

This announcement contains information which, prior to its disclosure, was inside information as stipulated under Regulation 11 of the Market Abuse (Amendment) (EU Exit) Regulations 2019/310 (as amended). Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

**Satsuma Technology Plc  
(‘Satsuma’ or the ‘Company’)  
Unaudited Interim Results  
for the Period 1 March 2025 to 31 August 2025**

Satsuma Technology PLC (LSE: SATS), a publicly listed technology company, with diverse Bitcoin operations, today announces unaudited interim financial statements for the period from 1 March 2025 to 31 August 2025.

**Operational and financial highlights**

- £169 million raised via convertible loan notes (“CLNs”)
- Treasury holdings include 1,153.328 Bitcoin plus cash and cash equivalents of approximately £60.6 million as at 31 August 2025
- Higher utilisation of the Tao subnet and increasing revenues with plans for further expansion of operating businesses
- 73,567,665 warrants were exercised during the period

**Corporate highlights**

- Significant progress made in establishing the highest standards of infrastructure and governance
- Appointment of Andrew Smith as CFO and Michael Jadeja as General Counsel, bringing FTSE100 and FTSE250 experience to the business
- Appointment of BDO LLP as Company auditors

**Listing and conversion of CLNs**

- Appointment of Canaccord Genuity Limited and Latham & Watkins as Sponsor and legal advisor (respectively), to advise on its proposed move to the Equity Shares (Commercial Companies) Category of the Official List (“Uplisting”) of the Financial Conduct Authority (“FCA”)
- Ongoing discussions with FCA regarding the Uplisting; Satsuma aims to complete the Uplisting on or before 30 December 2025
- 53% of CLN 2 and 100% of CLN 1 holders have extended the long-stop date from 30 September 2025 to 30 December 2025 and whose CLNs will automatically convert into shares on completion of the Uplisting

**Henry K. Elder, CEO, commented:**

*“These results reflect a period of significant operational and financial evolution for Satsuma. We have strengthened our treasury with substantial Bitcoin and cash reserves, while simultaneously putting in place the governance structures and advisory team required for a company of our ambition. With this institutional foundation now established, we are fully focused on the finalisation of the Uplisting process.”*

### **Update on CLNs and Admission**

On 25 September 2025 the Company announced that it would seek the Uplisting, being the admission to the Equity Shares (Commercial Companies) segment of the Official List of the FCA. This requires the Company to prepare an FCA-approved prospectus, appoint a sponsor and meet the FCA's eligibility criteria for admission to the Equity Shares (Commercial Companies) segment of the Official List of the FCA. Since then, the Company has appointed Andrew Smith as CFO, Canaccord Genuity as sponsor, retained Latham and Watkins as legal adviser and appointed BDO as its auditor and reporting accountants. It has also appointed Michael Jadeja, ex FTSE100 and FTSE250, as General Counsel. The Company remains in discussions to strengthen its board of Directors with further non-executive directors with appropriate experience and expertise.

The Board and its advisers have made significant progress with the Uplisting, have submitted drafts of the prospectus to the FCA over recent weeks and remain in discussion with the FCA on eligibility and the approval of the Prospectus. The Board continues to work towards completing the Uplisting by 30 December 2025, subject to regulatory approvals.

As previously announced, conversion of the CLNs was conditional upon, among other things, a prospectus being approved by the FCA for the admission of the ordinary shares to be issued in connection with the CLNs to trading on the London Stock Exchange's main market for listed securities by 30 September 2025 (i.e the 'Long Stop Date') which was not achieved. The original Long Stop Date of CLN 1 was 31 August 2025 but was subsequently amended to 30 September 2025 through a deed of amendment. Subject to the further discussions with the CLN holders (see below), all of the CLNs would mature and require repayment on 30 and 31 December respectively.

### **Scenario 1 – an FCA-approved prospectus is published on or before 30 December 2025**

In the announcement of 25 September 2025, the Board anticipated that a significant number of CLN holders by value would elect to convert to ordinary shares notwithstanding their entitlement to repayment on 31 December 2025. This has proven to be the case and as at 27 November 2025, being the latest practicable date prior to the publication of this announcement, £91.8 million by nominal value representing 53% of the CLN 2, and 100% of CLN 1, have irrevocably committed to convert into ordinary shares on the same terms, conditional on the FCA approving the Prospectus for the admission of the Ordinary shares to be issued in connection with the CLNs to trading on the London Stock Exchange plc's main market for listed securities on or prior to 30 December 2025.

The Company remains in discussion with a number of CLN holders to obtain further irrevocable undertakings. Based on the current level of irrevocable undertakings on approval of a prospectus by the FCA on or before 30 December 2025 for the admission of the ordinary shares to be listed in connection with the CLNs to trading on the London Stock Exchange plc's main market for listed securities, the Company would remain liable to repay the CLNs which do not convert, which would require the Company to make a payment of £77.7 million on 31 December 2025. The Company intends to fund this payment from its cash reserves and raising finance against, or ultimately selling, some of its BTC holdings.

### **Scenario 2 – an FCA-approved prospectus is not published by the Company on or before 30 December 2025**

If a prospectus is not approved on or before 30 December 2025 all of the CLNs will mature on 30<sup>th</sup> December and require repayment on 31 December 2025, unless there is a further agreement with the CLN holders. The total repayment due on 31 December would amount to £168.9 million.

As at 27 November 2025 date, following the recent fall in the price of BTC, the Company had BTC holdings of £82.9 million (being 1,199 BTC at a price of £69.1k) and cash of £30.4 million. In addition to the BTC and cash holdings, the Company also has £19.4 million held in a stablecoin (USDC) pegged to the dollar which is instantly convertible into cash and which the board considers to be equivalent to cash. This represents a shortfall of approximately £36.2 million against the obligation to repay investors. However, the Board notes that the price

of BTC can vary significantly and this shortfall may increase or reduce depending on the prevailing price of BTC.

While the company is working diligently to complete the Uplisting, the Uplisting is subject to approval by the FCA of the Company's prospectus and eligibility for admission to the Equity Shares (Commercial Companies) segment of the Official List of the FCA. Therefore, there is no certainty that it will proceed or will be completed on or prior to 30 December 2025. If a prospectus for the admission of the ordinary shares to be issued in connection with the CLNs to trading on the London Stock Exchange's main market for listed securities is not approved by the FCA by 30 December 2025, and absent an alternative agreement with the CLN holders, the Company would be required to repay £168.9 million. If there were no alternative funding available to the Company nor significant appreciation in the price of BTC, the Company would have to consider some form of insolvency proceedings and investors are unlikely to receive full repayment of the amounts owed to them pursuant to the CLNs.

### **Principal Risks and Uncertainties**

Principal risks and uncertainties have evolved since the FY25 annual report due to the adoption of the Company's Bitcoin treasury management strategy, the issuance of convertible loan notes, and the planned admission to the Equity Shares (Commercial Companies) segment of the Official List of the FCA and to trading on the London Stock Exchange plc's main market for listed securities. These include significant market volatility in digital assets, execution of the admission process, and liquidity management. Further details can be found in Notes 3, 4 and below.

The principal risks and uncertainties that have changed since the previous audited financial statements are described as follows:

#### **Bitcoin Price Volatility & Digital Asset risk**

- The Company's Bitcoin accumulation strategy exposes the Company to various risks, including risks associated with Bitcoin that could have a material adverse impact on the Company's business, financial condition, results or future operations.
- Bitcoin and other digital assets are novel assets, and are subject to significant legal, commercial, regulatory and technical uncertainty which could adversely impact their price.

#### **Liquidity and Treasury Management Risk**

- The Company's Bitcoin holdings are less liquid than the Company's existing cash and may not be able to serve as a source of liquidity for the Company to the same extent as cash.
- Execution of the Company's Bitcoin accumulation strategy may impact liquidity.

#### **Counterparty and Custody Risk**

- The Company is subject to counterparty risks, particularly in relation to its custodians and non-performance by such counterparties may impact the Company's operations.

#### **Business Model & Early-Stage Operational Risk**

- The business of the Company is at an early stage and there is no guarantee it will be successful.
- Risks associated with the Company's ongoing Uplisting process, and the potential risk that it may not be successful.

## **Responsibility statement**

The condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with UK-adopted International Accounting Standard (IAS) 34 Interim Financial Reporting and the relevant requirements of the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority.

The interim management report detailed above includes a fair review of the Company and any required related-party disclosures.

**Andrew Smith**

Director

## **Enquiries**

**Satsuma Technology PLC**

Matt Lodge, Chairman

+44 (0)20 3855 8888

**Data Counsel**

Steffan Williams

William Barker

[satsuma@datacounsel.uk](mailto:satsuma@datacounsel.uk)

+44 (0)7767 345 563

+44 (0)7534 068 657

**INDEPENDENT REVIEW REPORT TO SATSUMA TECHNOLOGY PLC****Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated set of financial statements in the half-yearly financial report for the six months ended 31 August 2025 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34 and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

We have been engaged by the group to review the condensed set of financial statements in the half-yearly financial report for the six months ended 31 August 2025 which comprises the condensed consolidated statement of comprehensive income, the condensed consolidated statement of financial position, the condensed consolidated statement of changes in equity, the condensed consolidated statement of cash flows and the notes to the condensed financial statements.

**Basis for conclusion**

We conducted our review in accordance with the International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("ISRE (UK) 2410"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in note 1, the annual financial statements of the group are prepared in accordance with UK adopted international accounting standards. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34, "Interim Financial Reporting."

**Material Uncertainty related to going concern**

We draw attention to Note 3 to the financial statements which indicates that there is uncertainty regarding whether or not the group will be able to settle its convertible loan note (CLN) financial obligations as they fall due. There is uncertainty over the quantum of CLNs that will be required to be settled in cash, the timing of these cash flows and the approach the group will use to settle these liabilities. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the group's ability to continue as a going concern. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Our opinion is not modified in respect of this matter.

Based on the review procedures performed in accordance with ISRE (UK) 2410, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

**Responsibilities of directors**

The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

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

#### **Auditor's responsibilities for the review of the financial information**

In reviewing the half-yearly report, we are responsible for expressing to the group a conclusion on the condensed set of financial statement in the half-yearly financial report. Our conclusion, including our Conclusions Relating to Going Concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for Conclusion paragraph of this report.

#### **Use of our report**

Our report has been prepared in accordance with the terms of our engagement to assist the group in meeting the requirements of the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

BDO LLP  
Chartered Accountants  
London, UK  
28 November 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE 6 MONTH PERIOD ENDING 31 AUGUST 2025**

|  |       | Unaudited<br>Period ending<br>31 August<br>2025 | Unaudited<br>Period ending<br>31 August 2024 | Year ending<br>28 Feb 2025 |
|--|-------|---|--|----------------------------|
|  | Notes | £'000   | £'000  | £'000                      |
| <b>Continuing Operations</b>   |       |   |  |                            |
| Revenue  |       | 10  | -  | 1                          |
| Cost of Sales  |       | -   | -  | -                          |
| <b>Gross Profit</b>  |       | <b>10</b>                                       | <b>-</b>                                     | <b>1</b>                   |
| Administrative expenses  |       | (2,110)   | (383)  | (709)                      |
| Revaluation loss on cryptocurrencies   | 6     | (8,822)   | -  | -                          |
| <b>Operating loss</b>  |       | <b>(10,922)</b>                                 | <b>(383)</b>                                 | <b>(708)</b>               |
| Finance Costs  | 12    | (2,899)   | -  | -                          |
| Fair value loss on derivative financial instruments  | 13    | (11,583)  | -  | -                          |
| Foreign Currency (loss)  |       | (531)   | -  | -                          |
| <b>Loss before taxation</b>  |       | <b>(25,935)</b>                                 | <b>(383)</b>                                 | <b>(708)</b>               |
| Taxation on loss of ordinary activities  |       | -   | -  | -                          |
| <b>Loss for the period from continuing operations</b>  |       | <b>(25,935)</b>                                 | <b>(383)</b>                                 | <b>(708)</b>               |
| Other comprehensive income   |       | (24)  | -  | -                          |
| <b>Total comprehensive loss for the period attributable to shareholders from continuing operations</b> |       | <b>(25,959)</b>                                 | <b>(383)</b>                                 | <b>(708)</b>               |
| Basic loss per share (pence)   | 5     | (5.49)  | (0.10)                                       | (0.18)                     |
| Diluted loss per share (pence)   | 5     | (1.14)  | (0.10)                                       | (0.18)                     |

The notes set-out below form an integral part of the condensed interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION AS AT 31 AUGUST 2025**  
Company No. 13279459

|  |       | Unaudited<br>As At<br>31 August 2025 | Unaudited<br>As at<br>31 August 2024 | As At<br>28 Feb 2025 |
|--|-------|--------------------------------------|--------------------------------------|----------------------|
|  | Notes | £'000                                | £'000                                | £'000                |
| <b>NON-CURRENT ASSETS</b>                  |       |                                      |                                      |                      |
| Intangible assets                          | 6     | 92,489                               | -                                    | 45                   |
| Investments                                | 7     | -                                    | -                                    | 250                  |
| Investments – Held for Sale                | 7     | 250                                  | -                                    | -                    |
| <b>TOTAL NON-CURRENT ASSETS</b>            |       | <b>92,739</b>                        | <b>-</b>                             | <b>295</b>           |
| <b>CURRENT ASSETS</b>                      |       |                                      |                                      |                      |
| Cash and cash equivalents                  |       | 60,554                               | 318                                  | 31                   |
| Trade and other receivables                | 8     | 143                                  | 32                                   | 25                   |
| <b>TOTAL CURRENT ASSETS</b>                |       | <b>60,697</b>                        | <b>350</b>                           | <b>56</b>            |
| <b>TOTAL ASSETS</b>                        |       | <b>153,436</b>                       | <b>350</b>                           | <b>351</b>           |
| <b>EQUITY</b>                              |       |                                      |                                      |                      |
| Share capital                              | 9     | 528                                  | 379                                  | 454                  |
| Share Premium                              | 9     | 6,020                                | 4,880                                | 4,880                |
| Warrants Reserve                           | 10    | 426                                  | 704                                  | 743                  |
| Revaluation Reserve                        |       | 21                                   | -                                    | 45                   |
| Other reserves                             |       | 30                                   | -                                    | -                    |
| Convertible loan note reserve              | 12    | 7,852                                | -                                    | -                    |
| Retained Earnings                          |       | (31,853)                             | (5,910)                              | (6,235)              |
| <b>TOTAL EQUITY</b>                        |       | <b>(16,976)</b>                      | <b>53</b>                            | <b>(113)</b>         |
| <b>CURRENT LIABILITIES</b>                 |       |                                      |                                      |                      |
| Trade and other payables                   | 11    | 2,707                                | 297                                  | 464                  |
| Convertible Loan Note 1                    | 12    | 4,876                                | -                                    | -                    |
| Convertible Loan Note 2                    | 12    | 151,246                              | -                                    | -                    |
| <b>TOTAL CURRENT LIABILITIES</b>           |       | <b>158,829</b>                       | <b>297</b>                           | <b>464</b>           |
| <b>NON-CURRENT LIABILITIES</b>             |       |                                      |                                      |                      |
| CLN 1 - Seed Warrants Derivative Liability | 12    | 10,313                               | -                                    | -                    |
| Broker Warrants - Derivative Liability     | 12    | 1,270                                | -                                    | -                    |
| <b>TOTAL LIABILITIES</b>                   |       | <b>170,412</b>                       | <b>297</b>                           | <b>464</b>           |
| <b>TOTAL EQUITY AND LIABILITIES</b>        |       | <b>153,436</b>                       | <b>350</b>                           | <b>351</b>           |

The notes on set-out below form an integral part of the condensed interim financial statements.

The condensed interim financial statements were approved and authorised by the Board of Directors on 28 November 2025 and were signed on its behalf by:

**Andrew Smith**  
**Director**

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE 6 MONTH PERIOD ENDING 31 AUGUST 2025**

|  | Share<br>Capital<br>£'000 | Share<br>Premium<br>£'000 | Warrants<br>reserve<br>£'000 | Revaluation<br>Reserve<br>£'000 | Other<br>reserves<br>£'000 | Convertible<br>Loan Note<br>reserve<br>£'000 | Retained<br>Earnings<br>£'000 | £               |
|--|---------------------------|---------------------------|------------------------------|---------------------------------|----------------------------|--|-------------------------------|-----------------|
| Balance as at 1 March 2024                     | 379                       | 4,880                     | 704                          | -                               | -                          | -  | (5,527)                       |                 |
| Loss for period                                | -                         | -                         | -                            | -                               | -                          | -  | (383)                         |                 |
| Other comprehensive income                     | -                         | -                         | -                            | -                               | -                          | -  | -                             |                 |
| <b>Total comprehensive income for period</b>   | -                         | -                         | -                            | -                               | -                          | -  | <b>(383)</b>                  |                 |
| <b>Balance as at 31 August 2024</b>            | <b>379</b>                | <b>4,880</b>              | <b>704</b>                   | <b>-</b>                        | <b>-</b>                   | <b>-</b>                                     | <b>(5,910)</b>                |                 |
| Loss for period                                | -                         | -                         | -                            | -                               | -                          | -  | (325)                         |                 |
| Other comprehensive income                     | -                         | -                         | -                            | -                               | -                          | -  | -                             |                 |
| <b>Total comprehensive income for period</b>   | -                         | -                         | -                            | -                               | -                          | -  | <b>(325)</b>                  |                 |
| Transactions with owners in own capacity:      |                           |                           |                              |                                 |                            |  |                               |                 |
| Ordinary shares issued                         | 75                        | -                         | -                            | -                               | -                          | -  | -                             |                 |
| Share based payments                           | -                         | -                         | 39                           | -                               | -                          | -  | -                             |                 |
| Changes in reserves                            | -                         | -                         | -                            | 45                              | -                          | -  | -                             |                 |
| Total transactions with owners in own capacity | 75                        | -                         | 39                           | 45                              | -                          | -  | -                             |                 |
| <b>Balance as at 28 February 2025</b>          | <b>454</b>                | <b>4,880</b>              | <b>743</b>                   | <b>45</b>                       | <b>-</b>                   | <b>-</b>                                     | <b>(6,235)</b>                |                 |
| Loss for period                                | -                         | -                         | -                            | -                               | -                          | -  | (25,935)                      | (25,935)        |
| Other comprehensive income                     | -                         | -                         | -                            | (24)                            | -                          | -  | -                             |                 |
| <b>Total comprehensive income for period</b>   | -                         | -                         | -                            | <b>(24)</b>                     | -                          | -  | <b>(25,935)</b>               | <b>(25,935)</b> |
| Transactions with owners in own capacity       |                           |                           |                              |                                 |                            |  |                               |                 |
| Ordinary shares issued                         | 74                        | 1,140                     | -                            | -                               | -                          | -  | -                             |                 |
| Exercise of warrants                           | -                         | -                         | (317)                        | -                               | -                          | -  | 317                           |                 |
| Convertible Loan Note reserve                  | -                         | -                         | -                            | -                               | -                          | 7,852  | -                             | 7,852           |
| Changes in reserves                            | -                         | -                         | -                            | -                               | 30                         | -  | -                             |                 |
| Total transactions with owners in own capacity | 74                        | 1,140                     | (317)                        | -                               | 30                         | 7,852  | 317                           | 9,039           |
| <b>Balance as at 31 August 2025</b>            | <b>528</b>                | <b>6,020</b>              | <b>426</b>                   | <b>21</b>                       | <b>30</b>                  | <b>7,852</b>                                 | <b>(31,841)</b>               | <b>(16,624)</b> |



**CONDENSED CONSOLIDATED STATEMENT OF CASHFLOWS  
FOR THE 6 MONTH PERIOD ENDING 31 AUGUST 2025**

|   | Unaudited      | Unaudited      |              |
|---|----------------|----------------|--------------|
|   | Period ending  | Period ending  | Year ending  |
|   | 31 August 2025 | 31 August 2024 | 28 Feb 2025  |
|   | £'000          | £'000          | £'000        |
| <b>Cash flows from operating activities</b>                 |                |                |              |
| Loss for period   | (25,959)       | (383)          | (707)        |
| <i>Adjustments for:</i>                                     |                |                |              |
| Impairment  | -              | -              | 45           |
| Revaluation loss on cryptocurrencies                        | 8,846          | -              | -            |
| Services settled by issue of warrants                       | 266            | -              | 39           |
| Finance Costs (non-cash unwinding of CLN discount)          | 2,899          | -              | -            |
| Fair value loss on derivative financial instruments         | 11,583         |                |              |
| <i>Changes in working capital:</i>                          |                |                |              |
| (Increase)/Decrease in trade and other receivables          | (118)          | 23             | 30           |
| Increase in trade and other payables                        | 543            | 113            | 279          |
| <b>Net cash used in operating activities</b>                | <b>(1,940)</b> | <b>(247)</b>   | <b>(314)</b> |
| <b>Cash flows used in investing activities</b>              |                |                |              |
| Purchase of intangible assets                               | (4,500)        | -              | (45)         |
| Investments   | -              | -              | (250)        |
| <b>Net cash flows used in investing activities</b>          | <b>(4,500)</b> | <b>-</b>       | <b>(295)</b> |
| <b>Cash flows from financing activities</b>                 |                |                |              |
| Share issue, net of issue costs                             | 973            | -              | 75           |
| Cash proceeds from Issue of Convertible Loan Notes          | 66,035         | -              | -            |
| <b>Net cash flows generated from financing activities</b>   | <b>67,008</b>  | <b>25</b>      | <b>-</b>     |
| <b>Net increase/(decrease) in cash and cash equivalents</b> | <b>60,568</b>  | <b>(247)</b>   | <b>(534)</b> |
| Cash and cash equivalents at beginning of the period        | 31             | 565            | 565          |
| Foreign exchange impact on cash                             | (45)           | -              | -            |
| <b>Cash and cash equivalents at end of the period</b>       | <b>60,554</b>  | <b>318</b>     | <b>31</b>    |

*Non-cash financing transaction: Part of the proceeds relating to the Convertible Loan Notes (CLN 2) were satisfied through the transfer of Bitcoin. This non-cash component is excluded from the cash flow statement in accordance with IAS 7. Further details are provided in Note 12.*

*During the period, £1.7 million of transaction costs relating to the CLN financing were transferred from the condensed consolidated statement of comprehensive income to the carrying amount of the convertible loan note in accordance with IFRS 9. This adjustment is non-cash in nature and is therefore excluded from the operating and financing cash flows presented above.*

## **NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE 6 MONTH PERIOD ENDING 31 AUGUST 2025**

### **1 General information**

Satsuma Technology Plc (formerly TAO Alpha Plc) is a public limited company incorporated in England and Wales and domiciled in the United Kingdom. The registered office and principal place of business is 9<sup>th</sup> Floor, 16 Great Queen Street, London WC2B 5DG. The Company was incorporated on 19 March 2021.

On 2 July 2025, the Company announced its intention to change its name to Satsuma Technology PLC (Ticker SATS). The Company's TIDM has changed from "TAO" to "SATS" from 14 July 2025. The Company's website has been changed to [www.satsuma.digital](http://www.satsuma.digital).

The Company is a publicly listed technology company with diverse operations in the decentralised digital cryptocurrency known as Bitcoin ("BTC"). The Company currently operates a decentralised artificial intelligence ("AI") business focused on publicly traded companies known to hold Bitcoin, and is developing a Bitcoin staking business. The Company's strategy is to continue to develop or acquire operating businesses that support the accumulation and utilisation of Bitcoin held in the Company's treasury. The Company is currently working towards admission of the ordinary shares to listing on the Equity Shares (Commercial Companies) segment of the Official List of the FCA, and to trading on the main market for listed securities of the London Stock Exchange, from the equity shares (Transition) category (the 'Uplisting').

During the period a new subsidiary entity, Satsuma Technology Pte Ltd (now called STT1 PTE Ltd) was incorporated in Singapore for the purposes of supporting the Group's treasury operations in a tax and regulatorily favourable jurisdiction. STT1 PTE Ltd is a wholly owned subsidiary of Satsuma Technology Plc, and its results have been consolidated in accordance with applicable accounting standards, aligned with the accounting policies adopted and implemented by the Group. The figures for the period represent the consolidated results for the period since incorporation of the subsidiary to and at the Balance Sheet date.

### **Significant events and transactions**

During the period, the Group has entered into a number of transactions, and experienced events, that are significant to understanding the changes in its financial position and performance since the end of the last annual reporting period. These include the impact of its acquired Bitcoin treasury reserve, and movements within, alongside significant transactions associated in relation to financing these, most notably being the CLNs. Further information on the extent of these transactions can be found further above and further below.

The Group has experienced significant events, some of which remain ongoing, which have a significant impact on the Group's current financial position. The most notable events are described in at the beginning of these interim financial statements.

### **2 Accounting policies**

IAS 8 requires that management shall use its judgement in developing and applying accounting policies that result in information which is relevant to the economic decision-making needs of users, that are reliable, free from bias, prudent, complete and represent faithfully the financial position, financial performance and cash flows of the entity.

Details of the Group's Accounting Policies can be found in the audited annual financial statements ("annual financial statements") for the year ended 28<sup>th</sup> February 2025. Further information on the significant accounting policies applied when preparing these condensed consolidated interim financial statements can

be found within Note 2.1 below.

## **2.1 Basis of preparation**

The condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with UK-adopted International Accounting Standard (IAS) 34 Interim Financial Reporting and the relevant requirements of the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority. The interim financial statements have been prepared on the historical cost basis, except for assets and liabilities measured at fair value through profit and loss, and are presented in pounds sterling (£). All amounts have been rounded to the nearest £'000, unless otherwise stated.

The condensed interim financial statements have been prepared on a going concern basis. As described in Note 3 – Going concern, certain events and conditions indicate the existence of a material uncertainty which may cast significant doubt upon the Group's ability to continue as a going concern. Notwithstanding this material uncertainty, the Directors consider that the going concern basis of preparation remains appropriate for these condensed interim financial statements for the reasons set out in Note 3.

The interim financial statements have not been audited. The interim financial statements do not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. The figures have been prepared using applicable accounting policies and practices consistent with those adopted in the audited annual financial statements for the year ended 28 February 2025.

The interim financial statements are for the six months ending 31 August 2025, being six months from the financial year end for the Company being 28 February 2025. The interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual financial statements for the period ended 28 February 2025. The Company has disclosed comparative information for the period from 1<sup>st</sup> March 2024 to 31 August 2024, as well as audited figures from the annual financial statements.

The functional currency for the Company is determined as the currency of the primary economic environment in which it operates. Both the functional and presentational currency of the Company is Pounds Sterling (£).

The functional currency of the Company's subsidiary, STT1 PTE Ltd, is the Singapore Dollar (SGD), reflecting the primary economic environment in which it operates. For the purpose of the Group's interim consolidated financial statements prepared in accordance with IAS 34 Interim Financial Reporting, the results and financial position of the subsidiary are translated into GBP in accordance with the requirements of IAS 21 The Effects of Changes in Foreign Exchange Rates.

- Income and expenses of the subsidiary are translated at the average exchange rate for the reporting period, unless such average is not a reasonable approximation of the rates prevailing on the transaction dates, in which case the spot rate at the transaction date is used.
- Assets and liabilities are translated at the closing exchange rate at the reporting date.
- Share capital and other components of equity are translated at the historical rates prevailing on the dates of the original transactions.
- Exchange differences arising from the translation of the subsidiary's financial statements are recognised in Other Comprehensive Income (OCI) and accumulated in the foreign currency translation reserve within equity. These translation differences are not reclassified to profit or loss except on disposal of the foreign operation.

The translation methodology has been applied consistently throughout the interim period.

A number of new or amended accounting standards and interpretations became effective for the current interim period; however, none of these had a material effect on the Group's accounting policies, methods of computation, or reported amounts in these condensed interim financial statements.

No new standards or amendments issued but not yet effective have been early adopted by the Group.

### **Intangible Assets**

Cryptocurrencies, including Bitcoin, are classified as intangible assets in accordance with IAS 38 Intangible Assets. They are identifiable non-monetary assets without physical substance and do not meet the definition of cash or a financial asset. The Group holds cryptocurrencies for treasury and strategic purposes rather than for sale in ordinary course of business.

Cryptocurrencies are initially recognised at cost, comprising the purchase price and any directly attributable transaction costs. As an active market (as defined in IAS 38.8, see Note 4) exists for the Group's cryptocurrency holdings, they are subsequently measured using the revaluation model. Under this model, cryptocurrencies are carried at fair value at each reporting date, with fair value being determined by reference to quoted prices in the active market at the reporting date.

Upward revaluation movements are recognised in Other Comprehensive Income (OCI) and accumulate in the Revaluation Reserve, except to the extent they reverse a previous downwards revaluation recognised in profit or loss. Downward revaluation movements are recognised in profit or loss, except to the extent that they reverse a previous upward revaluation relating to the same asset, in which case the decrease is recognised in OCI.

On disposal of cryptocurrencies, any related balance within the Revaluation Reserve is transferred directly to retained earnings and not recycled through profit or loss.

Under the revaluation model, cryptocurrencies are not amortised but are subject to an impairment review when there is an indication of impairment. Impairment losses are recognised in profit or loss unless they reverse previous upward revaluations relating to the same asset, in which case the loss is recognised in OCI.

Purchases and disposals in cryptocurrencies are classified as investing activities.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash held with banks and are available for immediate use. There were no significant restrictions, changes in credit risk, or other matters requiring additional disclosure for the interim period.

As required by IAS 34, only information relevant to understanding the Group's financial position and performance for the current interim period has been presented. No further disclosures have been provided as there have been no material changes to the nature, composition or risk profile of cash and cash equivalents since the last annual reporting date.

The Group does not hold cash equivalents with significant risk of changes in value.

### **Financial Instruments – General**

The Group recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of an instrument, in accordance with IFRS 9 Financial Instruments. All financial instruments are

initially measured at fair value. Subsequent measurement depends on the classification of each instrument, determined by reference to the Group's business model and the contractual cash flow characteristics.

Where relevant, fair value measurement is performed in accordance with IFRS 13 Fair Value Measurement, which requires valuation techniques that maximise the use of observable inputs. Where observable inputs are unavailable, Level 3 unobservable inputs are applied using market-participant assumptions.

### **Convertible Loan Notes (CLNs)**

The Group assesses the classification and measurement of its Convertible Loan Notes ("CLNs") in accordance with IAS 32 Financial Instruments: Presentation and IFRS 9. Depending on their terms, a CLN may contain:

- a liability component, where the Group has a contractual obligation to deliver cash;
- an equity component, where the conversion feature meets the fixed-for-fixed criterion in IAS 32; and
- an embedded or freestanding derivative, where settlement outcomes are variable or depend on non-market or contingent conditions.

### **Compound financial instruments**

Where a CLN contains both liability and equity components, it is classified as a compound financial instrument. The liability component is initially recognised at the present value of future contractual cash flows discounted at a market rate for a comparable non-convertible instrument. The equity component represents the residual amount and is recognised directly in equity; it is not remeasured subsequently.

### **Embedded and freestanding derivatives**

Features that do not meet the fixed-for-fixed requirement or whose value is determined by non-market or contingent events are assessed to determine whether they represent:

- an embedded derivative that must be separated from the host instrument; or
- a standalone (freestanding) derivative liability.

Material embedded or freestanding derivatives are measured at fair value through profit or loss ("FVPL").

### **CLN 1 – Liability Instrument with Freestanding Derivative (Seed Warrants)**

CLN 1 was issued on 17 June 2025 with a principal amount of £5,000,000. It contains:

- a fixed-price conversion feature contingent upon the satisfaction of listing conditions, including publication of a prospectus and admission of the conversion shares to the London Stock Exchange's Main Market; and
- a warrant entitlement ("Seed Warrants") linked to the level of subscriptions achieved under CLN 2.

### Classification

At initial recognition:

- the fixed-price conversion feature met the fixed-for-fixed requirement;
- the associated equity component was assessed as immaterial; and
- the warrant feature was contingent on the outcome of CLN 2 and therefore was not yet a legally enforceable obligation.

CLN 1 is presented as a host liability measured at amortised cost, with a related equity component recognised at inception. Following the completion of CLN 2, the contingent warrant entitlement under CLN 1 became a legally enforceable obligation and is now recognised separately as a freestanding derivative liability. The warrant derivative is not a component of the CLN 1 host instrument and is measured at fair value through profit or loss. Transaction costs relating to CLN 1 were immaterial and expensed as incurred.

## **CLN 2 – Compound Financial Instrument**

CLN 2 was issued on 28 July 2025 with a principal amount of £163,949,000. It contains:

- a host debt liability; and
- a fixed-price conversion feature that meets the fixed-for-fixed requirement and is therefore classified as an equity component.

The liability component is initially recognised at the present value of contractual cash flows discounted at a market interest rate (management estimate: 11%).

### **Transaction costs**

Directly attributable transaction costs incurred in relation to the issue of CLN 2 have been recognised in accordance with IFRS 9 5.1.1, where relevant amounts were allocated between the liability and equity components of CLN 2 in proportion to their respective initial fair values, in accordance with IFRS 9 and IAS 32. The portion allocated to the liability component is included in its initial carrying amount and is amortised using the effective interest method. The portion allocated to the equity component has been recognised directly in equity and is not subsequently remeasured.

CLN 2 carries no contractual coupon. Accordingly, subsequent finance charges represent only the unwinding of the initial discount and transaction costs using the effective interest method.

The liability is derecognised on repayment or conversion. The equity component remains within equity.

### **Warrant Derivatives (Seed Warrants and Broker Warrants)**

Upon the closing of CLN 2, holders of CLN 1 became entitled to Seed Warrants. These warrants:

- have fixed exercise prices,
- contain no obligation for the Company to deliver cash,
- are settled in equity instruments, and
- have legally enforceable terms established once CLN 2 closed.

Because the fair value of the warrants fluctuates with the Company's share price, the Seed Warrants meet the definition of a freestanding derivative liability and are measured at fair value through profit or loss.

Broker Warrants were also contractually agreed during the period in connection with CLN 2. These are recognised as separate derivative liabilities at FVPL. Where the contractual terms provide for cashless exercise, the fair value incorporates the "intrinsic value" form of settlement as required by IFRS 13.

Both sets of warrants are Level 3 fair value measurements given the reliance on unobservable inputs (volatility, credit spread and expected term).

### **Fair Value Measurement (IFRS 13)**

Fair value is determined using valuation techniques appropriate to the instrument's characteristics. Where applicable, the Group uses a Black-Scholes option pricing model to measure warrant derivatives. Key valuation inputs include:

- spot price of the Company's shares;
- exercise price;
- expected volatility;
- risk-free rate;
- expected term; and
- an adjustment for the Group's own credit risk.

Inputs that are not observable in active markets are classified as Level 3. Given the nature of the instruments, significant estimation uncertainty exists and is disclosed in Note 4.

### **Interim Reporting (IAS 34)**

IAS 34 requires the use of the same accounting policies as the annual financial statements, subject to the use of reasonable estimates that reflect the information available at the reporting date. Fair value measurements of the warrant derivatives reflect conditions existing as at 31 August 2025 and therefore incorporate significant estimation uncertainty. Such estimates will be reassessed at year-end when further information becomes available.

## **2.2 Risks and uncertainties**

The principal risks and uncertainties have changed materially due to the change in business activities since the release of the annual financial statements for the period ending 28 February 2025. Refer to page 2 for further information on new risks and uncertainties in addition to referencing the strategic report contained within the annual financial statements, which were released on 27 June 2025 and are available on the Company's website. Further information regarding uncertainties can be found within Notes 3 and 4 accordingly.

## **3. Going Concern**

The condensed interim financial statements have been prepared on a going concern basis. In forming this judgement, the Directors have considered the Group's updated cash flow forecasts, available financing facilities and the reasonably foreseeable risks and material uncertainties facing the business over a period of at least twelve months from the date of approval of these financial statements.

As part of this assessment, the Directors have taken into account:

- the Group's cash resources at the reporting date and its forecast working capital requirements;
- the planned readmission to the London Stock Exchange including the expected timetable and current status of the planned relisting and associated fundraising; and
- reasonably possible downside scenarios, including cash outflows relating to the settlement of Convertible Loan Notes.

### **The CLNs**

The CLNs were originally only automatically converted into shares if listed by 30 September (the "long-stop date"). As at 27 November 2025, 100% of CLN 1 holders have extended the long-stop date from 30 September 2025 to 30 December 2025 (the "Extending CLN1s"). 53% of CLN 2 holders have extended the long-stop date from 30 September 2025 to 30 December 2025 (the "Extending CLN2s"), (together the "Extending CLNs").

As at 27 November 2025, 47% of CLN 2 holders have not yet extended the long-stop date (the "Non-Extending CLNs").

### **Scenario 1 - Uplisting completed by 30 December 2025**

The Group has continued to make progress with regards to its Uplisting and its aim remains for this to be completed by 30 December 2025, subject to regulatory approvals.

On completion of the Uplisting, the Extending CLNs will be converted into shares. Subject to further discussions, the Non-Extending CLNs will need to be repaid by 30 December 2025.

If the Uplisting is completed by 30 December 2025, the Group's cash flow forecasts indicate that it will have sufficient resources to meet liabilities as they fall due, subject to the timing and amount of any outflows required to settle the Convertible Loan Notes and the Bitcoin price at the time.

#### **Scenario 2 - Uplisting not completed by 30 December 2025**

Should the Uplisting not happen by 30 December 2025, all CLNs will need to be repaid, subject to further discussions with the CLNs holders. The Group's resources to meet liabilities as they fall due will be subject to the timing and amount of any outflows required to settle the CLNs and the Bitcoin price at the time.

#### **Going concern**

The Directors note that both the timing and the quantum of the potential outflows in both Scenario 1 and Scenario 2 gives rise to uncertainty.

Should the Group not have sufficient cash resources it will consider external financing arrangements prior to the 30 December 2025 in order to meet any potential funding shortfalls in relation to settling these liabilities. If required, the Group will dispose of a % of its Bitcoin holdings in order to fund these outflows. Adverse decreases in the Bitcoin to £ value may, if required, in absence of any new external funding facilities be introduced, have a significant impact on the amount of Bitcoin the Group will need to dispose of should financing arrangements not be utilised.

The Directors are actively pursuing the financing measures necessary to support the Group's working capital requirements. They have received strong indications of support from existing loan note holders, as well as expressions of interest from external finance providers, to provide the funding required.

Given the lack of certainty of the Uplisting and as a result of the matters discussed immediately above (including the prevailing Bitcoin price), it is unclear whether or not the Group will be able to settle its convertible loan note (CLN) financial obligations as they fall due. There is uncertainty over the quantum of CLNs that will be required to be settled in cash, the timing of these cash flows and the approach the Group will use to settle these liabilities. This gives rise to a material uncertainty related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding this material uncertainty, given the progress made on the Uplisting together with the number of CLN holders who have already elected to extend the long-stop date and the volatility in the Bitcoin price, the Directors believe that the Group has appropriate plans and actions available to manage its working capital position and therefore consider the use of the going concern basis of preparation to remain appropriate.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to operate as a going concern.

No adjustments have been made to the carrying amounts of assets and liabilities in these condensed interim financial statements that would be required if the Group were unable to continue as a going concern.

#### **4 Critical accounting estimates and judgements**

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed below:

### **Warrants Payments**

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled warrants payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. There have been no dilutive instruments issued in the period and the value remains equal to that in the annual financial statements as at the last reporting period.

### **Intangible Assets**

The Company holds significant balance in cryptocurrencies (as detailed in Note 6). The accounting for cryptocurrencies is an area that involves judgement, as there is currently no specific IFRS that directly addresses their treatment.

The Group has determined that its cryptocurrency holdings meet the definition of intangible assets under IAS 38 Intangible Assets, as they are identifiable non-monetary assets without physical substance and are not financial instruments. Management has assessed that the cryptocurrencies are not held for sale in the ordinary course of business and therefore are not classified as inventory under IAS 2.

Where an active market exists for a particular cryptocurrency held by the company, the company initially recognises the asset at cost and subsequently applies a revaluation model. Increases are recognised in Other Comprehensive Income and accumulated in the Revaluation Reserve, except to the extent that they reverse a revaluation decrease on the same asset previously recognised in profit or loss. Decreases in carrying amounts are recognised in profit and loss except to the extent that they reverse previous upward revaluations recognised in equity.

The determination of whether an active market exists for a particular cryptocurrency involves judgement, including an assessment of trading volume, bid/ask spread, and market participant activity.

### **Seed Warrants – Valuation uncertainty**

The Seed Warrants represent a Level 3 derivative liability. Fair value has been estimated using an option-pricing model that requires significant unobservable inputs, including:

- expected share price volatility;
- expected warrant term, based on the date the obligation became enforceable;
- the Group's own credit risk; and
- the relationship between the contractual exercise price and the underlying share price.

These inputs involve significant estimation uncertainty, and reasonably possible changes in assumptions could materially affect the resulting fair value. The valuation reflects the best information available at the reporting date.

#### Broker Warrants – Cashless exercise and fair value estimation

Broker Warrants issued in connection with CLN 2 include cashless-exercise mechanics. Determining fair value required judgement in:

- selecting an appropriate valuation technique (Black-Scholes with a cashless-exercise overlay);
- identifying the economic impact of net-share settlement; and
- estimating unobservable inputs similar to the Seed Warrants.

These instruments are also classified as Level 3 under IFRS 13, and the valuation is subject to the same estimation uncertainties noted above. Refer to Notes 12 and 13 for further information.

## 5 Earnings per share

The basic earnings per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of shares in issue.

#### Basic loss per share

|   | Unaudited as<br>at<br>31 August 2025 | Unaudited as at<br>31 August 2024 | As at<br>28 Feb 2025 |
|---|--------------------------------------|-----------------------------------|----------------------|
| Loss for the period from continuing operations (£'000)        | (25,959)                             | (383)                             | (708)                |
| Weighted average number of ordinary shares in issue           | 472,883,263                          | 378,523,683                       | 399,075,001          |
| <b>Basic loss per share for continuing operations (pence)</b> | <b>(5.49)</b>                        | <b>(0.10)</b>                     | <b>(0.18)</b>        |

#### Diluted loss per share

|   | Unaudited as<br>at<br>31 August 2025 | Unaudited as at<br>31 August 2024 | As at<br>28 Feb 2025 |
|---|--------------------------------------|-----------------------------------|----------------------|
| Loss for the period and dilutive effect of warrants             | (25,959)                             | (383)                             | (708)                |
| Weighted average number of ordinary shares and potential shares | 2,271,017,575                        | 378,523,683                       | 399,075,001          |
| <b>Diluted loss per share for continuing operations (pence)</b> | <b>(1.14)</b>                        | <b>(0.10)</b>                     | <b>(0.18)</b>        |

Diluted loss per share reflects the impact of dilutive potential ordinary shares arising from the Group's

outstanding Seed and Broker warrants. The warrants are treated as dilutive in accordance with IAS 33 and have been included in the calculation of diluted loss per share using the treasury stock method, which increases the weighted average number of ordinary shares and potential shares, compared with basic loss per share.

## 6 Intangible assets

### As at 31 August 2025

|                              | As at 1 March<br>2025 | Additions      | Revaluations   | As at 31 August<br>2025 |
|------------------------------|-----------------------|----------------|----------------|-------------------------|
| <b>Intangible asset Type</b> | <b>£'000</b>          | <b>£'000</b>   | <b>£'000</b>   | <b>£'000</b>            |
| Cryptocurrencies             | 45                    | 101,266        | (8,822)        | 92,489                  |
| <b>Total</b>                 | <b>45</b>             | <b>101,266</b> | <b>(8,822)</b> | <b>92,489</b>           |

### As at 28 February 2025

|                              | As at 1 March<br>2024 | Additions    | Revaluations | As at 28<br>February<br>2025 |
|------------------------------|-----------------------|--------------|--------------|------------------------------|
| <b>Intangible asset Type</b> | <b>£'000</b>          | <b>£'000</b> | <b>£'000</b> | <b>£'000</b>                 |
| Cryptocurrencies             | -                     | 1            | 44           | 45                           |
| <b>Total</b>                 | <b>-</b>              | <b>1</b>     | <b>44</b>    | <b>45</b>                    |

As at 31 August 2025 the Group held the following Cryptocurrencies in Treasury:

| <b>Cryptocurrency</b> | <b>Number</b>  | <b>Fair Value as at 31 August<br/>2025 £</b> |
|-----------------------|----------------|--|
| Bitcoin (BTC)         | 1,153.32762392 | £92,468,042                                  |
| AROK Tokens           | 50,000,000     | £21,053                                      |
|                       |                | <b>£92,489,095</b>                           |

## 7 Investments

| <b>Unlisted Investments</b>        | <b>Unaudited as at<br/>31 August 2025<br/>£'000</b> | <b>Unaudited as at<br/>31 August 2024<br/>£'000</b> | <b>As at 28 Feb<br/>2025<br/>£'000</b> |
|------------------------------------|---|---|--|
| Roundhouse Digital                 | -   | -   | 250                                    |
| Roundhouse Digital – Held for sale | 250   | -   | -                                      |
|                                    | <b>250</b>  | <b>-</b>  | <b>250</b>                             |

## 8 Trade and other receivables

| <b>Unaudited At<br/>31 August 2025</b> | <b>Unaudited At<br/>31 August 2024</b> | <b>As at<br/>28 Feb 2025</b> |
|--|--|------------------------------|
|--|--|------------------------------|

|  | £'000      | £'000     | £'000     |
|--|------------|-----------|-----------|
| Prepayments and other receivables          | 8          | 18        | 11        |
| Social security and other taxation         | 135        | 14        | 14        |
| <b>Total trade &amp; other receivables</b> | <b>143</b> | <b>32</b> | <b>25</b> |

## 9 Share capital and share premium

|                            | Ordinary<br>Shares<br># | Share<br>Capital<br>£'000 | Share<br>Premium<br>£'000 | Total<br>£'000 |
|----------------------------|-------------------------|---------------------------|---------------------------|----------------|
| <b>At 28 February 2025</b> | <b>453,732,535</b>      | <b>454</b>                | <b>4,880</b>              | <b>5,334</b>   |
| Issue of share capital     | 500,000                 | -                         | 24                        | 24             |
| Issue of share capital     | 73,567,665              | 74                        | 1,116                     | 1,190          |
| <b>At 31 August 2025</b>   | <b>527,800,200</b>      | <b>528</b>                | <b>6,020</b>              | <b>6,548</b>   |

The share capital disclosures above relate to issued and fully paid ordinary shares with a nominal value of £0.001 each. The Company is authorised to issue share capital of up to £320k, comprising 320,069,912 ordinary shares of £0.001 each.

At 31 August 2025, the Company was party to contractual arrangements that give rise to potential future issuances of equity instruments, including Seed Warrants issued in connection with CLN 1 and Broker Warrants issued in connection with CLN 2 (see Note 12). These arrangements provide for the future issue of up to approximately 2.2 billion ordinary shares, subject to the terms of the respective agreements and satisfaction of all applicable exercise conditions. No shares relating to these instruments were issued prior to the reporting date.

The Company did not, at the reporting date, have sufficient unissued share capital or shareholder authorities in place to settle all such warrants through the existing headroom. Settlement of these instruments, if exercised, will therefore require the Company to publish a prospectus and obtain the necessary approvals.

## 10 Warrants reserves

The following warrants over ordinary shares have been granted by the Company and are outstanding at 31 August 2025:

| Grant date       | Expiry date      | Exercise price | Exercisable as at 31 August 2025 |
|------------------|------------------|----------------|----------------------------------|
| 18 October 2021  | 04 January 2026  | £0.010         | 6,700,000                        |
| 05 January 2023  | 04 January 2026  | £0.060         | 45,499,000                       |
| 05 January 2023  | 04 January 2028  | £0.030         | 5,020,000                        |
| 26 June 2023     | 27 June 2026     | £0.025         | 3,333,333                        |
| 21 November 2024 | 20 November 2027 | £0.002         | 500,000                          |

|                  |                  |        |                   |
|------------------|------------------|--------|-------------------|
| 04 February 2025 | 03 February 2028 | £0.010 | 5,000,000         |
|                  |                  |        | <b>66,052,333</b> |

|   | As at<br>31 August 2025<br>£'000 | As at<br>31 August 2024<br>£'000 | As at<br>28 Feb 2025<br>£'000 |
|---|----------------------------------|----------------------------------|-------------------------------|
| <b>Warrants Reserve</b>                 |                                  |                                  |                               |
| Opening balance                         | 743                              | 704                              | 704                           |
| Warrants issued in the period           | -                                | -                                | 39                            |
| Warrants exercised in the period        | (317)                            | -                                | -                             |
| <b>Balance at the end of the period</b> | <b>426</b>                       | <b>704</b>                       | <b>743</b>                    |

During the period a number of warrants were exercised as detailed in the table below:

| Exercise date | Exercise price | Number of warrants exercised |
|---------------|----------------|------------------------------|
| 24 June 2025  | £0.025         | 6,666,666                    |
| 25 June 2025  | £0.025         | 9,999,999                    |
| 9 July 2025   | £0.030         | 1,400,000                    |
| 12 July 2025  | £0.010         | 15,000,000                   |
| 12 July 2025  | £0.060         | 4,501,000                    |
| 25 July 2025  | £0.002         | 20,000,000                   |
| 25 July 2025  | £0.020         | 11,000,000                   |
| 25 July 2025  | £0.010         | 5,000,000                    |
|               |                | <b>73,567,665</b>            |

The fair value of the share warrant rights granted are valued using the Black-Scholes option pricing model. The option pricing model assumptions can be referenced in the annual financial statements.

## 11 Trade and other payables

|   | Unaudited At<br>31 August 2025<br>£'000 | Unaudited At<br>31 August 2024<br>£'000 | As at<br>28 Feb 2025<br>£'000 |
|---|---|---|-------------------------------|
| Trade creditors                         | 1,986                                   | 206                                     | 311                           |
| Accruals                                | 721                                     | 91                                      | 153                           |
| <b>Total trade &amp; other payables</b> | <b>2,707</b>                            | <b>297</b>                              | <b>464</b>                    |

The directors consider the carrying value of trade and other payables is equal to their fair value.

## 12 Financing Instruments

During the period two Convertible Loan Notes were issued (CLN 1 and CLN 2). CLN 1 is measured at the principal amount outstanding. CLN 2 is measured at amortised cost using the effective interest method. Refer to Note 2 and Note 4 for further information.

A portion of the proceeds relating to CLN 2 were satisfied through the transfer of Bitcoin rather than cash and cash equivalents. Accordingly, the movement in the CLN liability does not correspond directly to the cash flows presented in the condensed interim statement of cash flows. The Bitcoin contribution represents a non-cash financing activity and is therefore excluded from cash flows in accordance with IAS 7.

### **CLN 1 – Compound Financial Instrument (Liability + Equity)**

On 17 June 2025, the Company issued CLN 1 with a principal value of £5,000,000.

CLN 1 contains:

- a host liability measured at amortised cost;
- an equity component, recognised at inception under the IAS 32 residual method; and
- a warrant entitlement (“Seed Warrants”), which became a freestanding derivative liability following the completion of CLN 2.

The notes carry no coupon and mature on 30 December 2025. They are secured by a first-ranking debenture over the assets of the Company. In July 2025, the Group entered into an agreement with loan-note holders to extend the maturity date from 30 November 2025 to 30 December 2025, in addition to extending the ‘Long Stop’ date from 30 August 2025 to 30 September 2025. This modification was assessed under IFRS 9 and was determined not to result in a substantial modification of the liability. Accordingly, no changes were required to be made.

#### **Conversion terms**

CLN 1 converts at a fixed price of £0.002 per share upon satisfaction of the required listing conditions, including publication of a prospectus and admission of the relevant shares to the London Stock Exchange’s Main Market. Prior to the long-stop date, conversion is mandatory upon the successful admission event; thereafter, conversion becomes optional for both the Company and the holder.

#### **Seed Warrants (derivative liability)**

Under the terms of CLN 1, holders became entitled to Seed Warrants once CLN 2 raised more than £100 million. CLN 2 closed during the period with subscriptions of £163,949,000, resulting in the crystallisation of the Seed Warrants and creating a legally enforceable present obligation.

Because the obligation arose after the initial recognition of CLN 1 and is no longer contingent, the Seed Warrants are no longer an embedded feature of CLN 1 and are instead recognised as a freestanding derivative liability measured at fair value through profit or loss.

The fair value of the Seed Warrant derivative at 31 August 2025 is disclosed in Note 13 (Fair Value Measurement).

#### **Measurement**

- The host liability is carried at amortised cost.
  - The equity component recognised at inception remains in equity.
  - The Seed Warrant derivative is measured at fair value through profit or loss (see Note 13).
- Transaction costs associated with CLN 1 were immaterial and expensed as incurred.

### **CLN 2 – Compound Financial Instrument (Liability + Equity)**

#### **Overview**

On 28 July 2025, the Group issued CLN 2 with a principal value of £163,949,000. The notes carry no coupon

and mature on 30 December 2025. CLN 2 is secured by first-ranking debentures over the assets of the Company and its wholly owned subsidiary, STT1 PTE Ltd.

### **Conversion terms**

CLN 2 converts at a fixed price of £0.01 per share, contingent on:

- the publication of a prospectus prepared under the Prospectus Regulation; and
- admission of the relevant shares to the London Stock Exchange's Main Market (Equity Shares (Transition) category).

Prior to the long-stop date, conversion is mandatory upon admission; thereafter, conversion becomes optional for both parties. If conversion does not occur, the notes are repayable at par on maturity.

### **Classification and Initial Measurement**

CLN 2 has been classified as a compound financial instrument containing:

- A liability component, measured initially at the present value of contractual cash flows discounted at a market rate for similar non-convertible debt (estimate: 12%).
- An equity component, representing the fixed-price conversion feature and recognised directly in equity.

### **Transaction costs**

Directly attributable transaction costs of £6,174,000 were rolled into CLN 2 liability. The relevant amounts were allocated between the liability and equity components of CLN 2 in proportion to their respective initial fair values, in accordance with IFRS 9 and IAS 32. The portion allocated to the liability component is included in its initial carrying amount and is amortised using the effective interest method. The portion allocated to the equity component has been recognised directly in equity and is not subsequently remeasured.

Directly attributable transaction costs of £1,592,000, in relation to placement fees, were recognised as a transaction cost and remain unpaid at the reporting date, forming part of Accruals disclosed as per Note 11.

The relevant amounts were allocated between the liability and equity components of CLN 2 in proportion to their respective initial fair values, in accordance with IFRS 9 and IAS 32. The portion allocated to the liability component is included in its initial carrying amount and is amortised using the effective interest method. The portion allocated to the equity component has been recognised directly in equity and is not subsequently remeasured.

This amount forms part of the non-cash financing cost referred to below the condensed consolidated statement of cash flows.

### **Subsequent Measurement**

Because CLN 2 carries no coupon, the finance cost recognised in profit or loss represents solely the unwinding of the initial discount and related transaction costs using the effective interest method.

The liability is derecognised upon repayment or conversion; the equity component remains within equity.

### **Seed Warrants – Quantification of Entitlement**

Following the completion of CLN 2, holders of CLN 1 became entitled to 1,599,225,000 Seed Warrants to subscribe for ordinary shares at £0.002 per share. The fair value of these warrants is measured in accordance

with IFRS 13 and presented in Note 13.

As no additional consideration was payable by the noteholders on grant of the Seed Warrants, no warrant reserve has been recognised in equity.

#### Carrying Amounts at 31 August 2025

| Instrument                  | Classification | Carrying Amount (£) |
|-----------------------------|----------------|---------------------|
| CLN 1 – host liability      | Amortised cost | 4,876,000           |
| CLN 1 – equity component    | Equity         | 213,000             |
| Seed Warrant derivative     | FVPL (Level 3) | 10,313,000          |
| CLN 2 – liability component | Amortised cost | 151,246,000         |
| CLN 2 – equity component    | Equity         | 7,852,000           |
| Broker Warrant derivative   | FVPL (Level 3) | 1,270,000           |

### 13 Fair Value Measurement

The Group holds two Level 3 derivative liabilities measured at fair value through profit or loss (“FVPL”):

1. Seed Warrant derivative liability arising from CLN 1
2. Broker Warrant derivative liability issued in connection with CLN 2

Both instruments require valuation using significant unobservable inputs and are measured in accordance with IFRS 13 Fair Value Measurement. They are presented separately due to differences in contractual terms, valuation drivers, and sensitivity behaviour (including the effect of cashless exercise on the Broker Warrants).

All other financial assets and liabilities are carried at amounts that approximate fair value.

#### Valuation Techniques

##### Seed Warrants (CLN 1)

Valued using the Black–Scholes option pricing model, which reflects:

- fixed exercise price,
- European-style exercise profile,
- no cashless exercise mechanism, and
- a short, expected life from when the obligation became enforceable.

##### Broker Warrants

Broker Warrants permit cashless (net-share) exercise. Accordingly, valuation follows a two-step market-participant approach:

1. Black–Scholes fair value of a cash-settled option, then
2. Adjustment for net-share settlement, using the standard proportional factor:

$$\text{Cashless Factor} = \frac{S - K}{S}$$

This adjustment produces a more conservative fair value and reflects the economic value transferred on net settlement. This approach is consistent with IFRS 13's market-participant principle and widely used in practice.

#### Key Inputs and Level 3 Assumptions

| Input             | Seed Warrants | Broker Warrants               |
|-------------------|---------------|-------------------------------|
| Spot share price  | £0.024        | £0.024                        |
| Exercise price    | £0.002        | £0.0115                       |
| Expected term     | 60 months     | 60 months                     |
| Volatility        | 80% – 160%    | 80% – 160%                    |
| Risk-free rate    | ~4.5%         | ~4.5%                         |
| Own-credit spread | 10% – 30%     | 10% – 30%                     |
| Dividend yield    | 0%            | 0%                            |
| Cashless exercise | No            | Yes — cashless factor applied |

#### Fair Value Hierarchy

| Instrument                | Classification | Level   | Valuation approach               |
|---------------------------|----------------|---------|----------------------------------|
| Seed Warrant derivative   | FVPL liability | Level 3 | Black–Scholes                    |
| Broker Warrant derivative | FVPL liability | Level 3 | Black–Scholes + cashless overlay |

#### Fair Value at 31 August 2025

| Instrument                                  | £                 |
|---|-------------------|
| Seed Warrant derivative                     | 10,313,439        |
| Broker Warrant derivative                   | 1,270,147         |
| <b>Total warrant derivative liabilities</b> | <b>11,583,586</b> |

#### Reconciliation of Level 3 Movements

|                     | Seed Warrants<br>£ | Broker Warrants £ | Total<br>£        |
|---------------------|--------------------|-------------------|-------------------|
| Opening balance     | –                  | –                 | –                 |
| Initial recognition | 10,313,439         | 1,270,147         | <b>11,583,586</b> |

|                           |                   |                  |                   |
|---------------------------|-------------------|------------------|-------------------|
| Fair value movement (P&L) | 10,313,439        | 1,270,147        | <b>11,583,586</b> |
| <b>Closing balance</b>    | <b>10,313,439</b> | <b>1,270,147</b> | <b>11,583,586</b> |

Fair value gains/losses are recognised within Fair value loss on derivative financial instruments.

## Sensitivity Analysis

### Seed Warrants (CLN 1) – Sensitivity Analysis

The Seed Warrant liability is most sensitive to movements in the Company's share price and discounting for own credit. The instruments are deep in-the-money with a relatively short, expected term, meaning volatility has limited effect.

#### Seed Warrants – Sensitivity Table

| Input Change                   | Effect on FV (£) |
|--------------------------------|------------------|
| Share price +25%               | 9,592,350        |
| Share price +10%               | 3,836,940        |
| Share price –10%               | (3,836,940)      |
| Share price –25%               | (9,592,350)      |
| Credit spread +10%             | (4,059,736)      |
| Credit spread +20%             | (6,521,415)      |
| Expected term +3 months        | (725,862)        |
| Expected term –3 months        | 795,085          |
| Volatility change (160% → 80%) | 20,401           |

### Broker Warrants – Sensitivity Analysis (Cashless Exercise)

Because of net-share settlement, the Broker Warrants exhibit:

- lower delta than Seed Warrants,
- reduced sensitivity to volatility,
- a more pronounced sensitivity to spot price movements, and
- a muted response to changes in expected term (due to cashless structure).

#### Broker Warrants – Sensitivity Table

| Input Change     | Effect on FV (£) |
|------------------|------------------|
| Share price +25% | 2,789,305        |
| Share price +10% | 1,093,007        |

|                                |             |
|--------------------------------|-------------|
| Share price –10%               | (1,051,165) |
| Share price –25%               | (2,513,529) |
| Credit spread +10%             | (499,975)   |
| Credit spread +20%             | (803,142)   |
| Expected term +12 months       | (250,266)   |
| Expected term –12 months       | 303,217     |
| Volatility change (160% → 80%) | (97,522)    |

Due to the cashless exercise mechanism, the Broker Warrants' value is capped relative to the underlying share value. As a result, changes in volatility and expected term have a dampened effect, while changes in spot price and credit spread remain the most significant valuation drivers.

### **Judgements Applied**

Significant judgement was required in:

- selecting volatility assumptions in the absence of historical trading data;
- determining an appropriate credit spread for a newly formed entity with crypto-linked treasury assets;
- applying a cashless-exercise overlay consistent with market-participant assumptions, and;
- determining the expected life of each warrant class.

These assumptions are inherently uncertain and may change materially as further information becomes available. Refer to Note 4 for further information.

### **IAS 34 Considerations**

Fair value measurements as at 31 August 2025 reflect the best information available at the reporting date.

The exercise of these warrants is subject to the Company having sufficient shareholder authorities and any required FCA approvals at the time of exercise. At the reporting date, the Company does not have sufficient share-issuance headroom to settle all outstanding warrants; however, this does not impact the recognition or classification of the warrants under IAS 32 and IFRS 9. Settlement of warrants will therefore require the Company publish a prospectus.

Accordingly, the assumptions and information and will be reassessed at year-end when additional observable inputs become available (e.g., prospectus milestones, updated share pricing information, market volatility).

## **14 Related Party Transactions**

The Group's related parties include key management personnel and entities controlled by them.

Key management remuneration, including amounts paid through service companies, totalled £293,170 for the period. Amounts outstanding with related parties at the reporting date were £238,385, all of which were unsecured and entered into on normal commercial terms.

During the period, certain members of key management personnel subscribed to the Group's convertible loan notes on the same commercial terms as other investors. The total subscriptions by key management

personnel and their related entities amounted to £100,000.

During the period, certain members of key management personnel exercised 46,000,000 warrants for a value of £450,000. The warrants were exercised on the same terms as other holders. 5,000,000 warrants were outstanding at the end of the reporting period in relation to key management personnel, alongside 42,866,000 warrants outstanding in relation to affiliated parties.

## **15 Capital Commitments and Contingent Liabilities**

There were no capital commitments or contingent liabilities as at 31 August 2025.

## **16 Events subsequent to the period end**

Subsequent to the reporting date, Bitcoin prices, relative to GBP have continuously decreased, being approximately 20% since the end of the reporting date. The Group acquired c~1,153 BTC at a total cost of £101,850k through-out the period with a pooled average cost of £88.3k. Revaluation losses recognised in the period have been disclosed within the condensed consolidated statement of comprehensive income. The subsequent decrease in the value of Bitcoin after the reporting date is a non-adjusting event.

On 1st September 2025 the Group purchased additional Bitcoin with a total consideration of £3.8million, translating to approximately 46 BTC, at a cost of £83.3k, bringing its total holdings to 1,199 Bitcoin. The subsequent decrease in Bitcoin prices after year-end, as noted above, being approximately 20% also impact this transaction. This is a non-adjusting event.

On 12 September 2025 the Company announced the resignation of Kreston Reeves LLP. On 23 October 2025 the Company announced that BDO LLP had been appointed as Group auditors.

Through-out September and October 2025, the Company has signed agreements within 53% of the CLN 2 investors and 100% of the CLN 1 investors to amend the Long Stop dates to 30 December 2025, from 30 September 2025, as referred to in Note 3.

On 14 October 2025 the Company announced that Andrew Smith was appointed as Chief Financial Officer of the Group, effective 1 November 2025.

On 7th November 2025, the Group exchanged cash totalling £19.1m (\$25.4m) for USDC, a stablecoin pegged to the dollar which is instantly convertible into cash and which the board considers to be equivalent to cash.