On 23 March 2020, the Company issued 32,322,246,220 ordinary shares to acquire the whole of the share capital of Supply@ME S.r.l. These shares had a nominal value of £0.00002 per share and an issue price of £0.006945 per share. As outlined in note 2 above the value of the acquisition of Supply@ME S.r.l. has been determined by applying the sections 610, 612 and 615 of the Companies Act 2006 as they relate to merger relief. These sections of the Companies Act 2006 are applicable to corporate investments where more than 90% of the acquired entity is represented by a share for share exchange, as occurred with the acquisition of Supply@ME S.r.l. In this instance FRS 102 permits the investment to be carried in the Company's balance sheet at the nominal value of the shares issued, ignoring any associated share premium.

During the current financial year, an agreement was signed between the Company and Supply@ME S.r.l. stating that the Company would unconditionally waive repayment of the intercompany debt due from Supply@ME S.r.l. to the amount of €1,200,000 (£1,014,000) (2023: €1,000,000 / £883,000). The waiving of this debt resulted in an increase in the value of the investment in Supply@ME S.r.l. As at 31 December 2023, the Directors had fully impaired the carrying value of the full amount owed by Supply@ME S.r.l. to the Company. As a result of the intercompany debt waiver being agreed post 31 December 2023, an amount of £1,014,000 was transferred from the provision for impairment of the receivable from Supply@ME S.r.l., to the provision for impairment of the investment in Supply@ME S.r.l. No amounts were recorded in the income statement in the current financial year as a result of this transfer.

Investment in Supply@ME Technologies S.r.l

During the current financial year, an agreement was signed between the Company and Supply@ME Technologies S.r.l. stating that the Company would unconditionally waive repayment of the intercompany debt due from Supply@ME Technologies S.r.l. to the amount of €295,000 (£249,000) (2023: €320,000 / £283,000). The waiving of this debt resulted in an increase in the value of the investment in Supply@ME Technologies S.r.l. As at 31 December 2023, the Directors had fully impaired the carrying value of the full amount owed by Supply@ME Technologies S.r.l. to the Company. As a result of the intercompany debt waiver being agreed post 31 December 2023, an amount of £249,000 was transferred from the provision for impairment of the receivable from Supply@ME Technologies S.r.l., to the provision for impairment of the investment in Supply@ME Technologies S.r.l. No amounts were recorded in the income statement in the current financial year as a result of this transfer.

Impairment assessment relating to investment in Supply@ME S.r.l and Supply@ME Technologies S.r.l

As at 31 December 2023, the Directors impaired the full carrying amount of the investment in Supply@ME S.r.l. As set out above, the increase to the value of the investment in Supply@ME S.r.l. and Supply@ME Technologies S.r.l. added during the current year as a result of the intercompany debt waivers, had also been fully impaired by the Directors in the prior year. As such the value of the investment in Supply@ME S.r.l. as at 31 December 2024 was £nil (31 December 2023: £nil) and the value of the investment in Supply@ME Technologies S.r.l. as at 31 December 2024 was £9,000 (31 December 2023: £9,000).

During the preparation of these current year financial statements for the Company, the Directors considered if there were indicators that the previously recognised impairment on the investment in Supply@ME S.r.l. or Supply@ME Technologies S.r.l. could be reversed. Given the following factors, the Directors concluded this was not currently the case:

- Supply@ME S.r.l. and Supply@ME Technologies S.r.l. both continued to record losses in the current year;
- the continued absence of a historical recurring track record relating to Inventory Monetisation transactions being facilitated by the Group;
- the inability to fully establish recurring generation of the full range of fees from the use of its Platform; and
- the Group being cash flow negative.

The impairment losses recognised in the current and prior financial years may subsequently be reversed in future financial periods, and if so, the carrying amount of the investment will be increased to the revised estimate of its recoverable amount. The increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss been recognised for the investment in prior years.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

3 Investment

Investment in TradeFlow

On 1 July 2021 the Company acquired the entire share capital of TradeFlow by way of cash and share consideration (the "Acquisition"), at which point TradeFlow became a fully owned subsidiary of the Company and formed part of the Group's consolidated financial performance and position from this point. Consistent with the approach used in respect of the investment in Supply@ME S.r.l, the value of the acquisition in TradeFlow was determined by applying the sections 610, 612 and 615 of the Companies Act 2006 as they relate to merger relief. As such, the investment in TradeFlow was carried in the Company's balance sheet at the nominal value of the shares issued, ignoring any associated share premium. Subsequent to the Acquisition, the Company recognised an increase or decrease in the carrying amount of the TradeFlow investment in connection with acquisition related earn-out payments.

On 30 June 2023 the Company announced that had entered into binding agreements to restructure its investment in TradeFlow via the sale of 81% of the issued share capital in TradeFlow (the "TradeFlow Restructuring"). This reduced the Company's ownership in TradeFlow from 100% to 19%. At this point, TradeFlow was no longer a subsidiary of the Group and its results were no longer consolidated. The agreements governing the TradeFlow Restructuring required a cash amount of £2,000,000 to be payable to the Company, which gave an estimated accounting fair value of 100% of the TradeFlow operations of £2,469,000, and a fair value of the 19% investment in TradeFlow retained by the Company as at 30 June 2023 of £469,000. Management then applied a discount of 25% to this fair value to take account of the fact that the Group no longer controls TradeFlow operations. This resulted in an accounting fair value for the 19% investment in TradeFlow retained by the Company of £352,000. This discount applied is a management judgement that will continue to be reassessed, together with the fair value of the 19% investment held on the balance sheet, at each reporting date.

As at 31 December 2024, a fair value adjustment of £284,000 (31 December 2023: £68,000) was recorded to fully reverse the remaining fair value of the 19% investment in TradeFlow held on the balance sheet at this date. This reflected the lack of regular TradeFlow financial information available to the Group and also the increase in TradeFlow's underlying net liabilities that had been observed since the TradeFlow Restructuring was completed (2023: based on the movement in TradeFlow's net liabilities between the date of the TradeFlow Restructuring and 31 December 2023).

A reconciliation of the Investment in TradeFlow is set out below:

Investment in TradeFlow	£000
As at 1 January 2023	2,469
Accounting fair value of 100% investment in TradeFlow	(2,469)
Accounting fair value of 19% investment in TradeFlow retained by the Company	352
Fair value adjustment of investment in TradeFlow	(68)
As at 31 December 2023	284
As at 1 January 2024	
Fair value adjustment of investment in TradeFlow	(284)
As at 31 December 2024	-

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

4 Trade and other receivables

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Prepayments	50	35
Interest receivable from related party	7	22
Other receivables	42	75
Amounts due from Group companies	-	-
Total trade and other receivables	99	132

Impairment of amounts due from Group companies

During the preparation of the Company's financial statements for the year ended 31 December 2024, the Directors reviewed the carrying value of amounts due from Group companies for indicators of impairment and/or if there were indicators that the previously recognised impairment loss on the carrying value of amounts due from Group companies could be reversed. In order to follow a consistent approach used to determine the impairment of the Company's investment in Supply@ME S.r.l and Supply@ME Technologies S.r.l due to the factors set out in note 3, the Directors reached the conclusion to impair the full carrying value of the specific receivable balance due from both the Company's Italian subsidiaries as at the 31 December 2024.

Prior to this review, the Company held a total combined amount due from Supply@ME S.r.l and Supply@ME Technologies of £2,135,000 (31 December 2023: £2,378,000). An impairment charge in respect of the amounts due from Group companies of £1,020,000 has been recognised in the Company's income statement for the current financial year (2023: £1,955,000). The impairment charge for the year ended 31 December 2024 reflects the increase in the combined amounts largely as a result of the Company continuing to fund the operations of the Italian subsidiary entities.

Interest receivable from related party

The balance of £7,000 in the table above represents the interest that is receivable from the AvantGarde Group S.p.A ("TAG"), the Group's majority shareholder, as at 31 December 2024 relating to the late payments to the Company under the Debt Novation Deed dated 30 June 2023 which was subsequently amended on 28 September 2023 (the "Debt Novation Deed"), the purpose of which was to novate the amounts due to the Company as a result of the TradeFlow Restructuring to TAG from the buyers of the 81% holding in TradeFlow. This balance has been paid by TAG subsequent to 31 December 2024 through the offset against invoiced amounts owed by the Group companies to TAG.

In addition to the balance of £7,000 described above, the Company had also recognised interest receivable of £270,000 from TAG as at 31 December 2024 relating to the late payments to the Company under the TAG top-up unsecured shareholder loan agreement dated 28 September 2023 which was subsequently amended on 30 September 2024 (the "Top-Up Shareholder Loan Agreement"). Given the latest information that the Board has regarding the financial position of TAG, as at 31 December 2024 this interest receivable balance of £270,000 relating to late payments under the Top-Up Shareholder Loan Agreement was fully impaired. The latest information regarding the financial position of TAG included:

- > the auditors of TAG disagreeing with going concern assumption that had been used in the preparation of the TAG's latest financial statements for the year ended 31 December 2023;
- > as a consequence of the above point, TAG elected to apply for a restructuring procedure as is allowable under Italian company law; and
- > following on from this, on 7 August 2025 TAG entered into a formal liquidation process under Italian insolvency law. The Company understands that TAG is currently attempting to halt the liquidation process and return to the restructuring procedure referred to above.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

4 Trade and other receivables

Both these interest amounts have been calculated at a compounding rate of 15% per annum on the overdue amounts. Details of both these agreements can be found in note 28 to the Group's consolidated financial statements for the year ended 31 December 2024.

During the current financial year, TAG paid £57,000 of late payment interest (2023: £nil) through £20,000 which was offset against interest payable by the Company to TAG that had accrued on the working capital facility referred to in note 8 below, and £37,000 by way of offset against other invoiced amounts owed by the Group companies to TAG.

Other receivables

The other receivables balance as at 31 December 2024 represents a Research and Development Tax Credit claimed by the Company under the UK SME tax credit scheme. This tax credit related to the financial year ended 31 December 2023 and the related claim was submitted and finalised in the year ended 31 December 2024, with the cash being received post the year end. The prior year other receivables balances did not include a comparative Research and Development Tax Credit as the tax credit for the financial year ended 2022 was also submitted and finalised during 2024, with the cash being received during the second half of 2024. Instead the prior year other receivables balance included a combination of balances due to the Company from third parties, all of which were settled during 2024.

5 Receivable from related party

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Receivable from related party	-	772
Total receivable from related party	-	772

This balance represents the amount receivable from TAG under the Debt Novation Deed which created the obligation for TAG to settle the £2,000,000 cash payment that was due from the buyers to the Company, as a result of the sale of the 81% majority stake in TradeFlow.

As at 31 December 2024, the £2,000,000 had been fully repaid by TAG to the Company. The payments totalling £772,000 which had been received during the current year were received through a split of £570,000 in cash (2023: £771,000) and £202,000 by way of offset against amounts owed by the Group companies to TAG (2023: £36,000). In the prior year there was also an amount of £421,000 that was repaid by way of formal debt novation agreements with specific suppliers whereby the debt held by the Group companies was novated to TAG with no recourse to the Group companies.

As outlined in note 4 above, the Company charged a late fee to TAG which has been calculated at a compounding rate of 15% per annum on any of the instalment amounts not transferred to the Company by the relevant due date set out in the Debt Novation Deed.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

6 Share capital

Allotted, called up and fully paid shares	As at		As at	
	31 December 2024 No. 000	31 December 2024 £ 000	31 December 2023 No. 000	31 December 2023 £ 000
Equity				
Ordinary shares of £0.00002 each	71,732,151	1,434	61,232,096	1,224
Deferred shares of £0.04000 each	63,084	2,523	63,084	2,523
2018 Deferred shares of £0.01000 each	224,194	2,242	224,194	2,242
Total	72,019,429	6,199	61,519,374	5,989

Reconciliation of allotted, called up and full paid

	2024		2023	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares as at 1 January	61,519,374	5,989	56,908,846	5,897
New ordinary shares issued to TAG in connection with the settlement of the TAG Working Capital Facility	1,500,000	30	-	-
New ordinary shares issued in connection with the New Equity Subscription Agreement dated 14 May 2024	9,000,000	180	-	-
New ordinary shares issued to fulfil the conversion of Open Offer warrants	55	-	110,528	2
New ordinary shares issued to Venus Capital S.A. in connection with 2023 Venus Subscription	-	-	4,500,000	90
Total at 31 December	72,019,429	6,199	61,519,374	5,989

New shares allotted during the current financial year ended 31 December 2024

New ordinary shares issued to TAG in connection with the settlement of the TAG Unsecured Working Capital Facility

On the 28 April 2023, the Company and TAG, the Group's majority shareholder, initially entered into a fixed term unsecured working capital loan agreement, which was then amended on 30 June 2023 (the "TAG Unsecured Working Capital Facility"). Subsequent to TAG satisfying the full amount of £800,000 drawn down by the Company under the TAG Unsecured Working Capital Facility, the Company and TAG signed a second deed of amendment agreement dated 26 March 2024, which allowed the full outstanding amount of the amended TAG Unsecured Working Capital Facility to be extinguished by the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each, which were issued to TAG on 28 March 2024. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share.

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

6 Share capital

New ordinary shares issued in connection with New Equity Subscription Agreement

On 14 May 2024, the Company entered into a new equity subscription agreement with a UK investment firm, pursuant to which the UK investment firm committed to subscribe for 9,000,000,000 new ordinary shares of nominal value £0.00002 each (the "Subscription Shares"), on behalf of its private clients, at 0.01725 pence per Subscription Share (the "New Equity Subscription Agreement"). The issue of the Subscription Shares was made for gross proceeds of £1,552,500 (or £1,428,300 net of an 8% commission charged). These Subscription Shares were admitted to standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange on 28 May 2024.

New ordinary shares issued to fulfil the conversion of Open Offer warrants

Further to the issue of new ordinary shares on the 18 August 2022 as a result of the Open Offer, the Company also issued 320,855,008 warrants to certain qualifying shareholders who participated in its open offer (the "Open Offer Warrants"). Following the issue of the Open Offer Warrants, certain holders have elected to exercise their Open Offer Warrants and this resulted in a total of 54,696 new ordinary shares being issued during the year ended 31 December 2024 in relation to Open Offer Warrant conversions.

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences, and restrictions:

The Ordinary shares carry rights to participate in dividends and distributions declared by the Company and each share carries the right to one vote at any general meeting. There are no rights of redemption attaching to the Ordinary shares.

Deferred shares have the following rights, preferences, and restrictions:

The deferred shares carry no rights to receive any dividend or distribution and carry no rights to vote at any general meeting. On a return of capital, the Deferred shareholders are entitled to receive the amount paid up on them after the Ordinary shareholders have received £100,000,000 in respect of each share held by them. The Company may purchase all or any of the Deferred shares at an appropriate consideration of £1.

2018 Deferred shares have the following rights, preferences, and restrictions:

The deferred shares carry no rights to receive any dividend or distribution and carry no rights to vote at any general meeting.

7 Trade and other payables

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Trade payables	478	865
Other payables	308	196
Social securities and other payroll taxes due	397	254
Accruals	265	185
Accrued interest payable to related party	-	7
Total trade and other payables	1,448	1,507

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

8 Long-term borrowings

	As at 31 December 2024 £ 000	As at 31 December 2023 £ 000
Working Capital loan due to TAG	-	250
Total long-term borrowings	-	250

Working capital loan due to TAG

The TAG Unsecured Working Capital Facility, which was initially signed on 28 April 2023 and then amended on 30 June 2023, created the obligation for TAG to provide a working capital Facility to the Company up to £800,000. Following the amendment on 30 June 2023, the Company issued a drawdown notice to TAG under the TAG Unsecured Working Capital Facility for the full £800,000 available. As at 31 December 2023, £250,000 had been received from TAG in respect of this facility, and during the year ended 31 December 2024, the remaining £550,000 was received from TAG.

Subsequent to the receipt of the full £800,000 from TAG, a second deed of amendment was signed between TAG and the Company and this was dated 26 March 2024. This second deed of amendment allowed the full outstanding amount of the TAG Unsecured Working Capital Facility to be extinguished by the issue of 1,500,000,000 new ordinary shares of nominal value £0.00002 each, which were issued to TAG on 28 March 2024. These new ordinary shares issued had a fixed subscription price of 0.053 pence per share. As such, the balance owing in respect of the TAG Unsecured Working Capital Facility as at 31 December 2024 was £nil (31 December 2023: £250,000).

9 Share-based payments

Share warrants

The full disclosures relating to the share warrants issued by the Company are set out in note 24 to the Group's consolidated financial statements for the year ended 31 December 2024. This includes the full disclosures relating to those share warrants issued during the current financial year, and the required disclosures relate to those issued prior to 1 January 2024.

A summary of the share warrants outstanding as at 31 December 2024 are detailed in the table below:

	Number of warrants outstanding at 31 December 2024	Number of warrants outstanding at 31 December 2023
Share warrants issued to Mercator Capital Management Fund LP ("Mercator")	439,040,921	961,832,433
Share warrants issued to Venus Capital S.A. ("Venus Capital")	8,175,000,000	8,175,000,000
Share warrants issued to retail shareholders	160,763,933	160,818,629
Share warrants to be issued to Venus Capital	2,250,000,000	2,250,000,000
Share warrants issued in connection with New Equity Subscription Agreement completed in May 2024	450,000,000	-
Total	11,474,804,854	11,547,651,062

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

9 Share-based payments

Movements to the number of share warrants outstanding during the financial year ended 31 December 2024 are set out below:

- ▶ a total of 522,791,512 shares warrants that had previously been issued to Mercator expired prior to the holder choosing to convert into ordinary shares of the Company;
- ▶ a total of 54,696 share warrants that had been issued in connection with the Open Offer that took place in August 2022, where exercised by the holders and converted into ordinary shares of the Company; and
- ▶ a total of 450,000,000 new share warrants were issued under the New Equity Subscription Agreement that was completed in May 2024. These all remain unexercised as at 31 December 2024.

A summary of the fair value of the share warrants recorded during the current financial year, including the change in fair value due to modification of the terms of certain share warrants, are detailed in the table below:

	2024 £ 000	2023 £ 000
Share warrants to be issued to Venus Capital	-	1,717
Change in fair value due to extension of expiry date of existing share warrants issued to Venus Capital and retail shareholders in prior periods	-	346
Share warrants issued in connection with New Equity Subscription Agreement dated May 2024	52	-
Total	52	2,063

Employee share scheme awards

The full disclosures relating to the employee share scheme awards are set out in note 24 to the Group's consolidated financial statements for the year ended 31 December 2024.

10 Share issue costs

The costs relating to the equity subscription share issue that took place during the year have been netted off against the amount of share premium that is recognised in respect of the share issue to which they directly relate. Any amounts in excess of the share premium recognised, are taken to retained earnings. Details of the share issue costs recognised during the year ended 31 December 2024 are set out in the table below.

	2024 Costs recognised in share premium £'000	2024 Costs recognised in retained earnings £'000
Share warrants issued in connection with New Equity Subscription Agreement dated May 2024 (note 9)	52	-
Other costs (legal fees, listing fees, commission cost)	140	-
Total	192	-

Notes to the Company Financial Statements

for the Year Ended 31 December 2024

10 Share issue costs

	2023 Costs recognised in share premium £'000	2023 Costs recognised in retained earnings £'000
2023 Equity Subscription Agreement warrant costs (note 9)	1,717	-
Other costs (legal fees, listing fees, commission cost)	254	-
Impact of extension of expiry date of warrants issued during 2022 relating to Capital Enhancement plan and Open Offer warrants (note 9)	132	214
Total	2,103	214

11 Related party transactions

The Company has taken advantage of the exemption under FRS 102:33.1A from disclosing transactions with other, wholly owned members of the Group.

A full list of the Company's subsidiaries and related party transactions are set out in note 28 to the Group consolidated financial statements.

12 Controlling party

At 31 December 2024 the Directors do not believe that a controlling party exists.

13 Subsequent events

A full list of the Company's subsequent events are set out in note 30 to the Group consolidated financial statements.

Information

Company information

Directors

David Bull
Alexandra Galligan
Albert Ganyushin
Alessandro Zamboni

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Company Number

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Website

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Company Secretary

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Emperor's Gate
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SW7 4AG

Glossary

Term	Definition
AGM	Annual General Meeting of Supply@ME Capital Plc
BBPM	Banco BPM S.p.A.
Board	The Board of Directors of Supply@ME Capital Plc
CEO	Chief Executive Officer
Company or SYME or Supply@ME	Supply@ME Capital Plc
CH Trading Hub	An independent Swiss-based trading business which replaced the Cayman-based global inventory fund and assumed control of the independent stock companies and manages the overall trading businesses using the Platform and the associated services provided by the Group.
Debt Novation Deed	The English law governed debt novation deed entered into between the Company, Tom James, John Collis and TAG on 30 June 2023, pursuant to which TAG agreed to assume the £2m million debt of Tom James and John Collis resulting from the TradeFlow Restructuring to the Company.
ERP	Enterprise Resource Planning
FY23	The financial year ended 31 December 2023
FY24	The financial year ended 31 December 2024
Group	The Company and its subsidiaries
IFRS	UK adopted International Financial Reporting Standards
ICT	Information and communications technology
IM	Inventory Monetisation
IM Bond	The secured bond issued by one of the independent stock companies, which is a wholly owned subsidiary of SFE, valued up to €5 million and for which a global player in asset management subscribed for the first €3.5 million.
IoT	Internet of things
KPIs	Key Performance Indicators
KRIs	Key Risk Indicators
LTIP	Long Term Incentive Plan
Nuburu	Nuburu Inc. (an NYSE listed high-tech company of which Alessandro Zamboni, a director of the Company, is Executive Chairman)

Glossary

Term	Definition
Nuburu On-Demand Facility	The English law governed on-demand convertible funding facility for US\$5,150,000 entered into on 18 March 2025 and amended on 10 June 2025 and 29 August 2025 between Nuburu and the Company
Open Market IM transaction	IM transactions from the pipeline originated by the Group and funded by third-party investors
Platform	The Supply@ME Inventory Monetisation Platform
PNP Regulation	Italian legislation pegno non possessorio, introduces the concept of "security interest" into Italian law
QCA Code	Quoted Companies Alliance Corporate Governance Code for small and mid-sized quoted companies
SFE	Société Financière Européenne S.A.
SFE EI	SFE Equity Investments S.A.R.L.
TAG	The AvantGarde Group S.p.A (an entity ultimately beneficially wholly-owned and controlled by Alessandro Zamboni, Chief Executive Officer of the Company)
TAG Unsecured Working Capital Facility	The English law governed top-up unsecured working capital facility entered into on 28 April 2023 and amended on 30 June 2023 between TAG and the Company, pursuant to which TAG agreed to provide the Company with a facility of up to £800,000 to cover the Company's working capital needs
Top-Up Shareholder Loan Agreement	The English law governed top-up unsecured shareholder loan agreement entered into on 28 September 2023 and amended on 30 September 2024 between TAG and the Company, pursuant to which TAG agreed to provide the Company with a further facility of up to £3,500,000 to cover the Company's working capital and growth needs up to 31 December 2025
TradeFlow	TradeFlow Capital Management Pte. Limited
TradeFlow Group	TradeFlow and its subsidiaries
TradeFlow Restructuring	The disposal of 81% of the TradeFlow Capital Management Pte. Limited operations which was completed on 30 June 2023
Venus Capital	Venus Capital SA
White-Label	The service whereby banks and other financial institutions access and pay for the use of our technology and platform to deploy with their customer bases





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