KRM22

Annual Report 2025

KRM22 Plc

Company number: 11231735

FRIDAY

AF4LAKQR

A03 19/06/2026 #277

COMPANIES HOUSE

CONTENTS

HIGHLIGHTS

Financial

- Annualised Recurring Revenue (ARR)[1] as at 31 December 2025 of £7 6m (2024 £6 6m, £6 4m at constant FX rates) – growth of 18 8% at constant FX rates
    - New contracted ARR in 2025 of £1 6m (2024 £1 7m)
- Total revenue recognised of £7 4m (2024 £6 8m) – growth of 9 9%
- Adjusted EBITDA profit[2] of £0 8m (2024 profit of £1 0m)
- Loss before tax of £2 1m (2024 loss of £1 4m)
- Gross cash as at 31 December 2025 of £5 2m with net cash of £5 2m (2024 gross cash of £1 0m, net debt of £3 5m)

Operational

- Successful £9 2m fundraise completed in November 2025 to repay loan with Trading Technologies International, Inc ("TT"), subsequently making the Company debt free, and provide funding to expand the existing suite of applications to offer multi-asset solutions to the capital markets industry
- 8 new ARR contracts signed in the year including 3 new customers
- 51 institutional customers as at 31 December 2025 including 10 via the relationship with Trading Technologies International, Inc
- Risk Manager and Limits Manager application being used by 18 of the top 60 Future Commissions Merchants ("FCMs")

Post Year-End Events

- Contractual ARR of £7 6m as at the date of this report at current FX rates with favourable contract wins offset by unfavourable movements in FX rates
- New contract wins from existing customers extending their use of existing applications and migrating from legacy At-Trade and Post-Trade applications to the Risk Manager application
- Limits Manager application wins Risk Management Solution of the Year at the FOW International Awards 2026

1 Annualised Recurring Revenue (ARR) is the value of contracted Software-as-a-Service (SaaS) revenue normalised to a one year period and excludes one-time fees

2 Adjusted EBITDA is the reported loss for the year, adjusted for recurring non-monetary costs including depreciation, amortisation, unrealised foreign exchange loss and share-based payment charge and non-recurring costs, both monetary and non-monetary, including Company reorganisation costs, loss on distinguishment of debt and funding and debt related costs A reconciliation of Adjusted EBITDA profit to the reported operating loss for the year is detailed on page 7

CHAIRMAN'S STATEMENT

I am pleased to report on another year of substantial growth for KRM22

The Company completed an oversubscribed fundraise in November 2025 and is now debt free with substantial funds to invest in new opportunities We are in the best financial position since the Company was founded and look forward to seeing the fruits of our forward initiatives in the years ahead

We are very much looking at creating long-term value for shareholders and regard 2026 as our "investment year" with the Company benefiting from this investment in 2027 and beyond We are adding appropriate resource to support our expanding client base and the expansion of our applications into different asset classes, upgrading our sales team, product development professionals and technology innovation, as well as closing technical debt and ensuring IT security

Global events have generated market volatility, and whilst sales cycles are often extending, the need for our Limits *Manager, Risk Manager, Surveillance Manager and Control Manager applications by clients of all types has never been* greater We are providing state of the art risk management systems to major financial institutions for whom these applications address the existential risks to their business

I want to congratulate the entire KRM22 team globally for another year of progress, and to recognise their continued hard work and loyalty to the Company I look forward to further growth, continued increase in revenue in 2026, and further expansion of our client base and pipeline of sales opportunities

Many thanks to our loyal clients, most of whom are now contracted with us on multi-year deals, reflecting the partnership between them and KRM22

With a strong financial foundation in place, KRM22 is now well positioned to expand its risk management applications into comprehensive multi-asset solutions for the capital markets industry, and I look forward to the benefits this will deliver throughout 2026 and beyond

Signed by

B6AA27A8DBDF446

Garry Jones
Non-Executive Chairman
12 May 2026

CHIEF EXECUTIVE OFFICER'S REPORT

2025 stands as the most pivotal in KRM22's evolution, redefining our strategic position and setting the foundation for accelerated growth ahead Beyond delivering another year of strong operational progress, we took the strategic steps necessary to prepare the Company for the next phase of its growth We advanced our product suite, broadened our market presence and materially strengthened our financial position These actions collectively mark 2025 as a transformative year for KRM22 and a key milestone in our mission to deliver modern, integrated risk management solutions to the capital markets

Despite continued macro-economic volatility and uneven market activity during the year, we remained focused on disciplined execution and sustained investment in our strategy Our ability to deliver 18 8% Annual Recurring Revenue ("ARR") growth at constant FX rates, secure £1 6m in new contracted ARR and, perhaps most importantly, successfully completing a transformative £9 2m fundraise, reflects both the resilience of our business and the strength of our long-term vision

With a market increasingly moving towards multi-asset risk platforms and integrated workflows, KRM22 is exceptionally well-positioned to lead the next generation of risk technology solutions for capital markets firms globally

Continued revenue growth

KRM22 delivered another year of meaningful financial progress ARR increased to £7 6m as at 31 December 2025, up from £6 6m a year earlier (£6 4m at constant FX rates), representing 18 8% growth at constant FX rates New contracted ARR *of £1 6m for the year demonstrates ongoing demand across both new and existing customers and is broadly* consistent with the record £1 7m achieved in 2024

Total revenue recognised grew to £7 4m, an 9 9% year-on-year increase, supported by expanding customer adoption across our Risk Manager and Limits Manager applications Notably, we continued to deliver strong sales execution across the trading risk suite, reinforcing our belief that we are building the emerging industry standard for risk management

A key milestone for the year was the strengthening of our balance sheet Following the successful fundraise completed in November 2025, together with continued operating discipline, we closed the year with gross and net cash of £5 2m, a substantial improvement from the prior year's net debt position of £3 5m

Our customer base has continued to expand We closed eight new ARR contracts during the year, including three entirely new customers, bringing our total institutional customers to 51, with 10 of these relationships stemming from our strategic partnership with Trading Technologies International, Inc ("TT") Importantly, 18 of the top 60 Future Commission Merchants ("FCMs") now rely on our Risk Manager and Limits Manager applications - a strong validation of the market shift towards modern risk platforms

Supporting growth through strategic investment

In November 2025 we completed a £9 2m fundraise, an incredibly important strategic event This raise enabled us to settle the convertible loan facility provided by TT, strengthen the Company's financial flexibility and eliminating cost constraints which we feel has restricted our ability to expand beyond the existing asset class serviced by our applications Beyond deleveraging the balance sheet, the fundraise creates capacity for disciplined investment into the next phase of our product roadmap

This investment will accelerate the expansion of our applications to support multi-asset coverage, ensuring that our risk management suite evolves in line with the needs of global trading and clearing firms With firms increasingly demanding cross-asset transparency, integrated workflows, and consistent risk controls across all trading activity, we view *multi-asset capabilities as a critical driver of our medium-term growth*

We are investing across every part of the business, adding high calibre talent to strengthen our product, technology and commercial capabilities This includes new Product Managers for both Control Manager (previously the Risk Cockpit) and Surveillance Manager The Control Manager Project Manager role has been filled by a long-standing external user of the application, bringing unparalleled insight directly into our product development and marketing of the application We have expanded our engineering capacity with additional site reliability engineers and developers To support our growing international footprint, especially in the APAC region, we have added additional Client Services resource in Singapore whilst also adding more Technical Account Managers to ensure we maintain the high-touch service our customers expect as our platform adoption continues to accelerate We have expanded our commercial reach with new Sales and Marketing resource to support our expansion into multi-asset classes

Our operational performance remained solid throughout the year While adjusted EBITDA of £0 8m was slightly lower than 2024, we continued to operate profitably while prioritising targeted investment in product development and revenue-generating capabilities The balance between disciplined cost management and strategic reinvestment remains central to our long-term plan

Application developments

Our product strategy remains focused on delivering highly integrated, modern risk and surveillance capabilities that enable firms to better understand, control, and govern their trading activity

During the year, Risk Manager and Limits Manager continued to gain traction, particularly with top-tier FCMs who increasingly view these applications as essential infrastructure The adoption of our applications by 18 of the top 60 FCMs demonstrates the meaningful shift underway in the industry as firms phase out legacy risk technology in favour of modern, real-time solutions

We also continued to enhance our market surveillance offering through our strategic partnership with TT, which remains an important channel for future growth With the new surveillance application now fully integrated into the TT ecosystem, we expect further commercial momentum in 2026 and beyond

Post year-end, our Limits Manager application received significant external recognition, winning Risk Management Solution of the Year at the FOW International Awards 2026 - a clear validation of our continued product innovation and leadership

Following completion of the fundraise, we are now investing in a proactive outbound marketing strategy designed to increase brand visibility and drive more qualified opportunities into our sales funnel This includes targeted LinkedIn campaigns aimed at a clearly defined audience of decision-makers within our addressable market, supported by tailored video content that highlights KRM22's value proposition and showcases each of our applications These initiatives represent an important step in elevating our market presence and creating sustained top of funnel momentum to support our growing commercial efforts

Wider capital markets trends

Risk management continues to be a central area of focus for capital markets firms With sustained regulatory scrutiny, increasing operational complexity, and the ongoing evolution of electronic trading, firms are prioritising investment in robust, flexible, and integrated risk systems

Legacy technology simply cannot meet the needs of today's market structure, particularly as more markets move towards 24/7 trading Firms are increasingly seeking multi-asset solutions, real-time analytics, comprehensive audit trails, and efficient workflow automation, all capabilities available within KRM22's platform design and strategic focus

The global SaaS risk management market remains a large opportunity, and our growing presence within the FCM community, alongside our strong partnership with TT, positions us well to capture a meaningful share of this expanding landscape

Outlook

2025 was a year of strategic progress, operational execution, and strengthened financial foundations. With ARR increasing to £7.6m, positive adjusted EBITDA, a vastly improved balance sheet, and the successful execution of a major fundraise, KRM22 enters 2026 from a position of confidence and momentum.

While we have experienced some delays in conversion of the sales pipeline with only £0.1m of new contractual ARR signed since the start of 2026, the delays have been driven by extended vendor onboarding and internal governance processes, a reflection of heightened market volatility following the geopolitical uncertainty in the Middle East, with many firms prioritising their core trading and risk operations. New projects and initiatives by these firms are not being withdrawn with clients and prospects remaining highly engaged. The demand for our solutions remains strong and the quality of the sales pipeline opportunities across both direct and TT-supported sales channels continues to be robust.

With the market increasingly recognising the value of our integrated, award-winning platform, together with a strengthened financial position, the Board and I remain confident in KRM22's strategy and its ability to deliver sustained progress toward becoming a cash-generative, profitable, multi-asset market-leading risk technology business.

DocuSigned by
0925254028694 16

Dan Carter
CEO
12 May 2026

CHIEF FINANCIAL OFFICER'S REPORT

2025 was a continuation of the financial momentum reported in the prior year with significant growth in total revenue recognised, ARR, and importantly, a significant improvement in the net cash position of the business following the successful fundraise completed in November 2025 KRM22 is now debt free as it looks to utilise the capital raised from the fundraise to expand its existing suite of applications to offer multi-asset solutions to the capital markets industry

There was growth of 9 9% in total revenue recognised to £7 4m from £6 8m reported for the year ended 31 December 2024 ARR increased to £7 6m as at 31 December 2025, up from £6 6m at 31 December 2024 (£6 4m at constant FX rates) – a year-on-year increase of 18 8% at constant FX rates The growth in ARR and continued management of the underlying cost base of the business, together with the £9 2m gross fundraise completed, contributed to a closing cash balance of £5 2m (2024 £1 0m)

Income Statement

Total revenue

Revenue recognised for the year to 31 December 2025 was £7 4m (2024 £6 8m), an increase of 9 9% compared with the prior year, with 95 0% (2024 92 2%) of total revenue generated from recurring customer contracts Non-recurring revenue for the year ended 31 December 2025 totalled £0 4m (2024 £0 5m) and related principally to customer implementations and product development work

Recurring revenue

ARR is a key metric and KPI for KRM22 and, using constant FX rates, as at 31 December 2025 ARR had increased by *18 8% to £7 6m (2024 a net increase of 22 2% to £6 6m), a net increase of £1 2m (2024 net increase of £1 2m) at* constant FX rates

New contracted ARR in the year totalled £1 6m (2024 £1 7m) of which £0 2m (2024 £0 7m) was from new customers, primarily for the Risk Manager application, and £1 4m (2024 £1 0m) was generated from existing customers Of the £1 4m of new ARR generated from existing customers, £0 9m was derived from existing customers purchasing additional applications and £0 5m was contractual renewals for existing applications, with increases in ARR value and extensions of contractual length

The amount of ARR generated through partner products and services, primarily through data and news feeds, with minimal margin to KRM22, accounted for 4 4% (2024 4 2%) of total ARR at 31 December 2025

Total churn in ARR for the year was £0 4m of which £0 2m was from one institutional customer for the Surveillance Manager application and £0 1m was from two customers for the Control Manager (formerly known as the Risk Cockpit) application

Gross profit

Gross profit for the year to 31 December 2025 was £5 8m (2024 £5 6m) There was a decrease in gross profit margin to 78% compared to the prior year margin of 83% The reduction in gross margin was a result of additional investment in AWS hosting infrastructure costs and sales commission payable to TT in connection with new ARR contracts executed in the year

Capitalised development

A total of £1 1m (2024 £1 1m) of development was capitalised in the year to 31 December 2025 Capitalised development is amortised over three years

Adjusted EBITDA
Adjusted EBITDA is the key metric that the Company considers when understanding the cash-profitability of the business This is due in particular to the non-cash items that impact the Income Statement under IFRS accounting, such as non-cash share-based payment charges and one-off cash items such as Group reorganisation costs

Adjusted EBITDA for the year to 31 December 2025 was a profit of £0 8m (2024 profit of £1 0m)

A reconciliation of Adjusted EBITDA profit to the reported operating loss is provided as follows

	2025 £'m	2024 £'m
Adjusted EBITDA profit	**0 8**	1 0
Depreciation and amortisation	**(1 2)**	(1 2)
Group restructure costs	-	(0 6)
Loss on extinguishment of debt	**(0.1)**	-
Unrealised foreign exchange loss	**(0 9)**	0 0
Funding and debt related expenses	**(0 1)**	-
Share-based payment expense	**(0 1)**	(0 1)
Operating loss	**(1 6)**	(0 9)

Operating loss
Reported operating loss for the year to 31 December 2025 was £1 6m (2024 loss of £0 9m) and included unrealised foreign exchange losses of £0 9m, which was primarily driven by the movement in GBP US$ FX rates in the year, and costs and charges of £0 2m related to the fundraise and debt extinguishment

Finance charges
Net finance expense in the year was £0 6m (2024 £0 5m) and primarily related to loan interest paid on the Convertible Loan with the balance of the Convertible Loan settled in November 2025

Taxation
The tax credit in the year was £0 1m (2024 credit of £0 1m) which includes a £0 1m (2024 £0 1m) R&D tax credit received

Financial position

Assets
The cash balance as at 31 December 2025 was £5 2m (2024 £1 0m)

Current assets at 31 December 2025 include trade and other receivables of £1 3m (2024 £0 7m)

Non-current assets were £5 5m (2024 £5 6m) relating principally to £3 4m for goodwill and assets acquired (2024 £4 0m) and £2 0m (2024 £1 6m) for capitalised development costs

Liabilities
As at 31 December 2025, KRM22's principal liabilities were

- £5 0m of deferred revenue (2024 £2 8m), contracted and paid services that will be released in a future period
- £0 3m (US$0 3m) deferred consideration for earn out payments for the acquisition of Object+ The deferred consideration can be satisfied in either cash or Company Ordinary Shares in KRM22 at the Company's discretion
- £0 2m (US$0 3m) for the right of use assets relating to all future payments of leased-office rentals under IFRS16 'Leases' whereby such lease payments are provided for at today's value At 31 December 2025, KRM22 did not have any leased-office rentals remaining under IFRS16 however the liability relates to an office lease that expired in 2022

Investors

As an AIM quoted business, a large proportion of KRM22's shareholders are professional investment funds In addition, the Directors together owned 5,585,978 shares at the year end, representing 9 4% of the Company's issued share capital

Funding

On 7 November 2025, the Company raised gross proceeds of £9 2m in equity funding through a subscription and placement of 23,112,500 new shares at 40 pence per share (the "Fundraise") The proceeds from the Fundraise were used to settle the Convertible Loan with TT and to leave a balance of approximately £3 0m to fund the Company's next phase of growth through the expansion of KRM22's existing suite of applications into different asset classes

Use of cash in the year

The net cash inflow in the year was £4 2m, which included the £9 2m gross proceeds from the Fundraise completed in November 2025 After accounting for Fundraise transaction costs and settlement of the Convertible Loan, the net amount received from the Fundraise was £3 0m Excluding the net Fundraise receipt of £3 0m, the net cash inflow for the year was £1 2m, with the Company benefiting from over 70% of ARR receipts being invoiced annually in advance Expenditure on capitalised development in the year of £1 1m was consistent with the prior year

Going concern

The financial statements have been prepared on a going concern basis based on a range of cashflow forecasts and scenarios covering a period of at least twelve months from the date of this report The time to close new customers and the value of each customer, which are deemed individually as high value and low volume in nature, is key to the forecast being achieved Further analysis of KRM22's going concern position is detailed in the Directors report on page 36

Shareholdings and earnings per share

As at 31 December 2025, KRM22 had 59,316,219 shares in issue and this was also the undiluted weighted average number of shares for the period The resulting Earning per Share ("EPS") is a 5 1p loss per share (2024 loss of 3 6p) Due to the loss made by the Company in the year, the diluted EPS is the same as EPS

Conclusion

The continued momentum in financial performance in 2025, with sustained ARR growth at an average of 20% year-on-year over the last two years, and total revenue recognised increasing by 9 9% compared with 2024 is demonstration that KRM22 is making good progress on its journey to becoming a cash generative and profitable business The Fundraise completed in November 2025, and the settlement of the Convertible Loan, has helped strengthen the financial position of KRM22 and provides funding for the structured growth and expansion of our existing suite of applications into different asset classes whilst also removing the interest burden and restrictive covenants associated with a debt facility

Approved by the Board and signed on its behalf by

Signed by

189B570A10CF4EE

Kim Suter
CFO
12 May 2026

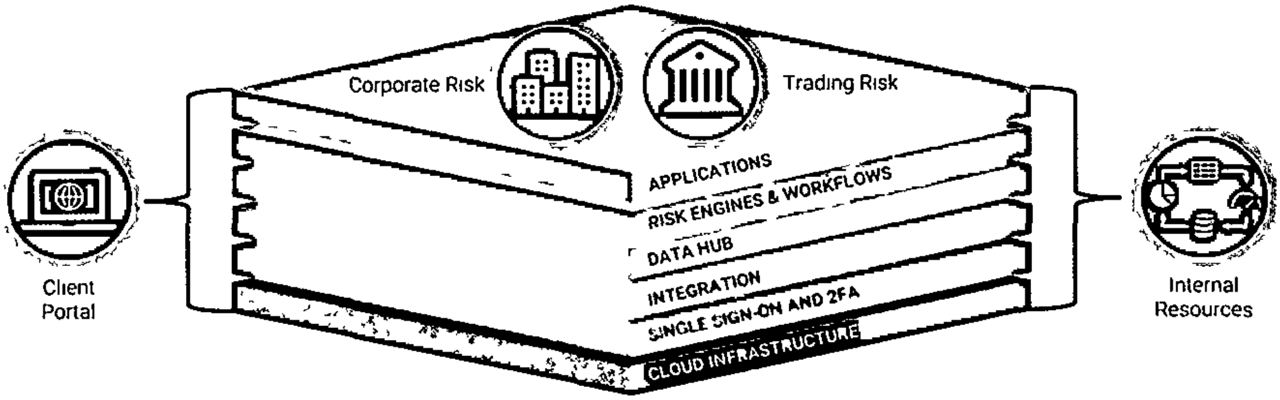
Strategic Report

OUR APPLICATIONS

Built on the Global Risk Platform, KRM22 offer applications addressing risk management challenges across Trading and Corporate risk By layering on data from throughout a customer's environment, customers are now able to better assess, monitor and manage the increasing correlation between these risk areas

The Global Risk Platform

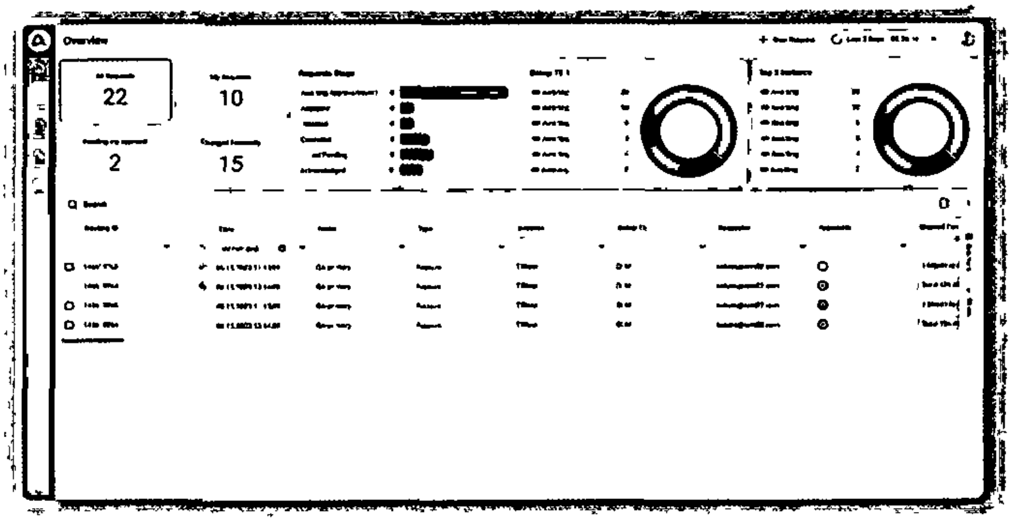
The KRM22 Global Risk Platform is a cloud based SaaS portal for Trading and Corporate risk that securely connects and integrates into existing and new client portals from one integrated system



Trading Risk

Limits Manager

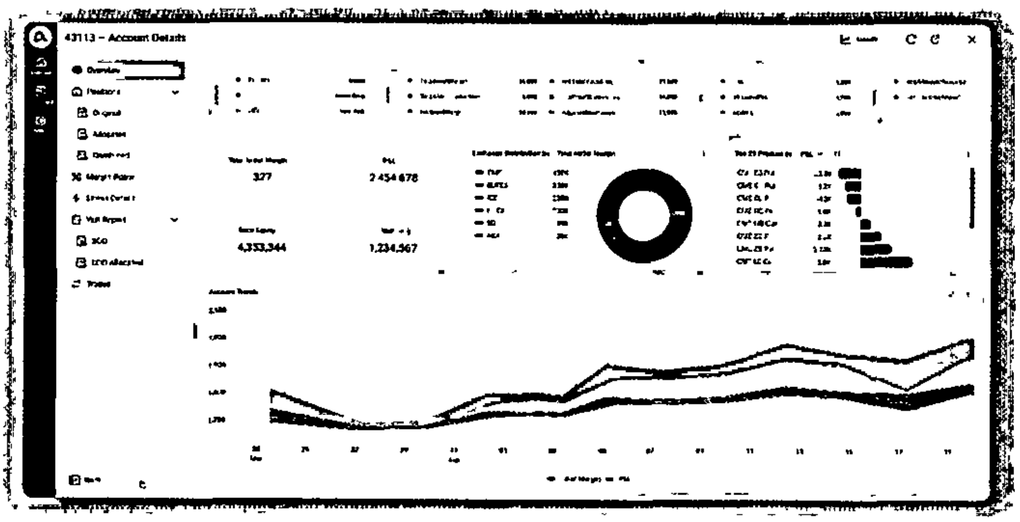
Limits Manager, formerly called Pre-Trade Centralised Risk Management, combats time consuming and error prone processes by maintaining, auditing and approving trading limits across multiple platforms in one centralised application



- Submit, review and approve limit change requests for software trading platforms
- *Automate pre-approved* limit changes
- View the completed status of limit requests
- Capture all limit activity and simplify reporting
- Maintain a database of account limits by date or date range, detailing adjustments since inception

Risk Manager

Risk Manager integrates the legacy functionality from the At-Trade P&L and Post-Trade Stress applications helping firms achieve effective risk management monitoring

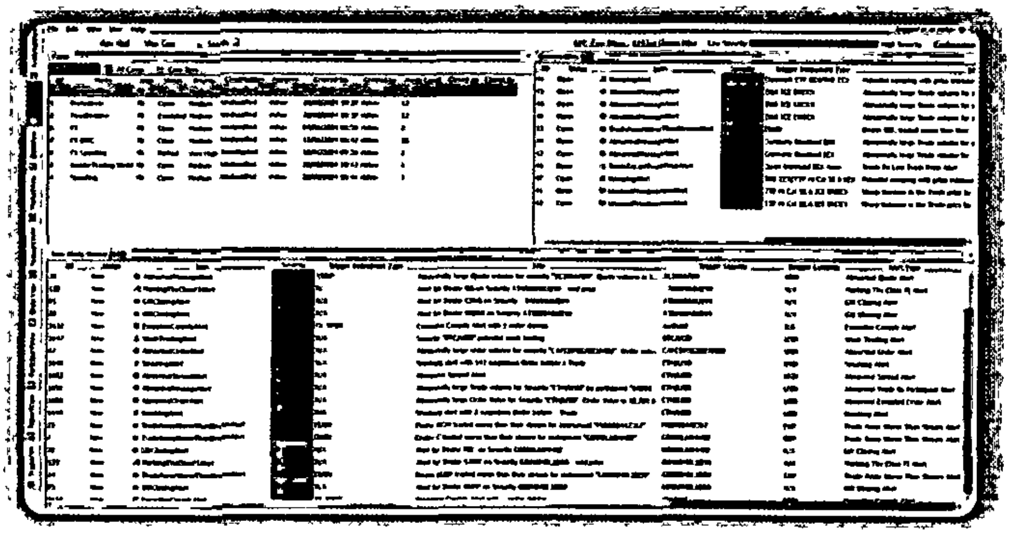


- View real-time P&L, margin, Value at Risk (VaR) and parameterised stress risk from the account level down to the contract level
- Create user defined risk metrics to arrive at an overall account risk score and generate alerts for any breaches
- Use historical account risk data to deliver context to current standing of a portfolio
- Integrate with KRM22 Limits Manager to validate limit change decisions using post-trade metrics

Corporate Risk

Surveillance Manager

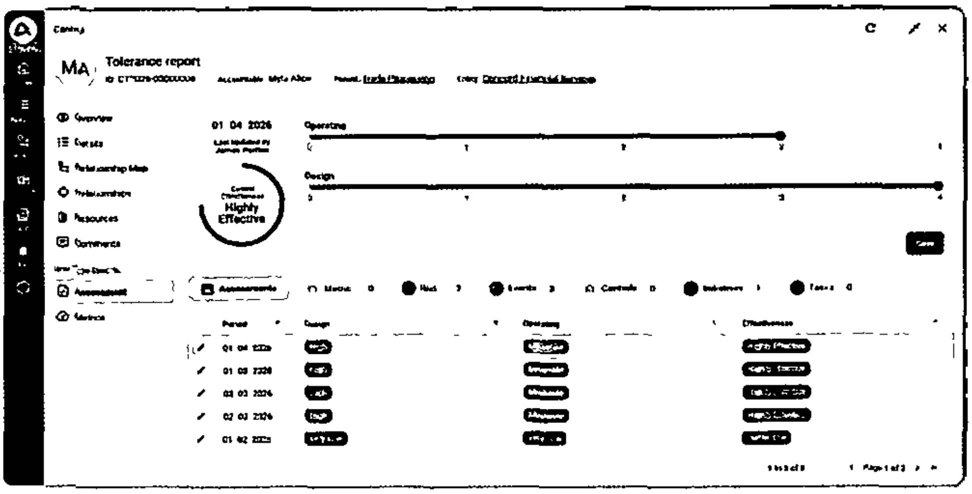
Surveillance Manager, formerly known as Market Surveillance, provides insightful analytics and contextual market surveillance to help capital market firms identify and manage the potential risks of market abuse and operational breaches



- Comprehensive suite of market abuse alerts including Layering and Spoofing, Wash Trading and Insider Trading, Abnormal Trade, Volatility Spike and Unusual Price Movement
- Identify the appropriate actions to manage alerts
- Configure and analyse alert scenarios in real-time
- Sophisticated case management workflows

Control Manager

Control Manager, formerly known as the Risk Cockpit, uses four key pillars to centralise your risk framework and deliver clear insights to facilitate responsive decisions



- Store, test, and monitor controls, procedures, and daily checklists with a single structured platform designed to empower the first line of defence
- Transform operational data into clear actionable insights *to anticipate incidents before* they escalate
- Capture, analyse, and remediate operational risk events in real-time for transport reporting
- Provides in-depth insights to accelerate cost savings and minimise risk

PRINCIPAL RISKS AND UNCERTAINTIES

The Board considers the risks set out below to be the principal risks to KRM22 The Board continually reviews the risks facing KRM22 to help monitor and manage these risks, and ensures appropriate steps are taken to mitigate them If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on KRM22 The Board recognises that the nature and scope of risks can change and there may be other risks to which KRM22 is exposed so the list is not intended to be exhaustive

Risk and uncertainty	Potential impact	Mitigating actions
Geopolitical events, global economic uncertainty and volatility	Recent geopolitical events create uncertainty and volatility in global capital markets which impacts all of KRM22's stakeholders Whilst the events in the Middle East have a minimal direct effect on KRM22's customers, the economic volatility and uncertainty that results from these geopolitical events has impacted FX rates, and market forecasts around growth and inflation rates High inflation, and the impact on cost of goods and services for KRM22 staff could lead to an increase in salary and compensation expectations	The mitigating actions associated with geopolitical events, global economic volatility related risks and uncertainties are included in further detail under each risk and uncertainty component listed below
New contract signings	Delays in new customer contract signings will impact business results and the cash position of KRM22 Investors are expecting KRM22 to sign new customer contracts and increase ARR and any delays in this will impact shareholder confidence	All sales opportunities are assigned a key internal contact at KRM22 who updates the executive team on a regular basis The CFO maintains detailed cash forecasts that include sensitivity analysis applied to new sales opportunities including delayed sales, reduced recurring and non-recurring revenue values and no future sales growth These are reviewed and discussed on a regular basis between the CFO and CEO so that they can manage the cost base and cashflow accordingly The forecasts are also discussed at the monthly Board meetings
Customer retention	Given KRM22's strategic focus on Annualised Recurring Revenue ("ARR"), the retention of key customers is critical to the maintenance of revenue streams The loss of key customers, either through attrition or industry consolidation, could adversely impact business results	Every customer has Technical Account Manager who regularly speaks with the customer and who ensures requirements are met KRM22 also has a centralised customer support team with defined service levels to ensure quality product service to the customer
Liquidity of customers	KRM22 has a global customer base with these customers being stakeholders in their own supply chain Customer's liquidity will be dependent on a number of factors including the ability of their own customers to pay sales invoices, their suppliers providing services that support their own revenue and the availability of staff to perform the work that drives their revenue and liquidity of the business The actions of these stakeholders will impact the customers liquidity and their ability to pay KRM22 sales invoices	KRM22 has a centralised finance function with accounts receivable ("AR") balances reviewed on a regular basis with account managers and executives of the Company The use of automated centralised systems allows AR balances to be updated daily and, should an AR balance become overdue, appropriate action can be taken to resolve payment of any outstanding amounts Sensitivity analysis is included on AR receipts when preparing cash forecasts with any bad or doubtful AR balances excluded from base case cash forecasts

Risk and uncertainty	Potential impact	Mitigating actions
Foreign exchange	KRM22 operates internationally and is therefore exposed to fluctuations in foreign exchange rates	KRM22 relies on a partial natural hedge of GBP, EUR and USD costs and revenue being in the same currencies KRM22 also continuously monitors its foreign exchange exposure to assess whether forward currency transactions are necessary
Compliance with laws and regulations	KRM22's business is the sale of software that will facilitate compliance with financial services laws and regulations A failure by KRM22 to comply with laws and regulations in its own business could lead to fines and revocation of business licences, as well as significant reputational loss	KRM22 employs fully qualified finance professionals and external professional advisors, including legal and tax, to ensure all relevant legal and regulatory codes are fully complied with
Staff recruitment and retention	KRM22 is reliant on the skills and knowledge of its people in a wide range of areas but especially in executive management and software development	The Remuneration Committee reviews KRM22's compensation policies to ensure KRM22 continues to attract, motivate and retain qualified personnel All employees are offered equity awards, including share options and restricted stock units ("RSUs") in KRM22 so that they have a vested interest in the long-term success of KRM22
	Failure to recruit, retain and motivate an appropriate number of suitably qualified people in critical areas could lead to a deterioration in the quality of its products and services This could lead to KRM22 failing to meet its customers' needs resulting in the loss of business and a failure to deliver expected financial returns	KRM22 is committed to the retention of staff by adopting a friendly and flexible working environment and offering a broad range of staff benefits There are regular staff engagement and communication including formal monthly internal company meetings where the Executive team update all staff on business wide issues and encourage team participation In addition, formal staff appraisals are completed two times a year for employees and their managers to give direct feedback and to understand staff morale, flight risks and any gap in skills or qualifications The output of each round of appraisals is discussed by the Executive team with any remedial action plans implemented accordingly KRM22 completes salary reviews on an annual basis and, as part of this review, undertakes a salary benchmarking exercise to ensure that salaries are in line with current market trends across the different geographical locations in which it operates
Investor attitude and confidence	Investors lose faith in KRM22 and the ability to grow the business at a rate that provides them with a suitable return on investment	The CEO and CFO meet institutional shareholders, fund managers and analysts at least twice a year on release of the full year and interim financial results to understand how the strategy and the Board's decisions impact on and are received by investors In addition, the CEO and CFO maintain regular contact with Cavendish, as Broker and Nominated Advisor, who keep in regular contact with KRM22's investor base

Risk and uncertainty	Potential impact	Mitigating actions
Technology	To remain successful, KRM22 must ensure that its applications continue to meet the requirements of customers If applications do not meet the requirements of customers, they could seek alternative solutions, resulting in loss of revenue	KRM22's Product Managers are subject matter experts in their fields and understand the trends of the market and customer needs In addition, Technical Account Managers gather requirements of the existing customer base and feedback that information to product development KRM22's Chief Technology Officer and Chief Product Officer, together with the Product Managers, use this information and feedback to invest in the underlying technology to enhance existing applications and develop new features
Information security	To be a credible and competitive Software-as-a-Service ("SaaS") organisation who stores, processes or transmits critical information, well defined controls and procedures are required to be defined and adhered to Without these controls and procedures, unauthorised access and theft of customer and Company data could materialise and be extremely damaging to the Company, both financially and reputationally	SOC 2 is an internationally recognised framework that helps ensure that service providers protect customer data by establishing and following strict information security policies and procedures, encompassing the security, availability, processing, integrity and confidentiality of customer data KRM22 is SOC 2 accredited with an audit being undertaken on an annual basis each year for accreditation to continue In addition to mitigating information security risks, SOC 2 accreditation provides KRM22 with an edge over competitors who cannot show compliance
	In addition to the risk of customer and Company data theft, KRM22 is susceptible to more general fraud and security risks including spam and phishing emails sent to KRM22 staff If such emails, and any attachments are opened by staff, the email and/or attachment could instal fraud spyware and/or impact services If any phishing emails requesting a payment to be made are received and actioned, KRM22 could make fraudulent payments resulting in financial loss	In addition to SOC 2, all staff are provided with regular training on information security and fraud and are expected to review and formally acknowledge the Company's Information Security Code of Practice on an annual basis KRM22 has anti-virus software installed on all machines which is managed by central IT services and audited on a regular basis KRM22 has Cyber Essentials accreditation which provides reassurance that it has sufficient defences against the vast majority of common cyber-attacks All bank payments require dual approval to mitigate the risk of an unapproved payment being made to a fraudulent third party

SECTION 172 STATEMENT

Under section 172(1) of the Companies Act 2006, the Directors of a company have a duty to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to

a) the likely consequences of any decision in the long-term,
b) the interests of the company's employees,
c) the need to foster the company's business relationships with suppliers, customers and others,
d) the impact of the company's operations on the community and environment,
e) the desirability of the company maintaining a reputation for high standards of business conduct, and
f) the need to act fairly as between members of the company

Set out below is a summary of how the Directors have performed their duty under section 172(1) of the Companies Act, including how the Board has engaged with key stakeholders during the year

Why engagement is important	How Directors and/or management engage	Strategic decisions in the year
Investors		
Allows communication of KRM22's long-term strategic objectives to secure the investors ongoing support for strategic objectives and provides an opportunity for investors to raise any questions	With KRM22 demonstrating significant growth and improvement in all key financial performance metrics in 2024 plus the Convertible Loan with Trading Technologies International, Inc ("TT") due to mature in June 2026, the CEO and CFO met with individual investors to discuss growth plans to expand the existing suite of applications to offer multi-asset solutions and the capital required to achieve this Noting that TT, as the largest shareholder were supportive of the fundraise plans, the CEO and CFO engaged with existing shareholders to agree a share price and fundraising quantum that was acceptable to all parties to settle the debt liability and provide growth capital	Having discussed growth plans with shareholders and the desire to repay the Convertible Loan, the Board agreed on a fundraise quantum of £9 2m being sufficient capital to grow the business and repay some of the Convertible Loan, with the balance of Convertible Loan being converted into shares Noting that the Convertible Loan had a conversion price of 46p, the need for a single share price to be used for the fundraise transaction (inclusive of the debt repayment and conversion), and tracking the Company's share price movements over the previous year, the Board agreed that a share price of 40p should be used for the fundraise and conversion of the Convertible Loan to ensure that all shareholders are treated on equal terms
	As part of the fundraise and given that they are a 25% shareholder in KRM22, TT requested to have a KRM22 Board seat as part of the fundraise transaction Having consulted with Cavendish, as NOMAD, and Fieldfisher, as it's solicitors, the CEO and CFO engaged with existing larger shareholders to understand their appetite on this This was also communicated to the market via a RNS as part of the proposed placing and subscription announcement	Regular Board meetings include a number of standing items, including potential or actual conflicts of interest Whilst Justin Llewllyn-Jones was not appointed to the KRM22 Board as TT's representative until 7 January 2026, the Board were comfortable with the internal governance procedures it has in place to mitigate the risk of conflicts of interest and agreed that Justin's appointment, and his experience, would be a welcome addition to the Board
	Following release of the Company's 2024 full year results and 2025 interim results in May and September 2025 respectively, the CEO and CFO met with individual investors to discuss the results	No strategic decisions were made in the year affecting investors as a result of these meetings

Why engagement is important	How Directors and/or management engage	Strategic decisions in the year
Trading Technologies International, Inc , as debt provider		
Communication of forward-looking compliance information under the terms of the Convertible Loan allows the Directors and TT to evaluate any risks and agree remedial action if required	KRM22 reported on compliance with financial covenants and provided forward-looking compliance information at the end of each quarter In addition, the CEO and CFO met with TT to discuss the underlying data and projections Following settlement of the Convertible Loan in November 2025, KRM22 was no longer required to report this information to TT	Given that the Convertible Loan had a maturity date in June 2026, and the Board ultimately wanting to have a balance sheet free from debt plus funding to grow the business and expand its suite of applications to offer multi-asset solutions, the Board agreed to pursue a fundraise rather than a refinancing of the debt facility With the Convertible Loan having a conversion price of 46p, the Board made a decision that the conversion price of the Convertible Loan should be set at the same price as that used for the fundraise The Board agreed on a share price of 40p for the fundraise so that TT could participate in the fundraise on equal terms with other shareholders
Trading Technologies International, Inc , as strategic partner		
Under a distribution agreement with TT, TT is able to distribute certain KRM22 applications into the TT customer base which represents significant opportunities for growth and cross selling Collaborative engagement is important as it would enable products to be launched in a timely manner to help drive the growth of KRM22	Project teams, represented by key individuals from both parties, continue to meet on a regular basis to ensure that the customers serviced under the distribution agreement receive the appropriate levels of service, collaborate on ideas and resolve any operational and technical issues The KRM22 Revenue team collaborate with the TT sales team to assist in the conversion of sales opportunities	No strategic decisions were made in the year affecting suppliers
Customers		
Regular customer engagement ensures that KRM22 understands customer expectations so that it can meet or exceed these requirements In addition, it allows management to understand the risk of churn and take corrective action to mitigate this risk	Face-to-face meetings with key customers and sales prospects are held on a regular basis	Open dialogue with customers and understanding their needs continued to influence the product roadmap of ongoing development work and release on new features in the KRM22 application suite
Team		
Continuous engagement and two-way communication with staff allow staff to understand and deliver KRM22's long-term strategic objectives Transparency and openness improve motivation and productivity rates and helps to maintain low staff turnover	Monthly "All Hands" meetings in which management update staff on company progress with two-way participation encouraged Staff appraisals completed twice a year with a review of accountabilities and the setting of objectives Regular visits to overseas offices by management	No strategic decisions were made in the year affecting the team
Suppliers		
Engagement with key suppliers ensures that KRM22 operates its business effectively and without disruption	KRM22 nominates internal resource to manage key supplier relationships with regular meetings between these parties which is reported back to management	No strategic decisions were made in the year affecting suppliers

Corporate Governance

BOARD OF DIRECTORS

Garry Jones

Non-Executive Chairman

As well as being the Non-Executive Chairman of KRM22, Garry is also the Senior Independent Director of ICBCS, a global emerging markets investment bank

He was until 2024 CEO of NovaFori, a leading private technology company operating in the marketplace and auction technology space - overlaying platform technology with machine learning and artificial intelligence

With over 40 years of experience in financial services, Garry has been CEO of three of the largest derivatives and OTC exchanges in Europe BrokerTec, LIFFE and the LME, as well as taking leadership roles in the parent companies of NYSE Euronext and HKEX

He has contributed to the business change, growth, and globalisation in the exchange world as technology has fundamentally changed the way that we trade, driving the momentum behind electronic trading and increased efficiency in the post trade environment

Garry was elected as a member of the FIA Hall of Fame in 2018

Dan Carter

Chief Executive Officer

With almost two decades of experience in delivering SaaS solutions to capital markets firms, Dan was promoted to CEO of KRM22 in 2024

Since KRM22's IPO in 2018, and prior to his appointment as CEO, Dan served in various roles including Chief Services Officer and Business Development

Prior to joining KRM22 Dan worked at CoInvestor as Head of Product Management and Operations He also worked at ION, and prior to its acquisition by ION, FFastFill where he was responsible for the firms exchange connectivity and relationships for front-office market data and execution and middle office clearing connectors

Kim Suter

Chief Financial Officer

Kim has significant experience in building and leading finance functions to support business growth

He started his career in practice, covering all aspects of audit, financial reporting and tax for a range of clients, providing him with a broad knowledge of how finance functions operate across different business sizes and industries Kim has since applied this knowledge to support structured growth at a number of start-up organisations prior to joining KRM22

Kim joined KRM22 following the IPO in 2018 as Head of Finance to set up the Finance function for the KRM22 group He has served as CFO since 2019, with responsibility for Finance, HR and Legal, and joined the KRM22 Board in 2020

Kim is a qualified Chartered Certified Accountant

Keith Todd CBE

Executive Director

Keith has over 45 years of global technology business experience from publicly listed and large multi-nationals to start-up businesses

Keith is an Executive Director of KRM22, having previously held the role of Executive Chairman and CEO of KRM22 since its inception in 2017 As well as being an Executive Director of KRM22, he is currently Chairman of Sapphire Technology Group

He served from 2022 to 2025 as CEO and then Deputy Chairman of Trading Technologies International, Inc From 2002 to 2017 he served as Executive Chairman of AIM listed FFastFill plc, provider of SaaS to the global derivatives community Keith retained this position even after FFastFill was acquired by Ion Group in 2013

He was Non-Executive Chairman of AIM listed Aferian plc, a provider of digital TV entertainment and cloud solutions to network operators from 2005 to 2019 He also served as Non-Executive Chairman of UK Broadband Stakeholder Group (a UK Government advisory board), Easynet plc and Chief Executive of ICL plc

Sandy Broderick

Non-Executive Director

Sandy was previously Non-Executive Director of AIM quoted regulatory reporting and collateral risk management solutions company, Lombard Risk Management plc, which was acquired by Vermeg Group

Prior to Lombard Risk Management he was CEO of DTCC DerivSERV, where he led the roll out of its Global Trade Repository in Europe and Asia, as well as holding the CEO position of New York Portfolio Clearing, where he oversaw its development and successful sale to ICE

During Sandy's 23 year derivative trading career at Societé Generale and Bank of America, he was at the centre of several industry initiatives in clearing and market infrastructure, including development of the LCH Clearnet SwapClear system

Sandy was Chairman of the OTC Derivnet Board from 2011 to 2012 Currently Sandy works with a number of companies as an expert witness for Regulatory, Trading and Competition issues

Justin Llewellyn-Jones

Non-Executive Director

Justin has over three decades of experience in financial services technology with extensive expertise in business management, product development and operational strategy across the trade lifecycle for multiple asset classes

Justin is currently CEO of Trading Technologies International, Inc and is responsible for driving the firm's global growth strategy and day to day operations

Prior to joining Trading Technologies International, Inc, Justin was Chief Product Officer for Capital Markets at Broadridge and led their North American Capital Markets operations in Equities, FX and Derivatives

His career includes leadership roles at ION and Fidessa, as well as foundational positions at ADP-Wilco and NatWest

Steve Sparke

Non-Executive Director

Steve has over 35 years' experience in Financial Services, trading Interest Rate products for the first 15 years, and subsequently in the Exchange Traded Derivatives ("ETD") and Commodity industry with extensive board-level experience for global ETD and Commodities organisations

Prior to his role as Vice Chairman, leading the Conduct and Culture initiatives of Marex, Steve spent 10 years as Group COO, responsible for the firm's operating environment, including IT, Operations, Risk, Compliance and HR Prior to Marex, Steve spent 20 years with UBS where he was Managing Director and Global Head of Exchange-Traded Derivatives

Steve is currently Non-Executive Chairman of the UK Regulated Entities of TP ICAP, having previously chaired both the Risk and Remuneration Committees of those entities He was Non-Executive Chairman of FIA's European Advisory Board until the end of 2019, where he continued as an advisor until March 2024

Steve has a Law degree from Nottingham University and was elected as a member of the FIA Hall of Fame in 2022

CORPORATE GOVERNANCE STATEMENT

In applying a recognised corporate governance code, the Directors have adopted the Quoted Companies Alliance's ("QCA") Corporate Governance Code for small and mid-sized quoted companies, updated in 2023 ("QCA Code") The principal means of communicating our application of the QCA Code are detailed in this Annual Report and on our website (www krm22 com/investors)

The Directors believe that, in addition to being responsible for setting the strategic direction and managing risk across the business, they are responsible for good corporate governance, clear shareholder and stakeholder communications and monitoring the effectiveness of the Executive Directors The Directors believe that effective corporate governance, appropriate to KRM22, considering its size, complexity and stage of development, will assist in the delivery of corporate strategy, the generation of shareholder value and the safeguarding of shareholders' long-term interests

This report follows the structure of the QCA Code guidelines and explains how the Board have applied the guidance as well as the reasons for any departures from the guidance

At the centre of KRM22's philosophy are four groups of stakeholders

- **Customers** Customers should enjoy doing business with KRM22, receive value for money and understand that KRM22 is aligned with their values
- **Investors** Investors should receive superior returns from KRM22, governed along established lines
- **Team** The team should be highly motivated, well rewarded and believe in the Company vision
- **Community** The local and global community should see KRM22 as an asset

In adopting QCA principles, the Directors have ensured alignment with the goals of the Company's stakeholders

QCA principles

Principle 1 Establish a purpose, strategy, and business model which promotes long-term value for shareholders
KRM22 was admitted to trading on AIM, via an IPO, on 30 April 2018 As part of this process, the Board determined the long-term vision of KRM22 and detailed the steps to achieve that strategy

The Board continues to review and refine the strategy of the business based on feedback from all stakeholders including shareholders, customers, internal subject matter experts at KRM22 and employee participation The successful fundraise completed in November 2025 allows KRM22 to implement its current growth strategy of expanding its existing suite of applications to offer multi-asset solutions to the capital markets industry

Corporate status KRM22 (KRM L) is a closed-ended investment company (CEIC) quoted on the Alternative Investment Market of the London Stock Exchange This means that the number of shares in the Company are known and the shares are traded on AIM KRM22 expects to convert to an operating company when its business develops to fit the necessary criteria

Principle 2 Promote a corporate culture that is based on ethical values and behaviours
KRM22 has brought together different business and nationality cultures, through acquisitions and its own organic growth, and therefore the Board is very people focused The Directors believe in building and maintaining a culture of integrity, transparency, accountability and performance and that empowerment of employees is key to delivering the strategy KRM22's three key company values are

- focus wins,
- business is a team game, and
- clear accountabilities for all

All employees have access to an internal HR system which provides the full organisation chart across KRM22 and are assigned accountabilities which the employee and their line manager are required to review and agree as part of the appraisal process This helps each employee understand where they fit within the organisation and how their work contributes to KRM22's growth and performance

KRM22 has adopted corporate policies, staff handbooks and accounting policies which are aligned with the needs of the Group, each country and team Each member of the team is expected to sign and adhere to certain policies, including the Business Code of Conduct which outlines key responsibilities in terms of ethics As part of compliance with SOC 2, certain corporate policies and staff handbooks are required to be reviewed by all staff on an annual basis, thus ensuring that staff are reminded of the corporate culture, ethical values and behaviours which they are expected to uphold

In addition, and for full transparency, the Board has adopted whistleblowing policies for employees and external stakeholders, including the choice of reporting to and excluding the CFO

Principle 3 Seek to understand and meet shareholder needs and expectations
The Company's CEO and CFO meet institutional shareholders, fund managers and analysts at least twice a year to understand how the strategy and the Board's decisions impact on and are received by investors The Chairman is available for additional engagement where required

The Annual General Meeting ("AGM") provides a valuable forum for shareholder dialogue and an opportunity for shareholders to meet the Directors and raise any questions

Cavendish Capital Markets Limited ("Cavendish") act as the Company's NOMAD and broker

> **Nominated Advisor ("NOMAD")** NOMADs are approved by the London Stock Exchange and must meet eligibility criteria set out in the AIM Rules for NOMADs In their role, Cavendish advises and guides the KRM22 Board on its responsibilities as an AIM quoted business, undertakes due diligence and works as the primary advisor of the business
>
> **Broker** Cavendish is also the appointed broker of KRM22 In this role Cavendish facilitate communications with existing and potential new investors The CEO and CFO regularly meet investors together with representatives of the broker Cavendish also advise KRM22 on shareholder communications on its website, all RNS releases (Regulatory News Service – AIM) and will guide communications within the Annual Report

Investor queries can be directed to KRM22 by email to InvestorRelations@krm22 com All advisor details, including those of KRM22's NOMAD, Legal advisors and Auditors can be found on the last page of this report

Principle 4 Take into account wider stakeholder interests including social and environmental responsibilities, and their implications for long-term success
The Board believes that KRM22 should be seen as an asset to its stakeholders, aligned with their values and continually gathers feedback via two-way communication from stakeholder groups

> **Investors** All financial reports and publicly available information is published on the investor information section of the KRM22 website In addition, the CEO and CFO meet with existing institutional fund investors to communicate progress and plans at least twice a year following the release of the full year and interim results and are available to meet with them at other times when requested Other investors are provided a channel for communication via the KRM22 investor information section of the website and via email contact at InvestorRelations@krm22 com
>
> **Customers** The Customer Service team hold regular meetings with existing customers to understand their evolving service needs and customer contracts include defined communication channels for both the customer and KRM22 to escalate and resolve any service issues The Revenue team hold meetings and product demonstrations with potential customers to identify and fully understand their needs as part of the sales process

Team KRM22 has a cross-country, multi-national and diverse team and communicates regularly with the team in multiple ways Monthly internal company meetings are held where the Executive team update all staff on business-wide issues and encourage team participation In addition, KRM22 uses centralised internal systems including team-wide easy-to-use communication tools, formal performance appraisals are completed two times a year, with informal appraisals completed throughout the year and "all-employee" announcements (for example, on new customer contract wins, customer projects and other business-wide news) The Company has a formal grievance procedure in place for staff to communicate any concerns they have regarding their treatment by colleagues or colleagues' treatments of others Separate to this, KRM22 has a formal Whistleblowing Policy in place which outlines the procedure to be followed if an individual has any concerns about wrongdoing or behaviour that goes against the general conduct that the Company expects of all staff

Principle 5 Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

Good effective risk management is part of KRM22's DNA and the Company's Control Manager application (formerly known as the Rick Cockpit) is not only marketed and sold by KRM22 but is also used internally to effectively manage risk throughout the Company Therefore, risk management is embedded in the culture of not only the KRM22 Board, but also the whole team

Director experience in risk management All the Directors have experience of building growing multi-national businesses and understand the risks and challenges that come with the journey Their sector and professional mix of skills is particularly relevant – see Principle 7

Team experience in risk management The subject matter expertise within the multi-national team is very strong and includes experts in Trading and Corporate risk As a company dedicated to risk management technology, the KRM22 team has a high understanding and experience in managing risk

Control Manager Control Manager is an application that KRM22 has developed to allow CEOs and their teams to see real-time risk statuses and enable them to take action, in addition to managing specific projects KRM22 has implemented Control Manager internally to monitor and manage risks

Policies, controls and processes The Company has a number of corporate policies in place including a Business Continuity Plan ("BCP") and a Risk Management Policy which provide guidance on risk management, internal controls and processes There is currently no internal audit function as the Board considers that, given the Company's current stage of development, it is not necessary however this will be reviewed annually as the Company evolves Whilst there is no formal internal audit function, the Directors are continually reviewing controls and process in all key areas on an ongoing basis In addition, as part of compliance with SOC2, corporate policies are reviewed on an annual basis and the Company conducts BCP testing on a regular basis

Principle 6 Establish and maintain the Board as a well-functioning, balanced team led by the Chair

The Board comprises three executives and four non-executives, which includes the Non-Executive Chairman, which encourages healthy challenge and debate with the non-executives providing additional independence

The principal role of the Chairman is to manage and provide leadership to the Board of Directors of the Company and is accountable to the Board The principal role of the CEO is to make major corporate decisions, manage the overall operations and resources and act as the ultimate point of communication with stakeholders In keeping these two roles separate, KRM22 is adhering to the QCA guidelines for the role of Chairman and CEO to be held by two different people

The Board believes strongly that a mix of professional skills, risk management experience and capital market understanding make a difference, as does diversity, and one of the responsibilities of the Nomination Committee is to undertake an annual assessment of Board Effectiveness which includes a review of skills, experience and composition In addition, all members of the Board put themselves forward for re-election at each AGM which enables the Board to better understand shareholder sentiment on individual directors and their effectiveness

Further details on the KRM22 leadership is described on pages 19 – 21

Principle 7 Maintain appropriate governance structures and ensure that individually and collectively Directors have the necessary up-to-date experience, skills and capabilities
At 31 December 2025 the Board was comprised of three Executive Directors and three Non-Executive Directors, which includes the Non-Executive Chairman The Non-Executive Directors are considered independent as they have not previously worked with the executive team

The Board of Directors are responsible for setting the strategic direction of the business, managing risks and monitoring performance and progress The Executive Directors are responsible for the operational management of the Company's activities whilst the Non-Executive Directors provide independent oversight and objective judgement To help fulfil these responsibilities, the Directors have implemented independent Board Committees which, together with the Matters Reserved for the Board, provide structure and formalisation of corporate governance

The Board is provided with monthly financial and non-financial information for monitoring performance and to make strategic decisions The Board has a formal schedule of Matters Reserved for the Board including approval of the annual budget, share subscriptions and acquisitions, together with standing items such as health and safety, conflicts of intertest and concerns reported through whistleblowing procedures The Board aims to meet for scheduled Board meetings ten times per year, plus ad hoc meetings as required

The Directors consider that the mix of professional skills, risk management experience and capital market understanding is key to the effectiveness of the Board and its Committees As such, the Board is very satisfied that the resulting mix of skills is suited to the sector, to the maturity and growth stage and for an AIM quoted business

All of the Directors have worked within capital markets, have experience of growing businesses and understand how risks need to be managed within a fast-growth environment In addition, two of the Directors are qualified accountants

The Directors maintain their professional experience and skill set through Continued Professional Development (legal and financial), and constant contact with customers, sector experts and industry influencers, and by listening to feedback from all stakeholders

Principle 8 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement
The remit of the Nomination Committee, which at 31 December 2025 consisted of the three independent Non-Executive Directors, includes an annual assessment of Board Effectiveness The last assessment was completed in August 2025 The Non-Executive Directors assessed the Board on

- risk management (including Going Concern),
- adequacy of management information to make decisions and manage risk,
- the effectiveness of decision processes and decision making,
- Board composition (mix of skills, experience, diversity, and adequate succession planning),
- the effectiveness of each Director on the Board, whether Executive or Non-Executive,
- Board communication and organisation, and
- director induction and training

The Nomination Committee regarded the Board's performance, effectiveness and composition as appropriate considering the size of the Company and that they would continue to monitor the Board's construction and remit

Principle 9 Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture
The Remuneration Committee established a formal remuneration policy (the "Policy") in March 2026

The purpose of the Policy is to articulate and give effect to the Companies direction on fair, responsible and transparent remuneration whilst also creating a working environment which attracts, motivates and rewards staff in achieving helping KRM22 to achieve its corporate objectives The key principles of the Policy are

People KRM22 strives to attract, retain and motivate high calibre individuals Staff are rewarded for high standards of performance which is mirrored against Company values

Shareholders KRM22 focuses on creating shareholder value and wealth

Strategy KRM22 is focused on creating sustainable earnings and growth through the expansion its existing suite of applications to offer multi-asset solutions to the capital markets industry

Risk KRM22 encourages behaviour from staff which does not expose the Company to inappropriate risk Risk is mitigated through the setting high standards and clear accountabilities

Given the size and stage of KRM22's development, the Policy will not be put to an annual advisory vote however the Policy will be reviewed on an annual basis to ensure that it continues to remain appropriate in light of any changes to KRM22's purpose, strategic objectives, culture, organisational policies, contractual obligations or the law, thus supporting long-term value creation for stakeholders

Principle 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders
All financial reports and publicly available information is published in the investor information section of the KRM22 website (*www krm22 com/investors*) This includes AIM rule 26, significant shareholder information and details of the Directors' roles and experience

The CEO and CFO meet with institutional fund investors to communicate progress and plans at least twice a year and have met them at other times where appropriate The Directors believe that these meetings provide valuable two-way communication and allow investors to provide feedback Other investors are provided a channel for communication *via the KRM22 investor information section on the website and via email contact at* InvestorRelations@krm22.com

The report of Board Committees is included in our Annual Report and Accounts each year When General Meetings are held, the Directors publish the results of votes on the KRM22 website in the Investor Information section

Internally KRM22 uses multiple team-tools to communicate – see Principle 4

Board attendance

The Board met twelve times during the year The attendance of the directors at these meetings is detailed below On the occasions when a director is unable to attend a Board meeting, any comments he has arising from the information pack circulated prior to the meeting are provided to the Chairman

Board meeting attendance 2025	Maximum possible meeting attendance	Number of meetings attended	% of meetings attended
Executive Directors			
Dan Cater	12	12	100
Kim Suter	12	12	100
Keith Todd	12	11	92
Non-Executive Directors			
Sandy Broderick	12	10	83
Garry Jones	12	12	100
Steve Sparke	12	11	92

Board committees

The Board delegates authority to three committees to assist in meeting its business objectives while ensuring a sound system of internal control and risk management Each committee has written terms of reference which are available for review in the investor information section of the website The committees meet independently of Board meetings and none of the Executive Directors are members of these committees and, when invited to attend Committee meetings, it is to present information and not be part of the decision making

Audit Committee The Audit Committee, which meets at least two times a year and at other times as agreed between the members of the committee, consisted of Steve Sparke, Garry Jones and Sandy Broderick, all of whom were non-executive directors of the Company During the year to 31 December 2025, and to date, the Committee was chaired by Steve Sparke The responsibilities of the Audit Committee are detailed in the Audit Committee report on page 28

Remuneration Committee The Remuneration Committee, which meets at least once a year, consisted of Sandy Broderick, Garry Jones and Steve Sparke, all of whom were non-executive directors of the Company During the year to 31 December 2025, and to date, the Committee was chaired by Sandy Broderick The responsibilities of the Remuneration Committee are detailed in the Remuneration Committee report on page 30

Nomination Committee *The Nomination Committee, which meets at least once a year,* consisted of Sandy Broderick, Garry Jones and Steve Sparke, all of whom are non-executive directors of the Company During the year to 31 December 2025, and to date, the Committee was chaired by Sandy Broderick The responsibilities of the Nomination Committee are detailed in the Nomination Committee report on page 34

Relations with shareholders

The Board is committed to regular, open and effective communication with shareholders to ensure that the Company's strategy and performance are clearly understood The Company provides annual and interim statutory financial reports, investor and analyst presentations, regular trading and business updates At the AGM all shareholders have the opportunity to meet and ask questions of the Board of Directors

For and on behalf of the Board

Signed by

B6AA27A8DBDF448

Garry Jones
Non-Executive Chairman
12 May 2026

AUDIT COMMITTEE REPORT

The Audit Committee is responsible for challenging the quality of internal and external controls and for ensuring that the financial performance of KRM22 is properly reviewed and reported

The Committee reviews reports on the interim and annual accounts, financial announcements, the Company's accounting and financial control systems, changes to accounting policies, the extent of non-audit services undertaken by the external auditor and the appointment of the external auditor

During the year the Audit Committee reviewed the 2024 annual report, 2025 interim report and the associated announcements whilst also considering the accounting policies and principles adopted in these accounts as well as significant accounting issues and areas of judgement and complexity

Composition

The terms of reference for the Audit Committee require the committee to consist of preferably three members but not less than two members and that a majority of the members shall be independent non-executives with at least one of whom shall have recent relevant financial experience

Throughout 2025 the Audit Committee was composed of myself, Steve Sparke, as Chairman, Sandy Broderick and Garry Jones I have extensive board-level experience and have previously been the Chairman of the Audit and Risk Committee at NYSE Euronext LIFFE (now ICE Europe) and, whilst working at Marex, I was a standing attendee of the Audit and Compliance committee The Board is of the view that we have recent and relevant financial experience Kim Suter (CFO), members of the Finance team and other Executive Directors may attend Committee meetings by invitation The Committee formally met on three occasions during the year However, other informal discussions were held by Committee members during the year and since year end I report to the Board following an Audit Committee meeting and minutes are available to the Board

Role of the Committee

The main duties of the Committee are set out in its terms of reference, which are available on KRM22's website and the main items of business considered by the Committee in the year included

- consideration of risk management and internal control systems,
- review and approval of the 2024 audit plan presented by PKF Littlejohn LLP, the Company's auditor, which set out the proposed scope of work, audit approach, materiality and identified key audit risk areas,
- review of the 2024 audited annual report and financial statements,
- consideration of key audit matters and how they are addressed,
- review of the unaudited 2025 interim report,
- reviewing the suitability of the external auditor, and
- meeting with the external auditor without management present

Financial reporting

The Committee reviews whether suitable accounting policies have been adopted and whether management has made appropriate judgements and estimates The Committee's remit includes reviews of accounting papers prepared by management providing details on the main financial reporting judgements as well as assessments of the impact of potential new accounting standards

There were no material changes in accounting policy for the Committee to consider during 2025 The Committee have concluded that the annual report and financial statements are appropriately prepared and provide the information necessary for shareholders to assess KRM22's strategy and performance

Risk management and interim controls

The risk and control management framework of KRM22 is designed to manage rather than eliminate the risk of failure to meet KRM22's objectives and the system can only provide reasonable and not absolute assurances against material misstatement or loss KRM22 faces a number of risks, the significant ones of which are set out in the section on Principal risks and uncertainties on pages 13 – 15

Through the control systems outlined in the Statement of Corporate Governance on pages 22 – 27, KRM22 operates an ongoing process of identifying, evaluating and managing significant risks faced by the business This process includes the following

- defined organisation structure and appropriate delegation of authority,
- formal authorisation procedure for investments,
- clear responsibility for management to maintain good financial control and the production and review of detailed, accurate and timely financial information,
- identification of operational risks and mitigation plans developed by senior management, and
- regular reports to the Board from Executive Directors

During the year, internal control processes have been monitored and reviewed by the Committee and the Board and, where necessary, improvements have been identified and implemented

External auditor

PKF Littlejohn LLP were appointed auditor of KRM22 in late 2024 The Committee considers that its relationship with the auditor is working well and is satisfied with their effectiveness

The Committee is responsible for implementing a suitable policy for ensuring that non-audit work undertaken by the auditor is reviewed so that it will not impact their independence and objectivity The breakdown of fees between audit and non-audit services is provided in note 8 to KRM22's financial statements PKF Littlejohn LLP did not provide any non-audit services during the year

As necessary, the Committee held private meetings with the auditor to review key items within its scope of responsibility Taking into account the auditor's knowledge of KRM22 and experience, the Committee has recommended to the Board that the auditor is reappointed for the year ending 31 December 2026

For and on behalf of the Audit Committee

DocuSigned by

Steve Sparke

5AD6D97C083E470

Steve Sparke
Audit Committee Chairman
12 May 2026

REMUNERATION COMMITTEE REPORT

The Board has prepared this report in relation to all Directors who have served during the year to 31 December 2025 As an AIM quoted company, KRM22 Plc is not required to provide the full disclosures required of fully listed companies, however, the Board has chosen to provide the following details as a voluntary disclosure As a result, the Auditor is not required to and has not audited the information included in this report

Composition

The terms of reference for the Remuneration Committee require the committee to consist of preferably three members but not less than two members and that a majority of the members shall be independent non-executives

Throughout 2025 the Committee was composed of myself (Sandy Broderick) as Chairman, Garry Jones and Steve Sparke

Role of the Committee

The purpose of the Committee is to ensure that the executive directors and other key employees of KRM22 (together, "Executive Directors") are fairly rewarded for their individual contribution to the overall performance of KRM22 The Committee's main role and responsibilities are to

- have responsibility for setting the remuneration policy for Executive Directors and such other members of the executive management as it is designated to consider,
- recommend and monitor the level and structure of remuneration for senior management,
- obtain reliable, up-to-date information about remuneration in other companies of comparable scale and *complexity in the light of reviewing the ongoing appropriateness of and relevance of remuneration policy,*
- *review the design of all share incentive plans for approval by the Board, and*
- approve the design of, and determine targets for, any performance-related pay schemes operated by KRM22 and approve the annual payments made under such schemes

Remuneration policy

In line with the QCA Code (2023), the Committee has adopted a formal remuneration policy (the "Policy") which articulates and gives effect to the Companies direction on fair, responsible and transparent remuneration The Policy is to set remuneration levels which ensure that the Executive Directors are fairly rewarded in line with high levels of performance, the need to be competitive in an international market whilst not being in excess of market rates for comparable companies Remuneration policy is designed to support business growth strategies and to create a strong performance-oriented environment The Policy must also attract, retain, and motivate high calibre individuals The Remuneration Committee believes that a successful remuneration policy must ensure that a significant proportion of the remuneration package is linked to the achievement of ambitious corporate performance targets and a strong alignment with the interests of shareholders

Consistent with the pay for performance policy, annual cash bonuses are linked to performance criteria Share options, restricted stock units ("RSUs") and warrant awards (collectively "Equity Incentive Awards") to Executive Directors are linked to performance as well as being time vested

Annual salary

Salaries are set at a level appropriate for the role and the individual and are reviewed annually with effect from 1 April each year Adjustments are made, if required, to reflect Company and individual performance and competitive pay levels A salary increase was made for one Executive Director during the year whilst salaries for the remaining Board members remain unchanged from 2024

Performance bonus

These are designed to reflect KRM22's performance taking into account the performance of its peers, the markets in which KRM22 operates and the Executive Directors' contribution to that performance A cash bonus was paid to the CEO and CFO in the year in recognition of their work and efforts involved in the successful £9 2m fundraise that was completed in November 2025

Equity incentive awards

The following Equity Incentive Awards covering share options, RSUs and warrants were held by Directors in the year

Option holder Name	Date of grant	Exercise price	Vesting period	Number of ordinary shares under option
Dan Carter	22/07/2020	£0 300	22/07/2020 – 22/08/2020	7,263
	01/10/2020	£0 380	01/10/2020 – 31/10/2020	5,734
	06/05/2021	£0 500	06/05/2021 – 06/05/2026	150,000
	20/08/2024	£0 400	20/08/2024 – 20/08/2027	250,000
				412,997
Kim Suter	10/06/2019	£0 850	10/06/2019 – 01/03/2020	30,000
	22/07/2020	£0 300	22/07/2020 – 22/08/2020	21,875
	18/09/2020	£0 380	18/09/2020 – 17/09/2023	124,342
	01/10/2020	£0 380	01/10/2020 – 31/10/2020	17,270
	12/01/2021	£0 365	12/01/2021 – 12/02/2021	17,979
	16/12/2022	£0 630	16/12/2022 – 15/12/2025	100,000
	20/08/2024	£0 400	20/08/2024 – 20/08/2027	200,000
				511,466
Keith Todd	18/09/2020	£0 380	18/09/2020 – 17/09/2023	287,831
				287,831
Sandy Broderick	18/09/2020	£0 380	18/09/2020 – 17/09/2023	59,210
	01/10/2020	£0 380	01/10/2020 – 31/12/2020	59,211
				118,421
Garry Jones	01/10/2020	£0 380	01/10/2020 – 31/12/2020	49,342
	20/08/2024	£0 400	20/08/2024 – 07/03/2025	100,000
	20/08/2024	£0 400	20/08/2024 – 07/03/2026	100,000
				249,342
Steve Sparke	01/10/2020	£0 380	01/10/2020 – 31/12/2020	59,211
				59,211
Total				**1,639,268**

RSU holder Name	Date of award	Vesting period	*Number of ordinary* shares under option
Dan Carter	04/08/2023	04/08/2023 – 03/08/2028	64,794
	30/05/2025	30/05/2025 – 02/06/2030	250,000
			314,794
Kim Suter	30/11/2023	30/11/2023 – 29/11/2028	68,685
	30/05/2025	30/05/2025 – 02/06/2030	240,000
			308,685
Total			**623,479**

Warrant holder name	Date of grant	Exercise price	Vesting period	Warrants Held
Keith Todd	30/04/2018	£1 00	30/04/2018 – 29/04/2021	3,300,000
Total				**3,300,000**

During the year, a total of 2,014,124 RSUs were awarded, of which 250,000 were awarded to Dan Carter and 240,000 were awarded to Kim Suter in connection with performance for the year ended 31 December 2024

Further information on Equity Incentive Awards is detailed in note 25 to the financial statements

Service contracts

All Executive Directors have employment contracts which are subject to six months' notice from either the executive or KRM22 at any given time With the exception of the Non-Executive Chairman, the Non-Executive Directors service contracts are subject to three months' prior notice from either party The service contract for Justin Llwellyn-Jones, who was appointed as Non-Executive Director on 7 January 2026, can be terminated by KRM22 if Trading Technologies International, Inc ("TT") no longer has an interest in voting rights representing at least 20% of the share capital of the Company The Non-Executive Chairman was appointed in March 2024 for a fixed term of two years which was extended for a further two year fixed term in March 2026 Following the two year fixed term, his contract is subject to six months' notice from either party

Non-Executive Directors' fees are determined by the Executive Directors having regard to the need to attract high calibre individuals with the right experience, the anticipated time commitment to fulfil their duties and comparative fees paid in the market to which KRM22 operates They may be invited to participate in KRM22's Equity Incentive *Award schemes*

Directors' emoluments

The remuneration of the Executive and Non-Executive Directors (audited) for the year ended 31 December 2025 was as follows

	2025					2024				
	Salary & Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Total £'000	Salary & Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Total £'000
Executive Directors										
Dan Carter	**185**	**1**	**10**	**10**	**206**	155	1	–	8	164
Kim Suter	**172**	**1**	**10**	**10**	**193**	167	1	–	9	177
Keith Todd	**30**	**37**	**–**	**–**	**67**	35	31	–	–	66
Non-Executive Directors										
Sandy Broderick	**35**	**–**	**–**	**–**	**35**	34	–	–	–	34
Garry Jones	**75**	**–**	**–**	**–**	**75**	66	–	–	–	66
Steve Sparke	**35**	**–**	**–**	**–**	**35**	34	–	–	–	34
Former Directors										
Stephen Casner	**–**	**–**	**–**	**–**	**–**	43	–	–	–	43
Total	**532**	**39**	**20**	**20**	**611**	534	33	–	17	584

The benefits relate to private medical insurance, life insurance, critical illness cover and income protection insurance for Directors and their immediate families

Percentage change in Director's remuneration

The table below shows the percentage change in Executive and Non-Executive Director total remuneration compared to the change *in the average of employees* within the Group

	Salary/fees					Taxable benefits				
	2021 [4]	2022	2023	2024	2025	2021	2022	2023	2024	2025
Executive Directors										
Dan Carter	–	–	–	–	**–**	–	–	–	–	**48%**
Kim Suter	25%	8%	0%	6%	**3%**	39%	27%	17%	(20%)	**(79%)**
Keith Todd [1]	0%	(66%)	0%	(50%)	**–**	42%	43%	12%	92%	**84%**
Non-Executive Directors										
Sandy Broderick	0%	0%	5%	11%	**–**	–	–	–	–	**–**
Garry Jones [2]	0%	0%	6%	183%	**–**	–	–	–	–	**–**
Steve Sparke	0%	0%	5%	11%	**–**	–	–	–	–	**–**
All other employees [3]	8%	6%	6%	8%	**8%**	95%	22%	(6%)	16%	**24%**

[1] *Prior* to 2022, Keith Todd was Executive Chair and CEO of KRM22 From 2022 and up to 6 March 2024 he was Executive Chairman of KRM22 and, following the Board changes announced in 2024, he relinquished the role of Executive Chairman and became Executive Director only

[2] Garry Jones salary increase in 2024 reflects the additional responsibility following his appointment as Non-Executive Chairman in March 2024

[3] Reflects the average of all employees of the Group due to KRM22 plc, the listed parent company, having no employees who are not Directors

[4] For Board members and 'All other employees', the percentage change has been calculated by comparing basic salaries at the start of the year to those at the end of the year (for those in employment for the full year) and therefore does not capture any voluntary pay reductions taken by the workforce during the Covid pandemic

CEO remuneration

The table below shows the remuneration of the CEO for each of the financial years listed below noting that a ten year comparison is not applicable as KRM22 plc was only incorporated 2018

Financial Year	2018 [1] GBP'000	2019 GBP'000	2020 [2] GBP'000	2021 [2] GBP'000	2022 GBP'000	2023 GBP'000	2024 [3] GBP'000	2025 GBP'000
Incumbent	K Todd	K Todd	K Todd	K Todd	S Casner	S Casner	S Casner D Carter	D Carter
CEO single figure of remuneration	126	177	20	36	244	241	43 164	206
Annual bonus (% of maximum)	0%	0%	0%	0%	0%	0%	0%	0%
LTIPs (% of maximum)	0%	0%	0%	0%	0%	0%	0%	0%

[1] *The CEO single figure of remuneration* (excluding share-based payment charge) *relates to CEO remuneration paid to* Keith Todd effective from 30 April 2018, this being the date that KRM22 plc listed on AIM

[2] During 2020 and 2021, the CEO took a voluntary pay reduction during the Covid pandemic to help the Company's cashflow

[3] In March 2024, Dan Carter was appointed as Group CEO following the resignation of Stephen Casner The single figure for 2024 includes the amounts received by Stephen Casner and Dan Carter in relation to their Executive positions during the year

Relative importance of spend on pay

During the year ended 31 December 2025, the total pay for all Group employees increased by 5 4% to £3 6m (2024 £3 5m) There were no dividends or share buybacks in either year

Directors' interests

The Directors who held office at 31 December 2025 had the following interest in the ordinary share capital of the Company as at that date

Director	At 31 December 2025 No. of ordinary shares of 10p each	At 31 December 2024 No. of ordinary shares of 10p each
Dan Carter	11,757	6,757
Kim Suter	41,494	31,494
Keith Todd	4,338,332	2,763,677
Sandy Broderick	284,739	11,765
Garry Jones	462,611	276,471
Steve Sparke	447,045	273,236

DocuSigned by

63DE311E030F4D4

Sandy Broderick
Remuneration Committee Chairman
12 May 2026

NOMINATION COMMITTEE REPORT

Durıng 2025 the Nomınatıon Commıttee was composed of Sandy Broderıck, as Chaırman, Garry Jones and Steve Sparke

The maın dutıes of the Commıttee are set out ın ıts terms of reference, whıch are avaılable on KRM22's websıte The Commıttee met formally on two occasıons ın 2025 to undertake an annual revıew of Board performance and to consıder the appoıntment of Justın Llewellyn-Jones as a Non-Executıve Dırector ın January 2026

The annual revıew of Board performance was undertaken ın August 2025 and consıdered the tıme spent by Non-Executıve board members, the structure, sıze and composıtıon of the Board, the Board's performance and the Nomınatıon Commıttee's performance The Commıttee concluded that the Board's performance, focus, effectıveness, and composıtıon was approprıate consıderıng the sıze of the Company and that they would contınue to monıtor the Board's constructıon and remıt In consıderıng the performance of the Nomınatıon Commıttee, the Commıttee deemed theır performance as satısfactory and that everythıng wıthın ıts scope had been consıdered satısfactorıly

In addıtıon to evaluatıng Board performance, the Commıttee consıdered the reappoıntment of Dırectors that were requıred to retıre and offer themselves for reappoıntment at the AGM ın June 2025 Havıng revıewed theır performance, the Commıttee recommended to the Board that the retırıng Dırectors be reappoınted to the Board

Current QCA guıdance on Non-Executıve Dırector tenure ıs typıcally capped at nıne years Although thıs ıs not a rule, ıt ıs consıdered best practıce The Commıttee ıs aware that, wıth the exceptıon of Justın Llewellyn-Jones who joıned the Board as Non-Executıve Dırector ın January 2026, all of KRM22's remaınıng Non-Executıve Dırectors are comıng up to thıs nıne year annıversary ın the next two years, therefore, a recommendatıon on polıcy for KRM22 wıll be forthcomıng ın 2026

DocuSigned by

63DE311E030F4Q4

Sandy Broderick
Nomınatıon Commıttee Chaırman
12 May 2026

DIRECTORS' REPORT

The Directors present their report and the audited financial statements of KRM22 Plc (the "Company") and its subsidiary companies (together "KRM22", the "Group"), for the year ended 31 December 2025 An indication of likely future developments in the business is set out in the Strategic Report

Principal activities

The principal activity of KRM22 is the development and sale of risk management software to the financial services industry

Directors

The Directors of the Company who served throughout the year and to the date of signing this report, except as noted below were

Garry Jones
Non-Executive Chairman

Dan Carter
Chief Executive Officer

Kim Suter
Chief Financial Officer

Keith Todd CBE
Executive Director

Sandy Broderick
Non-Executive Director

Justin Llewellyn-Jones
Non-Executive Director (appointed 7 January 2026)

Steve Sparke
Non-Executive Director

Director indemnification and insurance

KRM22 maintains Directors' and Officers' liability insurance for each of its Directors The insurance covers any liabilities that may arise to a third party, other than KRM22 or Company, for negligence, default or breach of trust or duty

Financial risk management objectives and policies

Further detailed commentary on financial risk management is included in note 27

Liquidity risk

KRM22 seeks to manage financial risk by ensuring adequate liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably Short-term flexibility is achieved by holding significant cash balances in KRM22's main operational currencies, notably UK Sterling, US Dollar, Euro and Czech Kroner

Credit risk

KRM22 is exposed to credit risk from its operations, primarily from trade receivables The credit risk is managed through setting payment terms and credit limits with its customers and, where possible, for revenue to be invoiced in advance of the service being provided

Foreign exchange risk

KRM22 has significant operations in both the UK and overseas Revenue and costs are exposed to variations in exchange rates and therefore reported losses There is some natural hedging of transactional foreign exchange risk, however KRM22 remains subject to translation exchange risk

Overseas branches

KRM22 has one branch outside the UK located in Czech Republic

Development

KRM22 continues to dedicate resource to develop the Global Risk Platform and its suite of Trading (Limits Manager and Risk Manager) and Corporate (Surveillance Manager and Control Manager) risk management applications

In accordance with IAS38 'Intangible Assets', expenses are capitalised when it is probable that future economic benefits will be attributable to the asset and these costs can be measured reliably (see note 13) For the year ended 31 December 2025, total expenditure that has been capitalised on these projects totalled £1 1m (2024 £1 1m)

Going concern

KRM22's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report on pages 9 – 17 and the financial position of KRM22, its cash flows, liquidity position and borrowing facilities are described in the notes to the financial statements, in particular in the consolidated cash flow statement on page 50 and in note 27 (financial instruments)

These financial statements have been prepared on the going concern basis The Directors have reviewed KRM22's going concern position taking into account its current activities, budgeted performance and the factors likely to affect its future development, which are set out in this Annual Report, and include KRM22's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposure to credit and liquidity risks

The Directors have undertaken a significant assessment of the cashflow forecast covering a period of at least twelve months from the date of approval of the financial statements Cashflow forecasts have been prepared based on a range of scenarios including, but not limited to, existing customer churn at different churn rates, no new contracted sales revenue, delayed sales and a combination of these different scenarios

Having assessed the sensitivity analysis on cashflows, the key risks to KRM22 remaining a going concern is existing customers paying on payment terms and within 45 days of invoice, customer churn or up to 10%, conversion of some of the sales opportunities that are currently at contract negotiation stage and maintaining control of the cost base

The time to close new customers and the value of each customer, which are deemed individually as high value and low volume in nature, is key to the forecast being achieved However, given KRM22's forecast, visible sales pipeline, working capital needs and current cash balance following the fundraise completed in November 2025, the Directors *have considered it appropriate to prepare the financial statements on a going concern basis and the financial* statements do not include the adjustments that would be required if KRM22 were unable to continue as a going concern

See note 3 on page 53 for further information on going concern

Substantial shareholders

The shareholders listed below had a disclosable interest of 3% or more in the nominal value of the ordinary share capital of the Company

	Number of ordinary shares	Percentage of ordinary shares %
Trading Technologies International, Inc	14,823,299	25 0
Kestrel Partners	10,281,680	17 3
Canaccord Genuity Wealth Management	7,152,000	12 1
KRM22 Concert Party	5,585,978	9 4
Gresham House	4,350,000	7 3
Herald Investment Management	3,277,624	5 5
Cinnober Financial Technology AB	2,654,434	4 5
Octopus Investments	2,159,308	3 6

Energy and carbon

The 2018 Regulations introduced requirements under Part 15 of the Companies Act 2006 for an enhanced group of companies, which are defined as large by the Companies Act 2006, to disclose their annual energy use and greenhouse gas emissions, and related information The Group is not currently defined as large However given the Group's values and taking account of its energy consumption has chosen to apply the 2018 Regulations KRM22 plc, itself consumes less than 40MWh and therefore as a low energy user, which negates the need to make detailed disclosures of its energy and carbon information Furthermore and taking account of this, it has applied the option permitted by the 2018 Regulations to exclude any energy and carbon information relating to its subsidiaries where the subsidiary would not itself be obliged to include if reporting on its own account, this applies to all subsidiaries within the Group

Corporate governance

The Company adopts the QCA Corporate Governance Code for Small and Mid-Size Quoted Companies ("QCA guidelines") as set out on pages 22 - 27

Dividends

No interim dividends were paid and the Directors do not recommend payment of a final dividend however the Directors may wish to do so in future years

Staff equity incentive schemes

Details of staff Equity Incentive Schemes are set out in note 25 to the financial statements

Statement of Directors' responsibilities

The Directors are responsible 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, Directors have prepared the Group and Company financial statements in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006 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 the affairs of KRM22 and the Company and for the profit or loss of KRM22 and the Company for that period The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the AIM

In preparing these financial statements, the Directors are also required to

- Select suitable accounting policies and apply them consistently,
- Make judgements and estimates that are reasonable and prudent,

- State whether they have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006, and
- Prepare the financial statements on the going concern basis, unless it is inappropriate to presume 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Website publication

The Directors are responsible for ensuring that the annual report and the financial statements are made available on the Company's website Financial statements are published on the Company'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 maintenance and integrity of the Company's website is the responsibility of the Directors The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein

Disclosure of information to the auditor

Each of the Directors of the Company at the time when this report was approved confirms that

- So far, as the Director is aware, there is no relevant audit information which the Company's auditor is unaware, and
- He has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information This confirmation is given in accordance with Section 418(2) of the Act

Auditor

PKF Littlejohn LLP was appointed as auditor to the Company and in accordance with Section 485 of the Companies Act 2006, a resolution proposing that they be reappointed will be tabled at a General Meeting

Approval

The Directors' report was approved on behalf of the Board by

Signed by

169B570A10CF4EE

Kim Suter
Company Secretary
12 May 2026

Financial Statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KRM22 PLC

Opinion

We have audited the financial statements of KRM22 Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2025 which comprise the Consolidated Income Statement and Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Parent Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Parent Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including significant accounting policies

The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards

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 FRS 101 Reduced Disclosure Framework

In our opinion, the financial statements

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31st December 2025 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 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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate Our evaluation of the directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included

- We obtained an understanding of the business model, objectives, strategies and related business risk, the measurement and review of the entity's financial performance including forecasting and budgeting processes and the entity's risk assessment process,
- We assessed Directors' assumptions into the going concern model including the reliability of underlying data used to make the assumptions, whether assumptions and changes to assumptions from prior years are appropriate and consistent with each other,
- We challenged Directors' plans for future actions in relation to the going concern assessment including whether such plans are feasible in the circumstances,

- We evaluated the base case of the cash forecast prepared by the Directors and performed appropriate audit procedures around the various scenarios, including reviewing correspondence with the lender regarding the debt facility
- We evaluated the reasonableness of the proposed mitigations and Director's ability to implement them within 12 months from the date of approval of the financial statements
- We assessed adequacy and appropriateness of disclosures in the financial statements regarding the going concern assessment

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

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

Our application of materiality

The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures The materiality applied to the group financial statements was £191,000 (2024 £179,000) based on 2% (2024 2%) of the total expenditure at the planning stage The performance materiality for the group was set at £152,000 (2024 £125,000), which is 80% (2024 70%) of overall materiality We have selected 80% based on our risk assessment of the control environment

The materiality applied to the parent financial statements was £175,000 (2024 £37,000) based on 1% (2024 1%) of the total assets at the planning stage The performance materiality for the parent was set at £91,200 (2024 £25,000), which is 80% (2024 70%) of overall materiality We have selected 80% based on our risk assessment of the control environment

As a Group whose trade is in the process of expanding through product development and existing product revenue streams, total expenditure was considered the most appropriate benchmark to shareholders For each component in the scope of our Group audit, we allocated a materiality that was less than our overall Group materiality

We considered assets to be the most appropriate benchmark to shareholders in relation to the parent company financial statements given that this entity is not revenue generating but holds key assets including cash and investments in subsidiaries

We agreed with those charged with governance that we would report all differences identified during the course of our audit in excess of £9,000 We also agreed to report any other differences below that threshold that we believe warrant reporting on qualitative grounds

For each component in scope of the audit, we allocated a performance materiality that was less than the Group performance materiality The range of performance materiality allocated across the components was between £76,000 and £91,200

Our approach to the audit

In designing our audit approach, we determined materiality and assessed the risk of material misstatement in the Group financial statements In particular, we looked at areas involving significant accounting estimates and judgements by the Directors and considered future events that are inherently uncertain including the recognition and valuation of intangible assets Procedures were then performed to address the risks identified and for the most significant assessed risks of misstatement, the procedures performed are outlined below in the key audit matters section of this report We also assessed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud

In addition to the Company, we identified seven material components, which were subject to an audit conducted directly by us

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 matters to be communicated in our report

Key audit matter	How our scope addressed this matter
Carrying value of Goodwill and Other Intangible Assets (Note 13)	
As shown in note 13 of the financial statements, the Group reported £5,445,000 (2024 £5,613,000) of intangible assets as at 31 December 2025 The Groups intangible assets consist of Goodwill on Consolidation, Acquired software and related assets, and capitalised development costs A formal impairment assessment for Goodwill is required an annual basis, with other intangible assets assessed for impairment indicators under IAS 36 Management subsequently perform an assessment of the recoverable amount, which includes a value in use calculation There is a risk that the carrying value of said assets are in excess of the recoverable amount, and therefore should be impaired Significant management judgement and estimation uncertainty arises within the value in use calculation, and therefore this area is deemed to be a Key Audit Matter	Our work on this key audit matter included but was not limited to • We obtained the impairment assessment performed by management at the year end, and challenged the key inputs and assumptions used in the model including, but not limited to, the weighted average cost of capital ("WACC"), growth rate, terminal values and the forecasted cash flows • We engaged our internal valuations team to review to key inputs to management's impairment assessment • We ensured that the forecasted amounts included within the value in use assessment have been approved by the Board, are consistent with other forecasts provided, were reasonable based on our understanding of the entity and its environment • We performed a "look back" test to assess management's ability to accurately forecast, by assessing prior year forecasted figures against current year actuals • We reviewed the disclosures made in the financial statements and ensured they meet the requirements of IAS 36

Other information

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

We have nothing to report in this regard

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below

- We obtained an understanding of the Group and Parent Company, the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements We obtained our understanding in this regard through discussions with management, industry research, and application of cumulative audit knowledge and experience of the sector

- We determined the principal laws and regulations relevant to the Group and the Parent Company in this regard to be those arising from Listing rules, the Companies Act 2006, HM Revenue & Customs Tax Legislation and Guidance
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the Group with those laws and regulations These procedures included, but were not limited to
    - enquiring of management,
    - reviewing of board minutes,
    - reviewing Regulatory News Service announcements, and
    - reviewing legal and regulatory correspondence
- We also identified the risks of material misstatement of the financial statements due to fraud We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the recognition and valuation of intangible assets (refer to the key audit matters section of this report) We addressed this by challenging the assumptions and judgements made by management when evaluating any indicators of impairment
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included but were not limited to the testing of journals, reviewing accounting estimates for evidence of bias, and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business
- We addressed matters of non-compliance with laws and regulations by reviewing board minutes, enquiring about provisions or contingent liabilities and enquiring about any pending litigation and claims

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation

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

Use of our report

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

Nicholas Joel

Nicholas Joel ACCA (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor
Date 12 May 2026

30 Churchill Place
Canary Wharf
London E14 5RE

CONSOLIDATED INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME FOR THE GROUP

For the year ended 31 December 2025

	Note	2025 £'000	2024 £'000
Revenue	5	**7,439**	6,769
Cost of sales		**(1,654)**	(1,167)
Gross profit		**5,785**	5,602
Other operating income	6	**-**	84
Administrative expenses	7	**(7,371)**	(6,566)
Operating profit before interest, taxation, depreciation, amortisation, share based payment and exceptional items ("Adjusted EBITDA")		**783**	976
Depreciation and amortisation		**(1,201)**	(1,225)
Group reorganisation costs		**-**	(561)
Loss on extinguishment of debt (net)		**(134)**	-
Unrealised foreign exchange loss		**(883)**	(13)
Funding and debt related expenses		**(48)**	-
Share-based payment charge		**(103)**	(57)
Operating loss		**(1,586)**	(880)
Finance charge (net)	10	**(557)**	(547)
Loss before taxation		**(2,143)**	(1,427)
Taxation credit	11	**117**	133
Loss for the year		**(2,026)**	(1,294)
Loss for the year attributable to			
Equity shareholders of the parent		**(2,026)**	(1,294)
		(2,026)	(1,294)
Other comprehensive income			
Item that may be reclassified subsequently to profit and loss			
Exchange gain/(loss) on translation of foreign operations		**648**	(145)
Total comprehensive loss for the year		**(1,378)**	(1,439)
Total comprehensive loss for the year attributable to			
Equity shareholders of the parent		**(1,378)**	(1,439)
		(1,378)	(1,439)
Loss per ordinary share			
Basic losses share	12	**(5 1p)**	(3 6p)
Diluted losses per share	12	**(5 1p)**	(3 6p)

All amounts relate to continuing activities

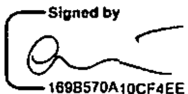
The notes on pages 51 to 77 form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE GROUP

As at 31 December 2025

	Note	2025 £'000	2024 £'000
Non-current assets			
Goodwill	13	**3,430**	3,485
Other intangible assets	13	**2,015**	2,128
Property, plant and equipment	14	**14**	19
		5,459	5,632
Current assets			
Trade and other receivables	16	**1,287**	733
Cash and cash equivalents	18	**5,186**	1,035
		6,473	1,768
Total assets		**11,932**	7,400
Current liabilities			
Trade and other payables	19	**6,225**	4,218
Lease liabilities	20	**233**	249
Loans and borrowings	21	**-**	774
Derivative financial liability	27	**307**	209
		6,765	5,450
Net current liabilities		**(292)**	(3,682)
Non-current liabilities			
Loans and borrowings	21	**-**	4,039
Deferred tax liability	22	**93**	145
		93	4,184
Total liabilities		**6,858**	9,634
Net assets/(liabilities)		**5,074**	(2,234)
Equity			
Share capital	24	**5,932**	3,596
Share premium		**27,311**	20,737
Merger reserve		**(190)**	(190)
Convertible debt reserve		**-**	327
Foreign exchange reserve		**389**	(259)
Share-based payment reserve	25	**2,826**	2,723
Retained deficit		**(31,194)**	(29,168)
Total equity		**5,074**	(2,234)

The financial statements were approved by the Board and authorised for issue on 12 May 2026 and are signed on its behalf by



Kim Suter
Company Secretary

The notes on pages 51 to 77 form part of these financial statements

COMPANY STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Note	2025 £'000	2024 £'000
Non-current assets			
Investments	15	**83**	15
		83	15
Current assets			
Trade and other receivables	16	**109**	90
Cash and cash equivalents	18	**3,154**	35
		3,263	125
Total assets		**3,346**	140
Current liabilities			
Trade and other payables	19	**227**	144
Loans and borrowings	21	**–**	774
		227	918
Net current assets/(liabilities)		**3,036**	(793)
Non-current liabilities			
Loans and borrowings	21	**–**	4,039
		–	4,039
Total liabilities		**227**	4,957
Net assets/(liabilities)		**3,119**	(4,817)
Equity			
Share capital	24	**5,932**	3,596
Share premium		**27,311**	20,737
Convertible debt reserve		**–**	327
Share-based payment reserve	25	**2,826**	2,723
Retained earnings		**(32,950)**	(32,200)
Total equity		**3,119**	(4,817)

As permitted by s408 Companies Act 2006, the Company has not prepared its own statement of comprehensive Income and related notes The Company's loss for the year was £749,000 (2024 loss of £725,000)

The financial statements were approved by the Board and authorised for issue 12 May 2026 and are signed on its behalf by

Signed by
169B570A10CF4EE
Kim Suter
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE GROUP

For the year ended 31 December 2025

	Ordinary Shares £'000	Share premium £'000	Merger reserve £'000	Convertible debt reserve £'000	Foreign exchange reserve £'000	SBP Reserve £'000	Retained losses £'000	Total equity £'000
At 1 January 2025	3,596	20,737	(190)	327	(259)	2,723	(29,168)	(2,234)
Loss for the year	–	–	–	–	–	–	(2,026)	(2,026)
Other comprehensive gain	–	–	–	–	648	–	–	648
Total comprehensive gain/(loss)	–	–	–	–	648	–	(2,026)	(1,378)
Convertible debt option	–	–	–	(327)	–	–	–	(327)
Allotment of share capital	2,336	6,574	–	–	–	–	–	8,910
Share-based payments	–	–	–	–	–	103	–	103
At 31 December 2025	**5,932**	**27,311**	**(190)**	**–**	**389**	**2,826**	**(31,194)**	**5,074**

For the year ended 31 December 2024

	Ordinary Shares £'000	Share premium £'000	Merger reserve £'000	Convertible debt reserve £'000	Foreign exchange reserve £'000	SBP Reserve £'000	Retained losses £'000	Total Equity £'000
At 1 January 2024	3,567	20,517	(190)	327	(114)	2,945	(28,153)	(1,101)
Loss for the year	–	–	–	–	–	–	(1,294)	(1,294)
Other comprehensive loss	–	–	–	–	(145)	–	–	(145)
Total comprehensive loss	–	–	–	–	(145)	–	(1,294)	(1,439)
Allotment of share capital	29	220	–	–	–	–	–	249
Share-based payments	–	–	–	–	–	(222)	279	57
At 31 December 2024	**3,596**	**20,737**	**(190)**	**327**	**(259)**	**2,723**	**(29,168)**	**(2,234)**

The notes on pages 51 to 77 form part of these financial statements

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Ordinary shares £'000	Share premium £'000	Convertible debt reserve £'000	SBP Reserve £'000	Retained losses £'000	Total Equity £'000
As at 1 January 2025	3,596	20,737	327	2,723	(32,200)	(4,817)
Loss for the year	–	–	–	–	(750)	(750)
Allotment of share capital	2,336	6,574	–	–	–	8,910
Convertible debt option	–	–	(327)	–	–	(327)
Share-based payments	–	–	–	103	–	103
As at 31 December 2025	**5,932**	**27,311**	**–**	**2,826**	**(32,950)**	**3,119**

For the year ended 31 December 2024

	Ordinary Shares £'000	Share Premium £'000	Convertible debt reserve £'000	SBP Reserve £'000	Retained losses £'000	Total Equity £'000
As at 1 January 2024	3,567	20,517	327	2,945	(31,532)	(4,176)
Loss for the year	–	–	–	–	(725)	(725)
Allotment of share capital	29	220	–	–	–	249
Share-based payments	–	–	–	(222)	57	(165)
As at 31 December 2024	**3,596**	**20,737**	**327**	**2,723**	**(32,200)**	**(4,817)**

The notes on pages 51 to 77 form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE GROUP

For the year ended 31 December 2025

	2025 £'000	2024 £'000
Cash flows from operating activities		
Loss for the year	**(2,026)**	(1,294)
Adjustments for		
Tax credit	**(117)**	(133)
Net finance expense	**557**	547
Amortisation of intangible assets (note 13)	**1,194**	1,081
Depreciation of property, plant and equipment and right of use assets (note 14)	**7**	144
Loss on extinguishment of debt	**134**	–
Losses on foreign exchange	**883**	13
Equity-settled share-based payment charge (note 25)	**103**	57
Income taxes received	**81**	97
	816	512
(Increase)/decrease in trade and other receivables	**(554)**	409
Increase in trade and other payables	**2,116**	502
Net cash flows from operating activities	**2,378**	1,423
Cash flows from investing activities		
Purchase of intangible assets	**(1,143)**	(1,148)
Purchase of property, plant and equipment	**(6)**	(7)
Net cash used in investing activities	**(1,149)**	(1,155)
Cash flows from financing activities		
Net proceeds from issue of shares *	**6,882**	–
Costs of the issue of shares	**(542)**	–
Lease payments principal	**–**	(119)
Lease payments interest	**–**	(3)
Repayments of borrowings and interest	**(3,380)**	–
Net cash from/(used in) financing activities	**2,960**	(122)
Net increase in cash and cash equivalents	**4,189**	146
Cash and cash equivalents at beginning of the year	**1,035**	886
Effect of foreign exchange rate changes	**(38)**	3
Cash and cash equivalents at the end of the year	**5,186**	1 035

* The Company raised gross proceeds of £9 2m from the issue of new shares, of which £2 3m was received by way of a partial conversion of the Convertible Loan with the balance of £6 9m received in cash

The notes on pages 51 to 77 form part of these financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1 General information

KRM22 Plc, (the "Company"), is a public company, limited by shares and is quoted on the Alternative Investment Market ("AIM") The Company is incorporated and domiciled in the UK The registered office is 8th Floor, Capital House, 84-86 King William Street, London, EC4N 7BL Further Company information can be found on page 78

The principal activity of the Company, and together with its subsidiaries ("KRM22", the "Group"), is to develop and invest in leading risk tools to support enterprise, market, compliance, operational and technology risks

2 Basis of Preparation and Consolidation

Basis of preparation
The financial reporting framework that has been applied in their preparation is applicable law and UK Adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006

The financial information has been prepared on the historical cost basis except that financial instruments are stated at the fair value

The financial statements are prepared in Sterling, which is the functional currency of the Parent Company too Monetary amounts in these financial statements are rounded to the nearest £'000

KRM22 applied all standards and interpretations issued by the IASB that were effective as of 1 January 2025 The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in this financial information

The preparation of the financial statements, in conformity with UK Adopted international accounting standards, requires the use of certain critical accounting estimates It also requires management to exercise its judgement in the process of applying KRM22's accounting policies The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4

The separate financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101"), on a historical cost basis and in accordance with the Companies Act 2006

The principal accounting policies adopted are the same as those set out in this note 2 to the consolidated financial statements of the Group except as described in this note

Disclosure exemptions adopted

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101

- The following paragraphs of IAS 1, 'Presentation of financial statements'
  - (a) 10(d) (statement of cashflows),
  - (b) 16 (statement of compliance with IFRS),
  - (c) 38A (requirement for minimum of two primary statements, including cash flow statements),
  - (d) 38B-D (additional comparative information),

(e) 111 (statement of cash flows information), and
(f) 134-136 (capital management disclosures)

- IAS 7, 'Statement of cash flows'
- The requirements in IAS 24, 'Related party disclosures'

Adoption of new and revised standards
The following new accounting standards, and amendments to published standards, effective on or after 1 January 2025, have been endorsed

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates – Lack of exchangeability

The Group has considered the new or revised standard above and concluded that either it is not relevant to the Group or would not have a material impact on its financial statements

Standards, amendments and interpretations to published standards not yet effective
There are a number of new standards and amendments to and interpretations of existing standards, which have been published and are not yet mandatory and which the Group has decided not to adopt early, as below

	Issue date	Effective date for annual periods beginning on/after	Expected Impact
Amendments to IFRS 18 Presentation and Disclosure in Financial Statements	01-Apr-24	01-Jan-27	None
Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards	01-Jul-24	01-Jan-26	None
Amendments to IFRS 7 Financial Instruments Disclosures and Amendments to Guidance on Implementing IFRS 7 Financial Instruments Disclosures	01-May-24	01-Jan-26	None
Amendments to IFRS 9 Financial Instruments	01-May-24	01-Jan-26	None
Amendments to IFRS 10 Consolidate Financial Statements	01-Jul-24	01-Jan-26	None
Amendments to IAS 7 Statement of Cash Flows	01-Jul-24	01-Jan-26	None
Amendments to IAS21 The Effects of Changes in Foreign Exchange Rates	01-Nov-25	01-Jan-27	None

Basis of consolidation
The financial information represents the consolidated financial information of the Company and its subsidiaries ("KRM22", the "Group") as if they are formed as a single entity Intercompany transactions and balances between KRM22 companies are therefore eliminated in full The results of subsidiary undertakings are included in the consolidated statement of comprehensive income from the date that control commences until the date that control ceases The Company controls a subsidiary if all three of the following elements are present

- power over the investee,
- exposure to variable returns from the investee, and
- the ability of the investor to use its power to affect those variable returns

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control In assessing control, KRM22 takes into consideration potential voting rights that are currently exercisable

On 19 April 2018, KRM22 Plc, a company under common control of the KRM22 Central Limited shareholders, acquired KRM22 Central Limited from its shareholders in return for an issue of shares As a combination of entities under common control, the transaction falls outside the scope of the standard IFRS 3 'Business Combinations'

Paragraph 10 of IAS8 Accounting Policies, Changes in Accounting Estimates and Errors requires management to use its judgement in developing and applying a policy that is relevant, reliable, represents faithfully the transaction, reflects the economic substance of the transaction, is neutral, is prudent and is complete in all material respects when selecting appropriate methodology for consolidation accounting

In the absence of IFRS guidance, KRM22 has applied merger accounting in accordance with 'FRS102 Section 19 Business Combinations and Goodwill', as the business combination meets the requirements set out in paragraph 27, namely

- the use of the merger accounting method is not prohibited by company law or other relevant legislation,
- the ultimate equity holders remain the same, and the rights of each equity shareholder, relative to others before and after the acquisition are unchanged, and
- no non-controlling interest in the net assets of KRM22 is altered by the transfer

In accordance with merger accounting, consolidated accounts have been prepared for the restructured Group as if it has always been in existence The carrying value of assets and liabilities have not been adjusted to fair value The difference between the nominal value of the shares issued and the nominal value of the shares received has been recorded in the merger reserve

3 Accounting policies

Going concern

These financial statements have been prepared on the going concern basis The Directors have reviewed KRM22's going concern position taking into account of its current business activities, budgeted performance and the factors likely to affect its future development, which are set out in this Annual Report, and include KRM22's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposure to credit and liquidity risks

The Directors have undertaken a significant assessment of the cashflow forecast covering a period of at least twelve months from the date of approval of the financial statements Cashflow forecasts have been prepared based on a range of scenarios including, but not limited to, existing customer churn at different churn rates, no new contracted sales revenue, delayed sales and a combination of these different scenarios

Having assessed the sensitivity analysis on cashflows, the key risks to KRM22 remaining a going concern is existing customers paying on payment terms and within 45 days of invoice, customer churn or up to 10%, conversion of some of the sales opportunities that are currently at contract negotiation stage and maintaining control of the cost base

The time to close new customers and the value of each customer, which are deemed individually as high value and low volume in nature, is key to the forecast being achieved However, given KRM22's forecast, visible sales pipeline, and working capital needs, the Directors have considered it appropriate to prepare the financial statements on a going concern basis and the financial statements do not include the adjustments that would be required if KRM22 were unable to continue as a going concern

Revenue recognition

Revenue comprises recurring revenue, non-recurring revenue and other revenue and is stated exclusive of VAT and sales tax

All revenue is only recognised to the extent when services have been delivered and the revenue can be reliably measured, regardless of when the payment is being made Revenue is measured at the fair value of the consideration received or receivable

The following specific recognition criteria are applied to each revenue stream

Recurring revenue

Recurring revenue comprises Software-as-a-Service ("SaaS") license fees which give the licensee a right to access the software for a fixed period of time together with ongoing post-contract customer support services comprising customer support (including designated contacts, telephone and onsite support), hosting and maintenance services, enhancements and minor and major upgrades All of the post-contract customer support services are bundled into one service and are not readily distinguishable in terms of apportioning the license fee between its constituent parts

In applying the principles of IFRS15 'Revenue from Contracts with Customers' the Directors consider that SaaS licences provide the customer with a right to access the software over a period of time and that revenue generated from sales of software licenses is recognised over the term of the license

Where license fees are invoiced in advance, the income is deferred and released over the term of the license with the balance recorded within accruals and deferred income in the statement of financial position

Non-recurring revenue

Non-recurring revenue comprises one-off pieces of work including implementation fees related to initial set-up services, ad-hoc development services which are outside the scope of post-contract customer services covered by the license fee and any other invoiced revenue that is not recognised as recurring revenue

Where implementation fees have only been partially completed at the statement of financial position date, revenue represents the value of service provided to date based on completed implementations as defined in the contract Where payments have been received from customers in advance of services provided, the amounts are recorded within accruals and deferred income in the statement of financial position The implementation fee is a distinct obligation and therefore recognised at a point in time

Deferred revenue

At 31 December 2025, the balance of deferred revenue was £5 0m (2024 £2 8m) of which £3 9m (2024 £2 8m) will be released to the income statement in full within one year of the statement of financial position date

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker ("CODM") The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer

Business combinations and goodwill

KRM22 applies the acquisition method to account for business combinations The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities assumed by the former owners of the acquiree and the equity interests issued by KRM22 The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets and liabilities acquired, and liabilities assumed are measured initially at their fair values at the acquisition date Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquired entity measured on the proportionate net asset basis, over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognised immediately in the income statement as a bargain purchase gain

After initial recognition, goodwill is measured at cost less any accumulated impairment losses For the purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the KRM22's cash-generating unit that is expected to benefit from the combination, irrespective of whether other assets of liabilities of the acquiree are assigned to that unit

Intangible assets

Research expenditure is expensed to the income statement in the year in which it is incurred Expenditure on internal projects 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,
- KRM22 is able to use the asset,
- use of the asset will generate future economic benefit,
- expenditure on the development of the asset can be measured reliably, and
- it is KRM22's intention to complete the development and use or sell it

Other development expenditure is recognised in the income statement as an expense as incurred

Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses

Amortisation is charged to the income statement on a straight line basis over the estimated useful lives of intangible assets Intangibles assets are amortised from the date they are available for use The estimated useful lives are as follows

Acquired software	-	straight line over 5 – 10 years
Capitalised development costs	-	straight line over 3 years
Customer contracts and relationships	-	straight line over 10 years
Brand (including trademarks)	-	straight line over 3 – 10 years

The basis for choosing these useful lives is with reference to the years over which they can continue to generate value for KRM22

Amortisation charges are included within administrative expenses in the consolidated statement of income statement KRM22 reviews the amortisation year and methodology when events and circumstances indicate that the useful life may have changed since the last reporting date

Property, plant and equipment
Property, plant and equipment are initially measured at historical cost and subsequently measured at historical cost net of depreciation and any impairment losses

Depreciation on other assets is calculated on a straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows

Fixtures and fittings	-	straight line over 4 years
Office and computer equipment	-	straight line over 4 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in the income statement

Right of use assets
KRM22 recognises right of use assets for all applicable leases at the lease liability commencement date The right of use asset is initially measured at cost, and consists of the amount of

- the initial measurement of lease liability, plus,
- any lease payments made to the lessor at or before the commencement date, less,
- any lease incentives received,
- the initial estimation of restoration costs, and
- any initial direct costs incurred by the lessee

Depreciation on right of use assets is calculated on a straight line method over the lease term

Non-current assets
The Company's interests in subsidiaries are initially measured at cost and subsequently measured at cost less accumulated impairment losses

Impairment of tangible and intangibles assets
All tangible and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount might not be recoverable An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows or Cash Generating Units ("CGU")

Financial assets
Financial assets are recognised in KRM22 and the Company's statement of financial position when KRM22 and the Company becomes party to the contractual provisions of the instrument Under IFRS 9 the classification of financial assets is based both on the business model and cash flow type under which the assets are held There are three principal classification categories for financial assets amortised cost, fair value through other comprehensive income, and fair value through profit or loss KRM22 has not classified any of its financial assets as fair value through other comprehensive income

Amortised cost
These assets are non-derivative financial assets held under the 'held to collect' business model and attracting cash flows that are solely payments of principal and interest They comprise trade and other receivables and cash and cash equivalents They are initially measured at fair value plus transaction costs and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment

Impairment provisions for trade and other receivables are calculated using an expected credit loss model Under this model, impairment provisions are recognised to reflect expected credit losses based on a combination of historic and forward-looking information, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable For trade receivables, which are reported net, such provisions are recorded in a separate allowance account On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term highly liquid investments with maturities of three months or less

Financial liabilities
Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities

(a) Financial liabilities at fair value through profit or loss
Financial liabilities are stated at fair value with differences taken to the consolidated income statement Interest on financial liabilities up to maturity are included as a finance expense in the consolidated income statement

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL

Gains or Losses, including any interest expense on liabilities held for trading or a derivative, are recognised in the consolidated income statement

(b) Trade and other payables
Trade payables and other payables are not interest bearing and are stated at their full value on initial recognition For disclosure purposes, the fair values of trade and other payables are estimated at the present value of future cash flows, discounted at the market rate of interest at the reporting date As trade payables and other payables are short term in nature at the reporting date, the carrying value is considered to be a reasonable approximation of fair value

(c) Other financial liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs They are subsequently measured at amortised cost using the effective interest method, with interest recognised on an effective rate basis

Fair value measurement
Fair value is measured using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements The different levels can be defined as follows

- Level 1 quoted prices (unadjusted) in active markets for identical assets and liabilities,
- Level 2 inputs other than quoted prices included within level that are observable for the asset or liability, either directly (i e prices) or indirectly (i e derived from prices), and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

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

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

Companies within the Group may be entitled to claim special tax allowances in relation to qualifying research and development expenditure, e g R&D tax credits The Group accounts for such allowances as tax credits which means they are recognised when it is probable that the benefit will flow to the Group and that the benefit can be reliably measured R&D tax credits reduce current tax expense and, to the extent the amounts are due in respect of them and not settled by the statement of financial position date, reduce current tax payable

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

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

Provisions
Provisions are recognised when KRM22 has a legal or constructive present obligation as a result of a past event, it is probable that KRM22 will be required to settle that obligation and a reliable estimate can be made of the amount of KRM22's obligation

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably

Employee benefits
The costs of short-term employee benefits are recognised as a liability and as an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets The cost of any unused holiday entitlement is recognised in the year in which the employee's services are received

Retirement benefits
KRM22 operates a defined contribution plan, under which KRM22 pays contributions to independently administered pension plans on a mandatory, contractual or voluntary basis KRM22 has no further payment obligations once the

contributions have been paid The contributions are recognised as an employee benefit expense in the income statement when they are due

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

At the date of each statement of financial position, the Company revises its estimate of the number of equity instruments that are expected to become exercisable It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment is made to equity over the remaining vesting period The fair value of the awards and ultimate expense are not adjusted on a change in market vesting conditions during the vesting period

The value of share-based payment is taken directly to reserves and the charge for the period is recorded in the income statement

KRM22's scheme, which awards shares in the parent entity, includes recipients who are employees in all subsidiaries In the consolidated financial statements, the transaction is treated as an equity-settled share-based payment, as KRM22 has received services in consideration for KRM22's equity instruments An expense is recognised in the Group income statement for the fair value of share-based payment over the vesting period, with a credit recognised in equity

In the subsidiaries' financial statements, the awards, in proportion to the recipients who are employees in said subsidiary, are treated as an equity-settled share-based payment, as the subsidiaries do not have an obligation to settle the award An expense for the grant date fair value of the award is recognised over the vesting period, with a credit recognised in equity The credit is treated as a capital contribution, as the parent is compensating the subsidiaries' employees with no cost to the subsidiaries as there is no expectation to recharge the cost In the parent company's financial statements, there is no share-based payment charge where the recipients are employed by a subsidiary, with the parent company recognising an increase in the investment in the subsidiaries as a capital contribution from the parent and a credit to equity

Earnings per share
Earnings per share are calculated by dividing profit or loss after tax attributable to equity shareholders of the parent company by the weighted average number of ordinary shares in issue during the period

Diluted earnings per share requires that the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares These arise from awards made under share-based incentive schemes Instruments that could potentially dilute basic earnings per share in the future have been considered but were not included in the calculation of diluted earnings per share because they are anti-dilutive for the periods presented This is due to the KRM22 incurring losses on continuing operations for the year

Leases
Under IFRS16 'Leases', KRM22 recognises a lease liability at the commencement date of the lease at an amount equal to the present value of the lease payments during the lease term that are not yet paid The present value of the lease payments is based on applying a discount rate which is either the interest rate implicit in the lease or the incremental borrowing rate The interest rate is treated as an interest expense and charged to the income statement

KRM22 also recognises a right of use asset at the lease liability commencement date and is measured at cost as detailed in the Right of use assets accounting policy The right of use asset is depreciated over the term of the lease At the end of the lease term, the cost of the right of use asset previously recognised is disposed of

Where a lease has less than twelve months until the lease expiry date from the date of commencement, KRM22 continues to classify these as operating leases and are charged as an expense to the income statement on a straight line basis

Where KRM22 sublets office space for periods of less than twelve months from the date of commencement of the sublease or where the terms of the sublease differ significantly to the terms of the headlease, these subleases are classified as operating leases Operating lease income, net of agency management charges, is accounted for as other operating income and credited to the income statement on a straight line basis over the term of the sublease

Foreign currency
Foreign currency transactions are translated at the exchange rates prevailing at the date of transactions Monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange at the statement of financial position date Any gain or loss arising from a change in the exchange rates of exchange subsequent to the date of the transaction is included as a gain or loss in the income statement

The statement of financial position of the foreign subsidiaries are translated into Sterling at the exchange rate at the year end The results of foreign subsidiaries are translated into Sterling at the average rate of exchange during the financial year Exchange differences which arise from the translation of opening net assets of the foreign subsidiary undertakings are included in the consolidated statement of comprehensive income and transferred to the KRM22's translation reserve

Descriptions of nature of each component of equity

The components of KRM22's equity can be described as follows

- Share capital – The amount for the nominal value of shares issued
- Share premium – The amount subscribed for share capital in excess of nominal value after deducting certain costs of issue
- Merger reserve – See note 2
- Convertible debt reserve – This relates to the residual amount of any liability component from the fair value of debt instruments as a whole where the debt instrument includes a liability and embedded equity feature
- Foreign exchange reserve – This reserve relates to exchange differences arising on the translation of the statement of financial position of the KRM22's foreign operations at the closing rate and the translation of the income statement of those operations at the average rate
- Share-based payment ("SBP") reserve – This relates to the fair value of share options, warrants and restricted stock units ("RSUs") determined at the grant date of the equity- settled share-based payments
- Retained deficit – The net gains and losses recognised in the consolidated statement of comprehensive income

4 Critical accounting judgements and key sources of estimation uncertainty

IAS 1 requires disclosure of the judgements, apart from those involving estimations, that management has made in the process of applying the entity's accounting policies that have the most significant effect on the amounts recognised in the financial statements

In the application of KRM22 and Company's accounting policies, the Directors are required to make certain judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant Actual results may differ from these estimates The Directors believe that there are two areas within the financial statements which constitute critical accounting judgements and estimates as follows

i **Capitalisation of development costs (see note 13)**
Development costs are capitalised based on an assessment on whether they meet the criteria specified in IAS 38 for capitalisation During each reporting period, an assessment is performed by management to determine time spent developing the intangible assets as a proportion of total time spent in the year This represents an area of judgement and impacts the value of intangible costs capitalised

ii Impairment of goodwill and other intangible assets

The Group has carried out an impairment review of its cash generating unit ("CGU") The recoverable amount of the CGU is based on estimates of future cash flows discounted using an appropriate discount rate Estimates of future cash flows are inherently uncertain and, to take account of this uncertainty, management have used the "expected cash flow approach" which involves probability weighting several alternate scenarios

It is possible that changes in economic conditions or deviations in actual performance from forecast could result in a material adjustment to the carrying value of the CGU within the next financial year The key estimates made by management are set out in note 13

5 Segmental reporting

The Board of Directors, as the chief operating decision maker in accordance with IFRS 8 Operating Segments, has determined that KRM22 have identified two areas of risk management as operating segments, together with a third segment where the two areas of risk management are not easily separable, however for reporting purposes into a single global business unit and operates as a single operating segment, as the nature of services delivered are common

The internal management accounting information has been prepared in accordance with IFRS but has a non-GAAP 'Adjusted EBITDA' as a profit measure for the overall group This amount is reported on the face of the income statement

KRM22's revenue from external customers and information about its non-current assets, excluding deferred tax, by geography is detailed below

	2025 Revenue £'000	2025 Non-current assets £'000	2024 Revenue £'000	2024 Non-current assets £'000
UK	**2,862**	**921**	2,418	2,200
Europe	**738**	**1,376**	692	1,333
USA	**3,478**	**3,162**	3,315	2,099
Rest of world	**361**	**-**	344	-
Total	**7,439**	**5,459**	6,769	5,632

The Directors consider that the business has two areas of risk management Trading Risk and Corporate Risk as is described in the Strategic Report Within these segments, there are two revenue streams with different characteristics, which are generated from the same assets and cost base

One customer generated more than 10% of total revenue recognised during the year ended 31 December 2025 The total revenue received from this customer was £1 0m (2024 £1 2m) and is included within the USA segment The same customer was the only customer which generated more than 10% of revenue in the year ended 31 December 2024

Non-current assets include goodwill and intangible assets recognised on consolidation and are classified by reference to the geographical location of the KRM22 group company which initially acquired the acquiree

Recurring revenue is recognised over the period of time and non-recurring revenue is recognised at a point in time

	2025 £'000	2024 £'000
Recurring revenue	**7,069**	6,239
Non-recurring revenue	**370**	530
Total	**7,439**	6,769

	2025 £'000	2024 £'000
Trading Risk	**4,189**	3,359
Corporate Risk	**2,903**	3,002
Multiple Risk	**60**	60
TT Platform	**287**	348
Total	**7,439**	6,769

6 Other operating income

	2025 £'000	2024 £'000
Operating lease income (net)	**–**	84
Total	**–**	84

In April 2023, KRM22 entered into an agreement to extend the sublease of some of its office space until the end term of the headlease which ended in July 2024 The terms of the sublease differed to the terms of the headlease, which KRM22 recognised as a finance lease, and therefore the sublease was treated as an operational lease with net lease income included within 'Other operating income' As both the sublease and headlease concluded in 2024, there was no operating lease income (net) recognised in the year ended 31 December 2025

7 Operating loss

Operating loss for the year has been arrived at after charging the following

	2025 £'000	2024 £'000
Depreciation of property, plant and equipment	**7**	8
Depreciation of right of use assets	**–**	136
Amortisation of intangible assets	**1,191**	1,083
Group reorganisation costs (refer to note below)	**–**	561
Funding and debt expenses (refer to note below)	**48**	–
Short-term rent	**45**	46
Foreign currency exchange losses	**916**	47

I **Group reorganisation costs**
The Group incurred total one-off costs of £0 6m for the year ended 31 December 2024 covering redundancy and separation costs associated with a cost savings programme implemented in January 2024 There were no Group reorganisation costs incurred in the year ended 31 December 2025

II **Funding and debt related costs**
During the year ended 31 December 2025, the Company incurred total costs of £0 6m in connection with the fundraise completed in November 2025, of which £0 1m was recognised as funding and debt related costs whilst the balance of £0 5m was recognised directly in the share premium account There were no funding and debt related costs incurred in the year ended 31 December 2024

8 Auditor's remuneration

	2025 £'000	2024 £'000
For audit services		
Audit of the financial statements of the Company	**93**	90
	93	90

9 Employee information

i Employee numbers

With the exception of the Directors of the Company, all employees of the KRM22 Group are employed by the various subsidiary undertakings of KRM22 plc and therefore the information below reflects the average monthly number of employees of the Group, including Executive Directors, employed by KRM22 during the year

	2025 No.	2024 No.
UK	**22**	25
Europe	**10**	9
USA	**12**	12
Total	**44**	46

ii Employee benefits

The aggregate payroll cost of these persons were as follows

	2025 £'000	2024 £'000
Wages and salaries	**3,510**	3,329
Social security costs	**346**	247
Pension costs to defined contribution schemes	**139**	133
Share-based payments charge	**103**	57
Total	**4,098**	3 766

iii Directors' remuneration

The remuneration of the Directors, who also represent the key management personnel of KRM22, during the year was as follows

	2025 £'000	2024 £'000
Remuneration for qualifying services	**591**	567
Pension contributions to defined contribution schemes	**20**	17
Share-based payment charge	**35**	16
Total	**646**	600

Full details of Directors' remuneration is presented in the Remuneration Committee report on pages 30 – 33 Remuneration disclosed above includes the following amounts paid to the highest paid director

	2025 £'000	2024 £'000
Remuneration for qualifying services	**206**	167
Total	**206**	167

The number of Directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2024 2)

10 Finance expense

	2025 £'000	2024 £'000
Interest income	**(9)**	(5)
Interest expense on financial liabilities	**566**	549
Interest expense on lease liabilities	**–**	3
Net finance expense	**557**	547

11 Taxation

	2025 £'000	2024 £'000
Current tax		
UK Corporation tax at 25% on loss for the year (2024 25%)	–	–
Research and Development tax credits	**(81)**	(97)
Total current tax	**(81)**	(97)
Deferred tax		
Intangible assets recognised on acquisition	**(36)**	(36)
Total deferred tax (note 22)	**(36)**	(36)
Total tax credit	**(117)**	(133)

The tax expense differs from the standard rate of corporate tax in the UK for the year of 25% for the following reasons

	2025 £'000	2024 £'000
Losses before tax	**(2,143)**	(1,294)
Loss before tax based on corporation tax 25% (2024 25%)	**(536)**	(324)
Expenses not deductible for tax purposes	**59**	30
Intangible assets recognised on acquisition	**(36)**	(36)
Losses carried forward	**396**	197
Total tax credit	**(117)**	(133)

For information on the Group's total available tax losses, see note 22

12 Loss per share

Basic earnings per share is calculated by dividing the loss attributable to the equity holders of KRM22 by the basic weighted average number of shares in issue during the year

KRM22 has dilutive ordinary shares, this being warrants, restricted stock awards and share options granted to employees As KRM22 has incurred a loss in the year, the diluted loss per share is the same as the basic earnings per share as the loss has an anti-dilutive effect

	2025 £'000	2024 £'000
Loss for the year attributable to equity holders of the parent	**(2,026)**	(1,294)
Basic weighted average number of shares in issue	**39,567,346**	35,815,256
Diluted weighted average number of shares in issue	**51,775,192**	46,318,047
Basic loss per share	**(5 1p)**	(3 6p)

13 Intangible assets

2025	Goodwill on Consolidation £'000	Acquired software and related assets £'000	Capitalised development costs £'000	Total £'000
Cost				
At 1 January 2025	7,772	2,880	5,513	16,165
Additions	–	–	1,143	1,143
Foreign exchange movements	(165)	(39)	(33)	(237)
At 31 December 2025	7,607	2,841	6,623	17,071
Accumulated amortisation				
At 1 January 2025	4,287	2,384	3,881	10,552
Amortisation for the year	–	122	1,069	1,191
Foreign exchange movements	(110)	13	(20)	(117)
At 31 December 2025	4,177	2,519	4,930	11,626
At 31 December 2024	3,485	496	1,632	5,613
At 31 December 2025	**3,430**	**322**	**1,693**	**5,445**

2024	Goodwill on Consolidation £'000	Acquired software and related assets £'000	Capitalised development costs £'000	Total £'000
Cost				
At 1 January 2024	7,807	2,887	4,649	15,343
Additions	–	–	1,148	1,148
Foreign exchange movements	(35)	(7)	(284)	(326)
At 31 December 2024	7,772	2,880	5,513	16,165
Accumulated amortisation				
At 1 January 2024	4,291	2,223	3,208	9,722
Amortisation for the year	–	126	957	1,083
Foreign exchange movements	(4)	35	(284)	(253)
At 31 December 2024	4,287	2,384	3,881	10,552
At 31 December 2023	3,516	664	1,441	5,621
At 31 December 2024	3,485	496	1,632	5,613

Goodwill that arose in prior periods is not amortised Impairment testing is carried out at a Cash Generating Units ("CGU") level on an annual basis

The Company has estimated the recoverable amount of intangible assets at £13 0m using a value-in-use model by projecting cashflows for the next five years The five-year projections used in the model are based on the FY26 budget approved by the Directors The other key assumptions used were

- The discount rate (WACC) of 14 0% (2024 14 7%) and has been calculated using a capital asset pricing model The WACC has been adjusted to reflect risks specific to each CGU not already reflected in the future cash flows for that CGU An increase of 1% in WACC rate would result in a reduction of £0 3m in the recoverable amount of intangible assets

- Revenue growth rate of 20 0% (2024 15 0%) The revenue growth rate is derived from historical revenue growth rates and management forecasts A decrease of 5% in the revenue growth rate would result in a decrease of £3 4m in the recoverable amount of intangible assets

14 Property, plant and equipment

2025	Office equipment £'000	Total £'000
Cost		
At 1 January 2025	37	37
Additions	6	6
Disposals	(13)	(13)
Foreign exchange movements	–	–
At 31 December 2025	30	30
Accumulated depreciation		
At 1 January 2025	18	18
Depreciation charge for the year	7	7
Disposals	(10)	(10)
Foreign exchange movements	1	1
At 31 December 2025	16	16
Net book value at 31 December 2024	19	19
Net book value at 31 December 2025	**14**	**14**

2024	Fixtures and Fittings £'000	Office equipment £'000	Total £'000
Cost			
At 1 January 2024	157	87	244
Additions	–	7	7
Disposals	(152)	(57)	(209)
Foreign exchange movements	(5)	–	(5)
At 31 December 2024	–	37	37
Accumulated depreciation			
At 1 January 2024	157	66	223
Depreciation charge for the year	–	8	8
Disposals	(152)	(56)	(208)
Foreign exchange movements	(5)	–	(5)
At 31 December 2024	–	18	18
Net book value at 31 December 2023	–	21	21
Net book value at 31 December 2024	–	19	19

15 Investment in subsidiaries

	2025 £'000	2024 £'000
Cost		
At 1 January 2025	**15**	1
Additions	**68**	14
At 31 December 2025	**83**	15
Carrying amount		
At 1 January 2025	**15**	1
At 31 December 2025	**83**	15

The additions recognised in years ended 31 December 2024 and 2025 represents share capital contributions made to the Company's subsidiaries in respect of the share option expense recognised on share options and RSU's issued by the Company to employees of the appropriate subsidiaries The capital contribution transaction is a non-cash transaction

Details of the Company's subsidiaries at 31 December 2025 are as follows

Name of undertaking	Registered office	Ownership interest and voting rights	Nature of business
KRM22 Central Limited *	8th Floor, Capital House 84-86 King William Street London, EC4N 7BL, UK	100%	Administrative and sales company
KRM22 Development Limited	8th Floor, Capital House 84-86 King William Street London, EC4N 7BL, UK	100%	Development services
KRM22 Americas Inc	1 South Wacker Drive, Suite 1200, Chicago IL 60606, USA	100%	Administrative and sales company
KRM22 ProOpticus LLC	1 South Wacker Drive, Suite 1200, Chicago IL 60606, USA	100%	Administrative and sales company
KRM22 Netherlands B V	Kleine-Gartmanplantsoen 21-2 1017RP, Amsterdam The Netherlands	100%	Non-trading intermediate holding company
Object+ Holding B V	Kleine-Gartmanplantsoen 21-2 1017RP, Amsterdam The Netherlands	100%	Non-trading intermediate holding company
Object+ B V	Kleine-Gartmanplantsoen 21-2 1017RP, Amsterdam The Netherlands	100%	Non-trading intermediate holding company
Object+ Financial Services B V	Kleine-Gartmanplantsoen 21-2 1017RP, Amsterdam The Netherlands	100%	Administrative company
Object+ Financial Products B V	Kleine-Gartmanplantsoen 21-2 1017RP, Amsterdam The Netherlands	100%	Sales company
Object+ Americas LLC	1 South Wacker Drive, Suite 1200, Chicago IL 60606, USA	100%	Sales company

* Shares held directly by KRM22 Plc

The following subsidiary has been granted exemption from audit of their individual accounts under section 479A of the Companies Act 2006 following a guarantee given by the parent entity, KRM22 Plc

- KRM22 Development Limited (Company number 11082447)

16 Trade and other receivables

Trade receivables disclosed below are classified as loans and receivables and are therefore measured at amortised cost

Aging of due and past due but not impaired receivables	2025 Group £'000	2025 Company £'000	2024 Group £'000	2024 Company £'000
Amounts falling due within one year				
Trade receivables	**994**	**–**	335	-
Other receivables	**45**	**30**	63	11
Prepayments and accrued income	**248**	**79**	335	79
Total trade and other receivables due within one year	**1,287**	**109**	733	90

The carrying value of trade and other receivables approximates fair value

At 31 December 2025, the Group had trade receivables falling due within one year of £1 0m including provisions of £0 0m (2024 £0 3m including provisions of £0 0m), other receivables falling due within one year of £0 0m including provisions of £0 0m (2024 £0 1m including provisions of £0 0m) As noted below, at 31 December 2025, the Company had amounts due from group undertakings falling due after more than one year of £nil (2024 £nil)

KRM22 has elected to apply the simplified approach available under IFRS 9 5 5 15 for its trade receivables KRM22's trade receivables result from transactions in the scope of IFRS 15 'Revenue from Contracts with Customers' Under this simplified approach, a lifetime expected loss allowance is always recognised (both at initial recognition and throughout the life of the trade receivable)

KRM22's trade receivables have a short duration of less than twelve months, and do not have a contractual interest rate Therefore an EIR of zero has been applied to cash flows KRM22 has used a provision matrix to determine the lifetime ECL of the portfolio It is based on KRM22's historical, observed default rates, and is adjusted by a forward looking estimate of future economic conditions Based on historical observed default rates, the estimated impairment loss is immaterial In line with Group policy, outstanding receivables are actively monitored and discussed by management There are no doubts as to the future recoverability of these balances

Amounts due from group undertakings have been classified as falling due after more than one year based on the agreed terms of repayment by subsidiaries in future periods The Company provides regular funding to KRM22 Central Limited at an appropriate interest rate of 8 14% The Directors consider the terms of the transaction to be at arm's length

There are significant doubts as to the future recoverability of these intercompany balances, and as such, a provision for bad and doubtful debts of £2 0m (2024 £2 1m) has been raised against the amounts due from group undertakings in the Company statement of financial position and recorded as a charge in the Company income statement

17 Trade receivables – credit risk

Aging of due and past due but not impaired receivables	2025 £'000	2024 £'000
0 – 30 days	**634**	61
31 – 60 days	**360**	274
Total trade and other receivables due in less than one year	**994**	335

18 Cash and cash equivalents

	2025 Group £'000	2025 Company £'000	2024 Group £'000	2024 Company £'000
Cash at banks and on hand	**5,186**	**3,154**	1,035	35
	5,186	**3,154**	1,035	35

19 Trade and other payables

	2025 Group £'000	2025 Company £'000	2024 Group £'000	2024 Company £'000
Amounts falling due within one year				
Trade payables	**304**	**151**	337	65
Accruals and deferred income	**5,331**	**76**	3,215	79
Social security and other taxation	**141**	**–**	145	–
Other payables	**449**	**–**	521	–
Total due within one year	**6,225**	**227**	4,218	144

The fair value of trade and other payables are the same as the carrying values

Other payables at 31 December 2025 of £0 5m (2024 £0 5m) include £0 3m (2024 £0 5m) related to deferred consideration associated with the acquisition of Object+ The deferred consideration is payable subject to earnout conditions and performance milestones and the Directors believe that the third and final performance milestone has previously been achieved The liability can be satisfied in either cash or Company ordinary shares at the Company's discretion

20 Lease liabilities

	2025 £'000	2024 £'000
Cost		
At 1 January	**249**	369
Interest expense	**–**	3
Lease payments	**–**	(119)
Foreign exchange movements	**(16)**	(4)
At 31 December	**233**	249

The maturity of the lease liabilities is as follows

	2025 £'000	2024 £'000
Amounts payable under leases		
Within one year	**233**	249
	233	249

At 31 December 2025, KRM22 no longer had any office leases accounted for as right of use assets, however the lease liability of £0 2m relates to a disputed liability associated with a lease that expired in 2022

21 Loans and borrowings

	2025 £'000	2024 £'000
Current		
Secured loans	-	774
	-	774
Non-Current		
Secured loans	-	4,039
	-	4,039
	-	4,813

The fair value of loans and borrowings are the same as the carrying values

On 17 June 2023, the Company entered into an agreement for a three year £5 0m convertible loan facility (the "Convertible Loan") with Trading Technologies International, Inc ("TT"), with a total of £4 5m drawn down in the year ended 31 December 2023, of which £3 1m of the proceeds was used to replace the Company's outstanding balance, inclusive of principal and accrued interest, of an existing convertible loan (the "Kestrel Convertible Loan") with Kestrel Partners LLP

The original interest rate payable on the Convertible Loan was the average 90 day Secured Overnight Financing Rate ("SOFR") and a margin of 5 5%, subject to a minimum aggregate percentage rate per annum of 9 25% Interest was due to be paid quarterly in arrears with KRM22 having the ability to defer interest payments in the initial 18 months (the "Initial Interest Period"), with the total deferred interest in the Initial Interest Period being paid in two equal instalments on the calendar quarters ending after the 18th and 21st month anniversary of the facility, i e 31 December 2024 and 31 March 2025

The terms of the Convertible Loan (the "Loan Agreement") were amended on 20 December 2024 to defer the total deferred interest in the Initial Interest Period to being paid in one instalment on the calendar quarter ending after the 21st month anniversary of the facility, i e 31 March 2025 On 31 March 2025, the Loan Agreement was amended to defer the interest payment that was due for payment on that date to 30 April 2025 however, on 28 April 2025 the Loan Agreement was further amended to reduce the facility amount to £4 5m, this being the total amounts drawn down from the facility, defer payment of all interest until June 2026 and increase the margin to 5 75%, subject to a minimum aggregate percentage rate per annum of 9 50% The revised margin of 5 75% was effective from the date of this amendment, i e 28 April 2025

Under the terms of the Loan Agreement, including any amendments to the Loan Agreement, any amounts drawn down form the Convertible Loan could be converted into new Ordinary Shares in the Company by TT at any time at a fixed price of £0 46 TT had the right to prevent any conversion which would trigger a Rule 9 event under the Takeover Code The Convertible Loan was secured on certain KRM22 assets and included covenants based on the Group's financial performance including ARR, revenue recognition and solvency

The Convertible Loan contained a host liability and embedded (fixed-for-fixed) equity conversion feature on the basis that there is a contractual cash obligation to pay quarterly interest, which was deferred for the initial 18 months and to be paid on the calendar quarters ending after 21st month anniversary of the facility, and a requirement to repay the principal amount at the end of three-year Convertible Loan term, subject to the conversion option not being exercised by TT The Convertible Loan was classified as being a compound financial instrument and on this basis IAS 32 requires that the Convertible Loan be split into equity and liability components The fair value of the liability component, included in current and non-current borrowings, at initial recognition was calculated using a market interest rate that would apply to a stand-alone loan without a conversion feature (12 427%) The equity component was assigned as the residual amount of £0 3m (see SOCE on page 48), by deducting the amount calculated for the liability component from the fair value of the instrument as a whole As the Convertible Loan was not quoted on an active market, the total amounts drawn down of £4 5m for the instrument was its fair value The carrying amount of the liability component of the Convertible Loan was adjusted for total transaction costs incurred of £0 2m

On 7 November 2025, the total drawn down amount of £4 5m plus interest of £1 2m, which had been accrued over the term of the loan from the commencement of the Convertible Loan until this date was settled in full and accordingly at 31 December 2025 the Company had no loans or borrowings

22 Deferred tax

	Intangible assets recognised on acquisition £'000	Total £'000
Deferred tax liability at 1 January 2024	164	164
Income statement (credit)	(36)	(36)
Foreign exchange movements	17	17
Deferred tax liability at 31 December 2024	145	145
Income statement (credit)	**(36)**	**(36)**
Foreign exchange movements	**(16)**	**(16)**
Deferred tax liability at 31 December 2025	**93**	**93**

KRM22 has tax losses of £16 6m (2024 £16 9m) that are available for offset against future taxable profits of those subsidiary companies in which the tax losses arose Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group and they have arisen in subsidiaries whose future taxable profits are uncertain The estimated value of the deferred tax asset not recognised is £4 2m (2024 £4 3m)

In addition to the above operating tax losses, a potential deferred tax asset could relate to pre acquisition tax losses of KRM22 ProOpticus The availability and future utilisation of these losses remains under consideration, taking account of both its legacy ownership structure and Section 382 of the US Internal Revenue Code, whereby the ability to utilise net operating losses arising prior to a change of ownership is limited to a percentage of the entity value of the entity at the date of change of ownership These potential operating tax losses (and related potential deferred tax asset) have not been included in the available operating tax losses (and related deferred tax asset) owing to current uncertainties on their actual usability

A deferred tax liability of £0 1m (2024 £0 1m) has been recognised in relation to intangible assets of £2 5m (2024 £2 9m) that arose on the acquisition of KRM22 ProOpticus and the Object+ group in prior periods

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in that jurisdiction in the year when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the statement of financial position date and therefore these have been measured at 25% UK and an effective rate of 26% on our overseas jurisdictions

23 Commitments

KRM22 operates from various leased properties around the world and the terms of property leases vary by location Any property leases that have less than twelve months at the date of inception until termination date are deemed to be short-term leases and recognised as operating leases

KRM22 has total minimum future lease commitments under non-cancellable operating leases as set out below

	2025 £'000	2024 £'000
Due within one year	**14**	14
	14	14

24 Share capital

	2025 No.	2025 £'000	2024 No.	2024 £'000
Issued and fully paid 10p Ordinary shares				
At 1 January	**35,960,729**	**3,596**	35,666,336	3,567
Issued for cash during the year	**23,112,500**	**2,311**	-	-
Issued for other consideration	**242,990**	**25**	294,393	29
At 31 December	**59,316,219**	**5,932**	35,960,729	3,596

The following movements in the ordinary share capital of the Company occurred in the year

- On 6 November 2025, the Company issued a total of 23,112,500 new ordinary shares of 10 pence each at a placing price of 40 pence per share through a placement and subscription
- At various times during the year, the Company issued a total of 242,990 new ordinary shares of 10 pence each at a price of 85 pence per share as consideration for partial settlement of the Object+ Holding BV deferred consideration See note 28 for further information

The share premium account represents the premium arising on the issue of equity shares, comprising 10 pence ordinary shares, net of share issue expenses Total costs relating to the share placement and subscription of £0 5m have been recognised within the share premium reserve

25 Share-based payments

Warrants

On 24 April 2018, the Company passed a resolution for a total of 6,000,000 warrants to be granted to certain directors and members of staff conditional on the Company's admission to the AIM The warrants are exercisable in full in three equal tranches, in the event that the Company's share price equals or exceeds three separate hurdles at the relevant testing or vesting date The earliest testing date for tranche one was two years following admission to the AIM, i e 30 April 2020, with the earliest testing date for tranche two and three being one year later, i e 30 April 2021

If these conditions are met the warrants are exercisable at a 100 pence per share The vesting period is three years and the warrants can be exercised if, at a testing date, the specific performance conditions are met, or the Directors, in their absolute discretion, determine that a warrant may be exercised at any other time and in any other circumstances If the warrants remain unexercised after a period of ten years from the date of the grant the warrants expire

Employee share option plan

The KRM22 Employee Share Option Plan ("ESOP"), a UK tax authority approved Enterprise Management Incentive ("EMI"), was set up on 24 April 2018 No share options were granted to employees during the year ended 31 December 2025 however, in prior years, the Company has granted a combination of LTIP Options, Salary Sacrifice Options, Salary Deferral Options and Salary Deferral Bonus Options under the ESOP

LTIP Options are awarded as part of a long-term incentive plan The LTIP Options that were awarded prior to the year ended 31 December 2024 vest over a three-year period and are exercisable on the third anniversary of the grant date provided that the share price has increased by 5% compounded during the period and provided the employee remains employed by KRM22 If the share price performance has not been achieved by the third anniversary of the grant date, the vesting period is extended for a further two years to the fifth anniversary of the grant date, provided the employee remains employed by KRM22 If the share price performance has not been achieved by the fifth anniversary of the grant date, the LTIP Options automatically lapse The LTIP Options awarded in the year ended 31 December 2024 vest over a three-year period and are not subject to any share price performance conditions

Salary Sacrifice Options have previously been awarded to employees who waived a proportion of their salary on a short-term basis to help the Company's cashflow Salary Sacrifice Options granted to Executive Directors and employees vest over a one-month period from the date of grant and the Salary Sacrifice Options granted to Non-Executive Directors vest over a three-month period from the date of grant All Salary Sacrifice Options lapse on termination of employment with the Company and are not subject to any share price performance conditions

Salary Deferral Options were granted in 2019 to employees who accepted a temporary salary deferral to help the Company's cashflow and who were due to be paid the amount of salary deferred as a cash bonus (the "Salary Deferral Cash Bonus") when the Company's cashflows permitted The Salary Deferral Options vested over a one-year period, are not subject to any share price performance conditions and lapse on termination of employment with the Company

Salary Deferral Bonus Options were granted in 2020 to employees who waived their right to receive their Salary Deferral Cash Bonus to help the Company's cashflow The Salary Deferral Bonus Options vest over a three-year period in thirty-six equal monthly instalments, are not subject to any share price performance conditions and do not lapse if an employee ceases to be employed by KRM22

Under the terms of the ESOP, the Directors can exercise their discretion to allow employees to retain their LTIP Options, Salary Sacrifice Options and Salary Deferral Options if an employee ceases to be employed by KRM22 All other terms within the ESOP and individual option agreements remain, and in respect of the LTIP Options, are subject to the performance conditions (if applicable) being achieved

All options unexercised after a period of ten years from the date of grant expire KRM22 has no legal or constructive obligation to repurchase or settle the options for cash

Options are exercisable at a range of between 30 pence per share and 85 pence per share The weighted average remaining contractual life of the share options outstanding at 31 December 2025 is 1 year and 6 months (2024 2 years and 4 months)

	Weighted average exercise price £	2025 Number	Weighted average exercise price £	2024 Number
Outstanding at 1 January	**0 77**	**10,088,237**	0 79	9,870,523
Granted during the year	**-**	**-**	0 40	920,000
Forfeited during the year	**0 35**	**(13,156)**	0 42	(63,815)
Lapsed during the year	**-**	**-**	0 66	(638,471)
Outstanding at 31 December	**0 77**	**10,075,081**	0 77	10,088,237

The fair value of options subject to non-market based vesting conditions are measured using a Black Scholes model and those options with market based conditions are measured using a Monte Carlo pricing model

The fair value of the outstanding options without performance conditions was measured using the Black Scholes options valuation model The inputs to that model in respect of the share options outstanding under each issue were as follows

Grant month	Jun 2019	Jul 2020	Sep 2020	Oct 2020	Jan 2021
Weighted average share price at grant date	£0 770	£0 280	£0 380	£0 380	£0 365
Exercise price	£0 850	£0 300	£0 380	£0 380	£0 365
Weighted average contractual life	1 year	3 years	3 years	3 years	3 years
Expected volatility	30%	30%	30%	30%	30%
Expected dividend growth rate	–	–	–	–	–
Risk-free interest rate	0 86%	0 86%	0 86%	0 86%	0 86%
Note	(c)	(d)	(e)	(d)	(d)
Grant month		**May 2021**	**Feb 2022**	**Dec 2022**	**Aug 2024**
Weighted average share price at grant date		£0 475	£0 450	£0 480	£0 285
Exercise price		£0 500	£0 450	£0 630	£0 400
Weighted average contractual life		3 years	3 years	3 years	3 years
Expected volatility		30%	30%	30%	30%
Expected dividend growth rate		–	–	–	–
Risk-free interest rate		0 86%	1 07%	3 30%	3 79%
Note		(a)	(d)	(a)	(b)

Note (a) LTIP Share Options (with performance conditions)
(b) LTIP Share Options (with no performance conditions)
(c) Salary Deferral Options
(d) Salary Sacrifice Options
(e) Salary Deferral Bonus Options

The fair value of the outstanding warrants with performance conditions was measured using the Monte Carlo simulation model and the inputs to that model in respect of the share options outstanding under each issue were as follows

	2018
Weighted average share price at grant date	£1 3198
Exercise price	£1 00
Weighted average contractual life	3 years
Expected volatility	30%
Expected dividend growth rate	–
Risk-free interest rate	0 8287%

Restricted Stock Units

KRM22 has awarded staff Restricted Stock Units ("RSUs") to employees, including Executive Directors, as part of a long-term incentive plan The RSUs vest over a period of five years from the date of award and lapse if an employee ceases to be employed by KRM22

	2025 Number	2024 Number
Outstanding at 1 January	**506,902**	843,077
Awarded during the year	**2,029,147**	5,000
Forfeited during the year	**(92,550)**	(341,175)
Outstanding at 31 December	**2,443,499**	506,902

At 31 December 2025, the remaining balance of RSUs that had been awarded, and which had not been forfeited, was 2,443,499 (2024 506,902) and the RSUs vest on the fifth anniversary of the award date

Award date	Aug 2023	Nov 2023	Jun 2024	Aug 2024	May 2025	Nov 2025	Total
Number	351,690	69,685	2,000	2,000	2,014,124	4,000	**2,443,499**

The net share-based payment expense recognised in the income statement for the year ending 31 December 2025 arising from equity-settled share-based payment transactions, including Warrants, ESOP and RSUs amounted to a charge of £0 1m (2024 charge of £0 1m) As a result of the lapsed and forfeited equity-settled share-based payment transactions in the year ended 31 December 2025, there was a credit of £0 0m (2024 credit of £0 3m) recognised directly to reserves The share-based payment reserve at 31 December 2025 amounted to £2 8m (2024 £2 7m)

26 Capital commitments

At 31 December 2025 KRM22 had no material capital commitments (2024 £nil)

27 Financial instruments and financial risk management

KRM22's principal financial liabilities comprise trade and other payables and borrowings The primary purpose of these financial liabilities is to finance the operations KRM22 has trade and other receivables and cash that derive directly from its operations

The Company has limited financial liabilities as its primary purpose is to hold investments in other group companies The Company's receivables largely relate to its funding of the operations of KRM22 All items below are stated at amortised cost unless explicitly stated The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements

The table below analyses financial instruments carried at fair value by hierarchy level

	2025 Group £'000	2025 Company £'000	2024 Group £'000	2024 Company £'000
Financial assets				
Cash at banks and on hand	**5,186**	**3,154**	1,035	35
Trade and other receivables	**1,039**	**30**	398	11
	6,225	**3,184**	1,433	46
Financial liabilities				
Trade and other payables	**753**	**151**	858	65
Accruals	**349**	**76**	414	79
Derivative financial liability at FVTPL (Level 1)	**307**	**–**	298	–
Loans and borrowings	**–**	**–**	4,813	4,813
Finance lease obligations	**233**	**–**	249	–
	1,642	**227**	6,632	4,957

The Directors consider that the carrying amount for all financial assets and liabilities which are not held at fair value through profit or loss approximates to their fair value

In conjunction with a debt facility (the "Harbert Debt Facility") arranged with Harbert European Growth Capital Fund II ("Harbert") in 2019, the Company constituted warrants over 495,049 Ordinary shares Whilst the balance of the Harbert Debt Facility was settled during the year ended 31 December 2020, the warrants remain in place and are exercisable by Harbert until 29 April 2029 The warrants are treated as a derivative financial instrument and recorded at fair value as a current liability with any adjustment in fair value at the statement of financial position dated recognised within finance charge on financial liabilities in the income statement

The fair value of the warrant instrument was measured using the binomial option valuation model The inputs to the model are as follows

	2025
Share price at reporting date	£0 395
Exercise price	£1 01
Expiry period	3 years
Expected volatility	30%
Expected dividend growth rate	–
Risk-free interest rate	5 24%

Financial risk management

KRM22 is exposed to market risk, which includes interest rate risk and currency risk, credit risk and liquidity risk The senior management oversees the management of these risks and ensures that the financial risk taken is governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with KRM22's policies and risk appetite

The Board of Directors review and agree polices for managing each of these risks, which are summarised below

a) **Market risk**

KRM22's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates

Financial currency risk management

KRM22 is exposed to transactional exchange risk Transactional foreign exchange risk arises from sales or purchases by a group company in a currency other than that Company's functional currency Further the Group and the Company have inter-company loans made in currencies other than their functional currency

	USD	EUR	CZK
Year ended 31 December 2024			
Average rate	1 28	1 18	29 77
Year-end spot rate	1 26	1 21	30 38
Year ended 31 December 2025			
Average rate	**1 32**	**1 17**	**28 78**
Year-end spot rate	**1 35**	**1 15**	**27 80**

Foreign currency sensitivity analysis

The following table details KRM22's sensitivity analysis to a 10% (2024 10%) decrease in Sterling against the relevant foreign currencies which the Directors believe could have the most significant impact on the performance of KRM22 For a 10% (2024 10%) strengthening of Sterling against the relevant currency there would be a comparable impact on financial performance

	Loss 2025 £'000	Other equity 2025 £'000	Loss 2024 £'000	Other equity 2024 £'000
US Dollar	**(34)**	**(323)**	(58)	(312)
Euros	**(14)**	**(17)**	3	(7)
Czech Kroner	**(151)**	**(625)**	(120)	(474)
	(199)	**(965)**	(175)	(793)

b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss KRM22 is exposed to credit risk from its operations, primarily from trade receivables, and from loans provided to related parties

Trade receivables

Customer credit risk is managed subject to KRM22's established policy, procedures and control relating to customer credit risk management Outstanding receivables are regularly monitored and discussed at executive management and Board level of group companies

Financial instruments and cash deposits

Credit risk from cash balances with banks and financial institutions is managed in accordance with KRM22 policy Credit risk with respect to cash is managed by carefully selecting the institutions with which cash is deposited

Impairment

The financial assets of the Group comprise cash at banks, trade receivables and other receivables Having reviewed the recoverability of KRM22's financial assets since the reporting date, as well as the likelihood of future losses over the next twelve months and the lifetime of the assets, the Directors have recognised credit losses in respect of other receivables, as detailed in note 17

c) Liquidity risk

KRM22 is not currently cash generative, however funds were raised as part of the IPO and subsequent share placements The Board carefully monitors the levels of cash and is comfortable that it has sufficient cash for normal operating requirements KRM22 has no committed lines of credit

The following table details KRM22's remaining contractual maturity for its financial liabilities based on contractual payments

	Within 1 year £'000	1 to 2 years £'000	Total £'000
At 31 December 2024			
Trade and other payables	1,417	-	1,417
Secured loans (gross)	1,262	4,652	5,914
Finance lease obligations	249	-	249
At 31 December 2025			
Trade and other payables	**1,243**	**-**	**1,243**
Finance lease obligations	**233**	**-**	**233**

Capital risk management

KRM22 manages its capital to ensure that it will be able to continue as a going concern while also maximising the operational potential of the business The capital structure of KRM22 consists of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued capital and reserves as disclosed in the consolidated statement of changes in equity KRM22 is not exposed to externally imposed capital requirements

28 Business combinations

Object+ Holding B V

On 30 May 2019 KRM22 Netherlands B V, a wholly owned subsidiary of KRM22 Central Limited, acquired Object+ Holding B V and its subsidiaries Object+ B V, Object+ Financial Services B V, Object+ Financial Products B V and Object+ Americas LLC (collectively "Object+"), a risk management and post-trade services technology business focused on capital markets

The acquisition included deferred consideration which was payable in three tranches subject to earn-out conditions which can be satisfied in either cash or Company ordinary shares at the Company's discretion The first two earn-out conditions were not achieved however the Directors believe that the third and final performance milestone has previously been achieved

During the year ended 31 December 2025, a total of US$0 3m (£0 2m) of the deferred consideration was settled in Company ordinary shares At 31 December 2025, the fair value of the balance of deferred consideration was US$0 3m (£0 3m) As detailed in note 30, US$0 2m (£0 1m) of the deferred consideration was settled in cash on 7 January 2026

29 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including Directors, is set out in aggregate for each of the categories specified in IAS 24 Related Party Disclosures as follows

	2025 £'000	2024 £'000
Short-term employee benefits	**591**	567
Retirement benefits	**20**	17
Share-based payment charge	**35**	16
Total	**646**	600

Related party transactions

Trading Technologies International, Inc ("TT") is a 25 0% shareholder of the Company and during the year, the Group recognised revenue from TT of £1 0m (2024 £1 2m) under normal commercial terms At 31 December 2025, the balance due to the Group from TT was £0 1m (2024 £0 1m) In addition, TT and its subsidiaries provided services to the Group during the year ended 31 December 2025 of £0 1m (2024 £0 1m) and the balance due to TT and its subsidiaries from the Group at 31 December 2025 was £0 02m (2024 £0 02m)

On 17 June 2023, the Company entered into an agreement for a £5 0m convertible loan facility (the "Convertible Loan") arranged by TT, with a total of £4 5m drawn down in the year ended 31 December 2023 No further amounts were drawn down on the Convertible Loan in either of the years ended 31 December 2024 and 31 December 2025

The interest rate payable on the Convertible Loan was the average 90 day Secured Overnight Financing Rate ("SOFR") and a margin of 5 5%, subject to a minimum aggregate percentage rate per annum of 9 25% Interest was payable quarterly in arrears with KRM22 having the ability to defer interest payments in the initial 18 months (the "Initial Interest Period"), with the total deferred interest in the Initial Interest Period being paid in two equal instalments on the calendar quarters ending after the 18th and 21st month anniversary of the facility, i e 31 December 2024 and 31 March 2025

The terms of the Convertible Loan (the "Loan Agreement") were amended on 20 December 2024 to defer the total deferred interest in the Initial Interest Period to be paid in one instalment on the calendar quarter ending after the 21st month anniversary of the facility, i e 31 March 2025 On 31 March 2025, the Company amended the terms of the Convertible Loan to defer the interest payment that was due for payment on that date to 30 April 2025 On 28 April 2025, the terms of the Convertible Loan were further amended to reduce the total facility amount from £5 0m to £4 5m, marginally increase the interest rate by 0 25% rising from 5 5% to 5 75% over SOFR, and resulting in a minimum aggregate rate of 9 5% (previously 9 25%) and defer all interest payments until 30 June 2026

On 7 November 2025, the total drawn down amount of £4 5m plus interest of £1 2m, which had been accrued over the term of the loan from the commencement of the Convertible Loan until this date was settled in full Of the total liability of £5 7m, £2 4m was converted into shares of the Company at a conversion price of 40p per share whilst the £2 1m remaining balance of the drawn down amounts plus the accrued interest of £1 2m was repaid in cash

The total interest charged in the year ended 31 December 2025 was £0 5m (2024 £0 5m)

30 Events after the reporting date

On 7 January 2026, the Company paid US$0 2m as consideration for a partial settlement of the deferred consideration payable in respect of the historical acquisition of Object+ Holding B V

COMPANY INFORMATION

The board of directors

Garry Jones

Non-Executive Chairman

Dan Carter

Chief Executive Officer

Kim Suter

Chief Financial Officer

Keith Todd CBE

Executive Director

Sandy Broderick

Non-Executive Director

Justin Llewellyn-Jones

Non-Executive Director (appointed 7 January 2026)

Steve Sparke

Non-Executive Director

Registered office

8th Floor, Capital House, 84 - 86 King William Street, London, EC4N 7BL

Company number

11231735

Company Secretary

Kim Suter

Nominated Adviser and Broker

Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL

Solicitors

Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT

Auditor

PKF Littlejohn LLP, 30 Churchill Place, London E14 5RE

Registrars

Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA