Registered number: 12758732

ASHINGTON INNOVATION PLC

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

ASHINGTON INNOVATION PLC

COMPANY INFORMATION

Directors	P E Presland J Smart G Duthie D D Nauth R J Paolone
Company secretary	MSP Corporate Services
Registered number	12758732
Registered office	27/28 Eastcastle Street London W1W 8DH
Independent auditor	MHA Building 4 Foundation Park Roxborough Way Maidenhead SL6 3UD
Accountants	Venthams Ltd Millhouse 32-38 East Street Rochford Essex SS4 1DB
Legal advisers	Fladgate LLP 16 Great Queen Street London WC2B 5DG

ASHINGTON INNOVATION PLC

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ASHINGTON INNOVATION PLC

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Introduction

The Directors present their strategic report and the financial statements of Ashington Innovation PLC for the year ended 31 December 2025.

Business review

Ashington Innovation PLC was incorporated as and remains a Special Purpose Acquisition Company (SPAC). On the 06 June 2023 the Company obtained FCA approval for the listing of its shares on the Main Market of the London Stock Exchange, Standard Segment. The Company also obtained a dual listing on the Frankfurt Stock Exchange in August 2023. Following changes to the Listing rules, the Company is listed in the Shell Companies (Equity Shares) Category.

The Company's objective remains that of generating an attractive rate of return for its shareholders, predominantly through capital appreciation, by taking advantage of opportunities to acquire companies or businesses primarily in the technology sector and to operate those that it acquires. The Directors are responsible for carrying out this objective, implementing the Company's business strategy and conducting its overall supervision.

Despite reviewing many potential opportunities, both in the UK and overseas, and entering initial discussions with several of them, as at the date of this Annual Report, the Company has not identified any specific acquisition targets into which more detailed negotiations have been entered. Initial discussions continue as the Company continues to actively seek a suitable acquisition target, and the intention remains to acquire a controlling interest in target business(es) or company(ies).

Although reviewing a broad range of acquisition opportunities, once the Company carries out an acquisition in a specific sector, it intends to focus its activities on that sector and to build its strategy in that sector. The Directors' intention is to create a trading business and the Company may seek to simultaneously acquire more than one business that has complementary people and technology in order to create one larger company, but the Directors do not intend the enlarged group to become a holding company for projects in multiple sectors or to become an investment entity. The Company will not, therefore, be pursuing a strategy or policy of diversification and spreading risk in its acquisitions.

While the Company pursues its long-term strategy to seek an acquisition target, it nevertheless needs to fund the overheads associated with maintaining its status as a listed company. The Directors continue to maintain a strict control over these running costs, and the loss before tax of £199,094 has been considerably reduced from the previous year's loss of £268,558. However, to fund those overheads, in December the Company entered into an unsecured term loan facility agreement not exceeding £200,000 with its largest shareholder.

Principal risks and uncertainties

The Directors continue to believe that potential vendors of target companies or businesses will be attracted by the opportunity to hold an interest in a London listed company with access to capital markets and the know how to develop the business. However, the Company's future operations are subject to several different risk factors. The Directors have performed an assessment of the different risks and consider the following risk factors to be the most relevant to the Company.

The Company has limited cash resources which will continue to diminish over time as it incurs its on-going operating costs, particularly in the period before an acquisition is completed. In 2024, the Company was able to raise further equity capital, but there is no certainty that it may be able to do so again in the future, and it may be unable to obtain sufficient financing, if required, to complete an acquisition or to fund the target's operations or may not be able to obtain such financing on terms acceptable to the Company. This risk is being effectively managed by the Directors, through considered forecasting and budgeting and by ensuring that investment or loan funding is obtained at a level sufficient for the company to continue to operate for the going concern period.

In addition, the Company is dependent on the Directors to identify suitable acquisition opportunities. Whilst the Directors have considerable relevant acquisition experience and have been regularly accessing their M&A contacts, there is a risk that the Directors may not be able to source suitable targets or execute an acquisition, and that any targets identified may not fully align with the Company's objectives and business plans. This risk is being mitigated by ensuring that the Directors continue to consider a wide range of acquisition opportunities across an expanded geographical area.

Since incorporation the Company has also operated against a background of global financial markets experiencing continued volatility and lack of investor confidence with geopolitical issues and tensions continuing to arise. This has been particularly so in London, where many companies have complained of a lack of investor appetite. Accordingly, the Company's estimate of the results of operations, financial conditions and prospects of an acquisition target will be uncertain and may be adversely impacted by unfavourable general global, regional and national macroeconomic conditions.

Going Concern

As at 31 December 2025, the Company had cash at bank of £50,565 but made a loss for the year ended at that date of £199,094 and has an accumulated deficit on the statement of comprehensive income of £1,741,176. The Company was established as a Special Purpose Acquisition Company and, as such is unlikely to make any profit until the completion of a suitable acquisition.

During the previous year, the Company raised £199,990 net of costs through the issue of new Ordinary shares to new investors, but the Directors recognise that further funding is required under the Company's long-term plan to continue to seek acquisition candidates. The Company has signed a loan facility with its largest shareholder but also plans to raise significant further equity capital either from existing or new investors. However, the plans to raise additional equity capital from existing and new shareholders, and the successful completion of a suitable acquisition are matters that are not entirely within the control of the Directors and represent a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. Despite this uncertainty, the loan facility the Company has signed, has been increased and extended post year end. The original loan facility of £200,000, as stated in Note 10 Borrowings, which had a repayment term of 31 December 2026 has now been increased to £350,000 and the repayment term extended to 31 December 2027.

The Directors have a reasonable expectation that the Company has adequate resources or access to further capital to continue in operational existence for the foreseeable future and for this reason will continue to adopt the going concern basis in the preparation of its financial statements.

As referred to in Accounting Policy 2.2 Going Concern, the Directors believe that the adoption of the going concern basis of accounting is appropriate. Accordingly, the accompanying financial statements do not include any adjustments that would be required if they were not prepared on a going concern basis.

Environmental Responsibility

The Board of Directors believe that any matters related to environmental responsibility are not currently applicable as there are no operating activities. Nevertheless, the Board of Directors recognises the importance of environmental responsibility and will always comply with local regulatory environmental requirements in the event that future operational activities occur.

Social, community and human rights responsibility

The Board of Directors recognise the responsibility towards partners, suppliers, investors, lenders and the local community in which future operational activities will take place.

Currently the Company has no employees other than Directors. All Directors of the Company are male.

Financial key performance indicators

Despite no acquisition yet having been completed, the Company has, of necessity, incurred expenditure and therefore the only current key performance indicator is the expenditure incurred for the period. The Directors operate a strict control of overhead costs.

Other key performance indicators

As explained above, the Company is still seeking a suitable acquisition and this remains the primary focus of the Directors, who do not consider there to be any other key performance indicators at present. The Directors believe that, having regard to the nature of the Company's business, there is no information relating to environmental and employee matters that are considered key non-financial performance indicators.

Directors' statement of compliance with duty to promote the success of the Company

During the year, the Directors have acted to promote the success of the Company for the benefit of its members as a whole. While discharging their duties, section 172 (1) requires the Directors to have regard to, amongst other matters, the;

- Likely long-term consequences of decisions
- Business relationships with suppliers
- Impact on the community and environment
- Reputation for high standard of business conduct
- Need to act fairly between members of the Company

The Directors are responsible for the Company’s objectives and business strategy and its overall supervision. Acquisition, divestment, and other strategic decisions will all be considered and determined by the Directors. The Directors have focussed long-term strategic objectives and therefore are clear on the potential long-term consequences of not meeting these objectives. The Directors have good working relationships with existing suppliers, and through their considerable combined experience and high standards of business conduct they will continue to foster the existing and new relationships with suppliers, members and the wider community in order to continue to promote the success of the Company.

The Directors have and will continue to provide leadership within a framework of appropriate and effective controls. The Directors operate and monitor the corporate governance values of the Company and have overall responsibility for setting the Company’s strategic aims, defining the business objectives, managing the financial and operational resources of the Company, and reviewing the performance of the officers and management of the Company’s business both prior to and following an acquisition.

This report was approved by the board and signed on its behalf.

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P E Presland
Director

29 April 2026

GOVERNANCE REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Company is committed to high standards of Corporate Governance and is headed by an effective Board which is collectively responsible for the long-term success of the Company.

As a company with a London Stock Exchange Main Market, Shell Companies (Equity Shares) Category Listing, the Company is not required to comply with the provisions of the UK Corporate Governance Code. However, in the interests of observing best practice on corporate governance, the Company intends to comply with the provisions of the UK Corporate Governance Code (as published by the Financial Reporting Council) insofar as is appropriate having regard to the size and nature of the Company and the size and composition of the Board, except that:

• given the size of the Board and the Company’s current non-operational status, the Company does not comply with certain provisions of the UK Corporate Governance Code 2024 (in particular the provisions relating to the composition of the Board and the division of responsibilities between the Chairman and Chief Executive and executive compensation), as the Board considers these provisions to be inapplicable to the Company at its current stage;

• until an acquisition is made, the Company will not have separate audit and risk, nomination or remuneration committees and no remuneration consultant will be appointed. The Board as a whole will instead review audit and risk matters, as well as the Board’s size, structure and composition and the scale and structure of the Directors’ fees, taking into account the interests of shareholders and the performance of the Company, and will take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company’s financial statements and take responsibility for any formal announcements on the Company’s financial performance and other matters requiring announcement. Following the completion of an acquisition, the Board intends to put in place audit and risk, nomination and remuneration committees so that the Company complies with these provisions.

• the UK Corporate Governance Code recommends the submission of all Directors for re-election at regular intervals. None of the Directors will be required to be submitted for re-election until the first annual general meeting of the Company following an acquisition; and

• the Company does comply with the provision of the UK Corporate Governance Code in that at least half of the Board, excluding the Chairman, should comprise non-executive directors determined by the Board to be independent. The Board considers Messrs Duthie, Nauth and Paolone to be independent non-executive directors. However, the Company has not appointed a senior independent director. The Company intends to appoint additional independent non-executive directors, including a senior independent director, following an acquisition so that the Company complies with these provisions.

Leadership

The Company is headed by an effective Board which is collectively responsible for the long-term success of the Company. The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company.

During the year the Board has met to carry out its statutory duties and outside of scheduled meetings, the Directors maintain frequent contact to discuss many aspects of the Company, including, but not limited to, risks and opportunities, new appointments, responsibilities, governance, strategy and a review of its own performance.

Diversity

The Company has not adopted a formal policy on diversity; however, it is committed to a culture of equal opportunities for all, regardless of age, race or gender. The Board is currently made up of 5 male directors and there are no other employees in the Company.

Risk management

The Board regularly discusses the principal risks to the business and any emerging risks which they have become aware of and to ensure all parties are aware of their areas of responsibility and to remain fully informed on the Company's operations. The Company's primary objective of financial risk management is to ensure financial stability through the identification and assessment of financial risks and developing suitable methods and controls to mitigate these risks. The Board maintains the expectation that the Company will continue in operation as detailed in accounting policy 2.2 Going Concern on page 22 of the financial statements.

Shareholder relations

The Board acts on behalf of its shareholders to deliver long term value. To accomplish this, the Board keeps several channels of communication open to better understand the views of the shareholders. Open and transparent communication with shareholders is given high priority. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. Regular updates to record news in relation to the Company and the status of its activities are released on the London Stock Exchange website.

Section 656(i) of the Companies Act 2006 states that where the net assets of a public company are half or less of its called-up share capital, the Directors must call a general meeting of the company to consider whether any, and if so what, steps should be taken to deal with the situation. Accordingly, the Directors called a General Meeting in December 2025 to ensure that this matter was addressed with shareholders. That meeting supported the Directors' view that the most appropriate course of action is to continue to maintain tight control over the running costs of the Company whilst continuing to actively seek a suitable acquisition target to maximise shareholder value. The Directors remain available to meet with shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance.

The Company has adopted Market Abuse Regulation (MAR) compliant policies regarding Directors' dealings that prohibit insider dealing, unlawful disclosure and market manipulation, and provisions to prevent and detect these.

The Company will not seek shareholder approval at a general meeting in respect of an acquisition, unless required to do so for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons.

This report was approved by the board and signed on its behalf.

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P E Presland
Director

29 April 2026

ASHINGTON INNOVATION PLC

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their report and the financial statements of Ashington Innovation PLC for the year ended 31 December 2025.

Principal activity

The principal activity of the Company is that of a Special Purpose Acquisition Company.

Results and dividends

The loss for the year, after taxation, amounted to £199,094 *(2024: £268,558)*.

The directors have not recommended a dividend in respect of the current year and no dividend was recommended or declared in the prior year.

Political contributions

The Company made no political contributions in respect of the current year, and none were made in respect of the prior period.

Directors

The Directors who served during the year were:

P E Presland
J Smart
G Duthie
D D Nauth
R J Paolone

Directors' indemnities and liability insurance

The Company maintains liability insurance for its Directors and Officers. The Company has also granted indemnities to the extent permitted by law to each of the Directors. These indemnities are uncapped in amount in relation to certain losses and liabilities which they may incur to third parties in the course of acting as a Director or Officer of the Company. Neither the indemnity, nor insurance cover provides cover in the event a Director or Officer is proved to have acted fraudulently or dishonestly. The indemnity is categorised as a 'qualifying third-party indemnity' for the purposes of the Companies Act 2006 and will continue in force for the benefit of Directors and Officers on an ongoing basis.

Share Capital

Ashington Innovation Plc is incorporated as a public limited company and is registered in England and Wales with the registered number 12758732. Details of the Company's issued share capital, together with details of movements during the year, are shown in Note 11. The Company has one class of Ordinary shares and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

At 31 May 2023 the Company entered into an arrangement to issue warrants to senior management, including some Directors. The fair value of the warrants issued to Directors was as follows;

Director	Fair Value of Warrants at 31 December 2025 £
Jason Smart	£184,370
Peter Presland	£1,400
Total	**£185,770**

The total fair value of all warrants issued, including those issued to Directors above, was £195,851 at 31 December 2025 (£195,851 at 31 December 2024).

The number of unissued shares that the warrants would take up is not known.

Significant Shareholders

As at 31 December 2025, so far as the Directors are aware, the parties (other than Directors) who are directly or indirectly interested in 3% or more of the nominal value of the Company's share capital are as follows:

Shareholder	Number of Ordinary Shares	Percentage of Issued Share Capital
Mr Mohammed Bakhashwain	7,833,333	10.79%
Jamal Adderley	5,000,000	6.89%
Heptagon Investments	5,000,000	6.89%
Bank of New York Nominees Limited	3,333,333	4.59%
Platform Securities Nominees	3,333,333	4.59%
CGWL Nominees Limited	3,333,333	4.59%

The Directors who directly or indirectly have an interest in the share capital of the Company are shown in the Directors' Remuneration Report on page 9.

Future developments

As referred to in the Strategic Report, the Company, following the successful listing of its shares on the Main Market of the London Stock Exchange, is actively looking for suitable acquisition targets.

Disclosure of information to auditor

Each of the persons who are Directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and

- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Greenhouse gas emissions, energy consumption and energy efficiency

As the Company has not completed its first acquisition and has only five Directors, limited travel and no premises, the Directors do not consider any disclosure under the Task Force on Climate-related Financial Disclosures is required at this juncture. However, the Company will continue to review this position as it executes its investment and acquisition strategy.

Financial instruments and risk management

The major financial risks to which the Company is exposed and the controls in place to minimise those risks are disclosed in Note 13. The Board considers these risks on a continual strategic basis to minimise potential exposure. The Company has not entered into any financial instruments to hedge against credit risk.

Post year end events

There have been no significant events affecting the Company since the year end. However the Company's loan facility entered during the year has been increased in amount and the repayment term extended as referenced on page 2 of the Strategic Report under the Going Concern heading.

Auditors

The independent auditor, MHA Audit Services LLP, will be proposed for reappointment at the forthcoming Annual General Meeting.

This report was approved by the board and signed on its behalf.

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P E Presland
Director

29 April 2026

Introduction

The information included in this report is not subject to audit other than where specifically indicated.

Remuneration Committee

The Company does not have an appointed Remuneration Committee, although the Board intends to put one in place following the completion of an acquisition. The Board as a whole will instead review the Directors' fees, taking into account the interests of shareholders and the performance of the Company, and will take responsibility for determining appropriate remuneration for the Directors.

The remuneration policy

Of the Directors who served during the year, as listed on page 6 of the Directors' Report, there were the following agreements in place.

An agreement with Mr Presland, pursuant to which Mr Presland was appointed as a non-executive director and chairman of the Company for an annual fee of £18,000, payable monthly in arrears. The appointment was for an initial term of 36 months which has now expired and has moved to a six months' rolling notice period. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Presland is in material breach of the terms of the appointment.

An agreement with Mr Smart, pursuant to which Mr Smart was appointed as a non-executive director of the Company, although initially Mr Smart will not be remunerated. The appointment was for an initial term of 36 months which has now expired and has moved to a six months' rolling notice period. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Smart is in material breach of the terms of the appointment.

Company performance graph

The Directors have considered the requirement for a performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company is continuing to incur losses as it seeks a suitable acquisition target. In addition, the remuneration of the Directors is not currently linked to performance and therefore the Company does not consider the inclusion of a performance graph would be useful to the shareholders at the current time.

Statement of Directors' shareholding and share interests (audited)

Of the Directors, as listed on page 6 of the Director Report, who served during the year, those with an interest in the Ordinary Shares of the Company, either directly in their name or indirectly through a nominee company, are as follows:

Shareholder	Number of Ordinary Shares	Percentage of Issued Share Capital
Jason Smart	29,731,233	40.95%
Grant Duthie	833,333	1.15%
Peter Presland	166,667	0.23%

There have been no changes in the Directors' share interests since the year end.

Directors' emoluments (audited)

Remuneration paid to Directors during the year ended 31 December 2025 was as follows:

Director	Salary £	Fees for Director services £	Pension contribution £	Share based payments £	Payment in lieu of notice £	Total £
Peter Presland	£18,000					£18,000
TOTAL	**£18,000**	**£nil**	**£nil**	**£nil**	**£nil**	**£18,000**

Remuneration paid to Directors during the year ended 31 December 2024 was as follows:

Director	Salary £	Fees for Director services £	Pension contribution £	Share based payments £	Payment in lieu of notice £	Total £
Peter Presland	£18,000					£18,000
TOTAL	**£18,000**	**£nil**	**£nil**	**£nil**	**£nil**	**£18,000**

There are other reportable matters relating to Directors in respect of the current year and prior period which are disclosed within Note 17 – Related Party Transactions.

None of the Directors have any commission or profit-sharing arrangements with the Company.

Approval by shareholders

At the next Annual General Meeting of the Company a resolution approving this report is to be proposed as an ordinary resolution. The Board considers shareholder feedback received which will be reviewed and considered as part of the Company's annual policy on remuneration.

This report was approved by the board and signed on its behalf.

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P E Presland
Director

29 April 2026

ASHINGTON INNOVATION PLC

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025**

The Directors are responsible for preparing the strategic report, directors' report and the financial statements, in accordance with applicable company law.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK adopted International Financial Reporting Standards (UK adopted IFRS).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company at that date and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the UK, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors consider that the annual report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, principal risks, business model and strategy.

Each of the directors, whose names are listed on page 6 of the Directors' Report confirm that, to the best of their knowledge:

- the Company's financial statements, which have been prepared in accordance with UK-adopted IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company;
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces; and
- the directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

This statement was approved by the board and signed on its behalf.

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P E Presland
Director

29 April 2026

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Ashington Innovation plc. For the purposes of the table on pages 13 to 14 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The "Company" is defined as Ashington Innovation plc. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Ashington Innovation plc for the year ended 31 December 2025. The financial statements that we have audited comprise:

- the Statement of Comprehensive Income
- the Statement of Financial Position
- the Statement of Changes in Equity
- the Statement of Cash Flows, and
- Notes 1 to 20 of the financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the Company's financial statements is applicable law and International Financial Reporting Standards as adopted by the UK (UK adopted IFRS).

In our opinion, the financial statements:

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

Our opinion is consistent with our reporting to the Board of Directors.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 2.2 in the financial statements, which explains that further funding is required under the Company's long-term plan to continue to seek acquisition candidates. The Company's major shareholder has provided a non binding letter of support and agreed an increased loan facility. However, the support is not legally binding and the successful completion of a suitable acquisition is not entirely within the control of the Directors as stated within note 2.2 and represent material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company's operations and specifically its business model.
- The evaluation of how those risks might impact on the Company's available financial resources.

- Where additional resources may be required, the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available, as well as the availability of such funds from the party providing such support.
- Liquidity considerations including examination of the Company's cash flow projections.
- Consideration of reserve levels and business plans. This included obtaining a letter of support from the major shareholder and ensuring sufficient funds are readily available to support the company through this financing arrangement, as detailed in Note 10, for at least 12 months after the date of signing the financial statements.

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

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.		
Materiality	**2025**	**2024**	
Company	£1,435	£4,300	2% of gross assets in both periods
Key audit matters			
Recurring	Management override of controls		

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty related to going concern section, we have determined the matters described below to be the key audit matter to be communicated in our report.

Management override of controls

Key audit matter description	Management is in a unique position to perpetrate fraud because of its ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively. Due to the unpredictable way in which such override could occur, this was deemed a key audit matter for this engagement.
How the scope of our audit responded to the key audit matter	Our audit procedures included: We performed detailed reviews and tested journal entries, particularly those considered to rely on greater levels of judgement, such as year-end estimations. We challenged the basis of accounting estimates of a subjective nature, such as year-end accruals, and tested the mathematical accuracy of the calculations, to understand the judgments made and assessed the adequacy of disclosures for compliance with the accounting standards and regulatory considerations.

Key observations communicated to the Company's Board of Directors	Based on the procedures performed, we did not identify any matters arising from our testing that were inconsistent with the related disclosures in the financial statements. We did not identify any bias in judgements or manipulation of accounting estimates as a result of the procedures performed.

Our application of materiality

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

Materiality in respect of the Company was set at £1,435 (2024: £4,300) which was determined on the basis of 2% of the Company's gross assets (2024: 2% of the Company's gross assets). This was deemed to be the appropriate benchmark for the calculation of materiality as this is a key area of the financial statements with which the users of the financial statements are principally concerned.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Company was set at £1,005 (2024: £3,010) which represents 70% (2024: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £72 (2024: £215) to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

The control environment

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

Climate-related risks

In planning our audit and gaining an understanding of the company, we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation relating to management's assessment and held discussions with management to understand their process for identifying and assessing those risks.

We critically reviewed management's assessment and challenged the assumptions underlying their assessment. We have agreed with management's assessment that climate-related risks are not material to these financial statements.

Reporting on other information

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

We have nothing to report in this regard.

Strategic report and directors' report

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

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

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

Directors' remuneration report

Those aspects of the director's remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, 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
- the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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

In preparing the financial statements, the directors are responsible for assessing the 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 responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

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

Identifying and assessing potential risks arising from irregularities, including fraud

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

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

Audit response to risks identified

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Company's Board meetings;
- audit procedures performed by the engagement team in connection with the risks identified included:
    - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
    - testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;
    - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
    - enquiry of management around actual and potential litigation and claims.
    - challenging the assumptions and judgements made by management in its significant accounting estimates; and
    - obtaining bank confirmations from third party institutions to confirm existence.
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other requirements

We were appointed by the Directors on 9 June 2025. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 3 years.
We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Company, and we remain independent of the company in conducting our audit.

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.

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rules 4.1.15R to 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

Jason Mitchell MBA BSc FCA
(Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
Maidenhead, United Kingdom

Date:

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC45554)

ASHINGTON INNOVATION PLC

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	**Year ended 31 December 2025 £**	*Year ended 31 December 2024 £*
Administrative expenses		**(198,055)**	*(268,751)*
Finance Income		**-**	*193*
Finance Charge		**(1,039)**	-
Loss before tax		**(199,094)**	*(268,558)*
Tax expense	**6**	**-**	-
Loss for the year		**(199,094)**	*(268,558)*
Total comprehensive income		**(199,094)**	*(268,558)*

		Year ended 31 December 2025 Pence	*Year ended 31 December 2024* Pence
Basic and diluted loss per share	**7**	**(0.27p)**	*(0.37p)*

There is no other comprehensive income. The loss for the year is the same as the total comprehensive income for the year attributable to the owners of the Company.

The notes on pages 22 to 36 form part of these financial statements.

ASHINGTON INNOVATION PLC
REGISTERED NUMBER: 12758732

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	31 December 2025 £	*As restated 31 December 2024 £*
Assets			
Current assets			
Trade and other receivables	8	**21,188**	*30,518*
Cash and cash equivalents	16	**50,565**	*185,810*
Total assets		**71,753**	*216,328*
Liabilities			
Current liabilities			
Trade and other payables	9	**51,693**	*48,213*
Borrowings	10	**104,923**	*68,230*
Total liabilities		**156,616**	*116,443*
Net assets/(liabilities)		**(84,863)**	*99,885*
Issued capital and reserves			
Share capital	11	**725,979**	*725,979*
Share premium reserve	12	**915,988**	*915,988*
Retained earnings	12	**(1,741,176)**	*(1,542,082)*
Other Reserve	12	**14,346**	-
Total Equity		**(84,863)**	*99,885*

The financial statements on pages 18 to 36 were approved and authorised for issue by the board of directors and were signed on its behalf by:

....
P E Presland
Director

29 April 2026

The notes on pages 22 to 36 form part of these financial statements.,

ASHINGTON INNOVATION PLC

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital	Share premium	Retained earnings	Other reserve	Total equity
	£	£	£	£	£
At 1 January 2024	625,979	815,998	(1,273,524)	-	168,453
Comprehensive income for the year					
Loss for the year	-	-	(268,558)	-	(268,558)
Contributions by and distributions to owners					
Issue of share capital, net of transaction costs (see Note 11 and Note 12)	100,000	99,990	-	-	199,990
At 1 January 2025	**725,979**	**915,988**	**(1,542,082)**	**-**	**99,885**
Comprehensive income for the year					
Loss for the year	-	-	(199,094)	-	(199,094)
Contributions by and distributions to owners					
Capital contribution on discounted loan	-	-	-	14,346	14,346
At 31 December 2025	**725,979**	**915,988**	**(1,741,176)**	**14,346**	**(84,863)**

The notes on pages 22 to 36 form part of these financial statements.

ASHINGTON INNOVATION PLC

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 31 December 2025 £	*As restated Year ended 31 December 2024 £*
Cash flows from operating activities			
Loss for the year		**(199,094)**	*(268,558)*
Adjustments for			
Movements in working capital:			
Decrease / (Increase) in trade and other receivables		**9,330**	*(8,549)*
Increase / (Decrease) in trade and other payables		**3,480**	*(99,419)*
Net cash used in operating activities		**(186,284)**	*(376,526)*
Cash flows from financing activities			
Issue of ordinary shares, net		**-**	*199,990*
Increase in borrowings	10	**51,039**	*39,200*
Net cash from financing activities		**35,654**	*239,190*
Net (decrease) / increase in cash and cash equivalents		**(135,245)**	*(137,336)*
Cash and cash equivalents at the beginning of year		**185,810**	*323,146*
Cash and cash equivalents at the end of the year	16	**50,565**	*185,810*

The notes on pages 22 to 36 form part of these financial statements.

1. General Information

Ashington Innovation PLC (the 'Company') is a public company incorporated in England and Wales and domiciled in the United Kingdom. The Company's registered office is at 27/28 Eastcastle Street, London, W1W 8DH.

The Company's principal activity is that of a Special Purpose Acquisition Company.

These financial statements are presented in pounds sterling, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise indicated.

2. Material Accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations as adopted by the UK (collectively UK adopted IFRS) and those parts of the Companies Act 2006 that are relevant to companies reporting in accordance with UK adopted IFRS.

The financial statements have been prepared under the historical cost convention unless otherwise specified within the accounting policies.

In preparing the financial statements, management made judgments, estimates and assumptions that affect the application of the Company accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The Directors do not consider there to be any critical judgements that have been made in arriving at the amounts recognised in the financial statements.

2.2 Going concern

As at 31 December 2025, the Company had cash at bank of £50,565 but made a loss for the year ended at that date of £199,094 and has an accumulated deficit on the statement of comprehensive income of £1,741,176. The Company was established as a Special Purpose Acquisition Company and, as such is unlikely to make any profit until the completion of a suitable acquisition.

During the previous year, the Company raised £199,990 net of costs through the issue of new Ordinary shares to new investors, but the Directors recognise that further funding is required under the Company’s long-term plan to continue to seek acquisition candidates. The Company has signed a loan facility with its largest shareholder but also plans to raise significant further equity capital either from existing or new investors. However, the plans to raise additional equity capital from existing and new shareholders, and the successful completion of a suitable acquisition are matters that are not entirely within the control of the Directors and represent a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern. Despite this uncertainty, the loan facility the Company has signed, has been increased and extended post year end. The original loan facility of £200,000, as stated in Note 10 Borrowings, which had a repayment term of 31 December 2026 has now been increased to £350,000 and the repayment term extended to 31 December 2027.

The Directors have a reasonable expectation that the Company has adequate resources or access to further capital to continue in operational existence for the foreseeable future and for this reason will continue to adopt the going concern basis in the preparation of its financial statements.

2.3 Taxation

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

(i) Current tax

There is no tax payable as the Company has made a taxable loss for the year. Taxable loss differs from ‘Loss for the year’ as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company's current tax liability would be ordinarily calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred tax

Deferred tax liabilities are generally recognised for all taxable temporary differences between accounting profits/ losses and taxable profits/ losses. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are calculated at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

(iii) Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.4 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.5 Financial instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial liabilities including trade and other payables are non-interest bearing and carried at the original invoice amount. Trade payables represent obligations to pay for services that have been provided in the ordinary course of business. All financial liabilities approximate to fair value due to the short-term nature of the financial instruments.

Financial liabilities that that are non-current and do not carry interest are recognised at their fair value. Initially this is measured as the present value of all future cash flows, discounted using the prevailing market interest rates for a comparable instrument with a similar credit rating. For shareholder loans, the difference between the cash received and the present value is treated as a capital contribution and recorded in equity. Subsequently the changes in fair value at each reporting date are recognised in the statement of comprehensive income.

2.6 Share Capital and Share Premium

Ordinary shares are classified as equity and are carried at par value. Share premium represents the excess money received for issued shares above the par value, net of transaction costs.

2.7 Accumulated Deficit

Accumulated deficit is classified as equity and represents the accumulated trading losses of the Company.

2.8 Share-based payments

The Company has issued warrants to initial investors and certain counterparties and advisers.

Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of the grant, equating to the end date the Company and counterparty had a shared understanding of the terms and conditions of the agreement. The fair value so determined is expensed on a straight-line basis over the vesting period, based on the Company’s estimate of the number of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

2.9 Recently released Standards / Interpretations

The Company has resolved not to early adopt new or revised standards and interpretations with an effective date after the date of these financial statements. The Company intends to adopt these standards as soon as they become effective.

The Company has applied the following amendments for the first time for their annual reporting period commencing 01 January 2025:

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

The Directors do not anticipate that the adoption of these new or revised standards and interpretations will have a material impact on the Company's financial statements in the period of initial application.

The following new standards, amendments to standards, and interpretations have been issued, but are not effective for the reporting period commencing 01 January 2025 and have not been early adopted:

- 01 January 2026 – *(Amendments to IFRS9 and IFRS 7) Amendments to classification and measurement requirements for financial instruments*
- 01 January 2027 – *IFRS18 Presentation and Disclosure in Financial Statements*
- 01 January 2027 – *(IFRS 19) Subsidiaries without Public Accountability: Disclosures*

The Directors do not believe the new and amended standards will have a material effect on the Company.

2.10 Segmental reporting

As the Company operates as a single business unit with no activities that are distinct reportable segments, then IFRS 8's segment reporting requirements do not apply.

3. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditors:

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Fees payable to the Company's auditors for the audit of the Company's financial statements.	**25,000**	*24,000*

The auditor provided no non-audit services during the year or prior period.

4. Employee benefit expenses

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Employee benefit expenses (including directors) comprise:		
Wages and salaries	**18,000**	*18,000*
National insurance	**1,769**	*1,019*
	19,769	*19,019*

Key management personnel compensation
Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including the Directors of the Company listed on page 6.

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Salary and Employers National Insurance Contributions	**19,769**	*19,019*
	19,769	*19,019*

The monthly average number of persons, including the Directors, employed by the Company during the year was as follows:

	Year ended 31 December 2025 No.	*Year end 31 December 2024 No.*
Directors	**5**	*5*

5. Directors' remuneration

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Directors' emoluments	**18,000**	*18,000*
	18,000	*18,000*

Directors' emoluments include salary and fees paid to Directors.

A breakdown of the remuneration paid to each Director who served during the year is included within the Directors Remuneration Report on page 10, which also provides details of share-based payments.

6. Tax expense

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to losses for the year are as follows:

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Loss for the year	**(199,094)**	*(268,558)*
Loss before income taxes	**(199,094)**	*(268,558)*
Tax using the Company's domestic tax rate of 25.00% (2024: 25%)	**(49,774)**	*(67,140)*
Unrelieved tax losses carried forward	**49,774**	*67,140*
Total current tax expense for the year	**-**	*-*

Factors affecting the current year tax charge

No liability to UK corporation tax arose on the ordinary activities for the current period.

The Company has estimated excess management expenses of £1,739,978 (2024: £1,540,884) available for carry forward against future trading profits.

The tax losses have resulted in a deferred tax asset at a rate of 25% (2024: 25%) of approximately £434,995 (2024: £385,221) which has not been recognised in the financial statements due to the uncertainty of the recoverability of the amount.

Changes in tax rates and factors affecting the future tax charges

There were no factors that may affect future tax charges.

The Company has assessed the impact of the Pillar Two model rules on its financial statements. Based on the Company's current operations and tax structure, the implementation of these rules does not have a material impact on the Company's financial position, results of operations, or cash flows.

7. Earnings per share

Basic earnings per share

Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of Ordinary shares in issue during the year:

	Year ended 31 December 2025	*Year ended 31 December 2024*
Loss after tax attributable to equity holders of the Company	**(£199,094)**	*(£268,558)*
Weighted average number of shares	72,597,900	*72,597,900*
Weighted average number of Ordinary shares on a diluted basis	72,597,900	*72,597,900*
Basic loss per share	**(0.27p)**	*(0.37p)*

For the financial year ended 31 December 2025 and the year ended 31 December 2024, basic loss per share and diluted loss per share are the same due to the effect of warrants being non-dilutive in light of the loss per share.

The Company has granted Warrants that will entitle the Directors to subscribe, following (and conditional upon) completion of an acquisition, at the Subscription Price for such number of Ordinary Shares as is equal, in aggregate, to 5% of the number of new Ordinary Shares to be issued as consideration shares pursuant to the acquisition. The Warrants will be exercisable for a period of two years from the date of completion of the acquisition.

The Directors anticipate that a significant number of new Ordinary Shares will be issued as part of any future acquisition (including pursuant to the Warrants) and shareholders should be aware that completion of an acquisition is likely to result in significant dilution to shareholders. Being a function of the target number of acquisition shares, it is not possible to forecast additional dilution pursuant to the exercise of the Warrants.

8. Trade and other receivables

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Current		
Prepayments and accrued income	**17,720**	*23,201*
VAT Recoverable	**3,468**	*7,317.*
Total current trade and other receivables	**21,188**	*30,518*

9. Trade and other payables

	Year ended 31 December 2025 £	*As restated Year ended 31 December 2024 £*
Current		
Trade payables	**18,918**	*13,181*
Accruals	**32,775**	*35,032*
Total current trade and other payables	**51,693**	*116,443*

As detailed in Note 18, Prior Year Reclassification, a previously categorised other payable balance at 31 December 2024 has been recategorised within borrowings and is disclosed in Note 10.

10. Borrowings

	Year ended 31 December 2025 £	*Year ended 31 December 2024 £*
Current		
Discounted shareholder loan	**104,923**	*68,230*
Total current borrowings	**104,923**	*68,230*

In December 2025, the Company entered into a formal loan facility with a Director, who was also a shareholder, for an amount of £200,000. During the year, the amount loaned to the Company totalled £118,230 and the loan is repayable on 31 December 2026.

The loan was recognised initially at its fair value of £103,884, which was determined by discounting the future cash flows at a market rate of 12.0% per annum. Subsequently, the loan was measured using the effective interest rate method, and an interest charge recorded in the Statement of Comprehensive Income.

The difference between the outstanding amount loaned of £118,230 and the fair value on inception of the formalisation of the terms of the loan of £103,884, which totals £14,346, was recognised as a capital contribution within 'Other Reserves'. The increase in borrowings during the year was £51,039 as shown on the Statement of Cash Flows and this consists of the movement shown above from 31 December 2024 to 31 December 2025 of £36,693 and the capital contribution of £14,346.

Borrowings consist of transactions with related parties which are disclosed in detail in Note 17.

11. Share capital

Issued and fully paid

	Year ended 31 December 2025 Number	Year ended 31 December 2025 £	*Year ended 31 December 2024 Number*	*Year ended 31 December 2024 £*
Ordinary shares of £0.01 each				
At start of the year	**72,597,900**	**725,979**	*62,597,898*	*625,979*
Issued in the year	-	-	*10,000,002*	*100,000*
At end of the year	**72,597,900**	**725,979**	*72,597,900*	*725,979*

During the prior year there were two new share issues.
10,000,000 Ordinary £0.01 shares were issued on 01 August 2024 and £0.02 was paid per share.
2 Ordinary £0.01 shares were issued on 01 August 2024 and £0.01 was paid per share.
The Ordinary Shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption.

12. Reserves

Share premium

The share premium account is a non-distributable capital reserve that represents the excess money received for issued shares above the par value, net of transaction costs.
A premium of £99,990 was paid on shares issued during the prior year. At the Balance Sheet date, the total cumulative share premium was £915,988.

Retained earnings

All reserves in respect of profit and loss are distributable reserves.

Other Reserve

This non-distributable reserve represents the discount element of an interest free shareholder loan.

13. Financial instruments - fair values and risk management

Accounting classifications and fair values

The following table shows the carrying amounts of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount approximates to fair value.

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Financial assets not measured at fair value		
Cash and cash equivalents	**50,565**	185,810
	50,565	185,810
Financial liabilities not measured at fair value		
Trade and other payables	**51,693**	116,443
	51,693	116,443
Financial liabilities measured at fair value		
Borrowings	**104,923**	-
	104,923	-

Financial Assets and Liabilities

Financial assets and liabilities are recognised on the Company's Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument.

Financial risk management objectives

The Company's primary objective of financial risk management is to ensure financial stability through the identification and assessment of financial risks and developing suitable methods to mitigate these risks.

Credit Risk

The Company will only trade with third parties it recognises as being creditworthy. Cash and cash equivalents are deposited only with a financial institution that satisfy required credit criteria. There are no trade receivable balances at the balance sheet date, but the Company will closely monitor any future receivable balances to ensure such balances are fairly stated.

Market risk

The Company's overall risk management programme considers the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Liquidity risk

The Company has no borrowing that exposes it to liquidity risk. It closely monitors liquid assets in the short term through the control and review of all costs.

No maturity analysis has been prepared because there are no contractual maturities and all trade payables will be due for payment within supplier credit terms of 3 months or less.

Fair Values of Financial Assets and Liabilities

The Directors consider that the fair value of the Company's financial assets and liabilities, other than borrowings, are not considered to be materially different from their book values. Borrowings are initially recognised at their fair value and subsequently the changes in fair value at each reporting date are recognised in the statement of comprehensive income.

14. Controlling party

As at 31 December 2025 there is no ultimate controlling party.

15. Warrants

On 31 May 2023 the Company entered into an arrangement to issue warrants to senior management, including the Directors, of the company. These warrants will entitle the warrant holder to subscribe, following (and conditional upon) completion of an acquisition, for such a number of Ordinary Shares as is equal, in aggregate, to 5% of the number of new Ordinary Shares to be issued as consideration shares pursuant to the acquisition at a subscription price of £0.03 per share. These warrants will be exercisable for a period of two years from the date of completion of the acquisition.

At the date of the warrant instrument being issued, the number of consideration shares that will be issued following an acquisition is unknown and therefore the number of shares subject to the warrants is unknown. The timing of an acquisition is also unknown and therefore the expiry date of the warrants is unknown. It is therefore not possible to disclose the number of warrants outstanding or exercisable at the beginning nor end of the period nor the weighted average remaining contractual life. No warrants were forfeited, expired nor were exercised during the period.

As the warrants are to be settled in ordinary shares of the company, they have been accounted for as an equity settled share-based payment in line with IFRS2.

Given the number of unknown factors outlined above, the fair value of warrants was determined by applying a Monte-Carlo simulation. The share-based payment charge for the warrants has been taken in full at the date of the warrant instrument being signed as there are no vesting conditions specified within the warrant instrument.

A Monte Carlo simulation requires a number of assumptions to be made. The key assumptions made to input into the Monte-Carlo simulation in respect of the warrants are as follows:

Number of shares in issue at 31 May 2023	61,397,900
Period in which an acquisition is expected to occur	2 years
Probability of an acquisition within 2 years	66.67%
Minimum size of an acquisition	£30,000,000
Maximum size of an acquisition	£80,000,000
Probability distribution of the acquisition size	Exponential
Number of warrant shares issued to satisfy the warrants	58,328,005

There were no changes to the warrants in issue or their terms. Accordingly, the Company recognised £Nil (2024: £Nil) of expenditure related to the warrants in the period.

16. Notes supporting statement of cash flows

	31 December 2025 £	*31 December 2024 £*
Cash at bank available on demand	**50,565**	*185,810*
Cash and cash equivalents in the statement of financial position	**50,565**	*185,810*
Cash and cash equivalents in the statement of cash flows	**50,565**	*185,810*

17. Related Party Transactions

During the year the Company outsourced its administration services to Mainvalley Limited, a Company owned and controlled by Peter Presland, a Director of the Company. Mainvalley Limited charged the Company £18,000 (2024: £30,300) for these administration services.

At the Balance Sheet date, included within borrowings, was an amount owed of £104,923 (2024: £68,230) to Jason Smart, a Director of the Company. The loan to the Company, which is repayable on demand but not before 31 December 2026, is interest free and unsecured, and forms part of a loan facility of £200,000 in total signed in December 2025. Upon formalisation of the repayment terms, the other payable was recategorised as a borrowing liability.

18. Prior Year Reclassification

An existing payables balance, which was short-term, repayable on demand and previously categorised as other payables at 31 December 2024, has been recategorised within borrowings as at 31 December 2025 following the formalisation of repayment terms and the Directors assessing a material change in the nature of this balance during the year. As a result of this reclassification, and in accordance with IAS1.41, the comparative balance of £68,230 has been represented within borrowings. There has been no impact on opening retained earnings as a result of this reclassification.

Effect on 2024 Financial Statements (Restated)

	As Previously Reported	**Adjustments**	***Restated***
Statement of Financial Position			
Trade and Other Payables	**68,230**	**(68,230)**	-
Borrowings	**-**	**68,230**	*68,230*
Statement of Cash Flows			
Decrease in Trade and Other Payables	**(60,219)**	**(39,200)**	*(99,419)*
Increase in Borrowings	**-**	**39,200**	*39,200*

19. Unusual or Exceptional items

Included within the administrative expenses total for 2024 of £268,751 is a credit in respect of VAT relating to prior period expenses of £84,317. The Company was given a backdated VAT registration date of 01 June 2023; however, this was not approved until 18 September 2024. As the approval date of the VAT registration was after the date the 2023 financial statements were signed, all expenses in the period ended 31 December 2023 were shown gross of VAT. The VAT credit recognised in 2024 administrative expenses is considered an unusual item in that it is a material non-recurring item.

20. Capital management and commitments

The Directors' objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for the shareholders and to maintain an optimal capital structure in order to reduce the cost of capital. At the balance sheet date, the Company had been financed by the introduction of capital as it was in the previous period. In the future the expected capital structure of the Company is expected to consist of borrowings and equity attributable to equity holders of the Company.

The Company is not currently subject to any externally imposed capital requirements.

There was no capital expenditure contracted for at the end of the reporting period but not yet incurred.

MHA
Building 4
Foundation Park
Maidenhead
SL6 3UD

Dear Sirs

CONFIRMATION OF REPRESENTATIONS

This representation letter is provided in connection with your audit of the financial statements of Ashington Innovation plc for the period ended 31 December 2025. We note that your audit was performed for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of Ashington Innovation plc for the period ended 31 December 2025 and of the results of its operations for the period then ended. The financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS as adopted in the UK) financial reporting framework.

We confirm that the following representations are made to the best of our knowledge and belief, having made appropriate enquiries of other directors and officials of the company with relevant knowledge and experience, (and where appropriate, inspection of supporting documentation) sufficient to satisfy ourselves that we can properly make each of the following representations to you:

GENERAL

1. We have fulfilled our responsibilities as directors, as set out in the terms of your engagement letter dated 20 February 2026 under the Companies Act 2006, for preparing financial statements that give a true and fair view in accordance with applicable law and IFRS, for being satisfied that they give a true and fair view and for making accurate representations to you as auditors. The financial statements are free of material misstatements, including omissions. We confirm that we have held prior discussion with you to ensure that there is complete agreement on the meaning of all confirmations that we are making to you.

2. We confirm that all accounting records have been made available to you for the purpose of your audit and that all the transactions undertaken by the company have been properly reflected and recorded in the accounting records.

   We have provided you with:

   - access to all information of which we are aware that is relevant to the preparation of the financial statements such as records, documentation and other matters, including minutes of all management and shareholders' meetings;

   - additional information that you have requested from us for the purpose of the audit; and

   - Unrestricted access to persons within the company from whom you determined it necessary to obtain audit evidence.

We have not withheld any information, the knowledge of which could cause you to take a materially different view in your report.

3. We note that the requirements of the Financial Reporting Council's Ethical Standard apply to this engagement. We acknowledge receipt of your letter dated 9 March 2026 addressing ethical threats and any required safeguards to ensure your independence and objectivity. There have been no subsequent changes, and we are not aware of any further matters which may impact auditor independence and objectivity.

ASSETS AND LIABILITIES

4. We confirm that the company has satisfactory title to all assets and there are no liens or encumbrances on the company's assets, except for those that are disclosed in the notes to the financial statements.

5. We have recorded or disclosed, as appropriate, all liabilities, both actual and contingent, and have disclosed in the notes to the financial statements all guarantees that we have given to third parties.

6. We have no plans or intentions that may materially alter the carrying value and, where relevant, the fair value measurements or classification of assets or liabilities reflected in the financial statements.

ACCOUNTING ESTIMATES

7. The methods, data and significant assumptions used by us in making accounting estimates, and their related disclosures, are appropriate to achieve recognition, measurement and disclosure that is reasonable in the context of the IFRS financial reporting framework.

SUBSEQUENT EVENTS

8. We confirm that there have been no events since the balance sheet date which require disclosing or which would materially affect the amounts in the financial statements, other than those already disclosed or included in the financial statements.

LOANS AND ARRANGEMENTS

9. We confirm that the company has not granted any advances or credits to or made guarantees on behalf of directors.

RELATED PARTIES

10. Related party relationships and transactions have been appropriately accounted for and disclosed in the financial statements. We have disclosed to you all relevant information concerning such relationships and transactions and are not aware of any other matters which require disclosure in order to comply with the requirements of company law or accounting standards.

CAPITAL COMMITMENTS

11. We confirm that the company has not contracted for any capital expenditure other than as disclosed in the financial statements.

LEGAL CLAIMS

12. We confirm that we have disclosed to you all claims in connection with litigation that have been, or are expected to be received and such matters, as appropriate, have been properly accounted for and disclosed in the financial statements. Please also see representation 19.

LAWS AND REGULATIONS

13. We confirm that there are no laws or regulations that are central to the company's ability to conduct its business.

INTERNAL CONTROLS AND FRAUD

14. We acknowledge our responsibility for the design, implementation and maintenance of internal controls to prevent and detect fraud and error. We confirm that we have disclosed to you the results of our own risk assessment that the financial statements may be materially misstated as a result of fraud.

15. We are not aware of any actual, suspected or alleged instances of fraud affecting the company involving management, employees who have a significant role in internal control or others where the fraud could have a material effect on the financial statements.

16. We have disclosed to you all information in relation to allegations of fraud or suspected fraud affecting the company's financial statements communicated by current or former employees, analysts, regulators or others.

GOING CONCERN

17. We confirm that in our opinion the company's financial statements should be prepared on a going concern basis on the grounds that the current and future sources of funding or support will be more than adequate for the company's needs, subject to the receipt of expected further funding as disclosed within note 2.2 to the accounts. Such funding includes the provision of a finance facility from shareholder Jason Smart, up to the value of £350,000, repayable on 31 December 2027.

    We also confirm our plans for future action(s) required to enable the company to continue as a going concern are feasible. We have considered a period of twelve months from the date of approval of the financial statements. We believe that no further disclosures relating to the company's ability to continue as a going concern need to be made in the financial statements, other than highlighting a material uncertainty with regards the receipt of future funds.

AUDIT ADJUSTMENTS

18. We have made adjustments, as requested by you and identified in the attached appendix to this letter, for all misstatements identified by your audit.

SPECIFIC REPRESENTATIONS

19. We acknowledge that in our estimation, the likelihood of the on-going legal dispute between the company its former legal counsel concluding in litigation is remote, and no disclosure or adjustments are required for the financial statements.

20. The discount rate of 12% used for the fair value calculation of Jason Smart's shareholder loan is deemed to be an accurate reflection of the incremental borrowing rate of the business.

21. The shareholder loan described in clause 20 is accurately reflected within 'borrowings' and has been appropriately reclassified in the 2024 comparative period as per IAS 1.41.

PUBLICATION OF FINANCIAL STATEMENTS

22. We intend to distribute the financial statements to shareholders and other interested parties by electronic means and/or to publish them on a website.

CONTROLLING PARTY

23. We confirm that the company has no ultimate controlling party.

DISCLOSURE OF INFORMATION TO AUDITORS

24. We acknowledge our legal responsibilities regarding disclosure of information to you as auditors and confirm that:
    - so far as each director is aware, there is no relevant audit information of which you as auditors are unaware, and
    - each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that you are aware of that information.

Yours faithfully

Signed on behalf of the Board of Directors by:

Director……Peter Presland……[signature]……

Date……April 29, 2026……

Date of approval of the financial statements by the Board……April 29, 2026……

Note that the date of this letter should be no later than the date of signing the audit report.

Appendix 1 - Adjustments made into financial statements

1 - 2025

reclassify share capital to share premium, as in previous years

Type:Normal

Ashington Innovation Plc - 2025	
950 Capital - x,xxx Ordinary Shares	915,988.00
951 Share premium	-915,988.00

2 - 2025

updated for late client adjustments

Type:Normal

Ashington Innovation Plc - 2025	
401 Audit & Accountancy fees	1,500.00
441 Legal Expenses	275.00
805 Accruals	-1,775.00

3 - 2025

late Fladgate credit adjustment

Type:Normal

Ashington Innovation Plc - 2025	
800 Accounts Payable	2,600.00
441 Legal Expenses	-2,600.00

4 - 2025

Shareholder loan discounting on borrowings

Type:Normal

Ashington Innovation Plc - 2025	
835 Directors' Loan Account	13,307.00
Other reserves	-14,346.00
Finance costs	1,039.00