



January - December 2025

Annual Report and Accounts



2025

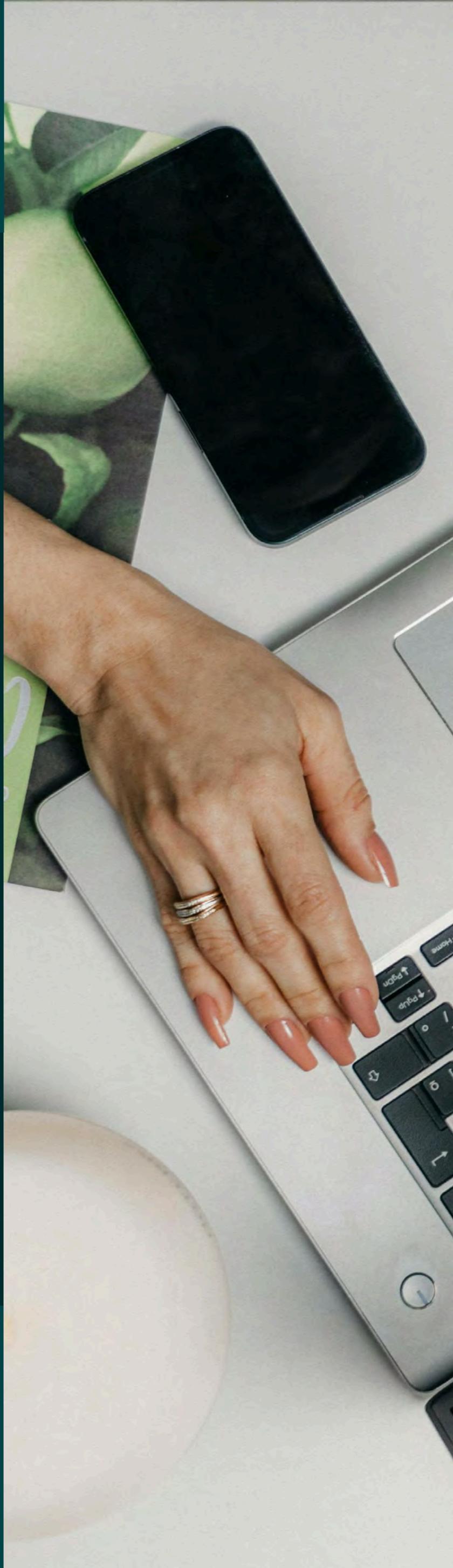
STATEMENTS OF CONTENTS



01.	STRATEGIC REPORT	
	Chief executive officer review	p4
	Physitrack at a glance	p7
	Chief financial officer review	p16
	Viability statement	p27
	Sustainability report	p28
02.	CORPORATE GOVERNANCE	
	Corporate governance report	p33
	Audit committee report	p38
	Board of Directors and executive management	p40
	Directors' report	p44
	Directors' responsibilities	p46
	Independent auditor's report	p47
03.	FINANCIAL STATEMENTS	
	Consolidated statement of comprehensive income	p54
	Consolidated statement of financial position	p55
	Consolidated statement of changes in equity	p56
	Consolidated statement of cash flows	p57
	Notes to the consolidated financial statements	p59
	Company statement of financial position	p102
	Company statement of changes in equity	p103
	Notes to the company financial statements	p104
04.	SHAREHOLDER INFORMATION	p116

01.

STRATEGIC REPORT





Chief executive officer review

Executing cash generation, high-margin SaaS growth, and scalable expansion

2025 has been a defining year for Physitrack. We entered the year focused on sharpening the quality of our earnings, strengthening our operating model, and ensuring the business is positioned to scale sustainably. We delivered on each of these priorities, evidenced by five consecutive quarters of positive operating cash generation and an Adjusted EBITDA margin improvement of seven percentage points to 35%. We exit the year with improved operational discipline, a higher subscription mix, and continued momentum in cash generation.

A key milestone during the year was our ability to consistently generate profitability and convert it into cash. In the final quarter, we generated €0.5m of operating cash, marking five consecutive quarters of cash generation and a €2.0m swing in cash generation compared to what was reported in 2024 (€1.8m swing on a continuing operations basis). This reinforces the view that Physitrack is now operating from a position of financial resilience and control. This improvement is not cyclical; it reflects a deliberate shift toward a leaner, more scalable business built around subscription revenue and disciplined cost allocation.

A stronger Group, built on recurring revenue

Physitrack's long-term model is anchored in two complementary business lines:

- **Lifecare**, our global MSK rehabilitation platform supporting healthcare providers
- **Wellness**, our corporate wellbeing platform led by Champion Health

Across the Group, our direction is clear: increase recurring revenue, improve margins, and invest in products that can scale efficiently across geographies.

We have continued to progress toward this goal throughout the year by prioritising software-led delivery, refining our commercial execution, and aligning investment toward higher-return initiatives.

Lifecare continued to demonstrate the characteristics that make it the Group's financial engine: high retention, strong gross margins, and consistent subscription-led growth. The division remains a dependable base from which we can expand product capability and strengthen our global footprint.



Wellness restructure and rationalisation: prioritising high-margin SaaS and simplifying complexity

During the year we took decisive action to restructure and rationalise Wellness, ensuring the division is aligned with the Group's profitability ambitions and long-term scalable growth model. These actions include the divestment of the Wellnow and Fysiotest businesses, alongside the restructure of the Champion Health business, which saw the streamlining of the operations, alongside the planned closure of clinics in the Champion Health Plus business in Q1 2025 and Q1 2026. This reflects a deliberate prioritisation of scalable, high-margin software revenues and a clear focus on sustainable unit economics. As a result of the divestment, the financial results of Fysiotest and Wellnow for both the current and prior financial years are disclosed within discontinued operations.

This included further simplification of operations and an increased focus on high-margin SaaS revenue, as we reduce exposure to operationally intensive and lower-margin service lines. These actions were not taken lightly, but they reflect our commitment to building a more predictable and investable business, one that can grow with greater control, better unit economics, and stronger cash conversion.

The strategic changes implemented in 2025 position Wellness to enter 2026 with a clearer commercial focus, improved cost discipline, and a platform model that is better suited to scalable international expansion.

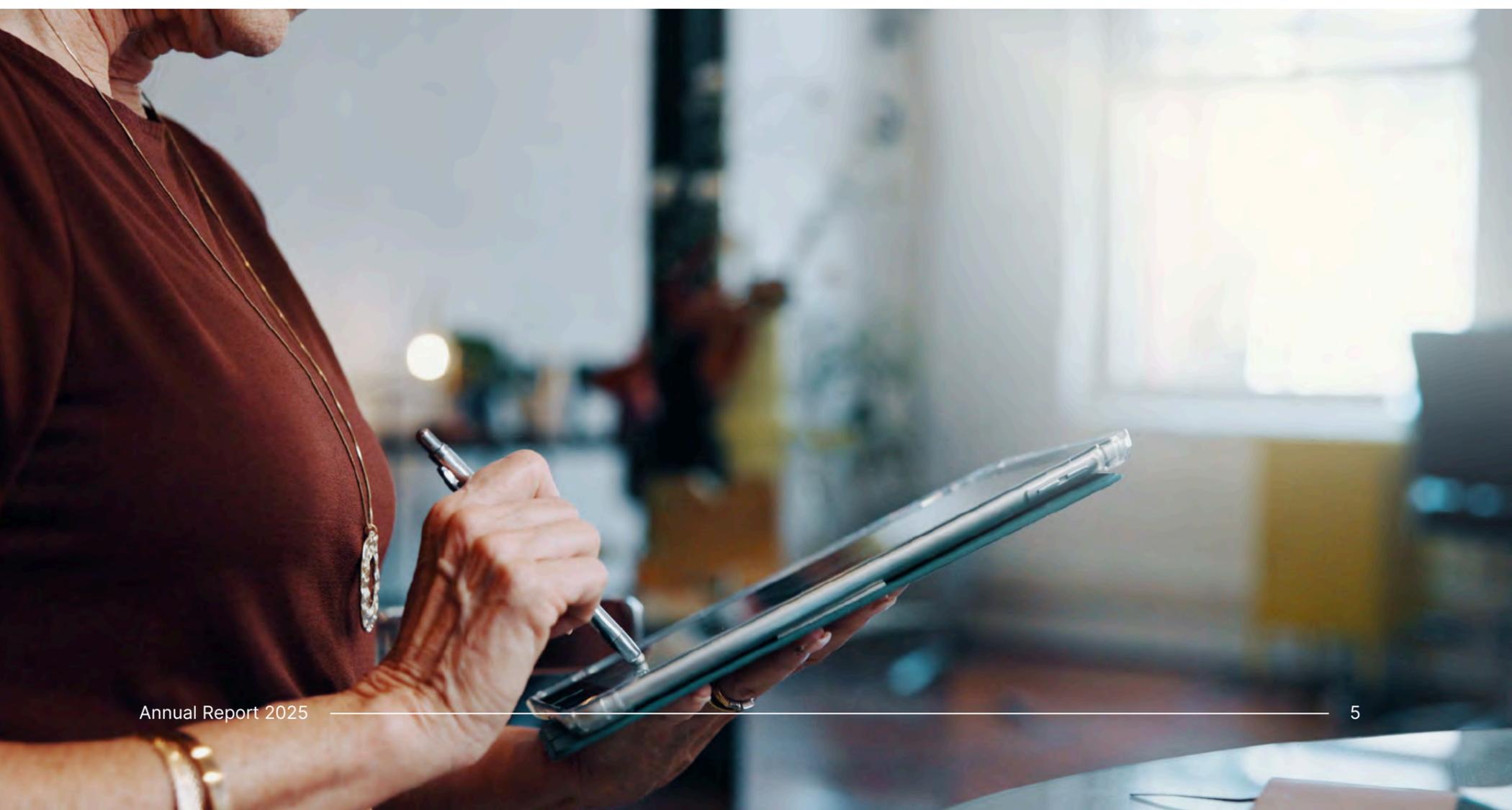
Operational excellence as a competitive advantage

2025 also demonstrated the strength of Physitrack's evolving operating model. We continued to embed modern workflow tools, automation, and AI-enabled delivery across product and commercial execution. These capabilities are not simply internal efficiencies, they are foundational to how we build faster, operate leaner, and scale more effectively while protecting quality and security standards.

Our teams have moved forward decisively in aligning the Group around shared product development principles and execution discipline. Over time, this alignment will compound value across both divisions, particularly as cross-selling opportunities strengthen between Lifecare and Wellness

Key 2025 financial headlines

- €1.2m operating free cash flow "FCF" as defined in Note 5 from continuing operations for FY2025. Q4 marked five consecutive quarters of positive operating cash generation.
- Subscription revenue increased as a share of total revenue, reaching 84% in Q1, 87% in Q2, 88% in Q3 and 92% in Q4 reinforcing the Group's revenue quality and visibility.
- Lifecare delivered resilient, profitable growth, maintaining strong gross margins and high customer retention.
- Free cash flow remained positive, supported by sustained profitability and disciplined cost allocation.
- Wellness restructuring actions progressed, refocusing the division toward high-margin SaaS expansion and a more scalable operating structure.
- A loss after tax from continuing operations of €6.6m was recognised for the year (2024: loss €0.2m), however this included one-off items which do not reflect the underlying profitability of the group such as impairments and associated costs with restructuring, rationalisation and divestments. Stripping out these costs we note that the Group generated an adjusted profit after tax for continuing operations of €0.03m (2024: Loss €0.4m).
- The statutory operating loss increased year-on-year primarily due to restructuring costs within Wellness, impairment charges and divestment-related items recognised during the period. Excluding these non-recurring items, underlying operating performance improved, driven by stronger subscription revenue, disciplined cost management and improved cash conversion. Further details of these items are set out in the notes to the financial statements.



Looking ahead to 2026

As we enter 2026, we are focused on accelerating growth from a stronger base, with improved cash generation, a leaner cost structure, and a clearer path to scalable SaaS expansion.

Our priorities are:

- Expand our commercial footprint in North America, building on our market position and strengthening our sales execution;
- Increase Lifecare's high-margin subscription growth through continued product leadership and international penetration;
- Scale Wellness through a SaaS-first model, focusing on high-quality enterprise relationships and predictable recurring revenue; and
- Maintain operational discipline, ensuring profitability and cash generation remain central measures of progress.

Physitrack's mission remains unchanged: to elevate the world's wellbeing through technology. With a more resilient operating foundation and a sharpened strategic focus, I believe the coming years will be the most exciting yet for Physitrack and for our shareholders.

Thank you for your continued trust and support.

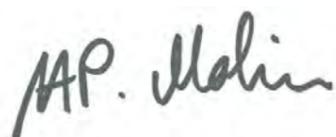
Outlook

Growth: Physitrack aims to achieve a doubling of revenue within the medium term.

Margin: Physitrack targets an EBITDA margin of 40–45% in the medium term, with potential short-term margin contractions due to add-on acquisitions impacting margins negatively.

Distribution: Physitrack has a favourable outlook on the distribution of profits to shareholders via dividends in the medium term but does not foresee this taking place in the short term. During February 2026 Physitrack announced its plans to introduce a share repurchase programme as a way to return capital to shareholders.

The medium term is defined as within the next three to five years.



Henrik Molin
Director / CEO & co-founder
12 march 2026



Physitrack - at a glance

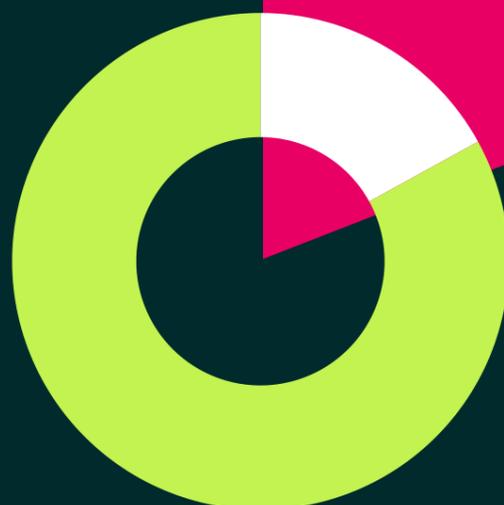
Our two business lines have us well-positioned to capitalise on increasing digital healthcare demand and corporate wellbeing challenges.

Lifecare

Seamless and efficient care solutions

Technology for healthcare providers

17%

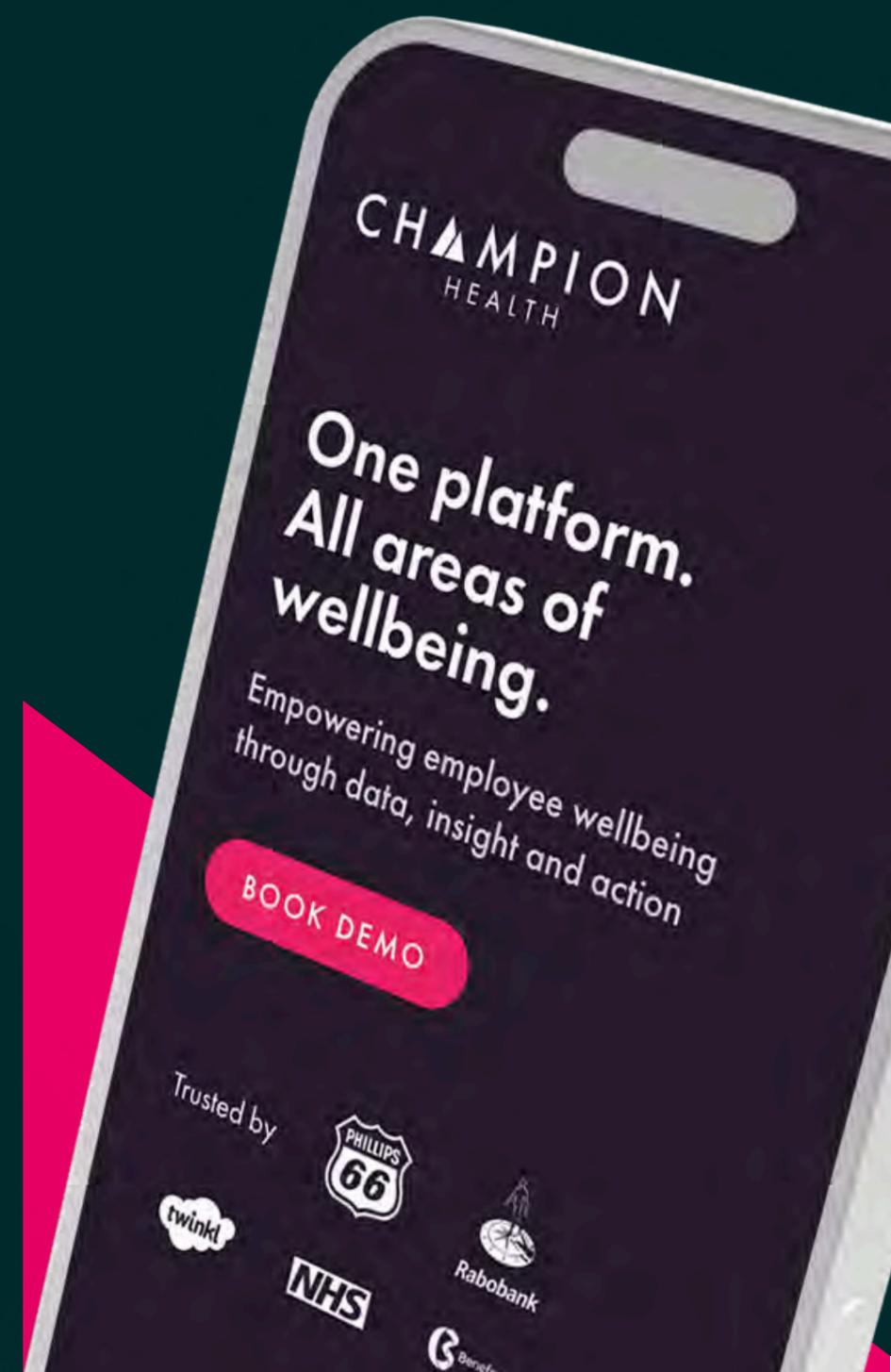
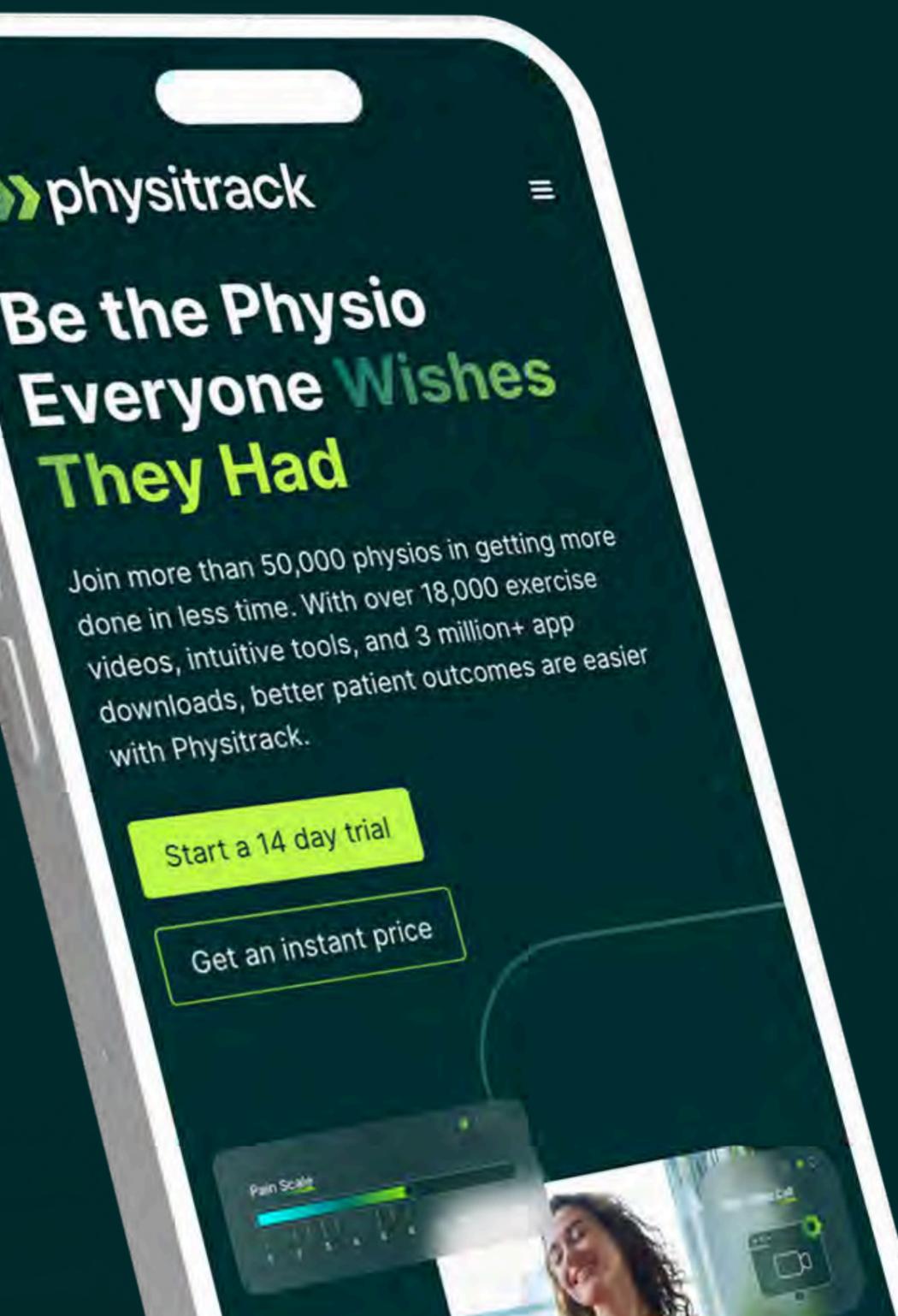


Wellness

One platform, all areas of employee wellbeing

Technology for employers

83%



How it all comes together - Investing in Physitrack

Physitrack is a global digital healthcare and wellbeing company delivering SaaS-based solutions across two complementary divisions:

- Lifecare – supporting healthcare professionals with physiotherapy, telehealth, and patient engagement tools
- Wellness – delivering employee health and wellbeing solutions powered by the Champion Health platform

Physitrack’s strategy is centred on building a focused, high-margin, cash-generative SaaS group with scalable products and recurring revenues. Following strategic simplification in 2025, the Group enters 2026 with a more efficient operating model, stronger cash discipline, and a clearer path to scalable international growth.



Balanced portfolio

Our geographical diversified customer base and varied revenue streams make the business robust - dramatic changes in the world do not necessarily affect all parts of our business.



Profitable growth is part of our DNA

Our organisation is cost optimised - smart spending has always been a motto



All-weather product

Wellness initiatives still prioritised by many companies during tough times



True product market fit

Prices in relation to the market rather than growth expectations



Champion Health, supported by the macro environment

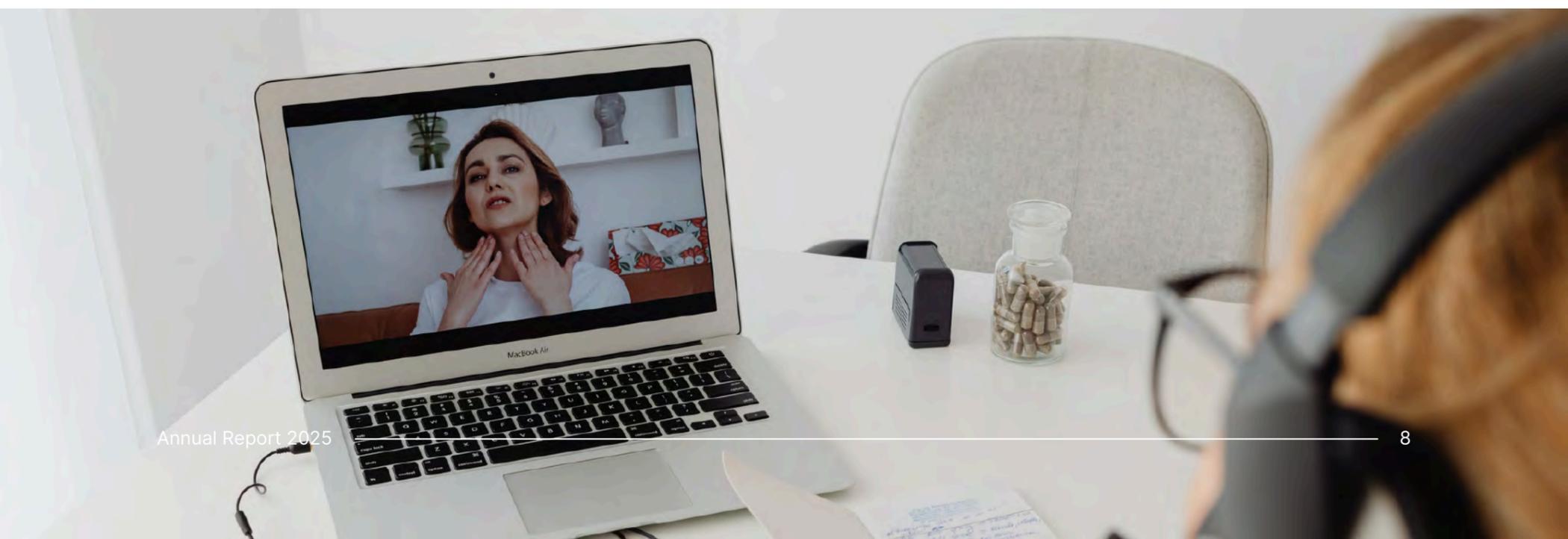
Investing in employee wellbeing is an important potential cost saving for many companies, paving the way for less employee turnover and higher efficiency



Attentive to our surroundings

We aim to continue to grow the way we have always done - organic as well as through acquisitions - while keeping in touch with our surroundings to stay ahead of the curve

Executing a clear, tangible growth plan around the world



A robust business model, able to withstand headwinds

Business overview - Physitrack today

Focusing on what we do best: scalable SaaS platforms that solve customers' problems

In 2025, Physitrack increased focus on its SaaS digital health and wellbeing platforms, creating a simpler, more efficient, and scalable business.

This rationalisation began with the consolidation of the Champion Health and Physitrack teams in early 2025, and was reinforced through the exit of non-core activities, including:

- The closure of Champion Health Plus in-person clinics during January 2026; and
- The management buy-out of Wellnow in March 2025 and Champion Health Nordics in December 2025.

Physitrack retained higher-margin and strategically aligned product lines within our AI-powered triage tool NEXA and the National Network for MSK care delivery, and will now sell Champion Health directly into Germany and Sweden rather than through its previous subsidiaries.

These changes reduce exposure to labour-intensive and non-scalable activity and sharpen the Group's focus on what it does best, delivering high-quality, subscription-led technology solutions that generate strong unit economics and long-term customer value.

As a result:

- Group adjusted EBITDA margins improved from 28% in FY2024 to 35% in FY2025, reflecting the benefits of simplification and a more SaaS-led revenue mix; and
- Organisational focus increased significantly, with employees reducing from approximately 85 to fewer than 60, with a further reduction to around 45 expected in early 2026 as rationalisation completes.

Physitrack is consolidating team members into in-person hubs in New York and London, while engineering remains hubbed remotely in Poland. This model improves productivity, strengthens cross-functional execution, and underpins accelerated growth in North America, building from the approximately €2m Annual Recurring Revenue "ARR" (as defined in note 5) the Group already enjoys in the region.

Market presence & expansion

Accelerating in North America while continuing to grow across EMEA

Physitrack is a global digital health and wellbeing company. The Group is well positioned to accelerate from its €2m ARR base in North America, while continuing to expand across EMEA in 2026.

In 2024, approximately 20% of Group revenue was generated in North America, supported by important partners such as HSS, Cedars Sinai and NYU Langone, an integrated academic health system headquartered in New York with more than 300 locations across New York State and Florida.

North America represents the largest addressable market for digital musculoskeletal and rehabilitation platforms. The Group believes it can accelerate expansion through its scalable and differentiated ecosystem, anchored by the Physitrack Home Exercise Program platform and aligned with structural healthcare trends toward remote, at-home, and preventative interventions.

To capitalise on this opportunity, Physitrack is scaling a dedicated North America go-to-market motion led from New York led by the Group's CEO, supported by strengthened leadership in sales and marketing. In 2026, success will be defined by accelerated growth in North America for Physitrack. The Group will also continue its expansion across EMEA, particularly in the UK and Nordics, alongside selective entry into new high-potential markets such as the Middle East.

Physitrack's 2026 strategy

Scaling our SaaS digital health and wellbeing platforms in North America and beyond, while retaining operational discipline

Physitrack has three strategic pillars which will underpin the Group's progress in 2026:

Pillar 1: Accelerated growth in the world's largest TAM - North America

Physitrack is accelerating growth in North America from an established €2m ARR base, expanding its presence in the world's largest digital health market.

North America represents a significant opportunity, with more than 260,000 licensed physical and occupational therapists in the US and approximately 28,000 in Canada, alongside structural demand for remote, preventative, and outcomes-driven care.

Growth acceleration is supported by strengthened leadership and infrastructure based in New York, enabling scaled rollout of Physitrack's ecosystem. In due course, the Group will explore launching Champion Health into North America, where employers face rising healthcare costs and increasing demand for preventative health and wellbeing solutions.

Pillar 2: Remain focused and operationally disciplined

Physitrack will continue its work to remain a simplified, focused, and capital-efficient SaaS group aligned around its highest-return platforms.

In 2026, the Group expects the completion of remaining rationalisation actions, including the finalisation of Champion Health Plus clinic closures and the continued consolidation of teams into New York, London, and Poland. This simplification is expected to drive further year-on-year improvements in recurring revenue per employee and Group margins.

Adjusted EBITDA Margins increased from 28% in FY2024 to 35% in FY2025, with an expectation they will reach closer to our mid term target of 40-45% in FY2026 as the benefits of a leaner operating model are fully realised.

Pillar 3: Expand retained ecosystem revenue streams

Physitrack is expanding and maturing its retained ecosystem of products to maintain a complementary, diversified set of recurring revenue streams:

- The Group continues to broaden monetisation across its ecosystem, combining its core Home Exercise Program platform with adjacent digital health (NEXA), education (Physicourses), and wellbeing (Champion Health) offerings to increase customer lifetime value.
- 2026 is expected to deliver early growth supported by our AI-powered triage solution for MSK care, NEXA, while continued expansion across EMEA for the Physitrack ecosystem, including the UK and Nordics, provides a stable foundation for long-term international growth.

From 2026 onwards, this strategy is expected to deliver incremental ARR growth, improved revenue quality, and increased optionality across healthcare providers, employers, and partners globally.

2025 Product highlights - Lifecare

Whole new mobile patient experience

Delivered a redesigned Physiapp experience that improves patient engagement through a modern UI, guided exercise flows, and enhanced usability features.

Why it matters: Physiapp is Physitrack's primary patient gateway. A best-in-class patient experience is foundational to engagement, outcomes, retention, and ecosystem-led growth.

Flexible exercise assignment

Improved program flexibility, enabling clinicians to tailor programs more closely to real-world patient needs and treatment approaches.

Why it matters: Flexibility reduces friction in program creation, increases clinical trust, and improves patient outcomes through more personalised rehabilitation plans.

Practitioner mobile experience - PhysiAssistant

Delivered the first full, non-beta version of PhysiAssistant as a mobile companion for practitioners, enabling program management and patient engagement on the move.

Why it matters: Clinicians increasingly work across settings and locations. PhysiAssistant embeds Physitrack into daily clinical workflows and supports long-term AI-enabled productivity.

Building the foundation for data as a product

Strengthened data infrastructure to support the development of scalable analytics and future enterprise value propositions.

Why it matters: Trusted, accessible data enables ROI measurement, enterprise adoption, and the development of new high-margin platform capabilities.

2025 Product highlights - Wellness

Successful delivery of largest enterprise deployment to date

- Delivered Champion Health's most complex deployment to date for PAM Wellbeing, including new multi-layer architecture and scalable client hierarchies.
- Why it matters: Validates Champion Health's ability to support sophisticated enterprise customers and confirms platform readiness for larger multi-organisation deployments.

Achieving Web Content Accessibility Guidelines "WCAG" compliance

- Completed accessibility work to achieve WCAG 2.1 AA compliance across the end-user experience.
- Why it matters: Accessibility is essential for inclusive care and a requirement for many enterprise and regulated customers, particularly in the UK and the US.

Launching self-serve client features

- Delivered new self-serve tools enabling clients to configure content, engagement features, and challenges more independently.
- Why it matters: Self-serve functionality supports scalability, reduces operational burden, and enables Champion Health's transition toward a more product-led and repeatable growth model.

2026 Product roadmap themes

Theme 1: Patient as the primary stakeholder

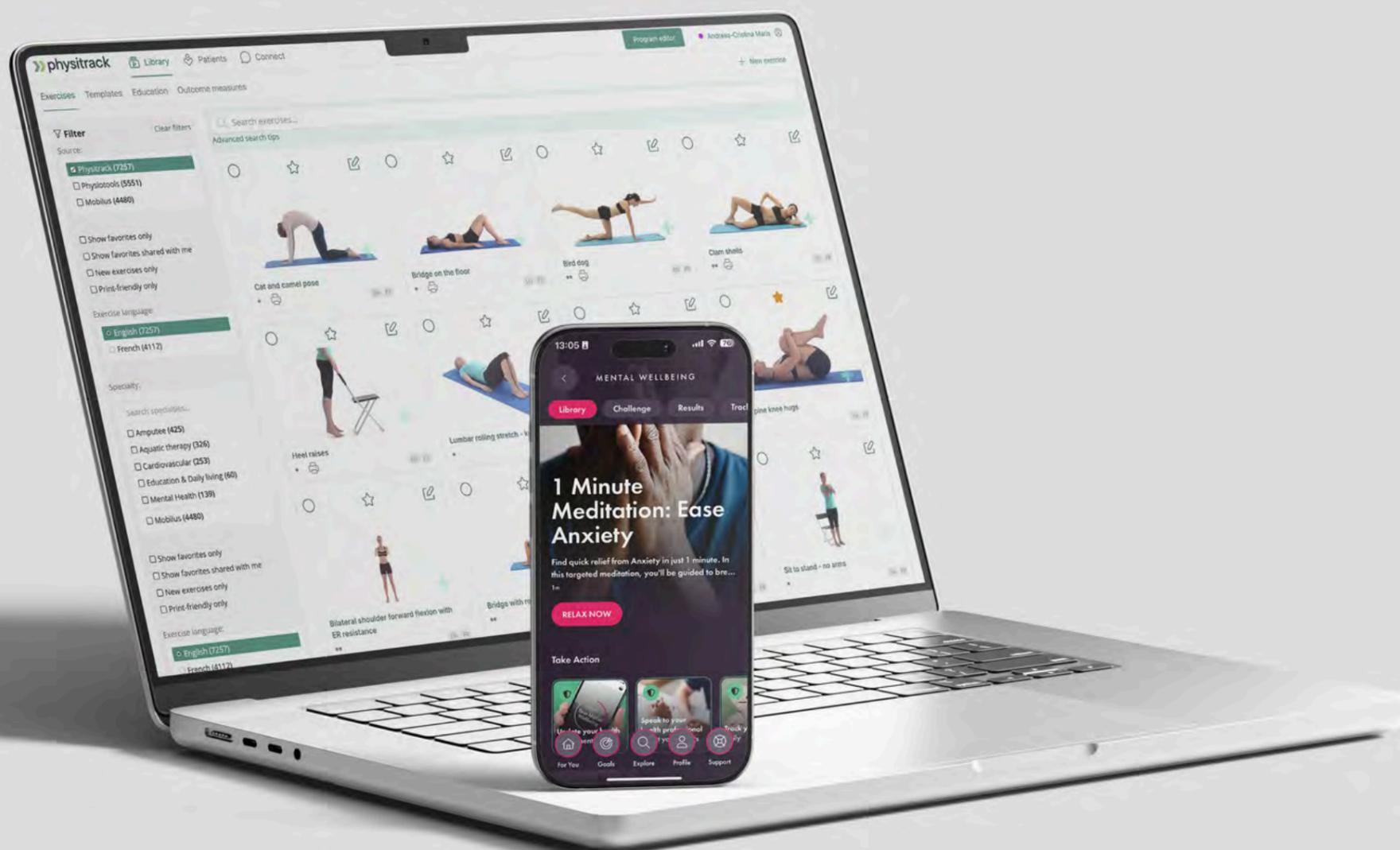
Position Physiapp around the patient experience to drive engagement, outcomes, and bottom-up adoption.

Theme 2: Clinician productivity, data leverage, and AI-driven defensibility

Build workflow and data capabilities that deepen product stickiness, enable expansion, and support new high-margin revenue streams.

Theme 3: Champion Health as the preventative care engine of the Physitrack ecosystem

Scale Champion Health as a platform supporting preventative care across workplace wellbeing and clinical pathways, strengthening ROI for employers and creating additional ecosystem-driven growth.



Our technology and platform strength

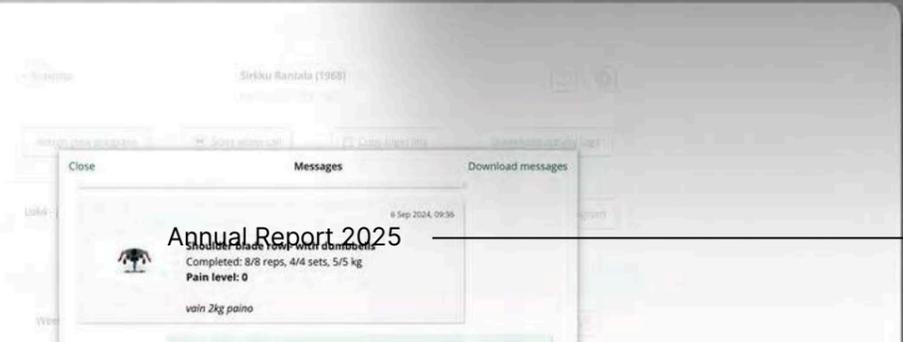
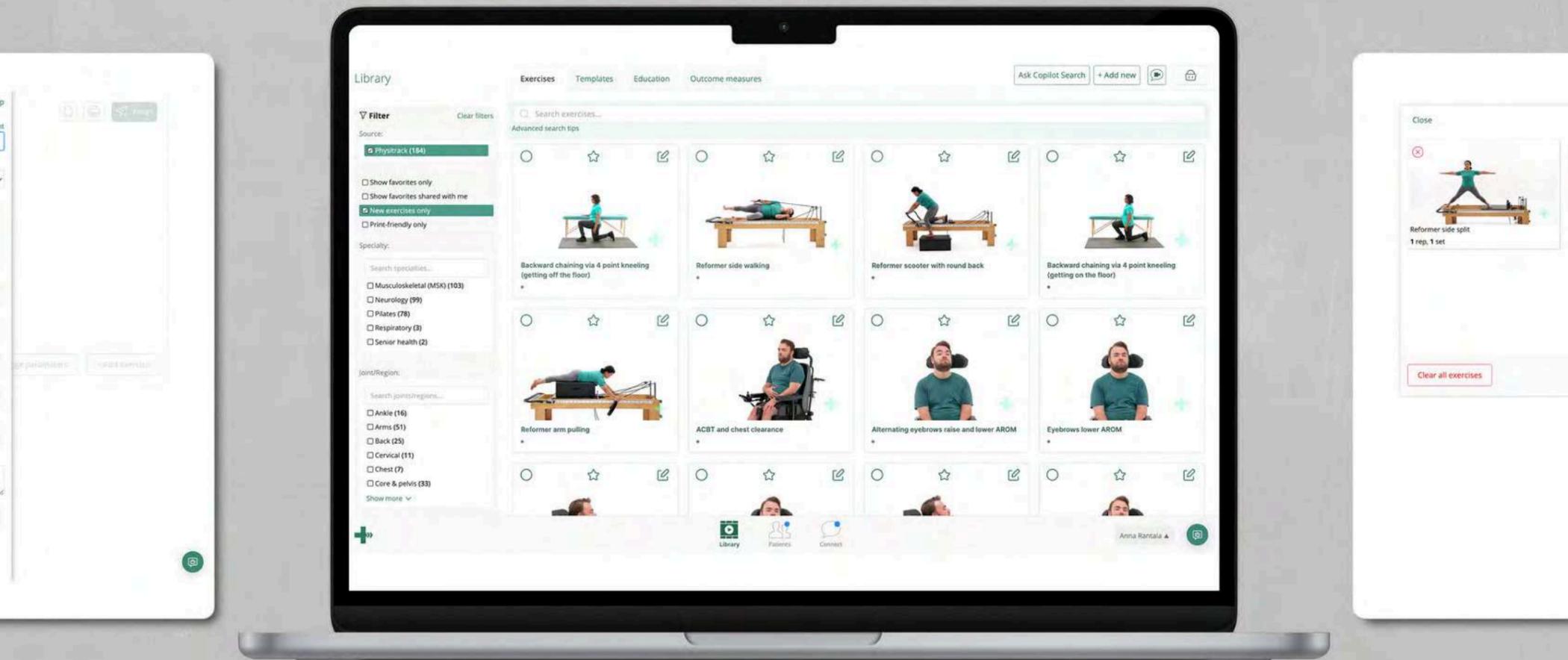
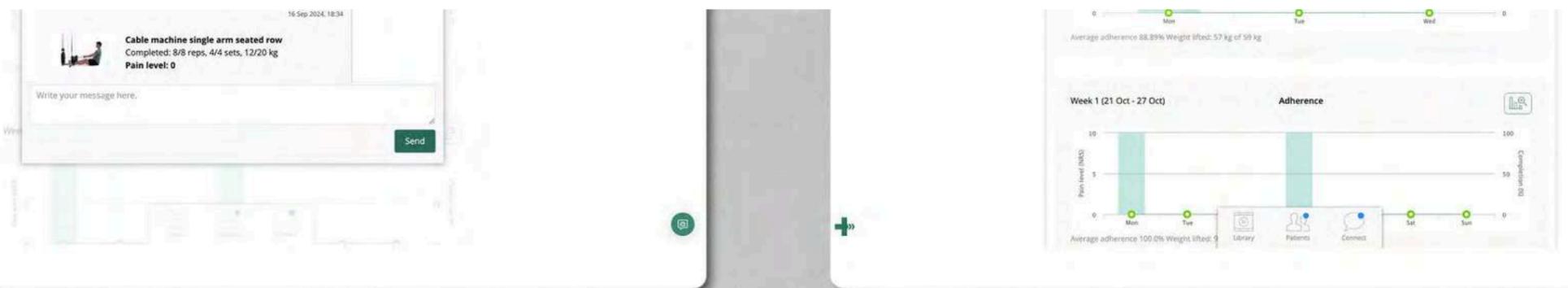
Built to scale: a global SaaS platform for healthcare and wellbeing

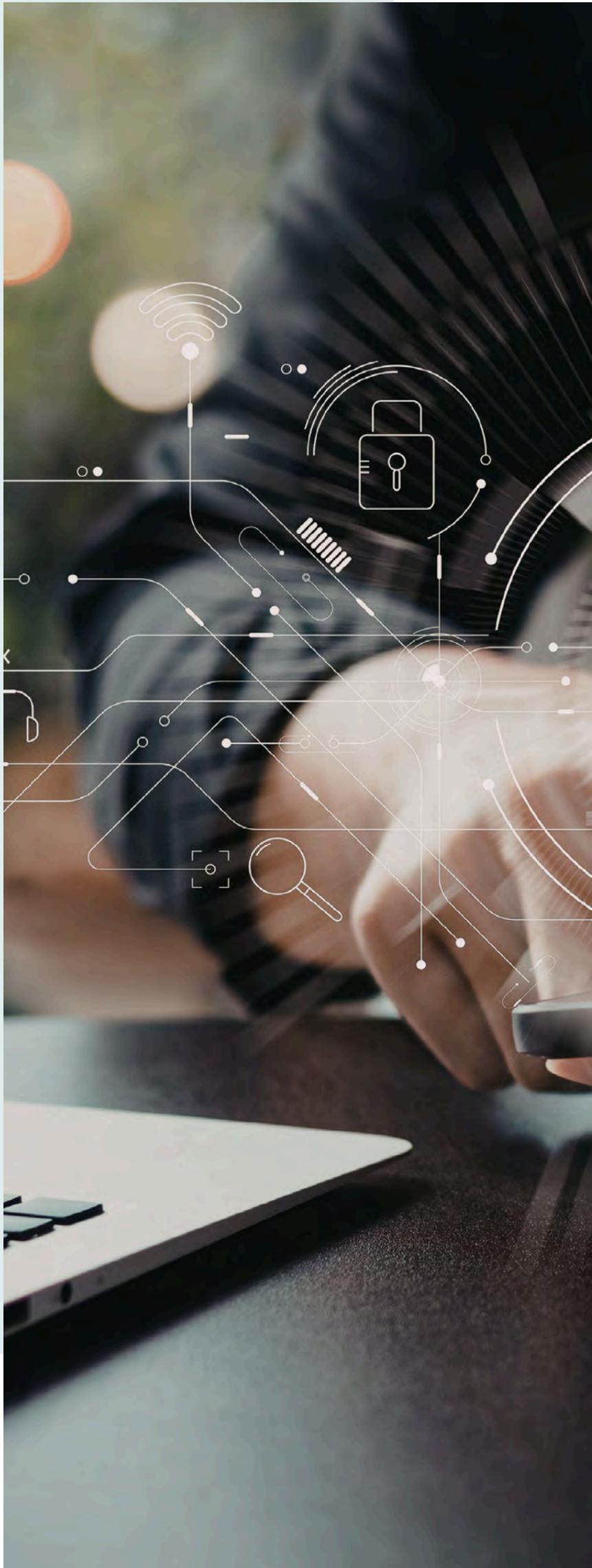
Physitrack operates a modern, cloud-native technology platform designed to support healthcare professionals, patients, and corporate users at scale. The Group's products are delivered through a highly scalable SaaS model, enabling efficient growth across geographies while maintaining consistent performance, compliance standards, and customer experience.

Our platform is built to integrate seamlessly into customer workflows. Through a flexible API layer and a growing ecosystem of integrations with electronic medical record ("EMR") and patient management systems, Physitrack supports scalable distribution and enterprise adoption across both public and private healthcare markets.

Physitrack's technology strategy prioritises:

- Scalability and performance to support continued international expansion;
- Workflow integration to increase product stickiness and customer retention;
- Product-led innovation, including automation and AI-enabled development, to enhance the customer experience and improve efficiency; and
- Reliability, security and compliance, ensuring confidence for customers operating in regulated environments.





Information Security Trust & platform strength

Your data is safe with us

Physitrack's security program built on recognised industry frameworks and continuous monitoring, supported by clear governance, robust controls, and regular training. Information security remains a core operational priority for the Group, reflecting the sensitivity of healthcare and wellbeing data and the expectations of enterprise, public sector, and regulated customers globally.

In 2025, Physitrack took another step forward in its security and compliance journey by unifying ISO/IEC 27001 and ISO/IEC 27018 certifications across the wider ecosystem, including Champion Health. This strengthens governance, reduces operational complexity, and improves cost efficiency while maintaining rigorous standards for data protection.

For more details, please visit our [Security Center](#).

Reliable 24/7/365

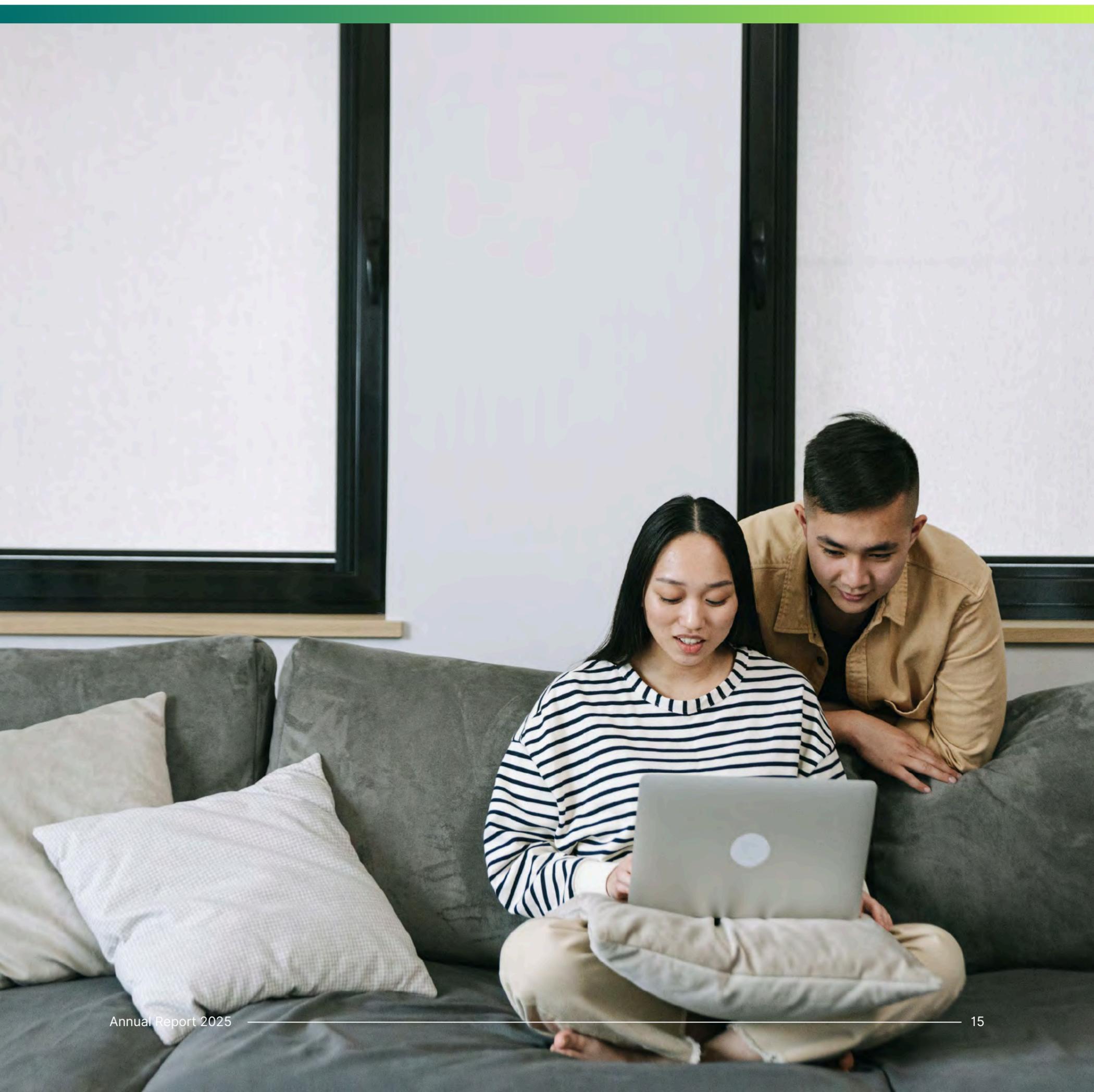
Physitrack's platform is built for enterprise-grade reliability. Systems are monitored continuously, with engineers on call at all times to respond rapidly to unexpected behaviour and protect customer experience.

Information security strategy

Physitrack's strategy for information security is to:

- Build a strong security culture and improve information security awareness across the organisation;
- Verify compliance through independent certification (such as ISO 27001 audit) and internal assurance activities;
- Reduce vulnerabilities through continuous improvement and proactive risk management;
- Maintain robust access controls, authentication mechanisms, and audit logging; and
- Uphold strict controls for the storage, processing, and protection of customer data globally.

In addition to compliance with ISO frameworks, the Group also utilises HIPAA and GDPR compliant technology.



Chief financial officer review

FY2025 was a year of strengthening the Group's financial foundations. We delivered improved profitability on an adjusted EBITDA basis, materially stronger cash generation, and continued to increase the quality and predictability of revenues, while simplifying the operating model through deliberate portfolio actions.

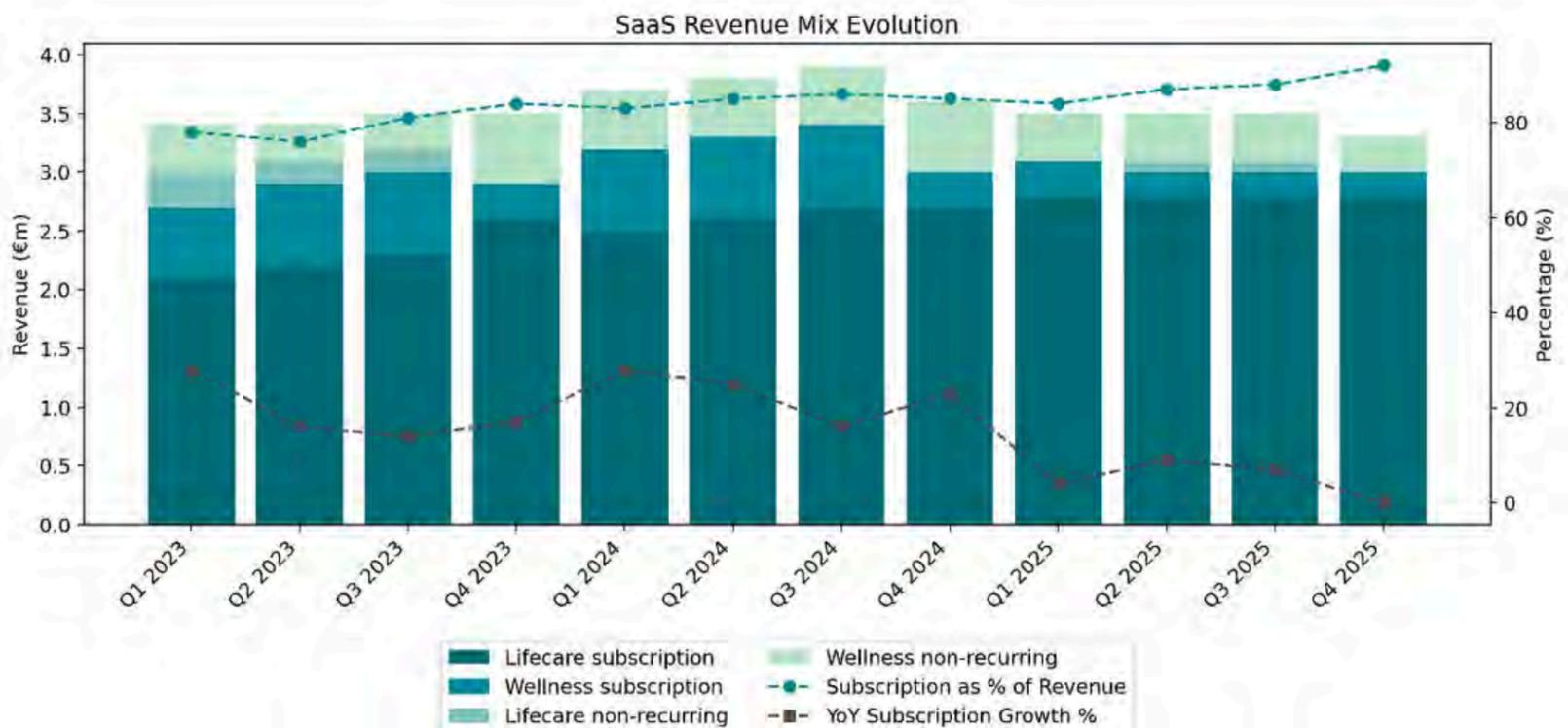
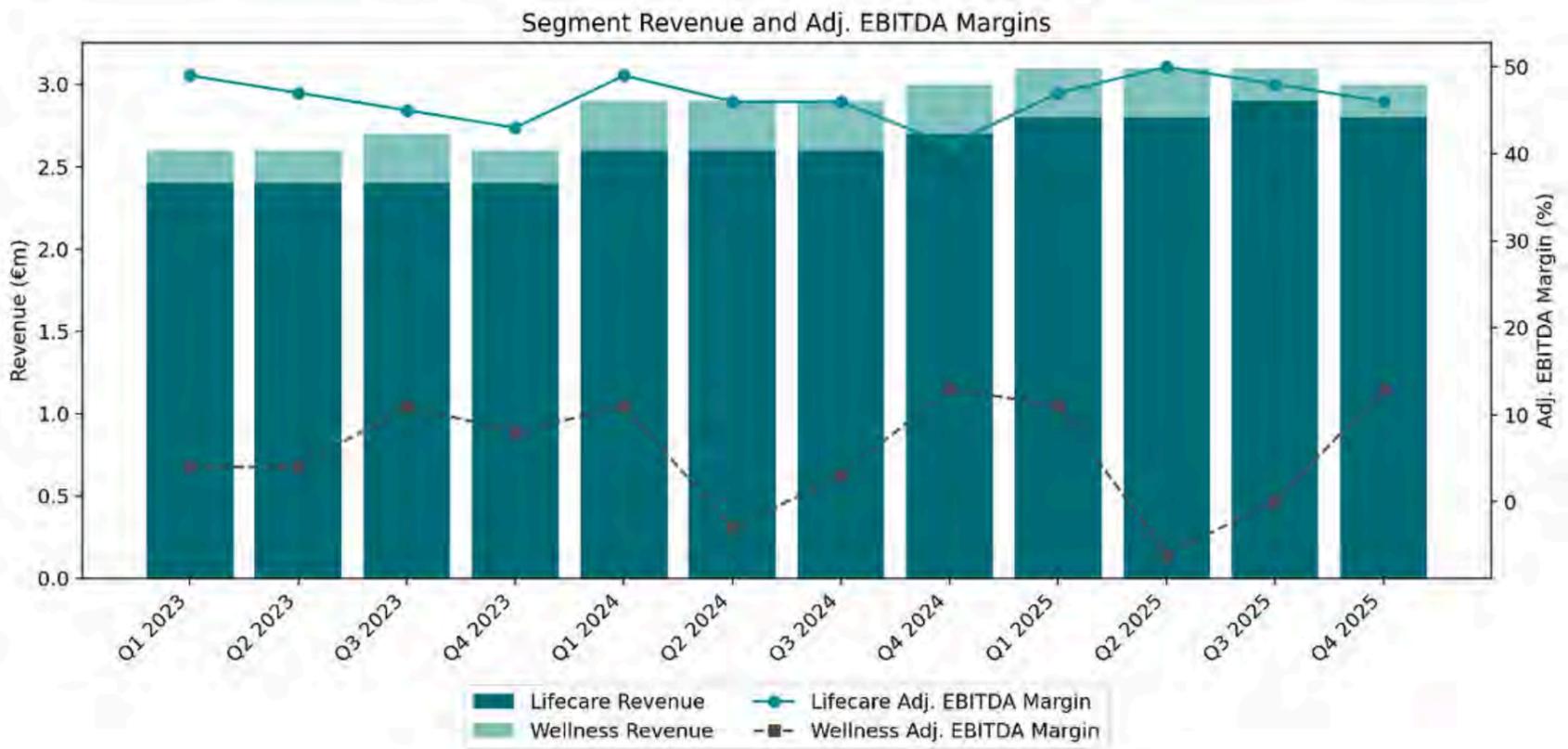
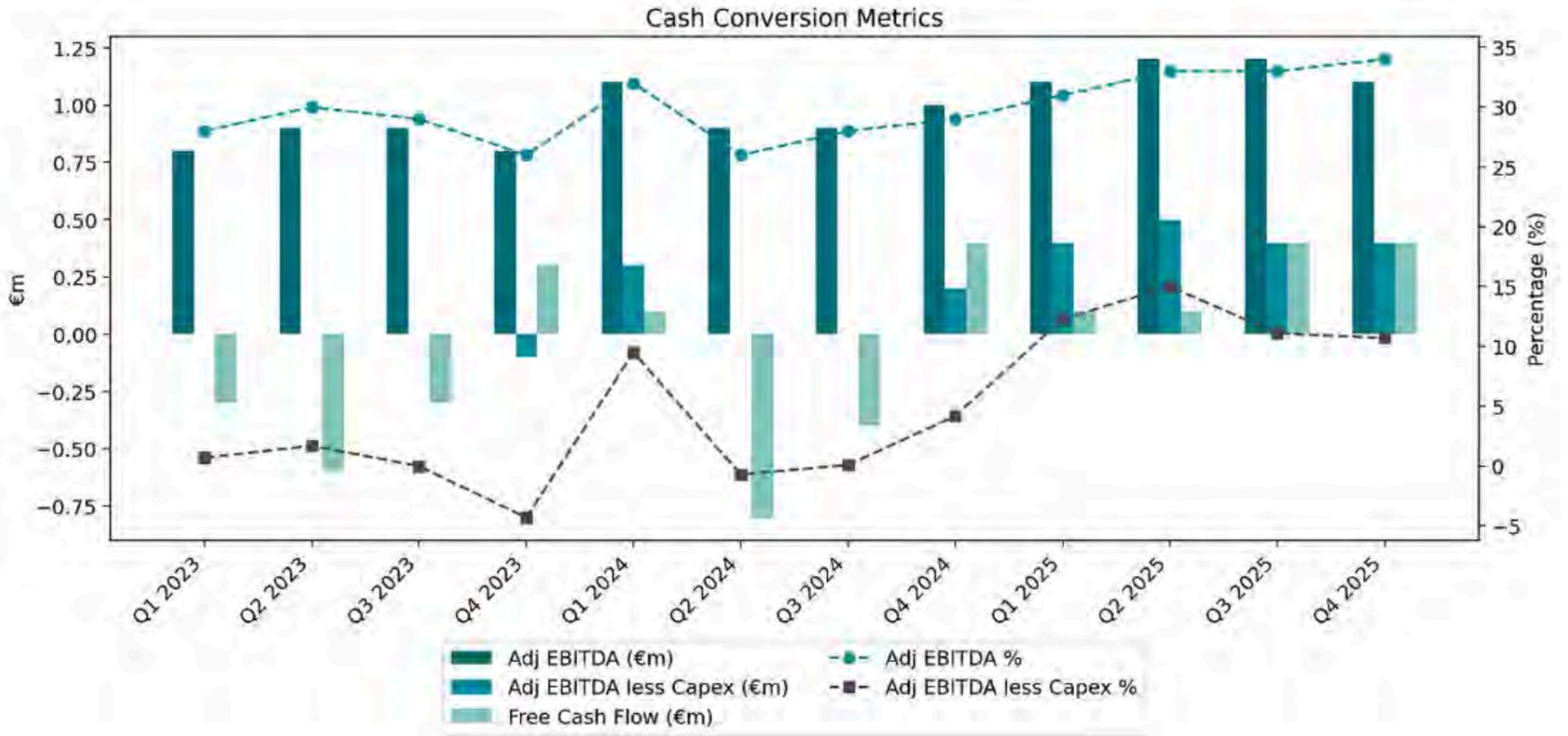
For continuing operations, the Group generated pro forma revenue (as defined in Note 5) of EUR 13.5m (+3% YoY) and Adjusted EBITDA of EUR 4.7m (+21% YoY), corresponding to an Adjusted EBITDA margin of 35%. Most importantly, we delivered FCF (as defined in Note 5) of €1.2m from continuing operations, representing a €2.0m year-on-year improvement versus reported FY2024 FCF of a €0.8m outflow, or €1.8m year-on-year versus FCF from continuing operations. This inflection reflects the execution of the restructuring programme initiated earlier in the year, combined with tighter operating discipline and a continued focus on recurring revenue.

While top-line growth has not yet reached the double-digit rates we are targeting in the medium term, the quality of our underlying progress, in cash generation, cost structure, and recurring revenue mix, gives us confidence that re-acceleration is achievable from this stronger base. We exit FY2025 with a simpler platform, clearer strategic focus, and stronger operational leverage as we expand and accelerate our commercial execution, particularly in North America.

Group key performance indicators

EUR (€), unless otherwise stated	Year Ended	
	31 December 2025	31 December 2024
Revenue	13,519,321	13,866,004
Pro forma revenue	13,519,321	13,074,784
Pro forma revenue growth (%)	3	16
Pro forma constant currency revenue growth (%)	6	17
EBITDA	(1,959,933)	4,106,966
Operating loss	(6,129,633)	(124,607)
Adjusted EBITDA	4,678,291	3,865,464
Adjusted EBITDA margin (%)	35	28
Adjusted operating profit / (loss)	508,591	(366,109)
Adjusted operating profit / loss margin (%)	4	(3)
Cash generated from continuing operations	4,456,246	3,216,072
Free cash flow from continuing operations	1,240,843	(570,063)
Adjusted EBITDA less CAPEX	1,833,248	486,582
% of revenue which is subscription	89	83
Churn	1%	1%

Note: The Group uses certain alternative performance measures ("APMs") and additional SaaS metrics to support management decision-making and provide insight into operational performance. These measures supplement IFRS results and are defined in Note 5.

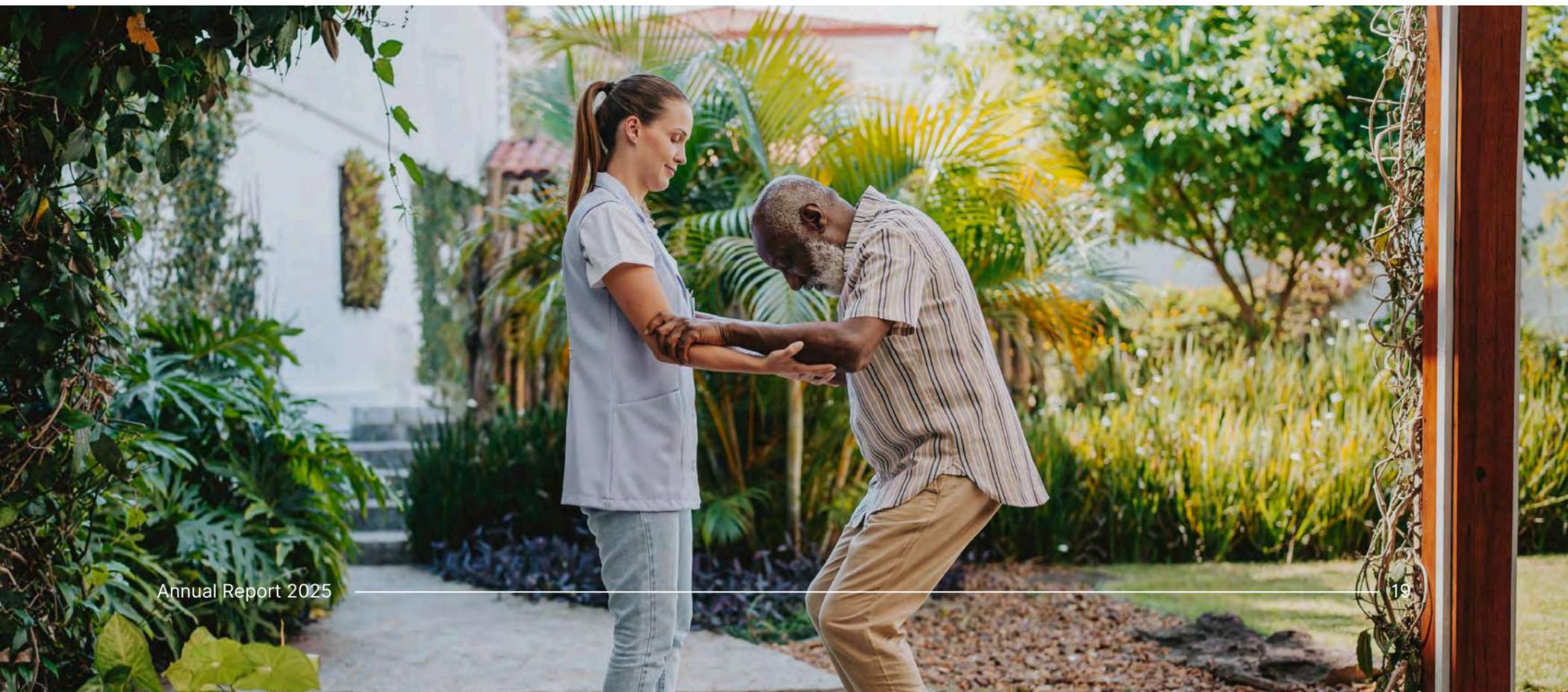


Divisional performance

The operations of the Group comprise two reporting segments: Lifecare and Wellness. Costs classified as Group represent corporate costs, including listing costs, executive leadership, impairment, restructuring activity, and other items that are not allocated to operating segments. These costs have been classified as Group as they either cannot be allocated appropriately to a segment or do not represent costs associated with the underlying businesses within the operating segment.

Year ended 31 December 2025	Lifecare EUR	Wellness EUR	Group EUR	Total EUR
Total revenues	11,259,639	2,259,682	-	13,519,321
Operating profit / (loss)	2,676,141	(359,572)	(8,446,202)	(6,129,633)
Amortisation - Intangibles recognised on acquisition	-	-	851,357	851,357
Amortisation - Internally generated intangibles and depreciation	2,837,284	481,059	-	3,318,343
Total amortisation and depreciation	2,837,284	481,059	851,357	4,169,700
Items affecting comparability	-	-	6,638,224	6,638,224
Adjusted EBITDA	5,513,425	121,487	(956,621)	4,678,291
Adjusted EBITDA Margin	49%	5%	N/A	35%
CAPEX	(2,642,787)	(202,256)	-	(2,845,043)
Adjusted EBITDA less CAPEX	2,870,638	(80,769)	(956,621)	1,833,248
Adjusted EBITDA less CAPEX Margin	25%	(4%)	N/A	14%
Net finance cost	(102,334)	(3,694)	(391,306)	(497,334)
Profit/(loss) before tax	2,573,807	(363,266)	(8,837,508)	(6,626,967)

Year ended 31 December 2024	Lifecare EUR	Wellness EUR	Group EUR	Total EUR
Total revenues	10,486,304	3,379,700	-	13,866,004
Operating profit / (loss)	1,855,980	(161,133)	(1,819,454)	(124,607)
Amortisation - Intangibles recognised on acquisition	-	-	915,636	915,636
Amortisation - Internally generated intangibles and depreciation	2,915,377	400,560	-	3,315,937
Total amortisation and depreciation	2,915,377	400,560	915,636	4,231,573
Items affecting comparability	-	-	(241,502)	(241,502)
Adjusted EBITDA	4,771,357	239,427	(1,145,320)	3,865,464
Adjusted EBITDA Margin (%)	46%	7%	N/A	28%
CAPEX	(2,867,245)	(511,637)	-	(3,378,882)
Adjusted EBITDA less CAPEX	1,904,112	(272,210)	(1,145,320)	486,582
Adjusted EBITDA less CAPEX Margin (%)	18%	-8%	N/A	4%
Net finance cost	(62,317)	(9,065)	(409,383)	(480,765)
Profit/(loss) before tax	1,793,663	(170,198)	(2,228,837)	(605,372)



Divisional review - Lifecare

Lifecare remains the Group's profit engine and cash-generative foundation. Revenue increased to €11.3m, representing 7% growth year-on-year, driven by continued expansion of the subscription base, pricing optimisation, and growth in revenue-enhancing products such as maintenance and platform integrations.

A key strength of Lifecare continues to be earnings durability: recurring revenue comprises the vast majority of segment revenue and churn remains low at approximately 1%, reflecting strong product-market fit and high retention across customer cohorts. In parallel, the organisation has continued to invest in platform enhancement and automation to improve customer onboarding, accelerate time-to-value, and increase scalability of the product-led growth model.

Lifecare generated Adjusted EBITDA of €5.5m, with an Adjusted EBITDA margin of 49%. Our capital investment in FY2025 related to the prioritisation of platform development and AI-led workflow enhancements; this investment is expected to support improved operating leverage as commercial execution scales.

Strategic focus for FY2026 is to translate this resilient base into higher growth through:

- Stronger enterprise execution in North America,
- Continued product-led growth optimisation, and
- Product development to continue to provide us with a competitive edge and additional revenue streams.

2025 Financial Performance

Metric	YTD 2025	YTD 2024	YoY Δ
Revenue (€)	11,259,639	10,486,304	7%
SaaS Revenue (€)	10,522,401	9,928,793	6%
Avg. Licenses	68,937	66,759	3%
ARPU (€)	168.0	152.1	10%
Custom App Maintenance (€)	626,164	487,379	28%
Custom Set-up Revenue (€)	111,074	70,132	58%
OPEX (€)	(5,746,214)	(5,714,947)	1%
Adj. EBITDA (€)	5,513,424	4,771,357	16%
Adj. EBITDA Margin (%)	49%	46%	
D&A (€)	2,837,284	2,915,377	-3%
Adj. EBIT (€)	2,676,140	1,855,980	44%
CAPEX (€)	(2,642,787)	(2,867,245)	-8%
Adj. EBITDA less CAPEX (€)	2,870,638	1,904,112	51%
Adj. EBITDA less CAPEX Margin (%)	25%	18%	

2025 SaaS KPIs

KPI	Dec 2025	Dec 2024	YoY Δ
ARR (€m)	11.8m	10.9m	8.5%
Customer Growth Rate (%)	0.5%	2.1%	N/A
ARPL (€)	171	161	6.3%
CLTV (€)	2,341	2,165	8.1%
Average monthly Churn Rate (%)	-1.0%	-1.0%	-pp
NRR (%)	99.5%	100.3%	-0.8pp
SaaS Gross Margin (%)	86.2%	88.4%	-1.8pp

Divisional review - Wellness

Wellness delivered revenue of €2.3m, representing a 33% decline from prior year and 2% decline on a pro forma (as defined in Note 5) basis, reflecting the expected churn of certain legacy customer contracts and planned strategic changes within the division. While this performance is below our ambition, it is consistent with our deliberate transition away from lower-quality revenue and towards a simplified, more scalable SaaS-led model.

During FY2025, we took decisive steps to reshape the Wellness operating model, including restructuring actions and continued prioritisation of platform-led delivery. These actions were designed to improve unit economics, reduce operational complexity, and ensure that future growth is profitable and repeatable. In Q4, the division continued to develop the NEXA proposition and increased focus on a more enterprise-oriented go-to-market, which will be key to rebuilding momentum through FY2026.

Wellness generated Adjusted EBITDA of €0.2m. This includes the impact of internal reclassifications and segment-level adjustments in line with Group reporting definitions, and the overall performance should be considered alongside the Group's restructuring and impairment activity described below.

Looking ahead, Wellness execution in FY2026 will be focused on:

- Stabilising the revenue base following legacy contract expiry,
- Scaling the SaaS proposition, and
- Improving retention and NRR through product maturity and enterprise delivery.

2025 Financial Performance

Metric	YTD 2025	YTD 2024	YoY Δ
Revenue (€)	2,259,682	3,379,700	-33%
Pro forma Revenue (€)	2,259,682	2,305,294	-2%
SaaS Revenue (€)	949,589	1,130,086	-16%
Avg. Licenses	101,312	80,642	26%
ARPU (€)	10	8	25%
Pro forma non-recurring revenue (€)	1,310,093	1,458,394	-10%
OPEX (€)	(2,183,195)	(3,383,881)	37%
Pro forma Adj. EBITDA (€)	121,487	(4,181)	3006%
Pro forma Adj. EBITDA Margin (%)	5%	0%	
D&A (€)	481,059	400,560	20%
Pro forma Adj. EBIT (€)	(359,572)	(404,741)	11%
CAPEX (€)	(202,256)	(511,637)	-60%
Pro forma Adj. EBITDA less CAPEX (€)	(80,769)	(515,818)	84%
Pro forma Adj. EBITDA less CAPEX Margin (%)	-4%	-15%	

2025 SaaS KPIs

KPI	Dec 2025	Dec 2024	YoY Δ
ARR (€m)	0.9	1.0	-10.3%
Customer Growth Rate (%)	-33.9%	33.2%	N/A
ARPL (€)	13	8	25.8%
CLTV (€)	37,978	115,696	-69.6%
Average monthly Churn Rate (%)	-4.3%	-1.5%	-2.8pp
NRR (%)	95.4%	99.0%	-3.6pp
SaaS Gross Margin (%)	80.8%	72.1%	+8.7pp

Financial performance - Group

Revenue

Revenue declined by 3% for the year. However revenue from continuing operations (pro-forma as defined in note 5) grew by 3% year-on-year to €13.5m, driven by Lifecare growth partially offset by the expected contraction in Wellness. The Group's recurring revenue profile strengthened further, with subscription and recurring revenue representing 89% of total revenue (FY2024: 88%). This continued shift improves predictability, strengthens gross margin resilience, and supports the long-term operating model.

Profitability

The Group delivered a operating loss of €6.1m (2024: Loss €0.1m) and a net loss after tax of €8.7m (2024: Loss €6.5m). Included within this loss is a number of items affecting comparability. Therefore management believe Adjusted EBITDA provides a clearer indication of profitability which was €4.67m in FY2025, up 17% year-on-year, reflecting the combined effect of Lifecare growth, cost discipline, and restructuring actions implemented across the year. Adjusted operating profit improved to €0.9m, demonstrating that the underlying operating model is profitable when excluding non-cash amortisation of acquired intangibles and items that are not reflective of ongoing operations.

Operating profit remained negative due to amortisation and impairment charges, which are largely non-cash in nature and relate to acquisition accounting and the reassessment of carrying values in Wellness.

Cash flow and liquidity

The most significant improvement in FY2025 was cash generation. Free cash flow improved to €1.2m compared to a reported outflow of €0.8m in the prior year or €0.6m from continuing operations. This inflection was driven by:

- improved operational performance and margin delivery,
- disciplined investment allocation, and
- restructuring actions undertaken earlier in the year.

The Group continues to operate with a prudent liquidity profile. Total available liquidity at year-end was €2.2m, comprising cash on hand and undrawn capacity under the revolving credit facility. The Group's revolving credit facility was extended during the year through to May 2029, maintaining stable long-term funding and supporting continued investment in growth.

Group costs and items affecting comparability

Adjusting items in FY2025 totalled €6.6m (FY2024: credit €0.2m) and primarily relate to non-recurring costs associated with impairments, restructuring activity, legal and settlement matters, and strategic and integration work undertaken during the year. These items are presented separately to provide a clearer view of the Group's underlying operating performance.

The principal components were:

- Goodwill, intangible and PPE impairment €5.5m (2024: -€1.7m): associated with the impairment of Champion Health and Champion Health Plus goodwill and intangible assets disclosed in Note 14 and PPE disclosed in Note 13. In the prior year a credit of €1.7m was recognised in relation to the fair value movement on the deferred contingent consideration linked to the Champion Health acquisition.
- Restructuring, disposal and divestments costs €0.7m (2024: €1.1m) : costs associated with the Champion Health and Champion Health Plus restructuring programme and closure of Champion Health Plus clinics.
- Legal and settlement costs €0.3m (2024 €0.1): legal fees relating to matters disclosed in Note 5, alongside settlement costs relating to employee claims.
- Strategic, corporate and integration activity €0.1m (2024: €0.3m): one-off costs incurred in connection with corporate initiatives, strategic activity and integration work during the year.

Portfolio actions and discontinued operations

In Q4 FY2025, the Group executed further portfolio simplification actions. The FY2025 results exclude the contribution from Wellnow and Fysiotest, which are presented as discontinued operations.

In addition, Champion Health Plus clinic operations ceased on 15 January 2026. The financial contribution from these clinics remains included within continuing operations in FY2025; however, this activity will be presented as discontinued operations in FY2026 following closure.

2026 Outlook

As we enter FY2026, our priorities are clear:

1. Sustain and optimise the Lifecare core, leveraging low churn, high retention and strong subscription economics.
2. Stabilise and reposition Wellness, building a scalable enterprise SaaS model and improving revenue quality.
3. Deliver disciplined growth, with stronger execution in North America supported by increased commercial capacity and sharper go-to-market focus.
4. Maintain financial discipline, ensuring operating cash generation remains ahead of investment requirements.

The Group has made meaningful progress in strengthening profitability, cash conversion and earnings quality in FY2025. With a simpler operating model, stronger governance, and a more resilient recurring revenue base, we are well positioned to increase growth while maintaining disciplined capital allocation and long-term value creation.

Risk management

Principal risks and uncertainties

Operating as a global Lifecare and Wellness group exposes Physitrack to strategic, operational, financial, regulatory and compliance risks. The Board considers effective risk management to be critical to protecting stakeholder trust, supporting execution of the Group's strategy, and maintaining long-term value creation.

Risk management approach

The Group's approach to risk management and internal control is designed to identify and manage risk across the organisation. Where possible, mitigation strategies are implemented to reduce risk exposure to a level consistent with the Board's risk appetite.

Risk management is embedded into strategic planning, investment decisions, and operational governance, and is overseen through regular reporting to the Board and Audit Committee.

Principal risk assessment

The Board undertook an assessment of the principal risks facing the Group during the year, including those that could threaten the Group's business model, future performance, solvency or liquidity, as well as risks considered to be emerging. The potential impacts of these risks are reported to and monitored by the Board.

The time horizon applied to the principal risk assessment is aligned with the five-year period considered in the Group's viability assessment.

Following the Board's review of existing and emerging risks, the Board considers that the principal risks set out below reflect the Group's current risk profile.

Risk Appetite

The Group maintains a prudent but progressive approach to risk-taking, recognising the balance required between safeguarding core operations and enabling sustainable growth. The Group aims to minimise exposure to risks that could materially impact stakeholder trust, clinical safety, data integrity, regulatory compliance, financial resilience or brand reputation.

At the same time, the Board acknowledges that measured risk-taking is inherent in operating in a competitive and evolving global market. The Group is therefore willing to accept a controlled degree of risk, particularly in product innovation, go-to-market execution and strategic initiatives, where risks are well understood, appropriately assessed and aligned with strategic priorities.

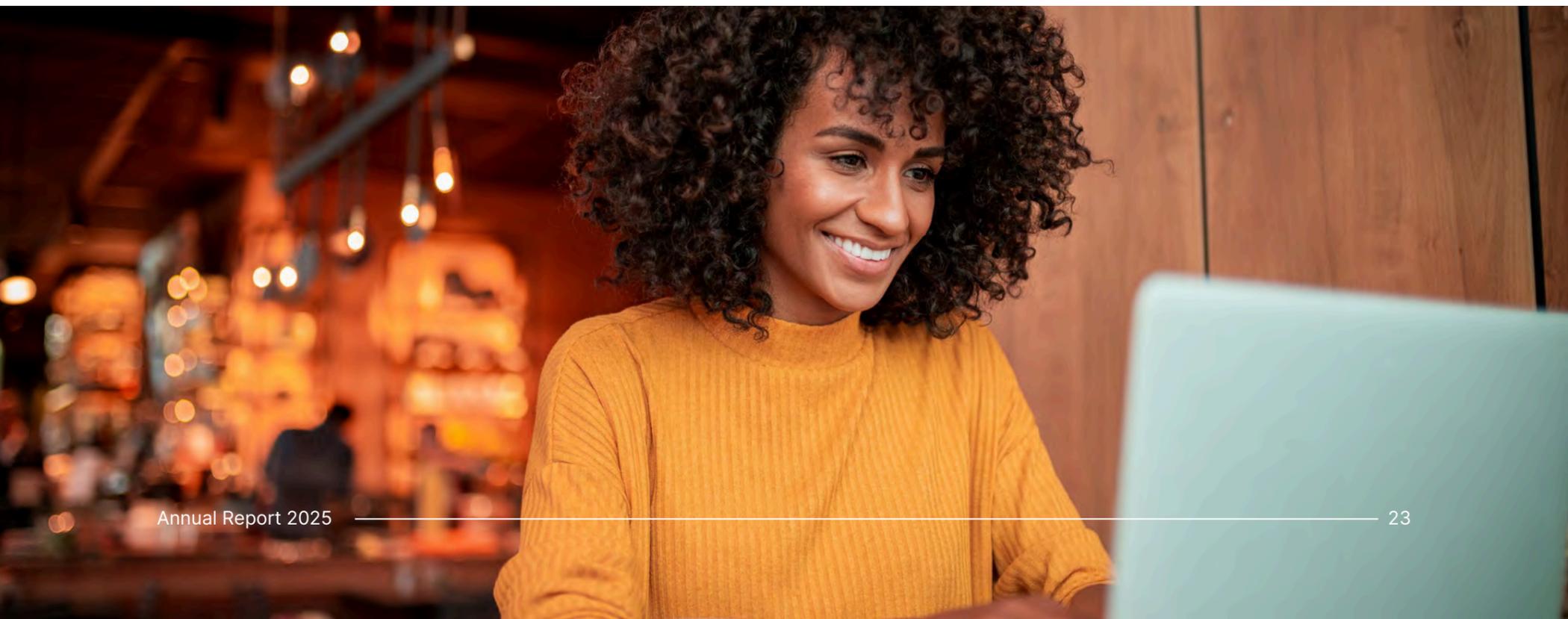
Risk appetite is differentiated by category:

- **Low appetite** for risks that could compromise clinical safety, data integrity, regulatory compliance, or brand reputation.
- **Moderate appetite** for operational and financial risks associated with scaling and market entry, where robust controls and mitigations are in place.
- **Higher appetite** for innovation-related risks (including AI adoption and product evolution), where governance, oversight and appropriate risk controls are implemented.

The Board reviews the Group's risk appetite annually, reflecting changes in the operating environment and strategy.

Viability

The Directors perform a viability assessment on an annual basis, taking into consideration the potential impact of principal risks on the business model, future performance, solvency and liquidity. Further detail on viability and the Directors' going concern assessment is set out on page 27 and within the Directors' Report (page 44) and Note 1 (page 59).



Principal risks

 High
  Medium
  Low

Risks	Likelihood	Impact	Owner
Innovating in a competitive landscape (including AI)			CEO
Clinical malpractice / clinical quality			CEO
Reliance on key third party and supplier relationships			CEO
Technology security			Head of Engineering
Personal data / privacy			Head of Engineering
Exposure to fluctuations in currency exchange rates			CFO
Political, regulatory and compliance			CEO
Insufficient intellectual property protection			CEO / Head of Engineering
People (retention / attraction of key talent)			CEO / COO
Interest rate risk			CFO / CEO

Change from prior year:

Following completion of the major acquisition programme and the operating model simplification delivered through the Wellness restructuring in early 2025, the prior risk relating to “integration of acquisitions placing high demands on management and internal processes” has been removed from the principal risk register.

Changes to the risk assessment during the year

Since the last risk review, the following updates were made:

Innovation in a competitive landscape (AI acceleration)

The likelihood and impact of innovation risk increased, reflecting rapid advances in AI and customer expectations for AI-enabled functionality across products and workflows. This increases execution risk (speed, quality, cost) and introduces additional governance considerations (privacy, security, model risk and future regulation).

Exposure to fluctuations in currency exchange rates

The impact of FX risk increased as the Group’s international revenue mix grows and global macroeconomic volatility has increased. While the Group’s expenditure naturally offsets income in major currency pairings in EUR, USD and GBP, exposures remain in certain other currencies and FX movements can impact reported revenue, ARR and cash flow predictability. The Group continues to enhance treasury processes and monitoring to support more consistent forecasting and cash management.

Interest rate risk

Interest rate risk was added as a principal risk, reflecting the Group’s revolving credit facility and the potential sensitivity of borrowing costs to changes in base rates. The Group has entered into an interest rate swap to mitigate a portion of the exposure and continues to monitor rates and its exposure.

Personal data / privacy

During the year, the Board reassessed the Group’s exposure to data protection and privacy risk and increased the potential impact rating from medium to high. This reflects the evolving external environment, including a number of high-profile cyber security incidents and data breaches across the healthcare and technology sectors. As a provider of digital health solutions, the Group processes sensitive personal and health-related data, and any significant breach could result in material regulatory, financial and reputational consequences. While no material incidents occurred during the year and we continue to invest in strengthening our information security framework, the Board considers the potential impact of such an event to be higher in the current risk landscape.

Other identified risks remained unchanged in likelihood and impact over the year.

Physitrack PLC principal risks and uncertainties

Risks	Mitigating activity
<p>Innovation in a competitive landscape (including AI) The Group operates in a specialised and competitive market that continues to evolve rapidly, including through advances in artificial intelligence (AI). Customer expectations are rising for AI-enabled functionality that improves outcomes, productivity and user experience.</p> <p>There is a risk that the Group fails to innovate at the pace required, resulting in loss of competitive position, reduced customer acquisition and retention, and slower than expected organic growth. AI adoption also introduces additional risks relating to governance, privacy, security and evolving regulation.</p>	<ul style="list-style-type: none"> • We maintain a structured product governance process, informed by customer feedback, usage analytics and competitive benchmarking, to ensure prioritisation aligns to strategic and commercial outcomes. • We assess AI opportunities through cross-functional review, ensuring proposed AI-enabled features meet defined standards for security, privacy, explainability and reliability prior to release. • We monitor market developments and emerging regulation to ensure that product design, data handling and disclosures remain appropriate as requirements evolve.
<p>Clinical malpractice / clinical quality The Lifecare platform is used by healthcare practitioners and it is essential that content is clinically appropriate and validated. Historically, within the Wellness division the Group has provided physiotherapy services, which exposes the Group to risks associated with clinical quality, accreditation, adherence to national guidance and appropriate operating procedures. A clinical incident or failure to comply with clinical requirements could damage key customer relationships, lead to claims and regulatory scrutiny, and impact the Group's reputation.</p>	<ul style="list-style-type: none"> • Clinical content is developed and reviewed in coordination with qualified medical professionals to support alignment with clinical best practice. • Practitioners using the Group's platforms remain responsible for clinical judgement; the platform supports rather than replaces practitioner decision-making. • Where clinical services have been provided, practitioners are required to maintain appropriate accreditation, professional standards and continuous professional development, supported by clinical governance processes and insurance arrangements. • Following the planned closure of Champion Health Plus clinics in January 2026, the Group's exposure to direct clinical service delivery risk will reduce.
<p>Reliance on key third party and supplier relationships The Group relies on third-party suppliers to support delivery of its platforms and services. There is a risk that service interruptions, supplier performance issues or vendor failures reduce platform availability, harm customer experience and impact retention and growth. There is also a risk that weaknesses in a supplier's security controls result in unauthorised access to data or other forms of compromise, with potential operational, regulatory and reputational consequences.</p>	<ul style="list-style-type: none"> • The Group maintains vendor selection and oversight processes designed to assess resilience and security controls prior to onboarding key suppliers. • Contracts with key suppliers include appropriate service level expectations and continuity considerations. • The Group maintains incident response and customer communication processes to manage planned and unplanned outages, including timely customer updates and recovery procedures. • Where relevant, suppliers are assessed for alignment with applicable requirements (including GDPR and other healthcare or privacy-related standards).
<p>Technology security The Group's platforms depend on secure and reliable IT infrastructure. The Group is exposed to risks of cyber threats, system outages, service disruption and data compromise arising from malicious attacks, operational failures, inadequate maintenance, or physical events impacting infrastructure. A successful cyber incident could interrupt operations, harm customer trust, and result in regulatory exposure.</p>	<ul style="list-style-type: none"> • The Group maintains a security framework incorporating preventative and detective controls, supported by periodic testing and simulation activities. • Mandatory staff training and ongoing awareness programmes are in place to mitigate phishing, fraud and social engineering risks, including periodic simulated phishing exercises. • The Group maintains ISO 27001 certification, supported by periodic audit activity to validate controls and identify opportunities for continuous improvement.
<p>Personal data / privacy While Physitrack does not store full patient records, the Group processes sensitive data including information that may relate to health. Any breach, mishandling or non-compliance with data protection requirements could result in regulatory enforcement, reputational damage and commercial impact.</p>	<ul style="list-style-type: none"> • Security controls, monitoring, incident response processes and periodic testing. • Mandatory staff training and refreshers on data handling and security. • Privacy-by-design embedded in product development and governance oversight of compliance.

Physitrack PLC principal risks and uncertainties

Risks	Mitigating activity
<p>Exposure to fluctuations in currency exchange rates</p> <p>The Group undertakes transactions denominated in several currencies and is exposed to exchange rate fluctuations which can impact earnings, cash flow predictability and equity. The Group's main operating currencies include GBP, EUR, USD and others, while the reporting currency is EUR.</p>	<ul style="list-style-type: none"> Natural currency offsetting where possible, aligning receipts and payments in the same currency. Treasury controls, including a foreign exchange policy requiring multiple quotes and best execution. Enhanced rolling cash forecasting and scenario modelling to assess sensitivity to FX movements and inform treasury actions. Ongoing assessment of whether a hedging instrument would be appropriate as transaction volumes and exposures evolve.
<p>Political, regulatory and compliance</p> <p>The Group operates in an evolving regulatory environment across multiple jurisdictions. Failure to adapt to regulatory requirements (including healthcare-related regulation, privacy laws and other compliance obligations) could result in statutory action, fines, loss of registrations or licences, litigation, and reputational damage.</p>	<ul style="list-style-type: none"> Compliance programmes and governance, with key risks reported through established management and Board processes. Leadership oversight and structured "tone from the top" communication. Use of external advisors where appropriate and periodic assurance activities over key compliance areas.
<p>Insufficient intellectual property protection</p> <p>The Group's ability to compete depends on protecting its intellectual property and ensuring freedom to operate. If protections are insufficient, the Group may lose competitive advantage or face infringement disputes.</p>	<ul style="list-style-type: none"> Staff education on IP identification and escalation. Robust IP clauses in relevant contracts and use of specialist legal advice for new products and markets. A structured process for handling potential infringements and maintaining an IP register and renewal controls.
<p>People (retention / attraction of key talent)</p> <p>The Group depends on attracting and retaining highly skilled employees, including specialist technical and clinical talent. Loss of key personnel or failure to recruit could impact execution of strategy and operational performance.</p>	<ul style="list-style-type: none"> Competitive remuneration and benefits, supported by flexible working arrangements. Ongoing engagement, performance management and targeted development initiatives. Structured recruitment and succession planning for critical roles.
<p>Interest rate risk</p> <p>The Group is exposed to interest rate risk through its revolving credit facility. Changes in interest rates can increase borrowing costs and impact cash flow and covenant headroom.</p>	<ul style="list-style-type: none"> Interest rate swap in place to mitigate a portion of exposure and improve predictability. Regular review of debt, covenant headroom and currency offsetting effectiveness. Ongoing monitoring of macroeconomic trends and interest rate scenarios.

Emerging risks

The Directors also consider emerging risks that may develop over the longer term and carry higher uncertainty. Senior management performs periodic horizon scanning and reports emerging risks to the Audit Committee for monitoring.

Emerging risks currently include:

- AI governance, ethics and regulatory risk:** evolving requirements around AI transparency, safety and compliance.
- AI model drift / data integrity risk:** degradation of model performance over time affecting outcomes or user experience.
- Third-party and supply chain risk:** increased reliance on strategic vendors and the need for continued assurance over security and resilience.
- Market liquidity and share price volatility:** factors impacting the trading liquidity and volatility of the Company's shares.

Viability statement

Assessment Period

The Directors have voluntarily complied with Provision 31 of the UK Corporate Governance Code when assessing the longer-term viability of the Group. Consistent with the approach taken in the prior year, the Directors have assessed the Group's ability to operate under normal conditions and meet its liabilities over a five-year period, from 31 December 2025 to 31 December 2030.

This period aligns with the Group's strategic planning and forecasting cycle and reflects the time horizon used by the Board when considering principal risks and uncertainties.

While this five-year timeframe exceeds the period used for the going concern assessment, the Directors consider it to be a reasonable period over which to assess the resilience of the business, given the Group's subscription-led model, the pace of product development cycles, and the execution period for strategic initiatives.

Performance and long-term prospects

The Group's long-term prospects are underpinned by a business model increasingly oriented around recurring SaaS revenues, disciplined cost allocation, and scalable platforms in digital healthcare and corporate wellbeing.

During 2025, the Group strengthened cash conversion and operating discipline, including exiting the year with five consecutive quarters of positive Free cash flow "FCF" (FCF of €1.2m generated in 2025). The Board considers this performance to be an important indicator of improved financial resilience and control.

The Directors also considered the Group's strategic focus and actions taken during the year to simplify operations and improve the quality of earnings, including restructuring within the Wellness division to prioritise higher-margin and more scalable revenue streams.

Planning Process and governance

The viability assessment is an integral part of the Group's strategic planning and risk management approach. The Board undertakes a robust assessment of the principal risks facing the Group, including those that could threaten the business model, future performance, solvency and liquidity. The time horizon for consideration of principal risks is aligned to the five-year period used for the viability assessment.

The Directors' review incorporates:

- Annual strategic planning and budgeting, including review by the CEO, CFO and COO, with Board oversight;
- Regular performance monitoring through monthly and quarterly reporting to the Board; and
- Scenario planning and sensitivity analysis to evaluate the potential impact of principal risks.

This process reflects the Directors' best assessment of the Group's prospects and provides a reasonable expectation rather than certainty.

Stress testing and downside scenarios

To assess the Group's financial resilience over the assessment period, the Directors reviewed a range of forecast and downside scenarios, including:

Base case scenario:

Based on the Group's strategic plan, including continued subscription-led growth, operational leverage from the simplified operating model, and margin improvement as restructuring benefits are realised.

Downside scenario:

A conservative stress test using the Group's latest run-rate performance as a base, assuming materially lower growth (including a scenario of no growth for an extended period), alongside adverse movements in key operating assumptions such as churn, pricing, and cost inflation.

Under these scenarios, the Directors assessed:

- Liquidity headroom and cash runway; and
- The Group's ability to meet liabilities as they fall due; and
- Covenant compliance and headroom within available funding arrangements.

The Directors also considered the sensitivity of outcomes to a combination of factors, including delayed commercial traction, slower-than-expected improvement in Wellness profitability, and adverse macroeconomic conditions.

Viability mitigating actions

The Directors considered the actions available to management to preserve liquidity and protect solvency in downside scenarios. These include measures already implemented during 2025 and further actions that could be taken if required, such as:

- Continued cost optimisation and organisational simplification, including phasing of discretionary expenditure and prioritisation of product investments with the highest expected returns;
- Further optimisation of the Wellness cost base and delivery model to improve cash conversion and margin resilience;
- Active working capital management; and
- Use of available funding facilities where appropriate to manage short-term liquidity requirements.

The Board believes these actions demonstrate a clear commitment to maintaining long-term viability by ensuring a sustainable operational and financial model.

Viability

Based on the Directors' assessment, and having considered the Group's principal risks and uncertainties, the stress testing performed, and the mitigating actions available, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year assessment period to 31 December 2030. This conclusion is supported by the going concern assessment performed, including the covenant review outlined in Notes 1 and 18, and is underpinned by the Group's subscription-led revenue model, improved cash generation in 2025, available liquidity of €2.2m at 31 December 2025, and continued focus on operational discipline and simplification.

Sustainability report

At Physitrack Group, our mission is to elevate the world's wellbeing. Sustainability and generating social value are embedded in our business model across both divisions: Lifecare, supporting healthcare professionals and patients, and Wellness, helping employers improve workplace health outcomes.

Our sustainability approach is aligned to the Group's purpose and reflects the areas where we believe we can deliver the greatest positive impact, while maintaining a responsible and trusted platform. In 2025, we continued to focus on four key sustainability priorities:

- **Innovation and education:** supporting innovation, clinical effectiveness and learning in digital health.
- **Carbon emissions:** reducing emissions in healthcare delivery and acting responsibly in our own operations.
- **Workforce:** creating good jobs, enabling wellbeing, and building a diverse and inclusive organisation.
- **Safeguarding users' data and privacy:** maintaining high standards of information security and trust.

Further detail on these focus areas is set out below.

Elevating the world's wellbeing through digital care and prevention

Lifecare – improving access, adherence and outcomes

The Lifecare division supports clinicians, primarily physiotherapists, to deliver more effective rehabilitation through digital exercise prescription, telehealth, and patient engagement tools. Digital care can improve patient adherence and enable more efficient delivery of treatment plans, while supporting remote monitoring and flexible care pathways.

Physitrack also supports clinicians in delivering care remotely, helping extend access to services for patients who may face barriers such as travel distance, limited mobility, or reduced availability of in-person services. By enabling remote care and reducing unnecessary travel, digital health can deliver both societal and environmental benefits.

Addressing inequity and access challenges in rural areas

In many regions, access to healthcare remains uneven, with rural communities often facing reduced availability of clinical services. Physitrack's remote and digital care capabilities can help reduce these barriers by enabling patients to receive treatment without the need for long-distance travel and supporting broader access to specialist expertise.

Physitrack is used in a range of remote and underserved settings, including in Australia through the Royal Flying Doctor Service, and through initiatives supported by Business Finland aimed at improving rehabilitation accessibility in remote regions, including in Rwanda and Indonesia.

Wellness – enabling healthier workplaces through scalable prevention

The Wellness division, led by Champion Health, supports organisations in improving employee wellbeing through digital engagement tools, structured pathways, and access to health and wellbeing professionals. Champion Health's platform is designed to help employers understand employee needs, improve engagement, and create measurable wellbeing interventions across physical and mental health.

Champion Health also produces wellbeing insights and analysis through its workplace health reporting, supporting evidence-led wellbeing strategies and helping organisations understand the interventions that drive meaningful impact over time.

Our sustainability priorities

1) Innovation and education

Innovation and learning are central to Physitrack's mission. The Group supports education and professional development in the healthcare sector through:

- University access programs, providing complimentary access to Physitrack to support student learning and clinical training in exercise prescription modules, academic projects and placements;

Sustainability report

- Ongoing support for clinical research, including studies demonstrating the effectiveness of home exercise programmes and telerehabilitation; and
- Physicourses, the Group's continuing education platform, offering professional learning to qualified physiotherapists and occupational health professionals.

Physitrack also supports innovation programmes aimed at improving access to rehabilitation, including projects supported by Business Finland and the Finnish Ministry for Foreign Affairs. These initiatives focus on developing scalable service models that support rehabilitation delivery in underserved regions through digital care.

2) Carbon emissions

Physitrack is committed to operating responsibly and reducing environmental impact. As a digital health provider, the Group contributes to lower carbon intensity healthcare delivery by enabling remote care and reducing patient and clinician travel. Telehealth and digital care pathways can support fewer in-person visits where appropriate and improve access to care for patients in remote or underserved settings.

Within our own operations, the Group strives to reduce emissions through efficient business practices, including a flexible operating model that reduces travel requirements and limits unnecessary physical infrastructure.

Data centres and cloud services

As a SaaS provider, Physitrack recognises the energy consumption associated with data centres and cloud services. The Group works with its technology partners to support energy-efficient infrastructure and to improve the sustainability of cloud operations where feasible.

3) Workforce

Physitrack aims to create an organisation where people can do meaningful work, develop professionally, and maintain wellbeing. This is particularly important given the Group's mission and the customer outcomes our products support.

Physitrack provides Champion Health access internally and uses wellbeing insights to support employee wellbeing initiatives and identify opportunities to improve engagement and culture. The Group also promotes regular wellbeing sessions and an open culture supporting mental health and inclusion.

Diversity and inclusion

Diversity and inclusion are integral to Physitrack's culture. We are committed to building and maintaining an inclusive environment that supports people of all genders, cultures, religions, ethnicities, and backgrounds.

Physitrack is a globally diverse company with customers across more than 100 countries and team members spanning multiple nationalities and backgrounds. Diversity is also reflected in the Group's content and exercise library, where models and athletes are selected based on suitability for the clinical specialties required, independent of gender, sexual orientation, ethnicity or skin colour.

4) Safeguarding users' data and privacy

Trust is fundamental to Physitrack's long-term success. Our customers include healthcare providers and employers operating in regulated and high-trust environments, and we maintain robust processes to safeguard data and privacy.

The safeguarding of users' data and privacy is addressed in full in the Trust & Platform Strength section of this report (page 13), including the Group's security frameworks, ISO certifications, governance, and operational monitoring.

Looking ahead

Physitrack will continue to evolve its sustainability agenda in line with its strategy and stakeholder expectations. In 2026, the Group will remain focused on:

- Scaling digital health solutions that improve access, adherence and outcomes;
- Continuing product innovation in both Lifecare and Wellness;
- Supporting employee wellbeing, inclusion and development;
- Maintaining high standards of data protection and platform reliability; and
- Improving the efficiency and sustainability of operations through disciplined execution and simplification.

Director's duties and stakeholder engagement

Section 172(1) statement

Section 172(1) of the Companies Act 2006 requires directors to act in a way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, directors must have regard to, among other matters, the interests of employees, the need to foster relationships with customers and suppliers, the impact of the Company's operations on the community and the environment, and the desirability of maintaining a reputation for high standards of business conduct.

The Board recognises that the long-term success of Physitrack depends on maintaining strong relationships with key stakeholders, including employees, customers, suppliers and partners, and shareholders. The Board considers stakeholder feedback and stakeholder impact as part of its decision-making process, including when setting strategy, reviewing performance, and approving material transactions.

Stakeholder Engagement and Decision-Making

Employees

Our people are essential to the Group's ability to innovate, execute, and deliver high-quality software and services for healthcare professionals and employers globally. The Board aims to ensure that employees are engaged, supported, and able to develop professionally within a safe and inclusive environment.

Employee expectations

- Fair pay and conditions;
- Career development, feedback and recognition;
- A healthy working environment and supportive culture; and
- Clear communication, particularly during periods of change.

How we engage

- Regular company-wide updates and team meetings;
- Leadership and manager check-ins, supported by structured performance reviews;
- Training and development programmes, including role-specific learning; and
- Wellbeing initiatives supported by Champion Health tools internally.

What the Board considered in 2025

During 2025, the Group continued to simplify its operating model to improve focus, efficiency, and long-term scalability. This included workforce changes associated with restructuring activities and the consolidation of teams into hub locations. The Board carefully considered the impact on affected employees, ensuring that changes were managed transparently and responsibly, with support provided where possible.

Key Board decision – simplification and operating model focus

The Board approved actions to simplify operations and reduce exposure to labour-intensive, non-scalable activities. In reaching its decision, the Board considered:

- the long-term sustainability of the Group's cost base;
- the importance of protecting core product development capability and customer delivery;
- fair and transparent communication with affected employees; and
- the need to strengthen focus around scalable SaaS growth.

While these actions were challenging, the Board believes they were necessary to support the long-term viability of the business and to position Physitrack for sustainable growth and value creation.

Director's duties and stakeholder engagement

Customers

Our customers are central to our success. Physitrack's ability to retain and grow accounts depends on delivering reliable, high-quality products that improve outcomes for patients and users and create measurable value for providers and employers.

Customer expectations

- Secure, reliable platforms with high availability;
- Product innovation aligned to user needs;
- Responsive customer support and onboarding; and
- Clear value and outcomes from continued subscription use.

How we engage

- Customer success and support teams with structured feedback loops;
- Product usage insights and continuous improvement processes;
- Regular customer communication through digital channels and direct engagement; and
- Enterprise and partner engagement for strategic accounts.

Customer feedback is routinely used to guide product development priorities and improvements to service delivery.

Suppliers and partners

The Group relies on a network of suppliers and strategic partners to support product delivery, cloud infrastructure, compliance, and operational execution. The Board believes that maintaining strong, long-term supplier relationships supports reliability, security, and customer outcomes.

Supplier expectations

- Fair treatment and timely payment;
- Clear requirements, structured governance and communication; and
- Strong compliance and data protection expectations.

How we engage

- Regular operational and strategic reviews with key suppliers;
- Clear service expectations and performance management;
- Governance processes for information security and business continuity where relevant; and
- Payment on agreed terms and fair contracting practices.

Shareholders

The Board recognises the importance of maintaining constructive dialogue with shareholders and ensuring high standards of transparency and disclosure. Shareholders provide the capital and long-term support required to execute the Group's strategy and create sustainable value.

Shareholder expectations

- Clear strategy and disciplined capital allocation;
- Transparent reporting and governance;
- Progress toward sustainable profitability and cash generation; and
- Confidence in leadership and execution.

How we engage

- Regular interim reporting and market announcements;
- Investor meetings and engagement led by the CEO and CFO; and
- Responsiveness to shareholder feedback on reporting format and content.

Director's duties and stakeholder engagement

Key Board decision – Wellness restructuring and strategic focus

During 2025, the Board approved further restructuring actions within the Wellness division to prioritise higher-margin SaaS revenues and reduce exposure to operationally intensive activities. In reaching this decision, the Board considered:

- the strategic benefits of simplification and improved quality of earnings;
- the expected impact on margins, cash conversion, and scalability;
- the operational and execution risks of maintaining non-core activities; and
- the long-term interests of shareholders through a more predictable and investable business model.

The Board believes these actions strengthen the Group's long-term financial profile and better position Physitrack to scale sustainably.

Conclusion

The Directors remain committed to balancing the interests of stakeholders while making decisions that promote the long-term success of the Company. Through structured engagement, disciplined governance, and a focus on sustainable value creation, the Board continues to support Physitrack's mission to elevate the world's wellbeing while operating responsibly and with high standards of business conduct.



02.

CORPORATE GOVERNANCE REPORT



Overview and regulatory framework

Physitrack PLC (“Physitrack” or the “Company”) is listed on the Nasdaq First North Premier Growth Market Sweden and is incorporated in England and Wales. The Company’s governance framework is governed by the UK Companies Act 2006, the Company’s Articles of Association, and applicable market regulations.

Physitrack is subject to the rules derived from the Nasdaq First North Premier Growth Market Rulebook for Issuers and is expected to comply with generally accepted behaviour in the Swedish securities market (god sed på aktiemarknaden).

Under the Nasdaq First North Premier Growth Market Rulebook, issuers are required to apply either the Swedish Corporate Governance Code or the corporate governance code of the country in which the company is incorporated. The Board of Directors has resolved to apply the UK Corporate Governance Code.

This report is not intended to provide a comprehensive summary of all applicable laws, regulations, and internal governance documents. It should be read together with the UK Companies Act 2006, the Company’s Articles of Association, and other applicable regulations.

Compliance with the UK Corporate Governance Code (2024)

The Financial Reporting Council (“FRC”) published an updated UK Corporate Governance Code in January 2024 (“the Code”), applicable to reporting periods beginning on or after 1 January 2025. The Board has resolved to apply the requirements of the Code and to report on compliance on a “comply or explain” basis.

The Board considers that the Company’s governance framework is appropriate for the size, complexity and maturity of the business and continues to evolve governance practices in line with the Code and stakeholder expectations.

The Board believes that the Company has complied with the Code throughout the year, except for the following matters:

- **External Board evaluation**

Since adoption of the Code, a formal evaluation of the Board using an external evaluator has not been performed. The Board will continue to assess the appropriateness of an externally facilitated evaluation as the Company grows and becomes more complex.

- **Remuneration Committee**

The Board has not established a Remuneration Committee in accordance with Provision 32 of the Code. In light of the size of the Company and its remuneration structure, which does not include complex incentive arrangements, all matters related to Director and senior management remuneration are considered by the Board as a whole (subject to the requirements of the Articles of Association and the Companies Act 2006). The Board keeps this decision under review.

- **Chair membership of the Audit Committee**

The Code recommends that the Chair should not be a member of the Audit Committee. Given the size of the Board and the Chair’s experience, the Board considers it appropriate that the Chair is a member of the Audit Committee at this stage. This decision is reviewed annually.

The Board notes that certain provisions of the Code relating to enhanced internal controls reporting apply for reporting periods beginning on or after 1 January 2026, and the Board will continue to evolve its controls framework and reporting accordingly.

Articles of association

The Articles of Association set out regulations on the management of the Company’s affairs and the conduct of its business and serve as an important supplement to statutory corporate governance requirements. The Articles of Association are available on the Company’s website (<https://www.physitrackgroup.com/governance>).

Shareholders’ meetings

Shareholders exercise influence in the Company through general meetings, including the Annual General Meeting (“AGM”), where shareholders decide on matters within their competence. The Company aims to conduct shareholder meetings in a way that enables shareholders to exercise their ownership role in an active and well-informed manner.

There are two types of general meetings: annual general meetings and extraordinary general meetings. The Company must hold an AGM once every year, within six months of the end of each financial year, and not later than fifteen months after the previous AGM.

Shareholders may exercise their rights at general meetings in person or by proxy and are entitled to request that resolutions be put to a general meeting in accordance with the Company's Articles of Association and applicable law.

Annual General Meeting 2025

The Company's AGM was held in Paris on 27 June 2025. The following resolutions were adopted:

- To receive and adopt the Annual Report and Accounts for the year ended 31 December 2024, together with the reports of the Directors and Auditor;
- Re-election of Directors, Anne-Sophie D'Andlau, Per Henrik Molin, Arup Paul and Jasper Zwartendijk;
- Appointment and remuneration of Auditor, including the re-appointment of Forvis Mazars LLP and authorisation for the Directors to fix the Auditor's remuneration;
- Authority to allot ordinary shares, in accordance with the AGM notice;
- Authority to dis-apply pre-emption rights in connection with the allotment authority; and
- Authority for share repurchases, authorising the Company to make market purchases of its own shares in accordance with the Companies Act, subject to the terms approved at the AGM.

Further details on the Company's ownership structure and principal shareholders are set out on page 117 of this Annual Report.

2026 Annual General Meeting

The Company's 2026 AGM will be held on Tuesday, 26 May 2026 in Paris at 09:30 CET. The location and other arrangements for the AGM will be communicated within the AGM notice. The notice of meeting and related documentation will be made available on the Company's website in due course and in accordance with applicable requirements.

Nomination Committee

The Nomination Committee supports the Board by reviewing the structure, size and composition of the Board and by supporting succession planning for the Chair, Directors, CEO and other senior executives.

The UK Corporate Governance Code recommends that a majority of the members of the Nomination Committee should be independent non-executive directors. The Board considers that the current composition is appropriate for the Company's size and stage of development.

The members of the Nomination Committee are:

- Anne-Sophie D'Andlau (chair)
- Henrik Molin
- Arup Paul
- Jasper Zwartendijk

During the year, the Nomination Committee held one meeting.

Board of Directors

The Board is ultimately responsible for the governance of the Company, its proper administration and management, and the general supervision of its affairs. Among the Board's key responsibilities are to:

- set the Group's strategy, targets and fundamental management policies;
- oversee performance against strategic objectives;
- review and approve the Group's financial reporting;
- ensure appropriate systems of internal control and risk management are in place; and
- maintain high standards of corporate conduct, integrity, and compliance with applicable laws and regulations.

Directors have fiduciary duties under the UK Companies Act and owe duties to act within the powers conferred by the Company's constitution, promote the success of the Company, and exercise independent judgment, reasonable care, skill and diligence. Directors must also avoid conflicts of interest, not accept benefits from third parties, and declare interests in proposed transactions or arrangements.

The Board comprises four Directors (including the Chair), each appointed until the conclusion of the next AGM, and eligible for re-election.

Chair of the Board

The Chair is responsible for leadership of the Board, ensuring its effectiveness, and facilitating open and constructive debate. In consultation with the CEO, the Chair sets Board meeting agendas and ensures that Directors receive timely and appropriate information to support decision-making.

Board meetings

The Board meets regularly to manage and oversee the Company's strategy, performance, financial position, risk profile, and governance. During the year ended 31 December 2025, the Board held six Board meetings, with full attendance.

Board meetings include consideration of:

- interim and annual financial reporting;
- the annual budget and business plan;
- strategic initiatives and investment priorities;
- financing arrangements and liquidity;
- principal risks and risk mitigation actions; and
- regulatory developments and compliance requirements.

Directors also hold substantive communication between meetings, including discussions without executive management present when appropriate.

The Directors have confirmed that their external appointments do not prejudice their ability to fulfil their duties as Directors of Physitrack.

Board committees

The Board may delegate authority to committees in accordance with the Articles of Association. The Board has established two committees: the Audit Committee and the Nomination Committee.

Audit Committee

The Audit Committee supports the Board in matters relating to financial reporting, external audit, internal control, and risk management. The Audit Committee consists of non-executive Board members appointed by the Board and accountable to it.

During 2025, the Audit Committee held four meetings. Further details are provided in the Audit Committee Report.

Remuneration Committee

The Company has not established a Remuneration Committee. Remuneration matters are considered by the Board as a whole, and the Board keeps this decision under review in light of the Company's scale and remuneration structures.

Remuneration and incentive arrangements

The Board is responsible for determining remuneration for the executive directors and senior management. Further details of remuneration paid during the year are set out in the financial statements to this Annual Report.

Internal controls and risk management

Physitrack's internal control framework is designed to provide assurance that financial reporting is reliable and prepared in accordance with legislation and regulations, applicable accounting standards, and other requirements for listed companies. Effective internal control also supports compliance, protects the Company's assets, and contributes to a healthy and sustainable business.

The Board has overarching responsibility for internal control and risk management. The Audit Committee supports the Board by reviewing and monitoring the integrity of the Company's financial statements and the effectiveness of internal controls and risk management processes.

Responsibilities for day-to-day implementation of internal controls are delegated to executive management. The CEO, together with the CFO and the Group finance function, is responsible for ensuring that appropriate control activities and monitoring procedures are in place.

Physitrack conducts a structured annual risk assessment to identify and evaluate principal risks. Each principal risk has an assigned risk owner responsible for ensuring that mitigations and controls are implemented and monitored. Principal risks are reviewed regularly by the Board and financial risks are monitored through the Audit Committee. Further detail on principal risks and mitigations is set out in the Risk Management section of this Annual Report.

Monitoring compliance

Physitrack monitors compliance with applicable legislation, listing rules, and internal policies on an ongoing basis. In connection with the Company's listing on Nasdaq First North Premier Growth Market Stockholm, Physitrack engaged a Certified Adviser approved by Nasdaq to support ongoing compliance with applicable market rules and regulations. The Company's Certified Adviser is FNCA Sweden AB.

Investor relations and disclosure

Physitrack aims to provide correct, clear, credible, timely and relevant information to shareholders and the market. The Company's primary communication channels are its interim reports, annual report, press releases, and the Company's website.

Physitrack complies with disclosure obligations under applicable market rules and the Market Abuse Regulation. The Company has adopted internal policies and procedures designed to ensure accurate and timely disclosure and appropriate handling of inside information, including an internal insider policy.

Company secretary

Physitrack has appointed an external Company Secretary to support the Board and provide advice on governance and statutory compliance matters.



Audit committee report

Committee membership and meetings

The Audit Committee is a committee of the Board of Directors and supports the Board in its oversight of financial reporting, internal controls and risk management, and the external audit process.

The members of the Audit Committee during the year were:

Committee member	Independence	Position
Jasper Zwartendijk (Chair)	Independent	Chair
Arup Paul	Independent	Member
Anne-Sophie D'Andlau	Independent	Member

The UK Corporate Governance Code recommends that all members of the Audit Committee are independent non-executive directors and that at least one member has recent and relevant financial experience. Jasper Zwartendijk is currently CSO of Creative Clicks b.v and has held a number of finance roles as outlined in his biography on page 41. The Committee is satisfied that it has the appropriate balance of skills and experience to discharge its responsibilities effectively.

The Code also recommends that the Chair of the Board should not be a member of the Audit Committee. Given the size of the Board and the Chair's experience, the Board considers it appropriate that the Chair is a member of the Audit Committee at this stage. This decision is reviewed annually.

The Committee held four meetings during the year ended 31 December 2025, with full attendance.

Role of the Audit Committee

The Audit Committee plays an important role in supporting the Board in safeguarding the integrity of financial reporting and maintaining robust governance and control processes. The Committee provides independent challenge and oversight across:

- The integrity of the Group's annual and interim financial reporting;
- The effectiveness of internal controls and risk management systems;

- the relationship with the external auditor, including audit quality, independence and objectivity; and
- the Company's governance framework as it relates to financial reporting and control.

The Committee's Terms of Reference are available on the Company's website.

Activities during 2025

During 2025, the Committee continued to focus on strengthening the quality and reliability of financial reporting, improving the control environment, and supporting the Board's oversight of risk and internal control processes.

Key activities during the year included:

Financial reporting

The Committee:

- Reviewed and challenged the accounting policies, financial reporting judgments and disclosures included in the annual and interim financial statements;
- Monitored the integrity of external reporting, including narrative reporting and governance disclosures, to ensure consistency with underlying financial performance; and
- Advised the Board on whether the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's performance, business model and strategy.

Risk management and internal controls

The Committee supported the Board in reviewing and monitoring the effectiveness of the Group's internal controls and risk management framework, including:

- The process for identifying, assessing and reporting principal risks;
- The design and implementation of key financial controls; and
- Ongoing progress in strengthening finance processes and governance as the Group continues to scale.

Audit and external assurance

The Committee:

- reviewed the effectiveness of the external audit process and the quality of audit planning and delivery;
- assessed the external auditor's independence and objectivity; and
- reviewed non-audit services to ensure they remained appropriate and did not impair independence.

Key discussions during the year

The Committee's most significant discussions during 2025 included:

Key financial controls and control framework maturity

The Committee reviewed the adequacy and appropriateness of the Group's system of financial controls and continued development of a structured risk and controls framework. This was considered particularly important given the Group's continued focus on disciplined cash generation, operational simplification, and scalable execution.

Internal audit

Based on the size and complexity of the Group, the Committee determined that a separate internal audit function is not currently required. The need for internal audit will continue to be kept under review as the Group evolves.

External auditor independence and effectiveness

The Committee monitored the external auditor's independence, objectivity and performance, including review of audit planning, key areas of audit focus and the outcome of the audit process.

The external auditor also met with the Committee without executive management present, in line with good governance practice.

External auditor

The Company's external auditor is Forvis Mazars LLP, which was re-appointed by shareholders at the Annual General Meeting held on 27 June 2025.

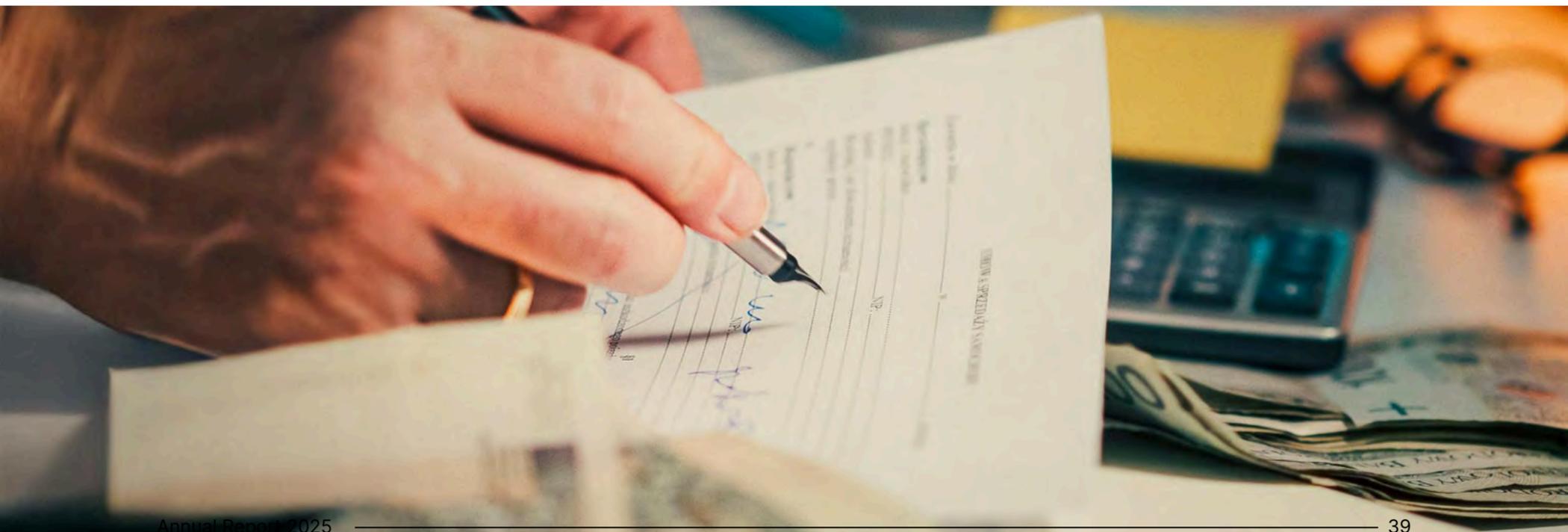
The Committee is responsible for oversight of the relationship with the external auditor and for reviewing the auditor's independence, objectivity and effectiveness.

In 2025, the remuneration paid to the Company's auditor was €190,037 (2024: €175,728) and non-audit fees amounted to €3,209 (2024: €3,546), in relation to a covenant compliance certificate review performed.

During the prior year, the external auditor performed limited assurance services in relation to specific grant-related reporting requirements connected to Project Inclusion supported by Business Finland. The Committee considered these services to be appropriate and not to impair auditor independence.

Looking ahead

In 2026, the Committee will continue to focus on audit quality, strengthening internal controls, and supporting the Board's oversight of risk management and financial reporting as the Group continues to execute its strategy with operational discipline.



Board of directors and executive management

Board of Directors

At 31 December 2025 Physitrack's board consisted of four directors, including the Chair of the Board of the Directors, elected until the next annual general meeting. The Board of Directors are presented in detail below. The information regarding the directors' current and prior positions does not include any such positions held in Group companies. The information on the directors' respective holdings is provided as at 31 December 2025.

Name	Position	Director since	Independent in relation to	
			The company and its management	Major shareholders
Anne-Sophie D'Andlau	Non-Executive Chair of the board	2022	Yes	Yes
Henrik Molin	Executive Director and CEO	2012	No	No
Jasper Zwartendijk	Senior Independent Non-Executive Director	2021	Yes	Yes
Arup Paul	Non-Executive Director	2021	Yes	Yes

Anne-Sophie D'Andlau (born 1972)

Non-executive Chair of the board

Member of Physitrack PLC Audit and nomination committee

Background and education: MSc in Finance from Neoma Business School in France

Current positions: Co-Founder & Deputy CEO, CIAM

Prior positions: Equity Portfolio Manager, Systeia Capital Management (Amundi) Manager in Corporate Finance, PriceWaterhouseCoopers (PwC)

Holdings in the Company (including related parties): 16,000 shares.

Henrik Molin (born 1975)

Executive Director and CEO

Background and education: MSc in Accounting and Economics, Umeå School of Business, Economics and Statistics (Sweden). Co-founder of Physitrack and previously Director of Marketing at SkyBridge Capital A.G. and Head of Business Development of FQS Capital Management (Cayman) Limited.

Henrik has over 20 years of experience in business development and entrepreneurship. He started his career with Reuters Plc where he developed and marketed financial information and risk management systems before moving into banking and finance.

Current positions: CEO and Co-Founder Physitrack PLC

Prior positions (past five years): CEO and Co-Founder Physitrack PLC

Holdings in the Company (including related parties): 4,032,701 shares.

Jasper Zwartendijk (born 1977)

Senior independent non-executive Director of the board

Chair of Physitrack PLC Audit Committee and member of Physitrack Plc nomination committee

Background and education: MSc in Economics, Erasmus University Rotterdam (the Netherlands). Finance professional with extensive financial management and M&A experience.

Current positions: Chief Strategy and M&A Officer for Creative Clicks

Prior positions: Director of Virgin Media Ireland Limited, Virgin Media Television Limited, UPC Broadband Ireland Limited, Channel6 Broadcasting Limited, Kish Media Limited, Tullamore Beta Limited, TV Three Enterprises Limited, TV Three Sales Limited, Ulana Business Management Limited, Cullen Broadcasting Limited, Casey Cablevision Limited and PBN Holdings Limited. CFO of Virgin Media Ireland.

Holdings in the Company (including related parties): 6,345 shares.

Arup Paul (born 1977)

Non-executive Director of the board

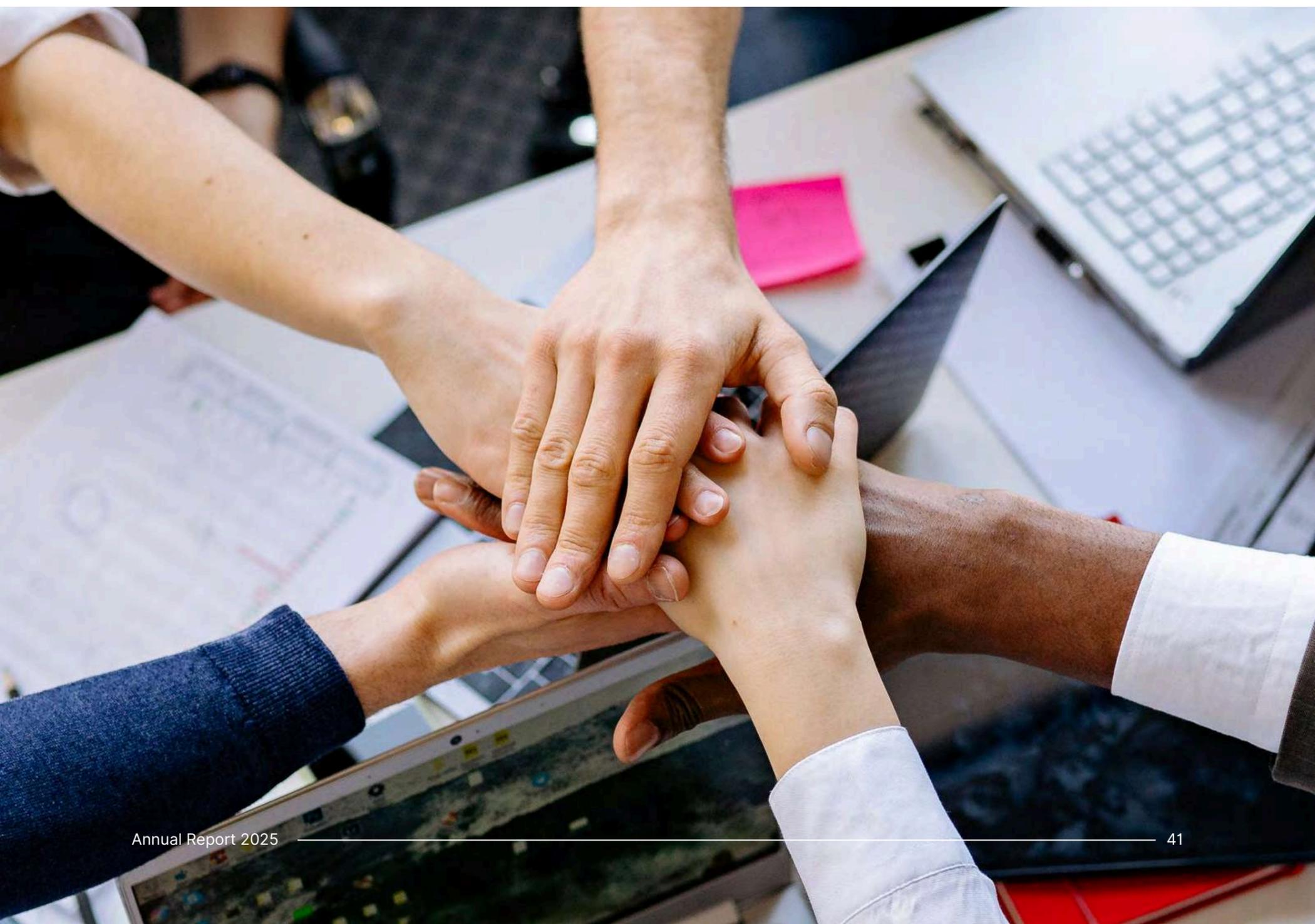
Member of Physitrack PLC Audit and nomination committee

Background and education: MBBS, BSc in Molecular Medicine and Developmental Neurobiology, King's College London (UK); MSc in Healthcare Commissioning, the University of Birmingham (UK). Extensive experience in the design and delivery of healthcare systems and local, national and international levels

Current positions: Chief Clinical Strategy Officer in an international health-tech start up.

Prior positions: Deputy Chief Medical Officer at AXA PPP Healthcare; Chief Medical and Operating Officer and Director with Health Case Management Limited. Director of Ballard Investment.

Holdings in the Company (including related parties): Nil



Executive management team

The Company's executive management team is presented below. Information regarding current and prior positions does not include current or prior positions held within Group companies. Information on the executive management team's holdings is provided as at 31 December 2025.

Name	Position	Employed since
Henrik Molin	CEO	2012
Matthew Poulter	Chief Financial Officer <i>(from April 2025)</i>	2021
Jack Goodwin	Chief Operating Officer (COO) <i>(from November 2025)</i>	2025

During 2025, Charlotte Goodwin commenced maternity leave in April 2025 and Matthew Poulter was appointed Interim Chief Financial Officer. Following her maternity leave, Charlotte Goodwin resigned from her position as Chief Financial Officer. Matthew Poulter was appointed Chief Financial Officer on a permanent basis with effect from 1 January 2026. The Board would like to thank Charlotte Goodwin for her contribution to Physitrack during her tenure. Jack Goodwin was appointed Chief Operating Officer in November 2025.

Henrik Molin (born 1975)

Executive Director and CEO

Background and education: MSc in Accounting and Economics, Umeå School of Business, Economics and Statistics (Sweden). Co-founder of Physitrack and previously Director of Marketing at SkyBridge Capital A.G. and Head of Business Development of FQS Capital Management (Cayman) Limited.

Henrik has over 20 years of experience in business development and entrepreneurship. He started his career with Reuters Plc where he developed and marketed financial information and risk management systems before moving into banking and finance.

Current positions: CEO and Co-Founder Physitrack PLC

Prior positions (past five years): CEO and Co-Founder Physitrack PLC

Holdings in the Company (including related parties): 4,032,701 shares.

Matthew Poulter (born 1986)

Interim Chief Financial Officer (from April 2025)

(Appointed permanent CFO with effect from 1 January 2026)

Background and education: BA in Accountancy and Finance, Oxford Brookes University (UK). Chartered Accountant and fellow of the Institute of Chartered Accountants of England and Wales. Trained at Deloitte, subsequently moving into group accounting and finance management roles at The Football Association and Cineworld PLC.

Current positions: CFO Physitrack PLC

Prior positions (past five years): Head of Finance, Physitrack PLC; Group Financial Accounting Manager, Cineworld PLC

Holdings in the Company (including related parties): 883 shares.

Executive management team

Jack Goodwin (born 1987)

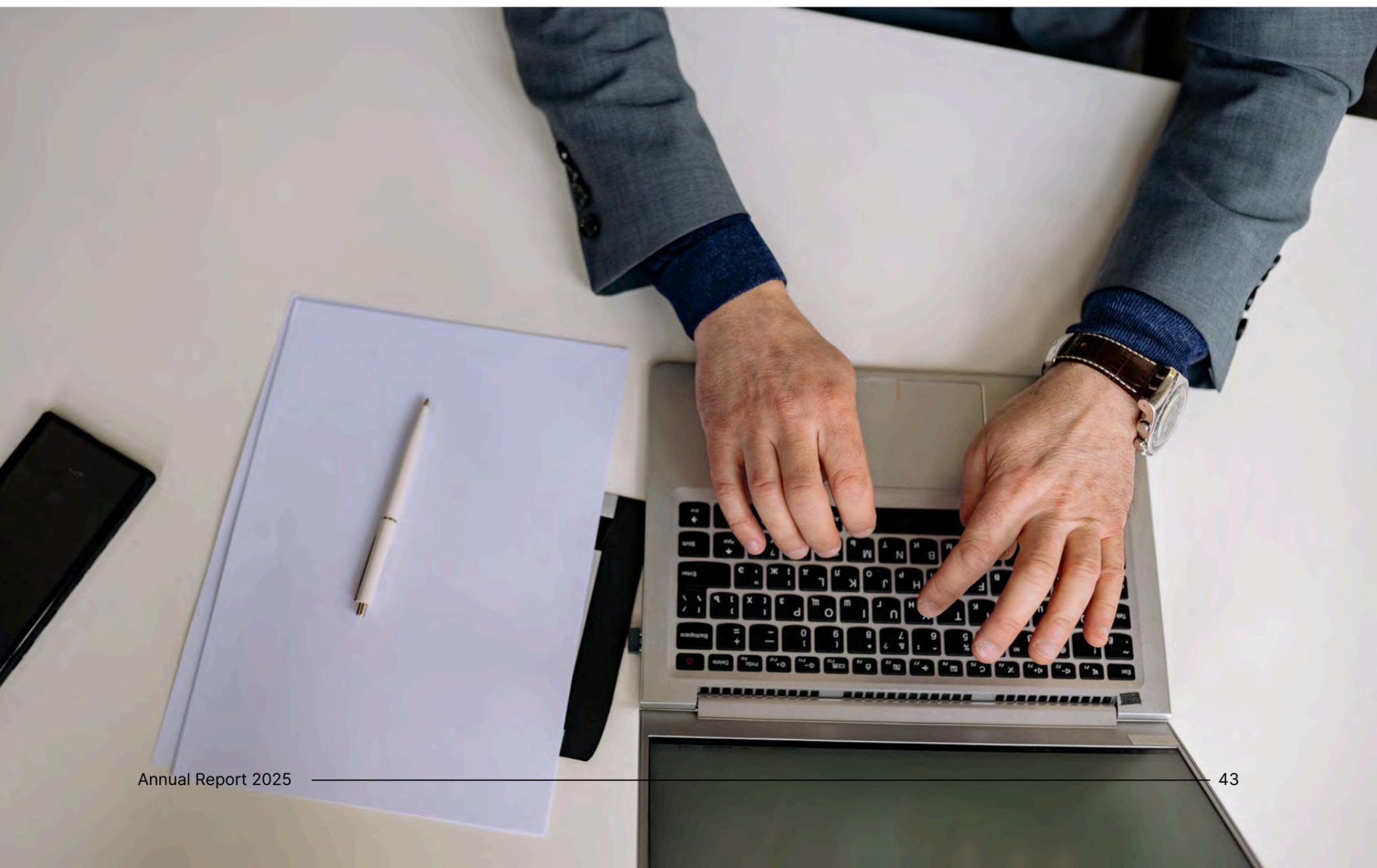
Chief Operating Officer (from November 2025)

Background and education: MPLA, Oxford University. BA, Politics, Nottingham University. Chartered Fellow of the Chartered Institute of Personnel and Development. Trained in the UK's Civil Service Faststream. Has held Senior Civil Service (UK) roles across Welfare, Transport and the Centre of the UK Government (The Cabinet Office). Delivered the c£16bn Heathrow Expansion National Policy Statement and has led multiskilled and talent dense teams of hundreds.

Current positions: COO Physitrack PLC

Prior positions (past five years): Head of People and Ops, Physitrack. Deputy Director, Strategy, the Cabinet Office; Deputy Director, Public Bodies, the Cabinet Office. Deputy Director, Heathrow Expansion, the Department for Transport.

Holdings in the Company (including related parties): 5,540 shares.



Other information on the Board of Directors and senior executives

There are no family ties between any of the Board members or senior executives, other than Jack and Charlotte Goodwin who are married. They however did not work for Physitrack at the same time during the current financial year. None of the Company's Board members or senior executives have any private interests that could conflict with those of the Company. However, as described above, several Board members and senior executives have financial interests in the Company through their shareholdings. None of the Board members or senior executives have been chosen or elected as a result of a specific arrangement with major shareholders, customers, suppliers or other parties.

None of the Board members or senior executives in the Company have during the past five years: (i) been convicted in relation to fraudulent offences; (ii) been a director of a company that has been subject to bankruptcy, receivership, liquidation or put into administration; (iii) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); or (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

Directors' report

The Directors present their annual report on the affairs of the Company, together with the financial statements and auditor's report, for the year ended 31 December 2025.

Dividends

No dividends were recommended by the Board or paid during the year (2024: nil).

Capital structure

Details of the authorised and issued share capital, together with details of the movements in the Company's issued share capital during the year, are shown in Note 23. The Company has one class of ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company.

Information shown in the Strategic Report

Information around the Group's performance during the year and its development is shown in the Strategic Report. This information is not shown in the Directors' Report in accordance with s414C(11) of the Companies Act 2006.

Research and development

Physitrack remains committed to innovation and continuous improvement, ensuring that the Group maintains a leading position in its sector. During 2025, the Company continued to invest in product development across Lifecare and Wellness, including workflow automation and AI-enabled capabilities to enhance platform functionality, user experience, and operational efficiency.

Investment in the period into the Group's technology platform was €2.8m (2024: €3.5m).

Financial instrument policy and risk

The Group is exposed to price risk, credit risk, liquidity risk, foreign exchange risk and cash flow risk deriving from the financial instruments it holds. Note 22 details how the Company manages risk in these areas, alongside the financial risk management objectives and policies of the Group.

Events after the reporting period

Subsequent to the year end, the Board appointed Matthew Poulter as Chief Financial Officer on a permanent basis with effect from 1 January 2026, following his appointment as Interim Chief Financial Officer during 2025. On 15 January 2026, Champion Health Plus closed its remaining in-person clinics. Further detail is set out in Note 1. No other material events have occurred after the reporting period.

Directors

The Directors, who served during or throughout the year, were as follows:

- H P Molin
- A Paul
- J A Zwartendijk
- A-S D'Andlau

Directors' indemnities

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

Going concern

The Directors have conducted a detailed going concern assessment, considering Board-approved trading budgets for FY2026 and forecasts through to December 2030.

The assessment included a base case scenario and a downside case scenario, including a scenario assuming no revenue growth across the Group. Under these scenarios, the Directors concluded that the Group is expected to be able to meet its liabilities as they fall due and maintain adequate liquidity headroom.

The Group's revolving credit facility ("RCF") with Santander extends until May 2029 and includes covenants related to leverage, liquidity, recurring revenue and cash EBITDA. The Directors confirm that, based on the forecasts prepared, the Group has ample covenant headroom and does not expect any covenant breaches.

Taking into account the current financial position, the Group's restructuring actions, and access to available liquidity, the Directors have a reasonable expectation that the Group has adequate resources to continue operating for the foreseeable future. As a result, the going concern basis of accounting has been applied in preparing the financial statements.

Further information on the Directors' going concern assessment is outlined in Note 1.

Auditor

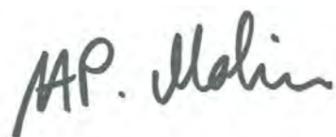
Each of the persons who is a Director at the date of approval of this annual report confirms that:

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

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

Forvis Mazars LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the next Annual General Meeting.

This report was approved by the Board of Directors on 12 march 2026 and signed on its behalf by:



Henrik Molin
Director / CEO & Co-founder

Directors' responsibilities

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

The directors are responsible for the maintenance and integrity of the Group's website. Legislation in the UK governing the preparation and dissemination of historical financial information may differ from legislation in other jurisdictions.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with applicable UK accounting standards and the Companies Act 2006.

The Group financial statements are prepared in accordance with UK-adopted international accounting standards. The parent Company financial statements are prepared in accordance with UK GAAP, including FRS 101 Reduced Disclosure Framework.

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 and of the profit or loss of the Company for that period.

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

- properly select and apply accounting policies.
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information.
- provide additional disclosures when compliance with the specific requirements in IFRS Standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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

The Directors consider that the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance.

The Directors confirm that they have complied with all of these responsibilities.



Independent auditor's report to the members of Physitrack PLC

Opinion

We have audited the financial statements of Physitrack PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows, the company statement of financial position, the company statement of changes in equity and notes to the financial statements, including material accounting policy information.

The group financial statements have been prepared in accordance with applicable law and UK-adopted international accounting standards. The parent company financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework") as applied in accordance with the provisions of the Companies Act 2006.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2025 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared for the group in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

Our audit procedures to evaluate the directors' assessment of the group's and the parent company's ability to continue to adopt the going concern basis of accounting included but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern;
- Obtaining an understanding of the relevant controls relating to the directors' going concern assessment;
- Making enquiries of the directors to understand the period of assessment considered by them, the assumptions they considered and the implication of those when assessing the group's and the parent company's future financial performance;
- Reviewing and challenging the directors' going concern assessment including the appropriateness of the directors' key assumptions in their cash flow forecasts, as described in note 1, by reviewing supporting and contradictory evidence in relation to these key assumptions;
- Assessed the terms of financing facilities in place including checking forecast headroom and compliance with the associated covenants;
- Evaluated the historical accuracy of cash flow forecasts prepared by the directors;
- Considering the consistency of the directors' forecasts with other areas of the financial statements and our audit;
- Assessing the directors' consideration of a downside case scenario, as described in note 1, including the viability of mitigating actions within the directors' control; and
- Reviewed the adequacy and appropriateness of the financial statement disclosures. This included whether the going concern disclosures in note 1 to the financial statements gives a full and accurate description of identified risks and mitigating actions.

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

In relation to Physitrack PLC's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

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) we identified, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters in forming our opinion above, together with an overview of the principal audit procedures performed to address each matter and our key observations arising from those procedures.

These matters together with our findings were communicated to those charged with governance through our Audit Completion Report.

Key Audit Matter	How our scope addressed this matter
<p>Fraud risk on revenue recognition (relating to both the group and parent company)</p> <p>The group's and the parent company's accounting policy for revenue recognition is set out in the revenue accounting policy notes on page 65 and 106 respectively. Further disclosures on revenue are set out in note 3 on page 70.</p> <p>For Physitrack PLC we see the risk of fraud in revenue recognition as being principally in relation to;</p> <p>Cut off: The group enters various contractual arrangements where revenue is billed in advance, deferred, and recognized over time in the statement of comprehensive income. These arrangements primarily include subscription and maintenance contracts. There is a risk that revenue is recognised in the incorrect period including revenue not being appropriately deferred where received in advance of the service being provided.</p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • The review of the methodology applied in relation to revenue recognition for services provided under contractual arrangements; • The assessment of the design and implementation of controls that we considered to be key in the determination of revenue to be recognised; and • Reviewing the revenue-related disclosures in the financial statements to assess their compliance with IFRS 15. <p>Substantive procedures included, but were not limited to:</p> <p>Subscription income</p> <ul style="list-style-type: none"> • We formed an expectation of revenue in the year based on number of clients and the price list. We compared this expectation of revenue to the reported revenue and followed up any variances that fall outside of our tolerable threshold, which is based on our materiality levels. We tested a sample of new clients and leaving clients back to contracts to check that these had been correctly updated in the data to check the inputs for the number of clients for our expectation were appropriate. To further support this testing, we obtained and reviewed the Statement and Organisation Controls (SOC) reports on the third party IT systems used to onboard, store and manage customer subscription data; • Reviewing deferred revenue balances and assessing whether the timing of revenue recognition was appropriate; and • Inspecting the contract to determine whether revenue was recognized in line with the underlying contractual terms, in particular the subscription period. <p>Non-subscription income</p> <ul style="list-style-type: none"> • For non-subscription income, we tested a sample of revenue transactions near the year-end to assess whether they were recorded in the correct period. <p>Our observations</p> <ul style="list-style-type: none"> • Based on the results of our procedures performed, we did not identify any material misstatements in relation to revenue recognition.
<p>Impairment of Group Goodwill and Parent Company Investments</p> <p>The group's accounting policy for goodwill is set out in the relevant accounting policy note on page 63. The parent's policy for investments is noted on page 104. Further disclosures on goodwill and investments are set out in the relevant accounting policy notes on pages 84 and 108 respectively and notes 14 and 28 respectively.</p> <p>During the year total impairment of goodwill of €5,414k has been recognised which is explained in note 14 on page 86. The parent company has recognised an impairment loss of €1,461k in respect of its investment in Champion Health, which is explained in note 28 on page 109.</p> <p>We considered this area to be a key audit matter due to the significant level of judgement involved in assessing impairment indicators, determining recoverable amounts, and the materiality of the related balances.</p>	<p>Our audit procedures over goodwill and investments included procedures on the methodology adopted and the related control environment, in addition to substantive testing.</p> <p>These procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Obtaining an understanding of the parent company's processes and controls to address the risk associated with impairment of investment in subsidiaries and assessing the design and implementation of the relevant controls. <p>Performing the following procedures over management's value-in-use calculation;</p> <ul style="list-style-type: none"> • Obtaining the impairment calculation and assessing whether the carrying value of CGU exceeds its recoverable amount; • Assessing the appropriateness of the discounted cashflow models based on the applicable accounting standards: IAS 36 Impairment of assets; • Critically assessing the appropriateness of the key underlying assumptions such as growth rate and discount rate; • Agreeing cash flow and profit forecasts to the latest budgets approved by the Board; • Considering the consistency of the directors' forecasts with other areas of the financial statements and our audit; • Evaluating the historical accuracy of cash flow forecasts prepared by the directors; • Confirming the mathematical accuracy of the impairment models and agreeing the key inputs including the cash flows with the latest budgets, actual past results and other relevant supporting documents; • Assessing the appropriateness of the discount rates using our in-house valuations experts; • Reviewing the sensitivity analysis performed by management in their assessment as well as performing our own sensitivity analysis on key assumptions, such as revenue growth and terminal value to assess the impact of changes in these key assumptions; • Performing a stand back review by considering relevant internal and external factors including supporting and contradictory evidence in our assessment of the appropriateness of the methodology used in management's calculation; and • Evaluating the adequacy of the disclosures made in the financial statements and ensuring they comply with the disclosure requirements of IAS 36 Impairment of Assets. <p>Details of key areas of challenge on management's calculation is as follows;</p> <ul style="list-style-type: none"> • Challenging whether the post-merger forecast appropriately incorporated all relevant information arising from the integration of Champion Health Plus and assessing whether the key assumptions reflected the combined operational structure. <p>Our observations</p> <p>Based on the results of our procedures performed, we consider that the carrying value of goodwill and investments and their related disclosures in the financial statements is not materially misstated.</p>

Our application of materiality and an overview of the scope of our audit

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality

Overall materiality	Consolidated group; €242,000 (2024: €283,000) Parent company; €160,000 (2024: €139,000)
How we determined it	1.8% (2024: 1.8%) of total revenue.
Rationale for benchmark applied	Revenue is considered the most appropriate benchmark for the business as this is one of the key performance indicators used by the board of directors to monitor the group's performance. The loss before tax balance in the current and prior years has also been volatile and therefore not an appropriate reflection of the group's trading activities.
Performance materiality	Performance materiality is at 75% of overall materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. Performance materiality equated to the following; Consolidated group; €183,000 Parent company; €120,000
Reporting threshold	We agreed with the Audit Committee that we would report to them misstatements identified during our audit over €7,000 for the group and over €5,000 for the parent company as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements, such as assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of our risk assessment, our understanding of the group and the parent company, their environment, controls, and critical business processes, to consider qualitative factors to ensure that we obtained sufficient coverage across all financial statement line items.

Our group audit scope included an audit of the group and the parent company financial statements in addition to components deemed material under ISA 600R. Based on our risk assessment, we performed a full scope audit on Physitrack PLC, Physiotools OY and Champion Health Limited, and a specific scope audit on Champion Health Plus Limited and PT Courses. For Fysiotest and Wellnow, we tested only the account balances included within the discontinued operations disclosures. A component auditor reported to us on Physiotools Oy; for this component we prescribed group instructions and materiality, reviewed their audit file, and attended meetings with the component auditors throughout the audit.

At the parent company level, the group audit team also tested the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements and those reports have been prepared in accordance with applicable legal requirements; and
- information about the parent company's Corporate Governance code and practices and about its administrative management and supervisory bodies and their committees comply with the Nasdaq First North Premier Growth Market listing rules.

Matters on which we are required to report by exception

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

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

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

Corporate governance statement

The Nasdaq First North Premier Growth Market Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to Physitrack PLC's compliance with the provisions of the UK Corporate Governance Statement specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement are materially consistent with the financial statements, or our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified, set out on page 45;
- Directors' explanation as to its assessment of the entity's prospects, the period this assessment covers and why they period is appropriate, set out on page 27;
- Directors' statement on fair, balanced and understandable, set out on page 46;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks, set out on pages 23 to 26;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems, set out on page 36; and;
- The section describing the work of the audit committee, set out on pages 38 and 39.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 46, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, anti-bribery, corruption and fraud, anti-money laundering regulation and GDPR.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Gaining an understanding of the legal and regulatory framework applicable to the group and the parent company, the industry in which they operate, and the structure of the group, and considering the risk of acts by the group and the parent company which were contrary to the applicable laws and regulations, including fraud;
- Inquiring of the directors, management and, where appropriate, those charged with governance, as to whether the group and the parent company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Reviewing minutes of directors' meetings in the year; and
- Discussing amongst the engagement team the laws and regulations listed above, and remaining alert to any indications of non-compliance.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006 and the Nasdaq First North Premier Growth Market listing rules.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, revenue recognition (which we pinpointed to the cut-off assertion), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud;
- Addressing the risks of fraud through management override of controls by performing journal entry testing; and
- Substantively testing revenue recognition as set out in the “Key audit matters” section of our report.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

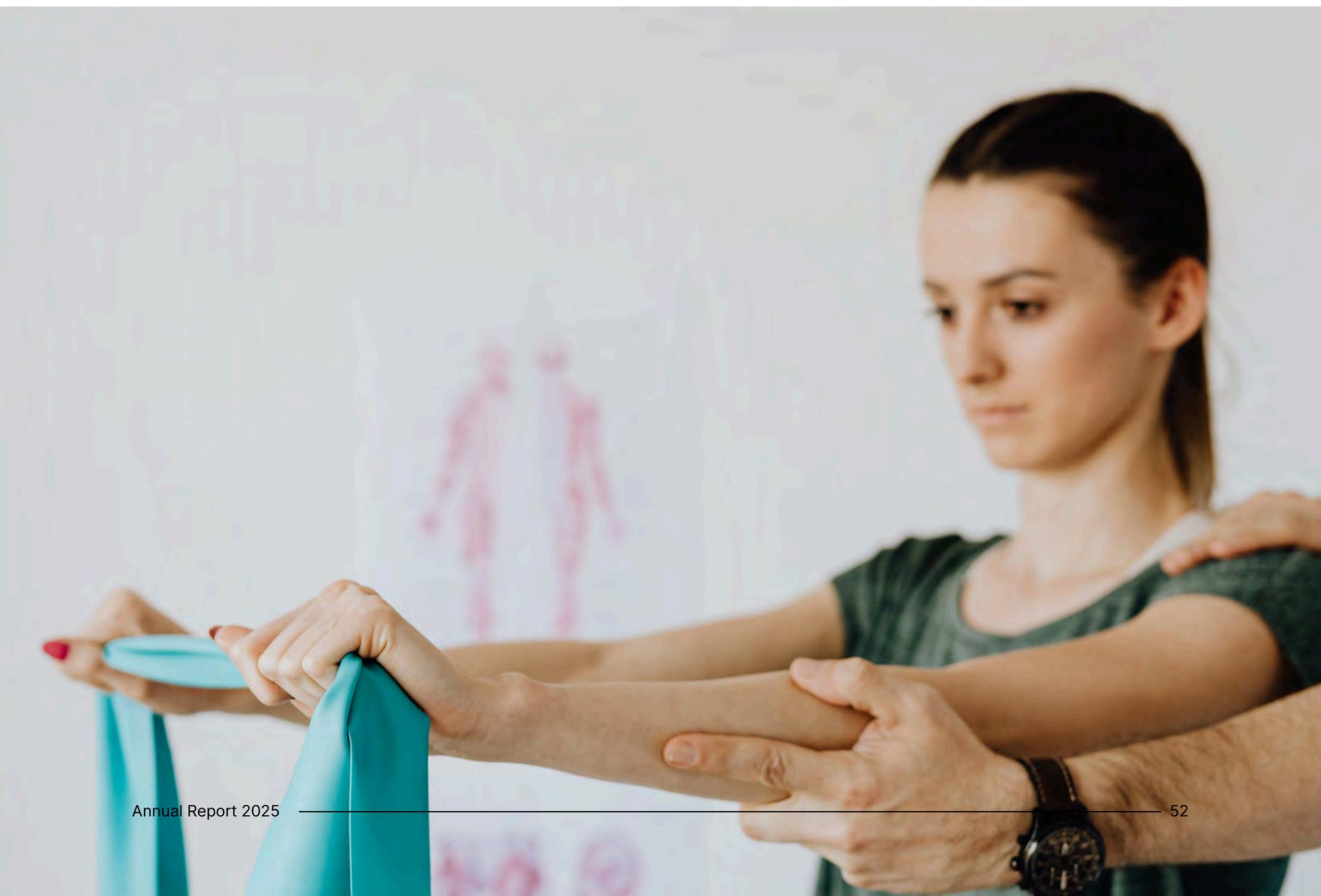
The risks of material misstatement that had the greatest effect on our audit are discussed in the “Key audit matters” section of this report.

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

Other matters which we require to address

The non-audit services prohibited by the FRC’s Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

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



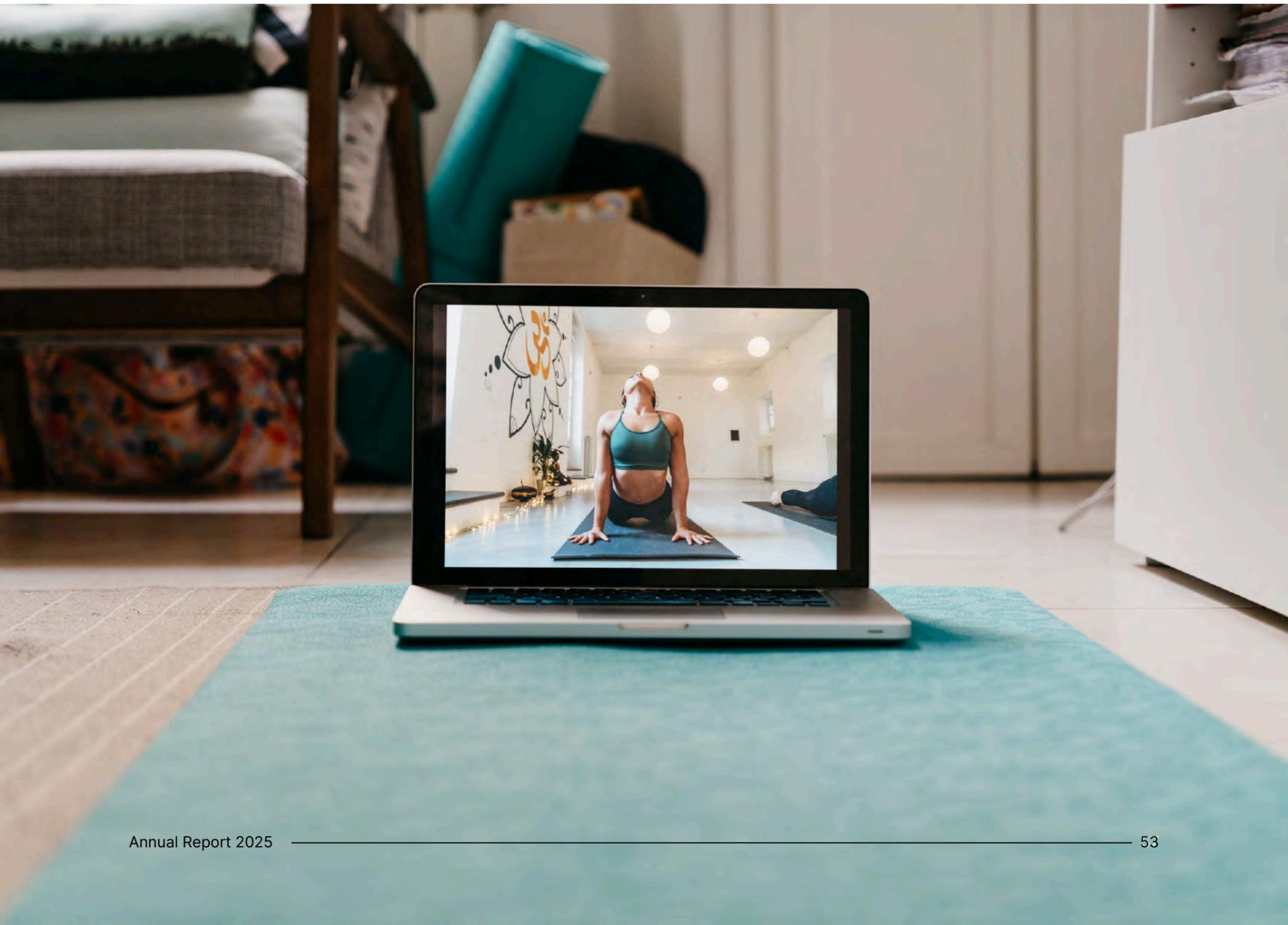
Use of audit report

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.



Gavin Barclay (Mar 12, 2026 17:19:44 GMT)

Gavin Barclay (Senior Statutory Auditor) for and on behalf of Forvis Mazars LLP
Chartered Accountants and Statutory Auditor
Forvis Mazars LLP
30 Old Bailey, City of London
London, EC4M 7AU
United Kingdom
12 march 2026



Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

		Year ended 31 December 2025	Year ended 31 December 2024 (Re-presented)
	Note	€	€
<i>From continuing operations:</i>			
Revenue	3	13,519,321	13,866,004
Operating expenses before amortisation, depreciation and adjusting items		(8,841,030)	(10,000,540)
Amortisation and depreciation	5	(4,169,700)	(4,231,573)
Items affecting comparability	4, 5	(6,638,224)	241,502
Operating loss	5	(6,129,633)	(124,607)
Finance income	7	22,075	21,812
Finance costs	7	(519,409)	(502,577)
Loss before taxation		(6,626,967)	(605,372)
Taxation	11	15,315	444,163
Loss after taxation of continuing operations		(6,611,652)	(161,209)
Loss from discontinued operations	6	(2,096,801)	(6,293,383)
Net loss after taxation		(8,708,453)	(6,454,592)
Other Comprehensive Income which may be subsequently reclassified to the profit or loss - exchange differences on foreign operations		(501,550)	493,956
Total comprehensive loss for the year		(9,210,003)	(5,960,636)
Basic earnings per share (continuing operations)	10	(0.41)	(0.01)
Diluted earnings per share (continuing operations)	10	(0.41)	(0.01)
Basic earnings per share (total operations)	10	(0.54)	(0.40)
Diluted earnings per share (total operations)	10	(0.54)	(0.40)

All results up to and including Loss after taxation of Continuing Operations relate to continuing operations only. In accordance with IFRS, results from discontinued operations are presented as a single line item thereafter.

The other comprehensive income figure represents exchange differences on translation of foreign operations.

The accounting policies and notes on pages 59 to 101 form part of the financial statements.



Consolidated Statement of Financial Position as at 31 December 2025

		Year ended 31 December 2025	Year ended 31 December 2024
Assets	Note	€	€
Non-current assets			
Goodwill	14	10,593,540	17,859,230
Intangible assets	14	6,081,755	8,371,042
Property, plant and equipment	13	52,971	86,374
Deferred tax asset	12	416,265	377,663
Financial assets measured at FVOCI/FVTPL	15	94,055	96,495
Total non-current assets		17,238,586	26,790,804
Current assets			
Trade and other receivables	16	1,325,618	2,976,975
Inventory	17	-	14,668
Cash and cash equivalents		656,584	723,386
Total current assets		1,982,202	3,715,029
Total assets		19,220,788	30,505,833
Liabilities			
Non-current liabilities			
Borrowings	18	(3,941,323)	(4,808,183)
Contract liability	20	-	(61,718)
Deferred tax liability	12	(417,007)	(973,312)
Deferred consideration	19	-	(151,250)
Financial liabilities measured at FVOCI/FVTPL	15	(41,201)	-
Total non-current liabilities		(4,399,531)	(5,994,463)
Current liabilities			
Contract liability	20	(2,154,069)	(1,949,267)
Trade and other payables	21	(1,968,526)	(2,969,123)
Provisions	21	(390,933)	(108,000)
Corporation tax payable		(161,496)	(46,730)
Deferred consideration	19	(160,295)	(272,250)
Total current liabilities		(4,835,319)	(5,345,370)
Net assets		9,985,938	19,166,000
Equity			
Share capital	23	64,075	64,075
Share premium	23	24,935,421	24,935,421
Translation reserve		(998,685)	(527,076)
Retained earnings		(14,014,873)	(5,306,420)
		9,985,938	19,166,000

The accounting policies and notes on pages 59 to 101 form part of the financial statements. The financial statements for Physitrack PLC, Company registration number: 08106661 were approved and authorised for the issue by the Board of Directors and were signed on its behalf on 12 march 2026:

MP. Molin

Henrik Molin

Consolidated Statement of Changes in Equity for the year ended 31 December 2025

	Note	Share capital	Share premium	Currency translation reserve	Retained earnings	Total
		€	€	€	€	€
Balance at 31 December 2023		64,075	24,935,421	(1,032,903)	1,148,172	25,114,765
Loss for the year		-	-	-	(6,454,592)	(6,454,592)
Other comprehensive gain for the year		-	-	493,956	-	493,956
Total comprehensive loss for the year		-	-	493,956	(6,454,592)	(5,960,636)
Recycling of translation reserve on disposed entities	6	-	-	11,871	-	11,871
Balance at 31 December 2024		64,075	24,935,421	(527,076)	(5,306,420)	19,166,000
Loss for the year		-	-	-	(8,708,453)	(8,708,453)
Other comprehensive loss for the year		-	-	(501,550)	-	(501,550)
Total comprehensive loss for the year		-	-	(501,550)	(8,708,453)	(9,210,003)
Recycling of translation reserve on disposed entities	6	-	-	29,941	-	29,941
Balance at 31 December 2025		64,075	24,935,421	(998,685)	(14,014,873)	9,985,938

The accounting policies and notes on pages 59 to 101 from part of the financial statements.

Consolidated Statement of Cash Flows for the year ended 31 December 2025

	Note	Year ended 31 December 2025	Year ended 31 December 2024 (Re-presented)
		€	€
Operating activities			
Loss for the year		(8,708,453)	(6,454,592)
Adjustments for:			
Loss from discontinued operations		2,096,801	6,293,383
Depreciation and amortisation		4,169,700	4,231,573
Foreign exchange gain		58,964	152,670
Taxation	11	(15,315)	(444,163)
Items affecting comparability		5,055,673	(718,093)
Net finance cost	7	497,334	480,765
Operating cash flows before movements in working capital and tax payments		3,154,704	3,541,543
Decrease / (increase) in trade and other receivables		1,492,899	(218,200)
Decrease in inventory		2,774	20,050
Increase in trade and other payables and deferred revenue		(180,585)	(117,753)
Cash generated by operations before cash payment of tax		4,469,792	3,225,640
Corporation tax paid		(13,546)	(9,568)
Net cash from operating activities - continuing operations		4,456,246	3,216,072
Net cash from operating activities - discontinuing operations		(275,708)	(89,231)
Net cash from operating activities		4,180,538	3,126,841

Consolidated Statement of Cash Flows for the year ended 31 December 2025

	Note	Year ended 31 December 2025	Year ended 31 December 2024 (Re-presented)
Investing activities:			
Purchases of intangible assets	14	(2,815,157)	(3,333,922)
Purchases of property, plant and equipment	13	(29,885)	(44,961)
Payment of deferred consideration	19	(263,205)	-
Net cash used in investing activities - continuing operations		(3,108,247)	(3,378,883)
Net cash used in investing activities - discontinuing operations		(38,076)	(111,502)
Net cash used in investing activities		(3,146,323)	(3,490,385)
Financial activities:			
Drawdown of borrowings	18	-	1,380,476
Repayment of borrowings	18	(713,292)	(120,034)
Loan extension fees		-	(315,399)
Funding to discontinued operations	6	(161,619)	-
Interest expense		(370,361)	(407,252)
Net cash (used in) / generated by financing activities - continuing operations		(1,245,272)	537,791
Net cash generated by financing activities - discontinuing operations		161,728	-
Net cash (used in) / generated by financing activities		(1,083,544)	537,791
Cash at the beginning of the period		723,386	536,029
Net movement		(49,329)	174,247
(Loss)/gain on exchange rate		(17,473)	13,110
Cash at the end of the period		656,584	723,386
Available facility		1,517,655	877,193
Available liquidity		2,174,239	1,600,579

Notes to the Consolidated Financial Statements for the year ended 31 December 2025

1. Accounting policies

General Information

Physitrack PLC (“the Company”) is a Company limited by shares incorporated and domiciled in the United Kingdom under the Companies Act and is registered in England and Wales, registration number 08106661. The address of the Company’s registered office is 4th Floor, 140 Aldersgate Street, London, United Kingdom, EC1A 4HY.

Basis of preparation

The Group financial statements have been prepared and approved by the Directors in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006.

The Company has elected to prepare its parent Company financial statements in accordance with FRS 101 Reduced Disclosure Framework and the Companies Act 2006; these are presented on pages 102 to 115.

The accounting policies set out below have been applied consistently to all years presented in these Group financial statements. Information regarding the Group’s business activities, together with the factors likely to affect its future development, performance and position is set out in the Chief Executive Officer’s Review on pages 4 to 6 and the Principal Risks and Uncertainties section on pages 23 to 26. The financial position of the Group, its cash flows and liquidity position are described in the Chief Financial Officer Review on pages 16 to 22.

In addition, Note 22 to the financial statements includes the Group’s objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit risk, foreign exchange risk and liquidity risk.

Re-presented 2024 financial information

During 2025 we disposed of Wellnow and Fysiotest. The results of these two business for the period up to disposal are presented as discontinued operations. The 2024 comparative information has been re-presented to show the comparative results of these two entities as discontinued operations.

Presentational currency

The financial results of the Group are presented in Euro. The exchange rates used for the report are as follows:

	Balance sheet Spot rate	Income statement Average
GBP:EUR	1.145	1.167
SEK:EUR	0.0924	0.0904
USD:EUR	0.852	0.886

The Group operates two divisions, Lifecare and Wellness, and generates the majority of its revenue from subscription-based SaaS products. The Group has historically complemented organic growth with selected acquisitions to expand its platform and capabilities.

Going concern assessment

The Directors have conducted a detailed going concern assessment, considering the Group's financial position, forecast performance, liquidity and covenant compliance. The assessment has been performed with reference to the Board-approved financial plan and detailed trading budgets, and is consistent with the Group's strategy and operating model as described in the Strategic Report and Directors' Report (refer to pages 44 to 45).

The Group has historically operated with a high proportion of recurring revenue and, during FY2025, continued to execute operational initiatives to improve cash conversion and simplify the Group's cost base. This included further rationalisation of the Wellness division and the planned exit from non-core operationally intensive activities, including the closure of Champion Health Plus clinics, which ceased operations on 15 January 2026 (refer to post balance sheet events per Note 26). These actions have strengthened the Group's cash generation profile and increased resilience against downside trading scenarios.

The Group's principal financing facility is a revolving credit facility ("RCF") with Santander, which extends until May 2029. The RCF contains financial covenants relating to leverage, minimum liquidity, recurring revenue and cash EBITDA (see Note 18 for further details). A breach of covenants could impact the Group's ability to continue as a going concern.

Assessment period and forecasting approach

The Directors have assessed the Group's ability to continue as a going concern for a period of at least twelve months from the date of approval of these financial statements. In performing this assessment, the Directors considered Board-approved budgets for FY2026 and detailed cash flow forecasts through to December 2030, consistent with the Group's five-year planning horizon and viability assessment.

The assessment included a base case scenario, reflecting the Directors' minimum expected performance based on budgeted revenue growth and continued operational discipline, and a downside case scenario, incorporating sensitivities including slower revenue growth and pressure on Wellness performance. These forecasts included covenant calculations in respect of the Group's revolving credit facility.

Under these scenarios, the Directors concluded that the Group is expected to maintain adequate liquidity and covenant headroom throughout the assessment period and therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Liquidity position

As at 31 December 2025, the Group had total available liquidity of €2,174,239, comprising cash balances and undrawn availability under the RCF. The Directors have considered the Group's working capital position, cost base and cash flow generation expectations in the forecast period.

The forecast indicates that the Group is expected to remain cash generative over the going concern period, with cash flows supported by the Group's subscription-led revenue profile and continued operating discipline.

Covenant assessments and headroom

Covenant compliance has been assessed throughout the going concern period under both the base case and downside case. The Directors confirm that, based on the forecasts prepared, no covenant breaches are expected.

The Group's lowest covenant headroom over the forecast period, based on the downside case, is as follows:

- Leverage: 1.05x at April 2026 vs. threshold 1.75x
- Minimum liquidity: €2.1m at April 2026 vs. threshold €0.5m
- Recurring revenue: €11.9m at January 2026 vs. threshold €10.0m
- Cash EBITDA: €0.8m at September 2026 vs. threshold €0.5m

The Directors note that headroom improves over the forecast period as the benefits of the simplified operating model are realised, and as the Group maintains a high recurring revenue mix.

Sensitivities and mitigating actions

The Directors have considered sensitivities that could impact the forecast, including the timing of revenue conversion and assumptions regarding future cash flows in the Wellness division. The downside case incorporates a prudent view of revenue and profitability performance and assumes continued control over the cost base.

Should performance fall below the downside case, the Directors have identified mitigating actions available to the Group, including measures to reduce discretionary expenditure, pause non-essential investment, reprioritise delivery costs, and further optimise operating expenditure. The Directors also note that the Group has access to liquidity under its existing facility, subject to covenant compliance.

Going concern assessment conclusion

After reviewing the forecasts, covenant headroom and available mitigating actions, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

Measurement convention

The financial statements are prepared on the historic cost basis except for the following assets and liabilities stated at their fair value: financial instruments classified as fair value through the Statement of Comprehensive Income, or profit or loss.

Basis of consolidation**Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Equity investments

Equity investments are held in entities which have not been classified as a subsidiary, associate or joint arrangement are accounted for at fair value. These equity investments are not held for trading purposes and represent strategic investments. The Group has elected at initial recognition to present value changes within the fair value through other comprehensive income ("FVOCI") reserve. Any dividends received from these equity investments will be recognised within the Consolidated Statement of Comprehensive Income. On disposal of these equity investments, any related balance previously recognised within the FVOCI reserve is reclassified to retained earnings.

Business combinations

The Group measures goodwill as the fair value of the consideration transferred (including the fair value of any previously held equity interest in the acquiree) and the recognised amount of any non-controlling interests in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Transactions costs, other than those associated with the issue of debt or equity securities that the Group incurs in connection with business combinations are expensed as incurred.

Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate relevant at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Consolidated Statement of Financial Position date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Consolidated Statement of Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined. As share capital, share premium are denominated in sterling, these are translated into presentational currency at the historic rate prevailing on the date of each transaction.

The functional currencies of some of the Company's subsidiaries differ from the consolidated Group Euro presentation currency. Below is a table showing the functional currencies of each Company:

Physisia	GBP	Physitrack Sweden	SEK	Champion Health	GBP
Physitrack PLC	GBP	Fysiotest	SEK		
Physiotools	EUR	Physitrack Inc	USD		
Champion Health Plus	GBP	Champion Health GmbH	EUR		

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Receivables

Trade receivables and other receivables are measured at amortised cost because the payments are solely payments of principal and interest is held to collect. Impairment is determined by reference to expected credit loss.

Other long-term receivable and investments

The Group previously held a convertible loan note which it subsequently converted to an investment in the 2021 financial year. The convertible loan note was recognised as a financial asset at fair value through profit or loss, with any movements in the fair value of this instrument recognised within the profit or loss. On conversion, the Group irrevocably designated the resulting equity investment at fair value through other comprehensive income (FVOCI) in accordance with IFRS 9, with subsequent changes in fair value recognised in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and cash amounts in transit due from credit cards which are settled within seven days from the date of the reporting period.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Financial assets and financial liabilities at FVPL

Financial instruments in this category are recognised initially and subsequently at fair value. Transaction costs are expensed in the Consolidated Statement of Comprehensive Income. Gains and losses arising from changes in fair value are presented in the Consolidated Statement of Comprehensive Income. Financial assets and financial liabilities at fair value through profit or loss are classified as current, except for the portion expected to be realised or paid beyond 12 months of the Consolidated Statement of Financial Position date, which is classified as non-current. Embedded derivative features identified within contractual arrangements are separately recognised where it is assessed that they are not closely related to the terms of the contract, where such features are considered closely related, they are not separately recognised.

Financial instruments at FVOCI:

At initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an equity instrument in other comprehensive income ("OCI") if the instrument is not held for trading and meets the definition of an equity instrument under IAS 32.

Equity instruments designated at FVOCI are measured at fair value at each reporting date. Gains and losses arising from changes in fair value are recognised in OCI and accumulated within the FVOCI reserve in equity. These equity instruments are not subject to the impairment requirements of IFRS 9.

On disposal of an equity instrument designated at FVOCI, the cumulative gain or loss previously recognised in OCI is not reclassified to profit or loss but may be transferred within equity.

Further details on the Group's financial instruments are provided in Note 22.

Impairment of financial assets

The Group measures expected credit losses using a lifetime expected loss allowance for all current trade and other receivables. Loss allowances will be measured on either of the following bases:

1. 12-month expected credit losses ("ECLs") are the ECLs that result from possible default events within 12 months after the reporting date; and
2. lifetime ECLs which are ECLs that result from all possible default events over the expected life of a financial instruments.

The expected loss rates are based on current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses. All assets are classified as property, plant and equipment and depreciated over a useful life of 5 years on a straight-line basis. The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in the income statement.

Goodwill and other acquired intangible assets

Identifiable intangibles are those which can be sold separately, or which arise from legal rights regardless of whether those rights are separable. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units ("CGUs") and is not amortised but is tested annually for impairment. Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each Statement of Financial Position date.

Other intangible assets are amortised from the date they are available for use.

The estimated useful lives are as follows:

- Brands – 5 – 10 years
- Customer relationships – 4 – 10 years
- Development costs and Software – 3 – 7 years

Internally generated intangible assets

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale.
- the intention to complete the intangible asset and use or sell it.
- the ability to use or sell the intangible asset.
- how the intangible asset will generate probable future economic benefits.
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and measure on a straight-line basis. The useful economic life of an intangible asset is 3 years. Management review for impairment on the intangible asset on a periodic basis. Impairment would be shown within administrative expenses on the statement of comprehensive income.

Impairment

The carrying amounts of the Group's assets are reviewed at each Statement of Financial Position date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill assets and other intangibles which have an indefinite useful economic life, the recoverable amount is estimated at each Statement of Financial Position date.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit ('CGU') exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGUs and then to reduce the carrying amount of the other intangible assets in the unit on a pro-rata basis. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Calculation of recoverable amount

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment is reversed when there is an indication that the impairment loss may no longer exist as a result of a change in the estimates used to determine the recoverable amount, including a change in fair value less costs to sell. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is based on the First-In, First-Out ("FIFO") principle. Cost comprises expenditure incurred in acquiring the inventories and bringing them to their existing location and condition, and net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling costs.

Defined contribution pension plans

Attached to employee's remuneration is a defined contribution. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Consolidated Statement of Comprehensive Income in the periods which services are rendered by employees.

Revenue

Revenue represents the total amount receivable for goods sold and services provided, excluding sales-related taxes and intra-group transactions. All the Group's revenue is received from the sale of goods and services. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer. No costs are incurred to obtain or fulfil a contract with a customer. The Group disaggregates revenue into the following revenue streams:

Subscription fee – The Group charges a monthly service fee for access to its platforms for businesses in both the Lifecare (Physitrack, Physiotoools and PT Courses Inc) and Wellness (Champion Health) divisions. The Lifecare platforms include an underlying App and add-on services such as telehealth allowing virtual physiotherapy sessions to take place and data analytics for practitioners to understand a patient's adherence to rehabilitation programmes. PT Courses Inc provides a subscription service to a Learning and Development platform for practitioners to earn CPD credits. Champion Health platform includes an underlying App with access to integrated pathways to other elements of the Wellness division. For all subscription fees customers will lock in their subscription for up to twelve months. Revenue is recognised over the life of the subscription on a straight line basis. Refer to early termination section for below in relation to the subscription fee returns policy.

Branded apps and embedded APIs – Physitrack's Branded app product is a white label solution which provides customers with additional features, enhanced personalisation and branding. On delivery of the custom app to the customer, revenue will be recognised as a set-up fee at that point in time. Attached to a branded app, is an on-going maintenance fee, which has separately identifiable contract terms. Revenue associated with this maintenance fee will be recognised over time, being the length of the subscription period.

Wellness – With the exception of Champion Health subscription revenue, revenue associated with these businesses relates to the provision of physiotherapy sessions and a holistic health and wellness programme provided to companies. Revenue from the physiotherapy sessions is recognised at the point the service is provided. This results in a contract asset being recognised for each session provided up to the point the rehabilitation course is completed when the customer will be billed for all services provided. Revenue from the provision of the health and wellness programme is recognised over the programme length. Champion also provides wellbeing training to corporates for a one-off fee which is recognised on delivery of the training.

Deferred revenue

Deferred revenue represents revenue from subscription fee, custom app maintenance and Wellness service fees which has been received in advance of services not yet provided.

Net financing costs

Net financing costs comprise finance income and expenses as detailed in Note 7.

Items affecting comparability

Items affecting comparability are charges and credits which are a non-recurring item that is outside the Group's normal course of business and material by size or nature. Adjustments have been made for specific costs associated with the impact of impairments, restructure and rationalisation of group, as detailed in Note 5.

Taxation

Tax on the profit or loss for the year comprises current tax and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or equity, respectively.

Current tax is the expected tax payable or recoverable on the taxable profit or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and includes adjustments in respect of prior periods.

Deferred tax is recognised using the Statement of Financial Position liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used in the computation of taxable profit. Deferred tax is not recognised on temporary differences arising from the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and affects neither accounting profit nor taxable profit, and temporary differences relating to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future. Deferred tax is measured using tax rates enacted or substantively enacted at the reporting date and expected to apply when the temporary differences reverse.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and tax losses can be utilised. The Group reassesses the recoverability of deferred tax assets at each reporting date, considering forecast taxable profits and the period over which tax attributes can be utilised. At 31 December 2025, the Group continues to recognise a deferred tax asset in respect of prior year tax losses and temporary differences, based on the Directors' assessment that it remains probable that sufficient future taxable profits will be available to utilise the asset.

Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Reporting segments

Reportable segments are the Group's operating segments or aggregations of operating segments.

Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to the grant and that the grant will be received. Grants relating to income are recognised in profit or loss on a systematic basis over the periods in which the Group recognises the related costs the grants are intended to compensate. Where grants are received in advance of the related expenditure being incurred, they are recognised as deferred income and released to profit or loss over the relevant period. The Group presents grants related to income as a reduction to the related expense line within operating expenses.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the reporting date and are not discounted where the effect of the time value of money is immaterial.

Critical accounting judgements

The Directors make judgements in applying the Group's accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements. The areas of most significant judgement in the current year are outlined below.

Capitalisation of internally generated intangible assets

The Group capitalises development expenditure as an internally generated intangible asset only where the recognition criteria under IAS 38 Intangible Assets are met. Determining whether costs qualify for capitalisation requires judgement, including assessment of whether the expenditure:

- relates directly to the development or enhancement of identifiable software functionality;
- is attributable to a project that is technically feasible and intended to be completed and used;
- is expected to generate probable future economic benefits; and
- can be reliably measured and separately identified from research, maintenance, or operational expenditure.

Costs that meet the capitalisation criteria are recognised as internally generated intangible assets, while all other development and maintenance costs are expensed as incurred. This judgement is applied on a project-by-project basis, supported by internal approval processes and documentation.

Classification of Champion Health Plus clinic operations

In December 2025, the Group announced the closure of its remaining Champion Health Plus physical clinics, with operations ceasing in mid-January 2026. Management assessed whether the clinics should be classified as discontinued operations under IFRS 5 at 31 December 2025.

Although the closure decision had been taken and restructuring provisions were recognised under IAS 37, the clinics continued to operate and generate revenue at the reporting date. Patients were still booking and receiving treatment, and the business remained fully staffed through year-end. As substantive operational cessation occurred only in January 2026, management concluded that the criteria for classification as held for sale or discontinued operations were not met at 31 December 2025.

Accordingly, the clinic results are presented within continuing operations for 2025. Provisions of €174k were recognised at year-end in respect of redundancy, lease exit costs and related wind-down obligations.

For transparency, the clinics generated revenue of €857k in 2025 (2024: €1.2m) and negative EBITDA of €40k (2024: negative €42k). Had the clinics been presented as discontinued operations, 2025 Group revenue would have been €857k lower. On a comparative basis, year-on-year revenue growth would have remained broadly flat (+€43k / 0%), and adjusted EBITDA margin would have increased from 34% to 37%.

This assessment required judgement in determining whether operations had effectively ceased at the reporting date.

Recognition of deferred tax assets

The Group recognises deferred tax assets in respect of tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those losses and temporary differences can be utilised.

The recognition of deferred tax assets requires management judgement in assessing:

- The level and timing of forecast future taxable profits;
- The reversal profile of taxable temporary differences;
- The availability of tax planning opportunities; and
- The period over which tax losses may be utilised.

At 31 December 2025, the carrying amount of deferred tax assets recognised in the statement of financial position was €416,265 (2024: €377,663).

The assessment of recoverability is based on management-approved forecasts consistent with those used for impairment testing and strategic planning.

Management has considered reasonably possible changes in forecast profitability. Based on this analysis, no material adjustment to the carrying amount of the deferred tax asset would arise under reasonably possible changes in key assumptions.

Key sources of estimation uncertainty

The key assumptions and estimates that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

Useful economic life of internally generated intangible assets

Internally generated software assets are amortised over their estimated useful economic lives. Estimating useful life involves judgement due to the pace of product development and the frequency with which functionality is enhanced or replaced. The Group amortises internally generated software over three years, which reflects management's assessment of the typical lifecycle of platform functionality. The determination of useful economic life involves estimation uncertainty (see Note 14).

At 31 December 2025, the carrying amount of internally generated intangible assets was €5,539,474 (31 December 2024: €7,342,686). If the estimated useful life were to increase or decrease by one year, this would have a corresponding impact on annual amortisation expense, and therefore on profit for the year.

Impairment of goodwill and intangible assets

The Group tests goodwill and certain intangible assets for impairment at least annually, and additionally when indicators of impairment exist. Impairment testing requires estimation of the recoverable amount of each cash-generating unit ("CGU"), which is determined using a value in use methodology based on discounted forecast future cash flows.

The key estimation uncertainties relate to the assumptions applied in the cash flow forecasts, particularly in relation to the Champion Health CGU, where forecast performance is sensitive to expected growth and margin development in the platform's product suite. The impairment assessment is also sensitive to the discount rate applied, and the terminal value assumptions.

A sensitivity analysis has been performed over the key assumptions (see Note 14). The Directors consider the assumptions used to represent their best estimate of the future cash flows expected to be generated by the CGUs, based on current trading, strategic initiatives and market conditions.

Legal provision

The recognition and measurement of the legal dispute provision requires management to estimate the probable outcome and expected settlement value of an ongoing legal matter. The ultimate outcome and timing of settlement remain uncertain and could differ from the amount recognised. The carrying amount of the provision at 31 December 2025 was €217,500.

Standards issued and effective in the current year

The Group has applied the accounting standards and interpretations issued by the International Accounting Standards Board ("IASB") and adopted for use in the period ended 31 December 2025. There were no new standards that had a material impact on the Group's consolidated financial statements in the year. The following amendments became effective for reporting periods beginning on or after 1 January 2025 and were considered by the Group:

- IAS 21 The Effects of Changes in Foreign Exchange Rates (Amendment): Lack of Exchangeability.

The adoption of the above amendment did not have a material impact on the Group's financial statements.

Standards issued but not yet effective

A number of new standards and amendments have been issued by the IASB but are not yet effective for the year ended 31 December 2025 and have not been early adopted by the Group. The Group will assess the impact of these standards and amendments as they become effective. The most relevant are:

- Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments – effective for annual periods beginning on or after 1 January 2026.

These amendments clarify the classification of financial assets with ESG-linked and similar features and introduce additional disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income (FVOCI). The Directors do not expect these amendments to have a material impact on the Group's financial statements but will enhance related disclosures where applicable.

- Annual Improvements to IFRS Accounting Standards – Volume 11 (IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7) – effective for annual periods beginning on or after 1 January 2026.
- IFRS 18 Presentation and Disclosure in Financial Statements – effective for annual periods beginning on or after 1 January 2027.

The Directors do not expect these standards and amendments to have a material impact on the Group's financial statements in the period of initial application, but a full detailed assessment has still to be completed in respect of the changes in IFRS 18.

2. Operating segments

Operating segments and performance measurement

The Group identifies operating segments based on the internal reporting reviewed regularly by the Chief Operating Decision Maker ("CODM"), being the Executive Management team, for the purposes of allocating resources and assessing performance.

For the year ended 31 December 2025, the Group has two reporting operating segments:

- **Lifecare** – subscription-based software solutions for physiotherapy and musculoskeletal care, supporting practitioners through exercise prescription, education, patient engagement, outcomes tracking, triaging and digital care delivery. Physitrack, Physiotools and PT Courses make up this segment.
- **Wellness** – subscription-based corporate wellness software supporting organisations in improving employee wellbeing, engagement and preventive health outcomes. Champion Health and Champion Health plus make up this segment.

Segment performance is measured primarily using Adjusted EBITDA, which management considers to be the most relevant measure of underlying operating performance as it reflects the cash-generating capacity of the segments before items that are non-recurring in nature or not reflective of the ongoing performance of the business (see Note 5 for definitions and reconciliations of Alternative Performance Measures).

Group costs

Group costs represent centrally managed expenses that are not allocated to operating segments in the Group's internal management reporting and are therefore not included in the measure of segment profit or loss reviewed by the Chief Operating Decision Maker. These include listed company compliance costs, Board and executive leadership costs, strategic and corporate activities, restructuring and integration activities, and non-cash charges such as amortisation of acquired intangible assets and impairment charges, where relevant. For the purposes of operating segment disclosures in line with IFRS 8, the impairment of Champion Health and Champion Health plus (€5,547,939) as outlined in notes 4 and 5 are presented within the Wellness division, reflecting the formal application of the accounting standards for segment reporting. However, as noted in the CEO and CFO report, these costs are operationally managed and discussed at a Group level and are therefore included within Group Operations in other segmental analyses presented in this report. This better reflects the underlying operating and commercial nature of these two divisions.

Discontinued operations

During the year, the Group disposed of Wellnow Group GmbH (disposed 31 March 2025) and Fysiotest Europa AB (disposed 17 December 2025). These businesses are presented as discontinued operations in accordance with IFRS 5. Information relating to discontinued operations is excluded from segment results for continuing operations, as it is not pertinent to the decisions made by the Chief Operating Decision Maker. Further details are included in Note 6 Discontinued operations.

Geographical information

For internal management reporting purposes, the Group monitors performance on a geographical basis. Revenue is analysed by customer location and presented across the following regions: United Kingdom, Europe, North America and Rest of World. Due to the Group's operational structure and centralised functions, it is not practicable to allocate all income statement lines by geography on a consistent basis.

The results of these operating segments from continuing operations for the year ended 31 December 2025 is as follows:

	Lifecare	Wellness	Group	Total
Year ended 31 December 2025	€	€	€	€
Revenue	11,259,639	2,259,682	-	13,519,321
Operating profit / (loss)	2,676,140	(5,907,511)	(2,898,262)	(6,129,633)
Depreciation and amortisation	2,837,284	481,059	851,357	4,169,700
Adjusted EBITDA	5,513,425	121,487	(956,621)	4,678,291
Finance income	22,075	-	-	22,075
Finance expenses	(124,409)	(3,694)	(391,306)	(519,409)
Profit / (loss) before tax	2,573,807	(5,911,205)	(3,289,569)	(6,626,967)
Tax credit / (charge)	(285,982)	194,653	106,644	15,315
Non-current asset additions - intangibles	2,626,035	237,970	-	2,864,005
Total assets	17,531,169	1,689,619	-	19,220,788
Total liabilities	(8,103,409)	(1,131,441)	-	(9,234,850)
	Lifecare	Wellness	Group	Total
Year ended 31 December 2024	€	€	€	€
Revenue	10,486,304	3,379,700	-	13,866,004
Operating profit / (loss)	1,855,980	(161,133)	(1,819,453)	(124,606)
Depreciation and amortisation	2,915,377	400,560	915,636	4,231,573
Adjusted EBITDA	4,771,357	239,427	(1,145,320)	3,865,464
Finance income	21,812	-	-	21,812
Finance expenses	(84,128)	(9,065)	(409,384)	(502,577)
Profit / (loss) before tax	1,793,664	(170,198)	(2,228,839)	(605,373)
Tax credit	53,636	176,488	214,039	444,163
Non-current asset additions - intangibles	2,832,461	616,954	-	3,449,415
Total assets	27,541,795	2,964,038	-	30,505,833
Total liabilities	(9,718,683)	(1,621,150)	-	(11,339,833)

3. Revenue

Information reported to the Chief Operating Decision Maker (“CODM”) for the purposes of assessing performance and allocating resources is primarily focused on the Group’s operating segments (Lifecare and Wellness). For the purposes of revenue analysis, management also monitors revenue by geographical region. In performing these reviews, management groups revenue into four regions: the United Kingdom, Europe, North America and Rest of World.

Revenue from contracts with customers is recognised in accordance with IFRS 15. The Group’s revenue is primarily derived from subscription-based SaaS services and associated fees, with the majority recognised over time as customers simultaneously receive and consume the benefits of the services as they are provided. Certain revenues, such as implementation or set-up fees and one-off services, are recognised at a point in time when the relevant performance obligation is satisfied.

Revenue arising from the Group’s activities during the period by geography and operating segment were as follows:

	Year ended 31 December 2025	Year ended 31 December 2024 (Re-presented)
	€	€
Lifecare		
United Kingdom	2,425,561	2,433,929
Europe	4,195,004	3,733,649
North America	2,124,824	2,082,926
Rest of the world	2,514,250	2,235,800
	11,259,639	10,486,304
Wellness		
United Kingdom	2,259,682	3,379,700
	2,259,682	3,379,700
Total	13,519,321	13,866,004
Revenue by product line		
Subscription fee	10,522,401	9,928,793
Custom app maintenance fee	626,164	487,379
Custom app set-up costs	111,074	70,132
Wellness	2,259,682	3,379,700
	13,519,321	13,866,004
Revenue is organised as follows		
Over time	11,148,565	10,416,172
At a point in time	2,370,756	3,449,832

All revenue generated is from external customers. Revenue generated from a single external customer does not represent more than 10% of total revenue and therefore The Group does not have reliance on a single external customer. Refer to Note 20 for a breakdown of contract liabilities recognised during the period.

4. Loss for the year

Loss for the year is stated after charging the following items:

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Net foreign exchange gain	58,964	152,670
Amortisation and depreciation		
Intangibles recognised on acquisition	851,357	915,636
Internally generated intangibles (direct cost)	3,314,643	3,277,719
Depreciation	45,748	38,218
Total amortisation and depreciation	4,211,748	4,231,573
Amortisation and depreciation from discontinued operations	(42,048)	-
Amortisation and depreciation from continuing operations	4,169,700	4,231,573
Employee benefit expense	1,931,972	3,720,970
Items affecting comparability		
Restructuring and rationalisation	345,867	1,127,602
Legal and settlement costs	277,843	109,750
Strategic, corporate and integration activity	135,506	259,626
Disposal and divestment related costs	331,069	-
Impairment of goodwill, intangible assets and fair value movement on contingent consideration	5,547,939	(1,738,480)
	6,638,224	(241,502)
Auditor remuneration		
Amounts received by Auditor in respect of:		
- Audit of financial statements pursuant to legislation	190,037	174,710
- Other assurance services	3,209	3,546

Further details of Items affecting comparability are disclosed in Note 5.

Physiotoools Oy received government grants of €52,723 (2024: €294,073) during the year. The grant income relates to reimbursement of qualifying expenditure incurred in connection with platform development initiatives and has been recognised within administrative expenses as a reduction of the related costs.

5. Alternative performance measures

The Group uses a number of Alternative Performance Measures ("APMs") in addition to measures prepared in accordance with IFRS. APMs are not defined under IFRS and should therefore be considered supplementary to, and not a substitute for, the Group's IFRS financial measures.

The Directors believe that these APMs provide relevant information to users of the financial statements in assessing the Group's underlying performance, as they may improve comparability between periods by adjusting for items which can vary significantly year-on-year, including (but not limited to) foreign exchange movements, non-recurring or non-operational items, and the timing or impact of acquisitions and disposals.

APMs are used by management internally for the purposes of monitoring performance, budgeting and forecasting, and capital allocation decision-making. The Group also presents APMs externally to enhance transparency and provide additional context on financial performance. Items excluded from an APM remain included within the IFRS financial statements, as they represent actual income and expenditure incurred by the Group.

APMs have inherent limitations. They may not be directly comparable with similarly titled measures used by other companies and may exclude costs or income that are recurring or material to the Group's operations. Accordingly, APMs should be considered alongside the IFRS financial measures and the wider narrative in this Annual Report and Accounts (including the Chief Financial Officer Review on pages 16 to 22).

The Group's APMs are set out below.

5. Alternative performance measures (continued)

Unless otherwise stated, APMs and KPIs are presented consistently across periods.

SaaS Metrics	Definition	Formulas	Purpose
Annual Recurring Revenue (ARR)	Annualised value of recurring subscription revenue at the end of the relevant reporting period.	Recurring subscription revenue for the final month of the quarter × 12	Key indicator of recurring revenue run-rate and revenue visibility.
Customer Growth Rate (%)	Change in the number of licences over the period.	$(\text{Licences in final month of the period} - \text{licences at start of period}) \div \text{licences at start of period} \times 100$	Measures customer/seat growth and commercial momentum.
Average monthly Churn Rate (%)	Rolling 12-month monthly recurring revenue ("MRR") churn expressed as a percentage of average MRR over the same period.	$(\text{Churn MRR} - \text{reactivation MRR}) \div \text{average MRR} \times 100$	Measures revenue attrition and retention performance.
Net Revenue Retention (NRR)	Rolling 12-month change in recurring revenue generated from existing customers, including expansion and contraction.	$(\text{MRR at start} + \text{expansion} - \text{contraction} - \text{churn}) \div \text{MRR at start} \times 100$	Measures the ability to retain and expand revenue from the existing customer base.
Annual Recurring Revenue Per Licence (ARPL)	ARR divided by the number of licences at period end.	$\text{ARR} \div \text{licences in final month of the period}$	Indicates monetisation per licence and pricing outcomes.
Annual Recurring Revenue Per User (ARPU)	ARR divided by the average number of user during the period.	$\text{ARR} \div \text{average number of users in the period}$	Indicates monetisation per user and pricing outcomes.
SaaS Gross Margin	SaaS revenue less directly attributable SaaS cost of sales, as a percentage of SaaS revenue.	$(\text{SaaS revenue} - \text{SaaS cost of sales}) \div \text{SaaS revenue} \times 100$	Measures unit economics and profitability of the SaaS delivery model.
Customer Lifetime Value (CLTV)	Estimated lifetime revenue per customer based on revenue per account and churn assumptions.	$\text{Average revenue per account} \div \text{6-month trailing churn rate}$	Indicates expected customer value and supports long-term customer economics analysis.
Annualised Revenue	Estimated annualised revenue run-rate based on current period performance.	$\text{Non-SaaS revenue} \times (12 \div \text{months}) + \text{SaaS revenue for reporting month} \times 12$	Provides an indication of revenue run-rate, taking seasonality into account where relevant.

5. Alternative performance measures (continued)

Alternative key performance indicators	Definition	Purpose
EBITDA	Operating profit/(loss) before depreciation, amortisation, net finance costs and taxation.	Provides a measure of operating performance before non-cash depreciation and amortisation and before the impacts of financing and taxation.
EBITDA margin (%)	EBITDA as a percentage of revenue.	Provides an indication of operational efficiency and margin performance over time.
Items affecting comparability	Items that are considered material and not reflective of the underlying ongoing performance of the Group, including costs or credits associated with strategic, corporate, integration or restructuring activity, and other non-recurring items.	Improves comparability between reporting periods by separating non-underlying items from operating performance.
Adjusted EBITDA	EBITDA excluding items affecting comparability.	Provides a measure of underlying operating performance before the impact of items affecting comparability.
Adjusted EBITDA margin (%)	Adjusted EBITDA as a percentage of revenue.	Provides an indication of underlying operating margin performance.
Adjusted operating profit / (loss)	Operating profit / (loss) excluding items affecting comparability.	Provides a measure of underlying operating performance after depreciation and amortisation but before items affecting comparability.
Adjusted operating margin (%)	Adjusted operating profit/(loss) as a percentage of revenue.	Provides an indication of underlying operating margin after depreciation and amortisation.
Operating cash flow before adjusting items	Net cash generated from operating activities, adjusted to exclude cash flows relating to items affecting comparability and taxation.	Provides additional insight into underlying cash generation from operating activities and facilitates comparability between periods.
Free cash flow	Cash generated by operations less capital expenditure and interest expense.	Free cash flow provides a clear picture of the Company's financial health and liquidity by showing the actual cash available after operational expenses and capital expenditures.
Average Recurring Revenue Per User (ARPU)	Average ARR over the period divided by the average number of licences during the period.	Measures average revenue generated per user, highlighting pricing effectiveness, packaging strategy, and customer value realisation over time.
Adjusted EBITDA less CAPEX	Adjusted EBITDA less capital expenditure.	Provides an indicator of cash generation from underlying operations after investment in capital expenditure.
Net debt	Interest-bearing borrowings and lease liabilities less cash and cash equivalents.	Provides a measure of leverage and liquidity, and the Group's ability to service its debt obligations.
Constant currency revenue growth (%)	Revenue growth calculated on a constant currency basis, removing the effect of foreign exchange movements between periods.	Provides an indication of underlying revenue performance excluding the impact of currency fluctuations.
Pro forma	Prior period revenue restated to reflect the closure of low-margin clinics to align to the current Group structure for like-for-like comparability.	Provides a useful like-for-like measure of metric performance where Group structure has changed.
Pro forma revenue / growth (%)	Prior period revenue re-presented to reflect the current Group structure for like-for-like comparability where relevant, primarily in the period following acquisitions or disposals.	Provides a useful like-for-like measure of revenue performance where Group structure has changed.

5. Alternative performance measures (continued)

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Operating loss	(6,129,633)	(124,607)
Operating margin	(45%)	(1%)
Depreciation and amortisation	4,169,700	4,231,573
EBITDA	(1,959,933)	4,106,966
EBITDA margin	-14%	30%
<i>Items affecting comparability</i>		
Restructuring and rationalisation	345,867	1,127,602
Legal and settlement costs	277,843	109,750
Strategic, corporate and integration activity	135,506	259,626
Disposal and divestment related costs	331,069	-
Impairment of goodwill, intangible assets and fair value movement on contingent consideration	5,547,939	(1,738,480)
Adjusting items	6,638,224	(241,502)
Adjusted EBITDA	4,678,291	3,865,464
Adjusted EBITDA margin	35%	28%
CAPEX	(2,845,044)	(3,378,882)
Adjusted EBITDA less CAPEX	1,833,247	486,582
Adjusted EBITDA less CAPEX margin	14%	4%
Depreciation and amortisation	(4,169,700)	(4,231,573)
Adjusted operating profit	508,591	(366,109)
Adjusted operating margin	4%	(3%)
Net finance expense	(497,334)	(480,765)
Adjusted profit / (loss) before tax	11,257	(846,874)
Taxation	15,315	444,163
Adjusted profit / (loss) after tax	26,572	(402,711)
Free cash flow (from continuing operations)		
Cash generated by continuing operations	4,456,246	3,216,072
Capital expenditure	(2,845,042)	(3,378,883)
Interest expense	(370,361)	(407,252)
	1,240,843	(570,063)

5. Alternative performance measures (continued)

Items affecting comparability

Items affecting comparability include material costs or credits that are separately disclosed to help users understand the underlying performance of the Group and improve comparability between reporting periods. These items are typically non-recurring, non-operational, or relate to strategic corporate activity rather than the day-to-day trading performance of the continuing SaaS businesses.

The Group's items affecting comparability for the year ended 31 December 2025 relate primarily to the strategic rationalisation of the Wellness division, costs associated with corporate activity and legacy legal matters, and non-cash accounting adjustments arising from impairment and fair value remeasurement.

Adjusting item	Definition	Current period costs	Prior year costs relate to
Restructuring and rationalisation	Costs incurred to resize or restructure operations, including redundancies, property exit costs, reorganisation spend and associated professional fees.	Champion Health restructure costs including one-off reorganisation activity to simplify the Wellness cost base and accelerate the pivot to SaaS-led delivery.	Cost incurred with the settlement of the ex-Champion Health founders including settlement and closure of loss making Champion Health Plus clinics
Legal and settlement costs	Significant legal fees and settlement amounts that are not reflective of recurring operating costs.	Legal costs primarily relating to the supplier claim outlined in Note 24 and employee settlement agreements.	Legal costs and settlement amounts primarily relating to the settlement of Champion Health founders.
Strategic, corporate and integration activity	One-off costs associated with strategic initiatives, corporate actions, integration activities and other non-recurring projects.	Corporate and strategic activity costs and one-off integration-related activity not allocable to an operating segment.	Prior year costs associated with Group integration and corporate activities following acquisitions and operational consolidation.
Disposal and divestment-related costs	Transaction and separation costs associated with business disposals, including committed financial support, professional fees and separation activities.	Costs incurred in relation to the divestment of Fysiotest (and other disposal-related activities where applicable), alongside Champion Health Plus closure costs	N/A
Impairment of goodwill, intangible assets, PPE and contingent consideration	Non-cash impairment charges arising where asset carrying values exceed recoverable amounts based on discounted cash flow assessments.	Impairment recognised in relation to the Wellness division following the strategic pivot and updated long-term growth assumptions.	Fair value movement on deferred contingent consideration in relation to Champion Health Limited

Items affecting comparability are excluded from Adjusted EBITDA and Adjusted operating profit/(loss) to provide a clearer view of the underlying performance of continuing operations. These items may fluctuate between periods and are not expected to represent a consistent run-rate cost base.

Compared to the prior year, the composition of items affecting comparability shifted toward restructuring and strategic corporate activity, reflecting targeted actions taken to simplify the Group's operating model. The Group expects the level of these costs to reduce as the restructuring programme completes and as integration activity concludes.

6. Discontinued operations

Details of the sale of the Wellnow business

On 31 March 2025, the Group disposed of 100% of its shareholding in Wellnow via a management buyout (“MBO”), in line with the Group’s strategic focus on higher-margin, recurring-revenue software delivery.

The terms of the transaction included an initial cash consideration of €1, with additional consideration structured as a multi-year earn-out linked to Wellnow’s future profit generation. The earn-out mechanism is performance-based and was designed to support a smooth transition while aligning consideration with future outcomes.

Following the disposal, Wellnow’s co-founders departed the Group. The transaction enables the Group to remain focused on scaling its software offering in the DACH region, without responsibility for physical care delivery activities previously operated within Wellnow.

The disposal is presented as a discontinued operation in these consolidated financial statements, in accordance with IFRS 5.

Consideration received or receivable and loss on disposal

The loss on disposal for the Wellnow business is summarised below:

€

Consideration Received or Receivable:	
Cash consideration	1
Fair Value of Contingent and Deferred Consideration	243,024
Total disposal consideration	243,025
Carrying amount of net assets sold	429,135
Loss on sale before income tax and reclassification of foreign currency translation reserve	(186,110)
Loss on sale before tax	(186,110)
Deferred tax write-off	358,680
Gain on sale after tax	172,570

Disposed Assets and Liabilities of Wellnow

Assets	€
Non-current assets	
Intangible assets	349,841
Property, plant and equipment	4,838
Financial assets held at amortised cost	-
Total non-current assets	354,679
Current assets	
Trade and other receivables	323,089
Cash and cash equivalents	30,081
Total current assets	353,170
Total assets	707,849
Liabilities	
Current liabilities	
Deferred revenue	(149,970)
Trade and other payables	(128,744)
Total current liabilities	(278,714)
Net Assets	429,135
Equity	
Share capital	52,973
Retained earnings	376,162
	429,135

6. Discontinued operations (continued)

Information of the financial performance

	31 December 2025 €	31 December 2024 €
Net Sales	414,484	1,729,796
Expenses	(388,128)	(7,114,375)
Profit / (loss) from operating activities before taxes	26,356	(5,384,579)
Tax expense	24,382	83,173
Profit / (loss) from operating activities, net of tax	50,738	(5,301,406)
Loss from the sale of discontinued operations	(186,110)	-
Fair value loss on deferred contingent consideration	(243,025)	-
Transaction costs	(164,09)	-
Deferred tax write-off	358,680	-
Loss from discontinued operations, net of tax	(183,815)	(5,301,406)

Deferred contingent consideration (post-disposal update)

At disposal, the Group recognised deferred contingent consideration of €243,025, based on forecast profitability over FY2025 and FY2026. During FY2025, Wellnow was loss-making and the latest FY2026 forecast indicates only a small profit. As a result, the Group remeasured the deferred contingent consideration to its fair value of nil at 31 December 2025. The resulting fair value loss has been recognised within discontinued operations.

Disposal of Fysiotest Europa AB

On 17 December 2025, the Group completed the disposal of 100% of the issued share capital of Fysiotest Europa AB ("Fysiotest") for nominal consideration of €1. Following completion, the Group ceased to have control of Fysiotest and has no ongoing involvement in the business.

The disposal forms part of the Group's continued focus on its core, higher margin recurring revenue operations. The results of Fysiotest have been presented as a discontinued operation in the consolidated financial statements in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

The loss on disposal primarily reflects the de-recognition of goodwill and acquired intangible assets associated with the business. The disposal agreement includes limited post-completion transitional support commitments, which have been recognised in the financial statements where required.

Consideration and loss on disposal

	€
Consideration Received or Receivable:	
Cash consideration	1
Total disposal consideration	1
Carrying amount of net liabilities sold	(43,430)
Carrying amount of intangibles recognised on acquisition	1,528,717
	1,485,287
Loss on sale before income tax and reclassification of foreign currency translation reserve	(1,485,286)
Reclassification of foreign currency translation reserve	29,941
Loss on sale before taxes	(1,455,345)
Tax expense	56,732
Loss on sale after taxes	(1,398,613)

6. Discontinued operations (continued)

Disposed Assets and Liabilities of Fysiotest

Assets	€
Non-current assets	
Goodwill	1,447,164
Intangible assets	81,552
Property, plant and equipment	1,933
Financial assets held at amortised cost	-
Total non-current assets	1,530,649
Current assets	
Trade and other receivables	20,722
Inventory	1,387
Cash and cash equivalents	25,444
Total current assets	47,553
Total assets	1,578,202
Liabilities	
Non-current liabilities	
Borrowings	(754)
Total non-current liabilities	(754)
Current liabilities	
Deferred tax liability	(56,732)
Trade and other payables	(92,161)
Total current liabilities	(148,893)
Net Assets	1,428,555
Equity	
Share capital	9,858
Merger reserve	(4,691)
Translation reserve	(29,941)
Retained earnings	1,453,329
	1,428,555

Financial performance of discontinued operations

The results of Fysiotest included in the Group's Consolidated Statement of Comprehensive Income were:

	31 December 2025 €	31 December 2024 €
Net Sales	376,936	584,698
Expenses	(780,252)	(1,586,541)
Loss from operating activities before taxes	(403,316)	(1,001,843)
Tax expense	9,866	9,866
Loss from operating activities, net of tax	(393,450)	(991,977)
Loss from the sale of discontinued operations	(1,455,344)	-
Transaction costs	(120,926)	-
Deferred tax write-off	56,734	-
Loss from the sale of discontinued operations, net of tax	(1,912,986)	(991,977)

Financial performance of discontinued operations

Aggregated results of Fysiotest and Wellnow included in the Group's Consolidated Statement of Comprehensive Income were:

	31 December 2025 €	31 December 2024 €
Wellnow	(183,815)	(5,301,406)
Fysiotest	(1,912,986)	(991,977)
	(2,096,801)	(6,293,383)

During the current year, Physitrack cash advanced €161,619 to Fysiotest and Wellnow as intercompany borrowings. These were subsequently written off on disposal and included within the loss from sale of discontinued operations

7. Net finance cost

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Financial income		
Interest income	22,075	21,812
Financial expense		
Interest on borrowings	398,534	373,029
Amortisation of capitalised borrowing costs	82,628	79,901
Other interest expense	38,247	49,647
	519,409	502,577
Net finance costs	497,334	480,765

8. Staff numbers and costs

The monthly average number of persons employed by the Group (including Directors) during the period was as follows:

	Year ended 31 December 2025	Year ended 31 December 2024
	Number	Number
Number of staff	60	86

All staff are full-time, administrative employees.

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Wages and salaries	1,720,525	2,583,027
Social security costs	184,224	292,871
Other pension costs	27,223	148,597
	1,931,972	3,024,495

9. Directors' and key management personnel remuneration and transactions

Directors' remuneration

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Emoluments	198,175	116,600
Sums paid to third parties in respect of directors' services	317,619	280,032
	515,794	396,632
<i>Remuneration of the highest paid director:</i>		
Emoluments	87,198	11,817
Sums paid to third parties in respect of directors' services	317,619	280,032
	404,817	291,849

No directors are members of a money purchase pension or defined contribution pension scheme. The Group does not operate a Long-Term Incentive Plan or issue Directors or staff with share options. Remuneration to key management personnel as outlined on pages 40 and 42 including all Directors for the period was EUR 825,269 (2024: EUR 605,576).

10. Loss per share

Basic loss per Share is calculated by dividing the loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted Earnings Per Share is calculated by dividing the loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares plus any dilutive ordinary shares.

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Ordinary earnings per share		
Net loss after taxation (continuing operations)	(6,611,652)	(161,209)
Net loss after taxation (discontinued operations)	(2,096,411)	(6,293,383)
	(8,708,453)	(6,454,592)
Weighted average number of shares		
Ordinary	16,260,766	16,260,766
Dilutive	16,260,766	16,260,766
Earnings per share		
Basic (continuing operations)	(0.41)	(0.01)
Diluted (continuing operations)	(0.41)	(0.01)
Basic (discontinued operations)	(0.13)	(0.39)
Diluted (discontinued operations)	(0.13)	(0.39)
Basic (total operations)	(0.54)	(0.40)
Diluted (total operations)	(0.54)	(0.40)
Weighted average number of shares reconciliation		
Weighted average number of shares in issue	16,260,766	16,260,766
Basic Earnings Per Share denominator	16,260,766	16,260,766
Dilutive options	-	-
Diluted Earnings per Share denominator	16,260,766	16,260,766
Shares in issue at year end	16,260,766	16,260,766

11. Corporation tax

Taxation for the year comprises current tax and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income and Other Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised directly in equity.

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Corporate income tax		
Current year	(129,931)	(40,145)
Deferred tax		
Recognition of tax losses	38,602	377,663
Unwind of deferred tax liability recognised on acquired intangibles	106,644	106,645
Total	15,315	444,163
Loss before tax on continuing operations	(6,626,967)	(605,372)
Loss before tax multiplied by the UK rate of taxation 25% (2024: 25%)	1,656,742	151,343
Effects of:		
Differences in overseas tax rates	(146,957)	9,340
Permanently disallowed adjusting items	(1,356,524)	198,933
Prior year adjustment	(177,245)	10,104
Recognition of tax loss as a deferred tax asset	(86,516)	(377,663)
Other permanent differences	(66,092)	(35,158)
Foreign exchange	(1,253)	2,956
Deferred tax movements (net) recognised within tax credit	145,246	484,308
Utilisation of brought forward tax losses	47,914	-
Total tax credit for the year	15,315	444,163

Deferred tax assets – tax losses

At 31 December 2025, the Group recognised a deferred tax asset of €416,265 (2024: €377,663) in respect of tax losses carried forward within certain UK entities.

The Group has incurred losses in prior periods in these entities. In accordance with IAS 12, the recognition of deferred tax assets in such circumstances requires convincing evidence that sufficient future taxable profits will be available. The Directors' assessment is based on Board-approved five-year forecasts, which demonstrate a return to sustained taxable profitability in the relevant UK entities. This improvement reflects the restructuring actions completed during FY2025, resulting in a structurally lower cost base, together with the continued growth of high-margin, recurring SaaS revenues.

Based on these forecasts and the expected timing of taxable profit generation, the Directors consider it probable that sufficient taxable profits will be available to utilise the recognised losses. Accordingly, the deferred tax asset has been recognised.

At 31 December 2025, the Group had no unused tax losses, deductible temporary differences or unused tax credits for which a deferred tax asset has not been recognised (2024: nil).

Uncertain tax position

An uncertain tax position of EUR 57,939 (2024: EUR 57,939) is recognised in relation to a difference in interpretation of a Double Taxation Agreement between the Group and the relevant tax authority. In accordance with IFRIC 23, management has measured this uncertain tax position using the expected value method, applying a range of outcomes to estimate the amount of tax exposure. The provision remains in place at 31 December 2025.

12. Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured using tax rates that have been enacted or substantively enacted at the reporting date and are expected to apply when the temporary differences reverse.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and tax losses can be utilised. The recoverability of deferred tax assets is reviewed at each reporting date, with reference to forecasts consistent with the Group's going concern assessment.

Deferred tax balance recognised

	Assets		Liabilities		Net	
	31 December 2025	31 December 2024	31 December 2025	31 December 2024	31 December 2025	31 December 2024
	€	€	€	€	€	€
Tax losses	416,265	377,663	-	-	416,265	377,663
Other temporary differences	-	-	(2,036)	(2,036)	(2,036)	(2,036)
Recognised on acquisition of subsidiaries	-	-	(414,971)	(971,276)	(414,971)	(971,276)
Tax assets / (liabilities)	416,265	377,663	(417,007)	(973,312)	(742)	(595,649)

Movement in net deferred tax (liability)

	31 December 2024	Recognised in P&L (continuing)	Recognised in P&L (discontinued)	Recognised on disposal of subsidiary within discontinued operations	Foreign exchange	31 December 2025
	€	€		€	€	€
Tax losses	377,663	38,602	-	-	-	416,265
Tax Assets	377,663	38,602	-	-	-	416,265
Other temporary differences	(2,036)	-	-	-	-	(2,036)
Recognised on acquisition of subsidiaries	(971,276)	106,644	34,249	415,412	-	(414,971)
Tax liabilities	(973,312)	106,644	34,249	415,412	-	(417,007)
Total	(595,649)	145,246	34,249	415,412	-	(742)

Deferred tax liabilities recognised on acquisition of subsidiaries relate principally to temporary differences arising on intangible assets recognised as part of business combinations. The movement in the year primarily reflects (i) the unwinding/release of deferred tax liabilities as the underlying intangible assets are amortised and (ii) the recognition of deferred tax movements arising on the disposal of subsidiaries.

Deferred tax assets in respect of tax losses relate primarily to carried-forward tax losses within certain Group entities. Per the latest management forecasts there is sufficient future taxable profits available to utilise these losses within the foreseeable future.

13. Property, plant and equipment

	Plant & Machinery
	€
Cost	
Balance as at 31 December 2023	159,568
Additions	38,516
Foreign exchange movement	5,324
Balance as at 31 December 2024	203,408
Additions	30,370
Disposal of subsidiary	(48,844)
Impairment	(43,703)
Foreign exchange movement	(5,250)
Balance as at 31 December 2025	135,981
Accumulated depreciation	
Balance as at 31 December 2023	75,945
Charge for the year	38,218
Foreign exchange movement	2,871
Balance as at 31 December 2024	117,034
Charge for the year	45,748
Disposal of subsidiary	(42,075)
Impairment	(35,244)
Foreign exchange movement	(2,453)
Balance as at 31 December 2025	83,010
Net book value as at 31 December 2025	52,971
Net book value as at 31 December 2024	86,374
Net book value as at 31 December 2023	83,623

During the year ended 31 December 2025, the Group recognised an impairment loss in respect of plant and machinery within Champion Health Plus. The impairment was triggered by the closure of certain clinics, which constituted an indicator of impairment under IAS 36.

The recoverable amount of the affected assets was assessed following management's decision to close these clinics and was determined to be nil, as no future economic benefits are expected to arise from those specific assets. The impairment recognised in the year relates solely to the Champion Health Plus CGU. Further details of the impairment assessment and key assumptions are provided in Note 14.

14. Intangible assets

	Internally generated intangible asset	Software	Brand	Customer relationships	Goodwill	Total
EUR (€)						
Cost						
At 31 December 2023	17,811,650	638,332	866,828	1,328,899	23,882,146	44,527,855
Additions	3,356,693	92,722	-	-	-	3,449,415
Impairment	(576,601)	-	(270,852)	(369,903)	(6,411,810)	(7,629,166)
Exchange differences	782,817	18,491	(1,407)	2,208	388,894	1,191,003
At 31 December 2024	21,374,559	749,545	594,569	961,204	17,859,230	41,539,107
Additions	2,719,218	133,530	-	-	-	2,852,748
Disposal of Subsidiary	(486,034)	(12,803)	(404,771)	(568,543)	(1,447,164)	(2,919,315)
Impairment	(223,903)	-	-	-	(5,414,064)	(5,637,967)
Exchange differences	(1,018,219)	(27,290)	(2,980)	(5,635)	(404,462)	(1,458,586)
At 31 December 2025	22,365,621	842,982	186,818	387,026	10,593,540	34,375,987
Amortisation						
At 31 December 2023	9,609,898	201,018	231,492	415,838	-	10,458,246
Change for the period	3,961,236	116,776	110,095	192,326	-	4,380,433
Exchange differences	460,739	9,417	-	-	-	470,156
At 31 December 2024	14,031,873	327,211	341,587	608,164	-	15,308,835
Change for the period	3,801,751	118,865	79,144	166,240	-	4,166,000
Disposal of Subsidiary	(254,549)	(17,930)	(311,317)	(423,095)	-	(1,006,891)
Impairment	(90,028)	-	-	-	-	(90,028)
Exchange differences	(662,900)	(14,324)	-	-	-	(677,224)
At 31 December 2025	16,826,147	413,822	109,414	351,309	-	17,700,692
Net book value						
At 31 December 2023	8,201,752	437,314	635,336	913,061	23,882,146	34,069,609
At 31 December 2024	7,342,686	422,334	252,982	353,040	17,859,230	26,230,272
At 31 December 2025	5,539,474	429,160	77,404	35,717	10,593,540	16,675,295

The internally generated intangible assets are directly attributable costs incurred in building and developing the SaaS platform.

Software assets are directly attributable costs incurred in the implementation of new finance and operating systems within the Group.

Brand, customer relationships and goodwill balances were recognised on acquisition of subsidiaries in prior periods.

Intangible assets relating to Wellnow and Fysiotest were derecognised during the year following the disposal of those subsidiaries. The carrying values of goodwill and other intangible assets attributable to these businesses were removed from the Group balance sheet on disposal, with the resulting impact reflected within the gain or loss on disposal disclosed in Note 6.

For internally generated intangible assets, if the useful economic life were reduced to two years, amortisation expense would increase by approximately €0.9m, resulting in a corresponding reduction in EBIT, profit before tax, and net assets. If the useful economic life were increased to four years, amortisation expense would decrease by approximately €0.5m, resulting in a corresponding increase in EBIT, profit before tax, and net assets. EBITDA and cash flows would not be impacted under either scenario.

Reconciliation to continuing operations

The movements disclosed in this note include balances and transactions relating to both continuing and discontinued operations, including the disposal of subsidiaries during the year.

Amortisation, impairment and capital expenditure presented in the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows and the Group's Alternative Performance Measures relate to continuing operations only, in accordance with IFRS 5.

As a result, the total additions and amortisation charges shown in this note do not directly reconcile to capital expenditure, depreciation or amortisation amounts presented in the primary financial statements, principally due to the inclusion of discontinued operations, disposal-related movements and associated foreign exchange differences.

14. Intangible assets continued

Impairment testing

For the purpose of testing goodwill and other intangible assets for impairment, the Group identifies cash-generating units ("CGUs") as the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Goodwill is allocated to CGUs (or groups of CGUs) that are expected to benefit from the synergies of the related business combinations and is tested for impairment at least annually, or more frequently if indicators of impairment exist.

The Group has the following CGUs for the purpose of goodwill impairment testing. The carrying values of these CGUs at 31 December 2025 include goodwill, intangible assets and the related net assets after impairment recognised in the current year are as follows:

	31 December 2025 €			
	Goodwill	Intangibles	PPE + Working capital	Total
Lifecare (Comprising Physitrack, Physiotools and PT Courses)	7,200,432	4,360,369	(2,733,684)	8,827,117
Champion Health	3,393,108	1,721,386	(282,471)	4,832,023
Total	10,593,540	6,081,755	(3,016,155)	13,659,140

CGUs are determined based on the level at which the Group's operations are managed and monitored. The Lifecare platform (comprising Physitrack, Physiotools and PT Courses) is managed as an integrated platform with centralised sales, marketing, product and technology development. The Group therefore identifies one CGU for Lifecare.

Within the Wellness operating segment, Champion Health and Champion Health Plus have historically been managed separately and are therefore presented as separate CGUs for impairment testing purposes.

During 2025, the Group committed to closing the Champion Health Plus clinic operations as part of its strategy to simplify the Wellness division and focus on scalable, recurring SaaS revenue streams. The clinics ceased trading on 15 January 2026. The closure represents a wind-down of operations rather than a disposal or classification as held for sale under IFRS 5. Accordingly, the clinic operations have not been presented as discontinued operations. Assets associated with the clinics have been impaired where no future economic benefit is expected.

The retained activities within Champion Health Plus (including NEXA and National Network) are expected to continue as part of the wider Champion Health business. In preparing the impairment assessment for the year ended 31 December 2025, the forecast cash flows relating to these retained activities have therefore been included within the Champion Health CGU value-in-use model, consistent with management's planned operational structure from 2026 onwards.

Value-in-use methodology and key assumptions

The recoverable amounts of the Group's CGUs have been determined using value-in-use calculations. These calculations use cash flow projections based on financial forecasts approved by management covering a five-year period.

A terminal value is calculated by extrapolating year five cash flows using a long-term growth rate of 2% (2024: 2%). The terminal growth rate reflects management's estimate of long-term growth based on a combination of expected inflation, market development and the long-term outlook for each CGU.

Cash flow forecasts include assumptions relating to revenue growth, margins and operating costs. The forecasts reflect management's expectations of future trading performance based on current conditions and strategic plans.

Value-in-use calculations are discounted using post-tax discount rates which reflect the time value of money and the risks specific to each CGU.

	Post tax rate %	Pre tax rate %
Lifecare (Comprising Physitrack, Physiotools and PT Courses)	13.7	14.0
Champion Health	14.7	15.0

14. Intangible assets continued

Discount rates have been determined with reference to market data and supported by external valuation specialists.

Impairment recognised during the year

Champion Health Plus

During the year ended 31 December 2025, the Group recognised an impairment charge in relation to the Champion Health Plus CGU. This impairment was driven by the decision to close the clinic operations and the resulting reduction in expected future cash flows associated with those clinic-related assets.

The impairment charge recognised in the year totalled EUR 3,373,334, and was allocated against goodwill and intangible assets within the Champion Health Plus CGU. The impairment has been recognised in the Consolidated Statement of Comprehensive Income within adjusting items.

At 31 December 2025, the carrying value of goodwill and intangible assets impaired within the Champion Health Plus CGU was as follows:

- Goodwill: EUR 3,239,459
- Intangible assets: EUR 133,875

Management has assessed the recoverable amount of the clinic-related goodwill and intangible assets as EURO nil, reflecting the cessation of the clinic operations and the absence of expected future economic benefits attributable to those assets.

Champion Health

The Group also recognised an impairment charge in respect of the Champion Health CGU during the year ended 31 December 2025.

As part of the annual impairment assessment, management's assumptions within its value-in-use model reflected:

- the strategic restructuring of the Wellness division;
- revised near-term revenue assumptions following changes in sales leadership;
- the integration of retained Champion Health Plus activities; and
- a more conservative assessment of longer-dated growth assumptions.

Whilst management forecasts include future cash flows from the Nexa platform within the Wellness CGU, management excluded certain longer-term growth assumptions relating to early-stage product initiative of Nexa. The model is based solely on the core Champion Health forecast cash flows over the five-year approved budget period, resulted in a reduction in recoverable amount.

As a consequence, an impairment of EUR 2,174,605 was recognised in the year. The impairment has been allocated fully against goodwill within the Champion Health CGU, in accordance with IAS 36, and has been recognised within adjusting items in the Consolidated Statement of Comprehensive Income.

This impairment is non-cash in nature and does not impact the Group's liquidity, covenant compliance or underlying operating cash flows. The adjustment reflects a prudent reassessment of carrying value following restructuring of the Wellness division.

Following recognition of the impairment, the remaining carrying value of the Champion Health CGU is supported by the value-in-use calculation under the base case assumptions.

Sensitivity analysis

Value-in-use calculations are sensitive to changes in key assumptions. The Group has performed sensitivity analyses on the impairment models for each CGU, including:

- a decrease in forecast cash flows / revenue by 10%;
- an increase in the discount rate by 10%; and
- terminal revenue growth set to nil.

In addition, a breakeven analysis has been performed to determine the increase in the discount rate required for each CGU to reach the point at which value in use equals carrying value.

The results of these sensitivities are summarised below:

	Headroom / (impairment) Euro			
	Forecast cash flows <10%	WACC rate >10%	Breakeven WACC	Nil Terminal Growth
Lifecare (Compromising Physitrack, Physiotools and PT Courses)	8,156,425	5,179,657	32.9%	17,118,274
Champion Health (in addition to impairment booked in 2025)	(658,558)	(2,585,002)	11.4%	(567,818)

Amortisation

An amortisation charge of EUR 4,166,000 has been recognised within administrative expenses in the current period (2024: EUR 4,380,433).

15. Financial assets/liabilities measured at FVOCI/FVTPL

During 2021, the Group elected to convert a bond issued by Goodlife Technology Oy into shares representing approximately 12 per cent of the share capital of Goodlife Technology Oy. Management assessed that the fair value of the investment on conversion was approximately equal to its cost.

The Group irrevocably elected at initial recognition to recognise the investment in Goodlife Technology Oy at fair value through other comprehensive income ("FVOCI"). The investment is held for strategic purposes and is not held for trading.

At each reporting date, management assesses whether there are indicators that the fair value of the investment has changed materially. Based on information available to management at 31 December 2025, including a review of the investee's recent performance and the absence of any significant events identified that would be expected to materially impact value, management considers the fair value at 31 December 2025 to be broadly consistent with the prior year. Accordingly, no fair value movement has been recognised in the year.

FVTPL – interest rate swap

In FY2024, the Group entered into an interest rate swap in connection with its borrowing arrangements. The Group recognises the interest rate swap as a derivative financial instrument measured at fair value through profit or loss ("FVTPL"). The derivative is remeasured to fair value at each reporting date and movements in fair value are recognised within finance income/(expense).

The fair value of the interest rate swap is determined using standard valuation techniques, using observable market data where available. Management considers the resulting fair value to be a reasonable estimate at the reporting date.

Financial assets/liabilities measured at FVOCI and FVTPL are as follows:

	31 December 2025	31 December 2024
	€	€
Financial assets measured at FVTPL		
Long term loan receivables	15,467	15,467
	-	2,440
Financial assets measured at FVOCI		
<i>Unlisted securities</i>		
Goodlife Technology Oy	78,588	78,588
	94,055	96,495
Financial liabilities measured at FVTPL		
Interest rate swap	(41,201)	

Refer to Note 22 as to how the fair value of the above financial assets has been measured.

16. Trade and other receivables

	31 December 2025	31 December 2024
	€	€
Trade receivables	975,641	1,977,315
Expected credit loss	(134,341)	(152,898)
Trade receivables net of expected credit loss	841,300	1,824,417
Contract asset	80,407	329,366
Other receivables	93,110	438,321
Prepayments	310,801	384,871
	1,325,618	2,976,975

16. Trade and other receivables continued

Standard credit terms granted to customer are between 7 to 30 days. The percentage of trade receivables past due date is 17 per cent (2024 27 per cent). The percentage of trade receivables outstanding more than 90 days is 11 per cent (2024 24 per cent). Trade receivables is net of an expected credit loss of EUR 134,341 (2024: EUR 152,898).

Contract asset represents accrued income from the Wellness business for physiotherapy sessions performed but not yet billed. This will be billed upon patient discharge.

The following schedule reflects the changes in the ECL allowance for trade receivables and contract asset during the year:

	31 December 2025	31 December 2024
Opening loss allowance	152,898	200,753
Additional allowance	125,217	51,024
Allowance utilised	(143,774)	(98,879)
Closing loss allowance	134,341	152,898

Expected credit losses are calculated in accordance with the simplified approach under IFRS 9, applying lifetime expected credit losses. The Group measures ECL using a provision matrix based on historical credit loss experience, adjusted for forward-looking information relevant to current and expected economic conditions.

Trade receivables and contract assets are assessed on a collective basis and grouped according to shared credit risk characteristics and ageing profile. The Group's customer base is diversified and the Directors consider that credit risk concentration is limited.

Other receivables are non-trade receivables, are non-interest bearing and the Directors consider that their carrying amount approximates fair value.

17. Inventory

	31 December 2025	31 December 2024
	€	€
Goods for resale	-	14,668

Inventory recognised as an expense during the period amounted to EUR 153,155 (2024: EUR 256,325). This inventory related solely to Fysiotest, which has been classified as a discontinued operation. Accordingly, the expense is included within the loss from discontinued operations in the Consolidated Statement of Comprehensive Income.

No inventory was written off or impaired during the period.

18. Borrowings

Amounts due after one year:

	31 December 2025	31 December 2024
	€	€
Non-Current		
Back facility net of issue costs of debt amortised	3,941,323	4,808,183

The terms and conditions of outstanding secured interest bearing borrowings were as follows:

	Currency	Nominal interest rate	Year of maturity	31 December 2025		31 December 2024	
				Face value €	Carrying value €	Face value €	Carrying value
Revolving credit facility	GBP	SONIA + margin of between 3.0-4.5%	2029	4,209,345	3,941,323	5,172,414	4,808,183

On 13 May 2024 Physitrack PLC extended for a further five years its GBP 5.0m revolving credit facility with Santander PLC. Dependent upon the Group's leverage, Interest is charged on the amount drawn down at a rate between 3.0-4.5 per cent (the 'Margin') above SONIA. The Group also pays a fee of 40 per cent of the applicable Margin on the undrawn element of the credit facility and the undrawn overdraft.

EUR 225,000 of costs were incurred in initially establishing this facility made up of EUR 120,000 arrangement fees and EUR 105,000 of legal fees. The transaction costs are included in the calculation of the effective interest rate and are recognised over the expected life of the facility using the effective interest method. On refinance EUR 315,000 of costs were incurred made up of establishment fee of EUR 146,000, EUR 96,000 of legal fees and EUR 73,000 of other costs directly associated with securing the refinance. An amortisation charge of EUR 82,628 was recognised in the current year (2024: EUR 79,901). At 31 December 2025 the carrying value of capitalised borrowing costs was EUR 268,022 (2024: 364,943)

At 31 December 2025 the Group had drawn down GBP 3,675,000 / EUR 4,209,345 on this facility and had total available liquidity of EUR 1.5m.

Attached to the revolving credit facility are the following covenants:

(i) Leverage: Total Debt on the last day of each Relevant Period as outlined in the table below to Adjusted EBITDA for that Relevant Period shall not exceed the required ratio for that Relevant Period as detailed in the table below

Financial	Relevant Period	Required ratio
Leverage	Each Relevant Period ending within the period commencing on 31 March 2025 and ending on 30 September 2026	Less than or equal to 1.75:1
Leverage	The Relevant Period expiring 31 December 2026 and each Relevant Period thereafter	Less than or equal to 1.50:1

18. Borrowings continued

(ii) Liquidity: Cash and the undrawn amount of the Facility on the last day of each Relevant Period commencing with the Relevant Period ending on 30 June 2024, shall not be less than:

(A) EUR 500,000, if no earn-out payments were made in respect of any acquisition by any Obligor during the Relevant Period; or

(B) EUR 300,000, if any earn-out payments were made in respect of any acquisition by any Obligor during the Relevant Period.

(iii) Projected Liquidity: at all times during the twelve months following the last day of each Relevant Period (each such period being a "Projected Liquidity Period"), commencing with the Relevant Period ending on 30 June 2024, the forecast amount of Cash and the undrawn amount of the Facility shall not be less than:

(A) EUR 500,000, if no earn-out payments are projected to be made by any Obligor in respect of any acquisition during the Projected Liquidity Period; or

(B) EUR 300,000, if any earn-out payments were made in respect of any acquisition by any Obligor during the Relevant Period.

(iv) Recurring Revenue: Recurring Revenue for the last month of each Relevant Period set out in the table below shall not be less than the required amount for that Relevant Period as detailed in the table below:

Financial	Relevant Period	Amount (Eur)
Recurring revenue	The Relevant Period ending within the period commencing on 30 June 2024 and ending on 31 March 2026	10,000,000
Recurring revenue	The Relevant Period ending within the period commencing on 30 June 2026 and ending on 31 March 2027	11,000,000
Recurring revenue	The Relevant Period ending within the period commencing on 30 June 2027 and ending on 31 March 2028	12,000,000
Recurring revenue	The Relevant Period ending within the period commencing on 30 June 2028 and each Relevant Period thereafter	13,000,000

(iv) Cash EBITDA: Cash EBITDA in respect of each Relevant Period set out in the table below shall not be less than the required amount for that Relevant Period as detailed in the table below:

Financial	Relevant Period	Amount (Eur)
Cash EBITDA	The Relevant Period ending within the period commencing on 30 September 2025 and ending on 31 December 2026	500,000
Cash EBITDA	The Relevant Period expiring 31 March 2027 and each Relevant Period thereafter	750,000

18. Borrowings continued

Reconciliation of changes in liabilities arising from financing transactions

Net Debt is defined as total liabilities from financing, excluding directors' loans, net of cash at bank and in hand. A reconciliation of movements in Net Debt from 1 January 2024 is provided below:

	Interest bearing liabilities €	Cash and cash equivalents €	Net debt €
As at 1 January 2024	(3,578,217)	536,029	(3,042,188)
Drawdown of loan	(1,380,476)	-	(1,380,476)
Repayment of loan	120,034	-	120,034
Costs incurred for loan extension	315,399	-	315,399
Non-cash movement	(79,901)	-	(79,901)
Cash movement	-	174,247	174,247
Foreign exchange	(205,022)	13,110	(191,912)
As at 31 December 2024	(4,808,183)	723,386	(4,084,797)
Repayment of loan	713,292	-	713,292
Non-cash movement	(82,628)	-	(82,628)
Cash movement	-	(49,329)	(49,329)
Foreign exchange	236,196	(17,473)	218,723
As at 31 December 2025	(3,941,323)	656,584	(3,284,739)

Non-cash movement represents the current year amortisation of debt issuance costs.

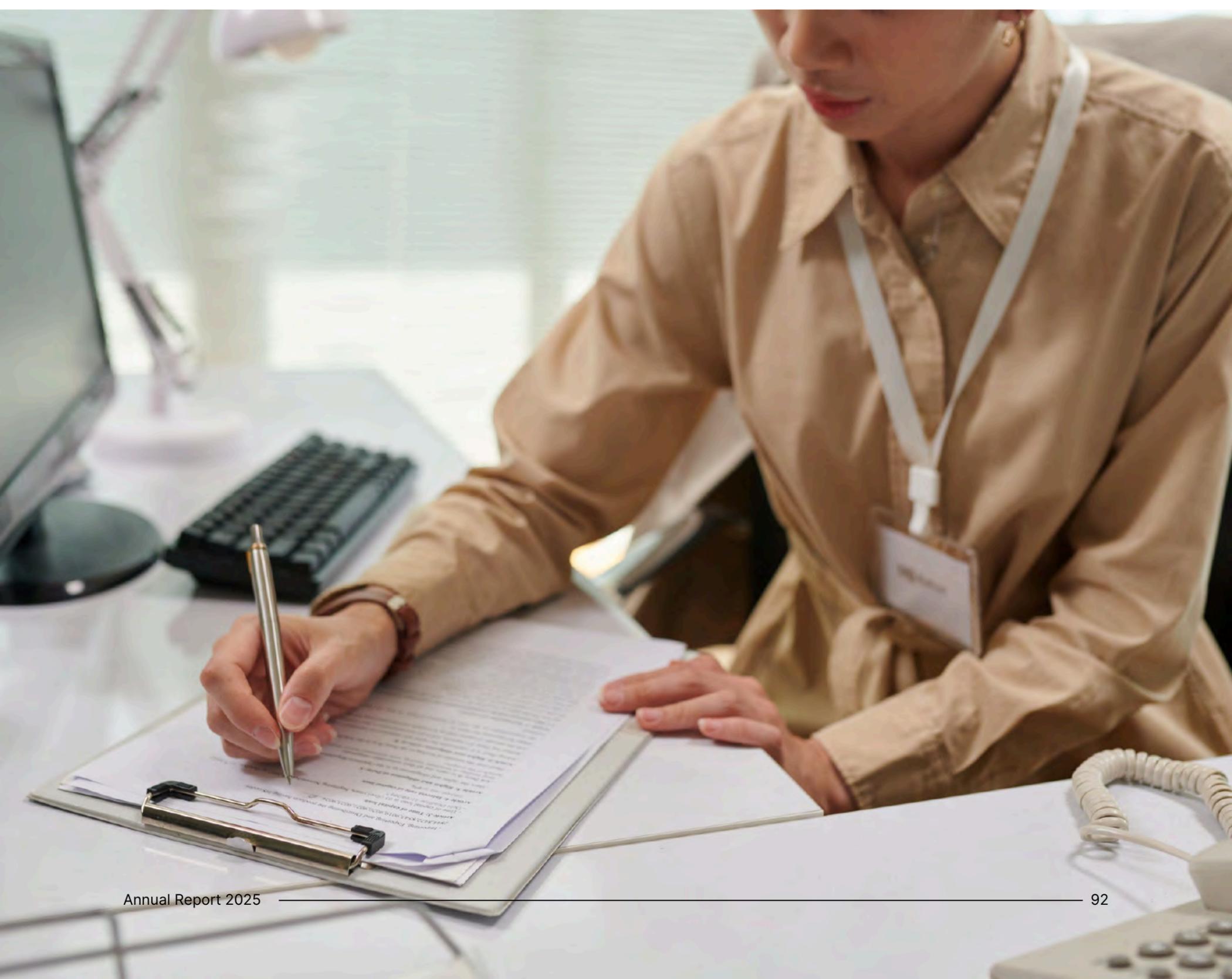
Cash flows from interest bearing liabilities is made up of the following:

	31 December 2025 €	31 December 2024 €
Repayment of bank loans and overdrafts	713,292	120,034
Draw down of bank loans	-	(1,380,476)
Debt issuance costs paid	-	315,399
Interest expense	370,361	407,251
	1,083,653	(537,792)

19. Deferred consideration

	€
Balance as at 31 December 2024	423,500
Payment of deferred consideration	(263,205)
Balance as at 31 December 2025	160,295
Current	160,295
Non-Current	-
	160,295

On 27 December 2024 the Group announced the settlement of the Champion Health Share Purchase agreement. The settlement agreed to paid the previous shareholders of Champion Health GBP 350,000 / EUR 423,500 over a nine-month period commencing on 31 August 2025. The remaining EUR 160,295 is expected to be paid over the four month period to April 2026.



20. Contract liability

	31 December 2025	31 December 2024
	€	€
Subscription income received in advance	2,154,069	2,010,985

Within the Lifecare division, the Group typically invoices large enterprise customers in advance, most commonly on annual billing cycles for subscription access to the platform. Within the Wellness division, Champion Health typically invoices subscription arrangements 12 months in advance, depending on customer contract terms.

In accordance with the Group's revenue recognition policy (refer to Note 1), subscription income is recognised over time as the services are provided. Accordingly, the contract liability balance at 31 December 2025 and 31 December 2024 represents consideration received in advance for subscription services to be delivered in future periods.

The year-on-year movement in contract liabilities reflects the timing of customer billings and renewals around the reporting date, changes in billing cycles, and the mix of enterprise contracts invoiced in advance.

Revenue of EUR 1,949,267 (2024: EUR 2,077,543) recognised during the year was included in the opening contract liability balance. At 31 December 2025, EUR 2,154,069 (2024: EUR 1,949,267) of contract liabilities are expected to be recognised as revenue within the next 12 months. Amounts expected to be recognised after 12 months were EUR NIL (2024: EUR 61,718).

21. Trade, other payables and provisions

	31 December 2025	31 December 2024
	€	€
Trade payables	(976,363)	(1,243,650)
Accrued expenditure	(554,362)	(1,225,427)
Other payables	(219,595)	(407,400)
Social security and other taxes	(218,206)	(92,646)
Trade and other payables	(1,968,526)	(2,969,123)

Trade and other payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs and are non-interest bearing. For most suppliers no interest is charged on the trade payables for the first 30 days from the date of the invoice. Thereafter, interest is chargeable on the outstanding balances at various interest rates.

The Group has financial risk management policies in place to ensure that payables are paid within the credit timeframe. Due to the short-term nature of the trade payables the carrying amount approximates fair value.

Other payables are non-trade payables and are non-interest bearing. The above amounts do not bear interest and the Directors consider that the carrying amount is equivalent to their fair value.

	31 December 2025	31 December 2024
	€	€
Provision for restructuring	(173,933)	-
Provision for legal dispute	(217,000)	(108,000)
Provisions	(390,933)	(108,000)

The provision for legal dispute relates to an ongoing legal dispute as outlined in Note 24. Management has recognised a provision representing its best estimate of the expected outflow required to settle the matter on a commercial basis. There remains uncertainty regarding the timing and final amount of any settlement. The provision increased during the year from €108,000 to €217,500 as a result of a reassessment of the expected settlement amount. The movement of €109,500 was recognised within items affecting comparability (Note 5). Refer to Note 1 and Note 5 for further information on the provision for restructuring costs which increased by €173,933 for the year; which was recognised as part of discontinued operations.

22. Financial instruments

A summary of financial instruments by category is as follows:

	31 December 2025	31 December 2024
	€	€
Financial assets at amortised cost	1,671,401	3,315,488
Financial liabilities at amortised cost	(2,520,956)	(3,123,853)
Financial assets at FVTPL	15,467	17,907
Financial liabilities at FVTPL	(41,201)	-
Financial assets at FVOCI	78,588	78,588

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Foreign exchange risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's Risk Management Framework. The Group has in place a risk management programme and regular reports are made to the Audit Committee, which is tasked with general oversight. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the Risk Management Framework in relation to the risks by the Group.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation. Management believes the credit risk on cash and cash equivalents is low because the counterparties are banks with high credit ratings.

Accounts receivable include trade and other receivables. Trade receivables are amounts billed to customers for the sale of services and represent the maximum exposure to credit risk of those financial assets, exclusive of the allowance for doubtful accounts. Normal credit terms for amounts due from customers call for payment within 30 days. Trade receivables are monitored closely, and provisions are made for expected credit loss where appropriate. The creditworthiness of customers is assessed prior to opening new accounts and on a regular basis for significant customers. Other receivables include amounts due from suppliers and landlords and other miscellaneous amounts. The Group's credit risk is primarily related to its trade receivables, as other receivables generally are recoverable through ongoing business relationships with the counterparties.

22. Financial instruments continued

Due to the nature of its receivables, the Group defines default when a counterpart fails to make contractual payments under the terms of the specific contract. Given the nature and number of transactions involving credit risk, events of default are not considered to be high risk and are assessed on specific basis for each asset held at the reporting date.

The Group grants credit to customers in the normal course of business. The Group typically does not require collateral or other security from customers; however, credit evaluations are performed prior to the initial granting of credit when warranted and periodically thereafter. The Group records a reserve for estimated uncollectable amounts, which management believes reduces credit risk. See Note 1, for policy on Impairment of financial assets.

The ageing profile of the Group's trade receivables is as follows:

	31 December 2025	31 December 2024
	€	€
Within 30 days	814,622	1,357,820
Between 30 and 60 days	28,859	91,423
Between 60 and 90 days	26,484	62,446
Over 90 days	105,676	465,626
	975,641	1,977,315

The Group adopts the simplified approach in determining expected credit losses. The assessment of credit quality of trade receivables and how expected credit losses are calculated is outlined in Note 16.

There is no material expected credit losses against contract assets, cash or other receivables. Due to the Group's diversified client base, management believes the Group does not have a significant concentration of credit risk.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The following are the contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements. The amounts disclosed in the table are contractual undiscounted cash flows, including interest payments calculated using interest rates in force at each reporting date, so will not always reconcile with the amounts disclosed on the Consolidated Statement of Financial Position.

22. Financial instruments continued

	Carrying amount €	Contractual cash flows €	6 months or less €	6-12 months €	1-5 years €
31 December 2025					
Non-derivative financial liabilities					
Trade payables	2,359,459	2,359,459	2,359,459	-	-
Borrowings	3,941,323	4,209,345	-	-	4,209,345
Deferred consideration	160,295	160,295	160,295	-	-
Total non-derivative financial liabilities	6,461,077	6,729,099	2,519,754	-	4,209,345
	Carrying amount €	Contractual cash flows €	6 months or less €	6-12 months €	1-5 years €
31 December 2024					
Non-derivative financial liabilities					
Trade payables	3,077,123	3,077,123	3,077,123	-	-
Borrowings	4,808,183	4,895,599	-	-	4,895,599
Deferred consideration	423,500	423,500	-	272,250	151,250
Total non-derivative financial liabilities	8,308,806	8,396,222	3,077,123	272,250	5,046,849

Current year borrowings related to a GBP 5.0m revolving credit facility of which GBP 3.675m / EUR 4.209m is currently drawn down. This facility matures in May 2029 at which point any funds drawn down would be repayable.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Foreign currency risk

Physitrack operates globally which increases its exposure to currency risk. Wherever possible, overseas operations will fund their day-to-day working capital requirements in local currency with cash generated from operations, naturally offsetting major currencies and their risk exposure to the Group. Management will continually monitor the level of currency risk exposure and consider hedging where appropriate. Currently the Group considers the currency risk on consolidation of the assets and liabilities of its foreign entities to be of low materiality, no hedging has been undertaken.

Sensitivity analysis

The following table details the Group's sensitivity to a 10% increase and decrease in the Euro against the relevant foreign currencies. 10 per cent is the sensitivity rate which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes the current year financial results in local currency and adjusts their average translation rate applied for the year ended 31 December 2025 for a 10 per cent changes in foreign currency rates. A negative number below indicates a decrease in profit where the Euro strengthens 10 per cent against the relevant currency. For a 10 per cent weakening of the Euro against the relevant currency, there would be an equal and opposite impact on profit. There have been no changes in the assumptions applied in comparison to the prior year sensitivity analysis.

22. Financial instruments continued

	GBP impact		SEK impact		USD impact	
	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €
Profit / (Loss)	434,724	163,865	25,668	38,851	41,740	22,342

Interest rate risk

Interest rate risk arises from the Group's borrowing facilities in which a variable rate of interest is charged. Interest on the Group's current borrowings is charged at SONIA plus an applicable margin. The Group is therefore exposed to fluctuations in market interest rates.

On 31 July 2024 the Group entered into a interest rate swap with Santander PLC to fix the interest rate of GBP 2.00m / EUR 2.42m of the revolving credit facility at a rate of 4.0775 per cent. The term of this interest rate swap matches the term of the facility expiring in July 2029. Interest will be charged at SONIA spot rate plus a applicable margin on GBP 1.55m / EUR 1.78m on the drawn facility.

Fair values

Set out below is a comparison by category of carrying amounts and fair values of the Group's financial instruments that are carried in the financial statements:

	Carrying amount 31 December 2025	Fair value 31 December 2025	Carrying amount 31 December 2024	Fair value 31 December 2024
Borrowings including overdraft	3,941,323	4,209,345	4,808,183	4,895,599
Deferred consideration	160,295	160,295	423,500	423,500
Equity investment	78,588	78,588	78,588	78,588
Other long-term receivables	15,503	15,503	15,503	15,503
Derivative financial instrument	(41,201)	(41,201)	2,440	2,440
Total	4,154,508	4,422,530	5,328,214	5,415,630

Cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities are reflected in the Consolidated Financial Statements at carrying values that approximate fair values because of the short-term maturities of these financial instruments. Short-term debtors, creditors and cash and cash equivalents have been excluded from the above table on the basis that their carrying amount is a reasonable approximation to fair value.

Fair value hierarchy

Under the provisions of IFRS 9, equity investments relate to investments designated as fair value through OCI. Any movement in fair value has been recognised within fair value reserve. The Group holds unquoted equity investment in Goodlife Technology Oy and concluded given that there has been no adverse events affecting the investment during the year and that it remains profitable that the fair value is approximate to its fair value in the prior year which represented the initial costs of investment.

The volatile nature of the markets means that values at any subsequent date could be significantly different from the values reported above.

22. Financial instruments continued

In relation to borrowings and bank overdraft, since these were taken out at variable rates or fixed rates that approximate to market rates, the fair value of loans approximates less any costs associated with securing the borrowings represents their carrying value.

Deferred consideration relates to amounts payable to previous shareholders of acquired companies, subject to stretching targets being achieved as outlined within their respective sale and purchase agreements 'SPA'. The initial fair value of this is outlined in the prior year financial statements. The period over which these targets need to be achieved is no more than four years. Deferred consideration is measured at fair value. The initial fair value reflects the discounted value of estimated payments, measured at the time of the acquisition and reflects management's estimate of future performance at that time. Remeasurement of deferred consideration reflecting changes after the acquisition date have been recorded in the profit or loss. Managements projected estimates is based on the acquired companies' revenue and profit forecasts over the payment period. The fair value is based on unobservable inputs and the projected outcome is classified as a level 3 fair value estimate under the IFRS fair value hierarchy.

The fair value of the derivative financial instrument is determined with reference to a Mark-to-Market (MTM) valuation report obtained from the instrument issuer. The valuation is based on a discounted cash flow methodology that incorporates both observable market inputs, such as prevailing interest rate curves, and significant unobservable inputs, including counterparty credit risk adjustments and instrument-specific risk assumptions. Due to the use of significant unobservable inputs, the instrument is classified as Level 3 within the fair value hierarchy.

Management has reviewed the valuation methodology and the significant inputs applied in the MTM report and considers them appropriate. A sensitivity analysis has been performed on reasonably possible changes in the significant unobservable inputs; however, given the limited carrying value of the instrument, such changes would not have a material impact on the financial statements.

The table below analyses financial instruments carried at fair value by valuation method. The different levels have been defined as follows:

- In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical financial assets or financial liabilities that the Group has the ability to access.
- Fair values determined by Level 2 inputs use inputs other than the quoted prices included in Level 1 that are observable for the financial asset or financial liability, either directly or indirectly. Level 2 inputs include quoted prices for similar financial assets and financial liabilities in active markets, and inputs other than quoted prices that are observable for the financial assets or financial liabilities.
- Level 3 inputs are unobservable inputs for the financial asset or financial liability, and include situations where there is little, if any, market activity for the financial asset or financial liability. The Group's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgement and considers factors specific to the financial asset or financial liability.

	Level 1 €	Level 2 €	Level 3 €
31 December 2025			
Deferred consideration	-	-	160,295
Equity investment	-	-	78,588
Other long-term receivables	-	-	15,503
Derivative financial instrument	-	-	(41,201)
31 December 2024			
Deferred consideration	-	-	423,500
Equity investment	-	-	78,588
Other long-term receivables	-	-	15,503
Derivative financial instrument			2,440

Refer to Note 19 for movement on deferred consideration during the current year.

22. Financial instruments continued

Movement in level 3 derivative financial instrument

The following table presents the changes in level 3 derivative financial instrument for the years ended 31 December 2024 and 31 December 2025.

	Derivative financial instrument €	Deferred consideration €
31 December 2023	-	-
Addition	2,440	-
31 December 2024	2,440	-
Addition	-	243,025
Fair value loss recognised in discontinued operations	-	(243,025)
Fair value loss recognised in other gains/(losses)	(43,641)	-
31 December 2025	(41,201)	-

Equity investments at 31 December 2025 relate to an investment in an unquoted entity Goodlife Technology Oy. This has been classified as an equity investment measured at FVOCI. There have been no movements in these assets in the current year.

In measuring the fair value of the equity investments, management have used the income approach. The income approach refers to discounted forecast cash flows of Goodlife Technology Oy. In obtaining these forecast cash flows management has liaised with Goodlife Technology Oy management and understood and challenged the assumptions they have used. These cash flows have been discounted to present value at a rate of return which accounts for the time value of money and relative risks of Goodlife Technology Oy.

Management concluded that the fair value of the equity investment with reference to the discount cash flow model was approximate to the fair value of the equity investment on conversion and no revaluation was recognised.

In measuring the fair value of other long-term receivables management have referred to a discounted cash flow model reflecting the timing and probability of the payment of this interest. These cash flows have been discounted to present value at a rate of return which accounts for the time value of money and relative risks of Goodlife Technology Oy.

In measuring the fair value of deferred consideration management have referred to a discounted cash flow model reflecting the timing and probability of the payment of this consideration. These cash flows have been discounted to present value at a rate of return which accounts for the time value of money and relative risks of the underlying entities for which this consideration relates to.

There have been no transfers between levels in 2024. No other financial instruments are held at fair value.

The Group has performed a sensitivity analysis and noted that a reasonable change in the underlying significant assumptions is not expected to result in a material change in fair value of deferred consideration.

In measuring the fair value of deferred contingent consideration receivable arising on the divestment of Wellnow, management applied an income approach based on forecast net profits for 2025 and 2026, under which the Group was entitled to 50% of those profits. The valuation incorporated significant unobservable inputs, including forecast profitability and timing of settlement, and was therefore classified within Level 3 of the IFRS 13 fair value hierarchy. During the year, following updated financial performance indicating that Wellnow was loss-making in 2025 and expected to be approximately break-even in 2026, the estimated fair value of the receivable was reassessed and reduced to nil. The resulting fair value loss was recognised within discontinued operations. There were no transfers between levels during the year.

22. Financial instruments continued

Capital management

The capital structure of the Group consists of cash and cash equivalents, bank borrowings and overdrafts and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as follows:

	31 December 2025	31 December 2024
	€	€
Cash and cash equivalents	656,584	723,386
Bank borrowings and overdrafts	(3,941,323)	(4,808,183)
Equity attributable and equity holders of the parent	12,118,611	19,166,000
Total	8,833,872	15,081,203

The Group's objective when managing capital is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business alongside continuing as a going concern.

23. Capital and reserves

Share capital

	No. of shares No.	Share capital €
Issued, authorised and fully paid:		
At 31 December 2021 - 2025	16,260,766	64,075

Share classes

The Company has one class of ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company. At 31 December 2025 16,260,765 ordinary shares with a nominal value of GBP 0.01 (EUR 0.01) and 1 preference share with a nominal value of GBP 40,000 (EUR 45,816).

On 9 June 2021 the company issued one preference share "Preference Share" with a value of GBP 40,000 to H Molin to facilitate the company meeting the minimum capital requirements for public limited companies set out in section 763 of the UK Companies Act. The Preference Share has no voting rights (other than on any resolution to modify, alter or abrogate the rights of the Preference Share), is non-transferable and has no rights to any assets or profits of the Company including, in particular, no rights to dividend or other distributions. The Preference Share may be redeemed at its nominal amount at any time at the election of the company.

Share Premium

	€
Balance as at 31 December 2021 - 2025	24,935,421

Reserves

Translation reserve

The translation reserve comprises foreign exchange differences arising on the translation of the assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, into the Group's EUR presentation currency. These differences are recognised in other comprehensive income in accordance with IAS 21 and accumulated in equity. Foreign exchange differences arising on monetary transactions and balances are recognised in profit or loss and are not included in this reserve. The translation reserve is not considered distributable.

Retained earnings

This is the Group's accumulated profit/loss.

Dividends

Physitrack intends to re-invest profits and cash flows in organic growth initiatives and for acquisitions to support value enhancing development and does not expect to pay any dividends in the medium term.

As a result, the board have not paid or proposed any dividends to be paid in relation to the current financial year.

24. Contingent liabilities

During 2024, the Company received further correspondence from this supplier regarding a dispute over costs invoiced in or around 2018 relating to services associated with the development of an intangible asset, which the Company believes were not adequately provided. This matter had been disclosed within contingent liabilities in prior years annual report.

During 2025, the matter progressed procedurally and has advanced towards trial; however, no trial date has been set at the reporting date.

While the Company continues to defend the claim, management considers it probable that a commercial settlement may ultimately be reached in order to avoid further legal costs and uncertainty. Accordingly, a provision has been recognised representing management's best estimate of the expected outflow in respect of this matter.

The provision is presented within trade and other payables in the statement of financial position and discussed further in note 21. Due to the ongoing nature of the dispute, there remains uncertainty regarding the timing and final amount of any settlement.

25. Related party transactions

For the period ended 31 December 2025, EUR 317,619 (31 December 2024: EUR 280,032) was paid to Camelot Solutions, a Company incorporated in Monaco. H Molin is a Director of this Company. At 31 December 2025 a balance of EUR 145,919 (31 December 2024: EUR 55,607) was due to Camelot Solutions.

During the year, the Company provided sponsorship support to a theatre production in Los Angeles in which the CEO acted as Executive Producer; no payments were made to the CEO or to any entity owned or controlled by him in connection with this activity.

As of the 1 April 2025, Mount Ash Consultants Limited, a Company incorporated in the UK, ceased providing services to the Group. The outstanding payable balance as at 31 March 2025 of EUR 78,802 has been settled in full. Any payments thereafter made to C Goodwin and J Goodwin will be made through UK Payroll.

26. Events after the reporting period

Subsequent to the year end, the following events have occurred:

Champion Health Plus – clinic closure

On 15 January 2026, Champion Health Plus closed its remaining in-person clinics and operations within this part of the business ceased. This event is considered non-adjusting for the year ended 31 December 2025, as it relates to conditions arising after the reporting date.

Other than the event described above, there have been no material events after the reporting period which require disclosure.

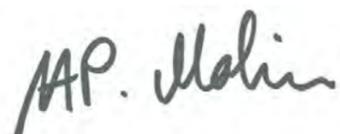
Company Statement of Financial Position as at 31 December 2025

	Note	31 December 2025	31 December 2024
Asset		€	€
Non-current assets			
Investments	28	9,677,190	13,978,909
Financial assets held at FVPL	15	-	2,440
Intangible assets	29	3,914,613	4,286,010
Property, plant and equipment		47,680	30,681
Trade and other receivables	30	1,047,855	6,314,931
Total non-current assets		14,687,338	24,612,971
Current assets			
Trade and other receivables	30	576,687	857,567
Cash and cash equivalents		293,501	330,811
Total current assets		870,188	1,188,378
Total assets		15,557,526	25,801,349
Liabilities			
Non-current liabilities			
Deferred consideration	33	-	(151,250)
Financial liabilities held at FVPL	15	(41,201)	-
Borrowings	18	(3,941,323)	(4,808,183)
Total non-current liabilities		(3,982,524)	(4,959,433)
Current liabilities			
Trade and other payables	32	(1,563,747)	(1,702,393)
Provisions	32	(217,000)	(108,000)
Contract liability	31	(978,291)	(433,755)
Deferred consideration	33	(160,295)	(272,250)
Total current liabilities		(2,919,333)	(2,516,398)
Net assets		8,655,670	18,325,518
Equity			
Share capital	23	64,075	64,075
Share premium	23	24,935,421	24,935,421
Translation reserve		113,358	1,036,101
Retained earnings		(16,457,184)	(7,710,079)
		8,655,670	18,325,518

The Company reported a total comprehensive loss for the financial year ended 31 December 2025 of EUR 5,215,207 (2024: EUR 3,232,503 loss) which included a loss after tax of EUR 6,137,950 (2024: EUR 4,348,796 loss)

The accounting policies and notes on pages 104 to 115 form part of the financial statements.

The financial statements for Physitrack Plc, Company registration number: 08106661 were approved and authorised for the issue by the Board of Directors and were signed on its behalf on 12 March 2026:



Henrik Molin

Company Statement of Changes in Equity for the period ended 31 December 2025

	Share capital	Share premium	Currency translation reserve	Retained earnings	Total
	€	€	€	€	€
Balance at 31 December 2023	64,075	24,935,421	(80,192)	(3,361,283)	21,558,021
Loss for the year	-	-	-	(4,348,796)	(4,348,796)
Other comprehensive loss for the period	-	-	1,116,293	-	1,116,293
Total comprehensive loss for the period	-	-	1,116,293	(4,348,796)	(3,232,503)
Balance at 31 December 2024	64,075	24,935,421	1,036,101	(7,710,079)	18,325,518
Loss for the year	-	-	-	(8,747,105)	(8,747,105)
Other comprehensive loss for the period	-	-	(922,743)	-	(922,743)
Total comprehensive loss for the period	-	-	(922,743)	(8,747,105)	(9,669,848)
Balance at 31 December 2025	64,075	24,935,421	113,358	(16,457,184)	8,655,670

The accounting policies and notes on pages 104 to 115 form part of the financial statements.

27. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

General information

Physitrack PLC is a public company, limited by shares, incorporated and domiciled in the United Kingdom. The address of the Company's registered office is 4th Floor, 140 Aldersgate Street, London, United Kingdom, EC1A 4HY.

Basis of Preparation

These financial statements present information about the Company as an individual undertaking and not about its Group. The Company financial statements have been prepared in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

The Company has applied the recognition and measurement principles of UK-adopted International Accounting Standards, subject to the disclosure exemptions permitted under FRS 101 and the Companies Act 2006.

These financial statements have been prepared under the historic cost convention.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a separate Statement of Profit or Loss (section 408 Companies Act 2006 exemption);
- a Cash Flow Statement and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRS Accounting Standards; and
- certain related party disclosures, including disclosures in respect of the compensation of key management personnel (IAS 24), to the extent permitted by FRS 101.

Presentational currency

The functional currency of the Company is sterling. To aid comparability with the consolidated Group financial statements, the Company's presentation currency is Euro. The exchange rates used are consistent with those disclosed in Note 1 to the Consolidated financial statements.

Investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less provision for any impairment in value.

Impairment

The Company evaluates its investments for financial impairment where events or circumstances indicate that the carrying amount of such assets may not be fully recoverable. When such evaluations indicate that the carrying value of an asset exceeds its recoverable value, an impairment in value is recorded. Impairment of investments is performed using similar forecasts and procedures as the goodwill impairment, however are specific on a company statutory level rather than at group CGU level as outlined in Note 14 of the Group financial statements.

Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate relevant at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Company Statement of Financial Position date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Company Statement of Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined. Translation movements are recognised within the Statement of Comprehensive Income and in the foreign currency translation reserve. As share capital, share premium are denominated in sterling, these are translated into presentational currency at the historic rate prevailing on the date of each transaction.

Acquired intangible assets

Identifiable intangibles are those which can be sold separately, or which arise from legal rights regardless of whether those rights are separable. Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite.

Other intangible assets are amortised from the date they are available for use. The estimated useful lives is as follows:

- Software – 3 years

Internally generated intangible assets

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and are amortised on a straight-line basis. The useful economic life of an internally generated intangible asset is 3 years. Management reviews the asset for impairment on a periodic basis. Impairment would be recognised within administrative expenses.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Receivables

Trade receivables, intercompany receivables and other receivables are measured at amortised cost where the contractual cash flows represent solely payments of principal and interest and the assets are held to collect contractual cash flows.

Intercompany receivables arise from funding and trading arrangements with subsidiary undertakings. Although certain balances are contractually repayable on demand, the Directors assess the expected behavioural life of these arrangements in determining measurement and presentation.

Where settlement is not expected within twelve months of the reporting date, balances are presented as non-current assets to reflect their economic substance.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and cash amounts in transit due from credit cards which are settled within seven days from the reporting date.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Financial assets and financial liabilities at FVTPL

Financial instruments in this category are recognised initially and subsequently at fair value. Transaction costs are expensed in profit or loss. Gains and losses arising from changes in fair value are recognised in profit or loss. Financial assets and financial liabilities at fair value through profit or loss are classified as current unless expected to be realised or settled beyond 12 months after the reporting date.

Embedded derivative features identified within contractual arrangements are separately recognised where it is assessed they are not closely related to the terms of the host contract.

Impairment of financial assets

The Company applies the expected credit loss ("ECL") model under IFRS 9 to financial assets measured at amortised cost, including intercompany receivables.

For trade receivables, the Company applies the simplified approach and recognises lifetime expected credit losses. For intercompany loan receivables, the Company assesses at each reporting date whether there has been a significant increase in credit risk since initial recognition. Where there has not been a significant increase in credit risk, a loss allowance equal to 12-month ECL is recognised. Where credit risk has increased significantly or the asset is credit-impaired, lifetime ECL is recognised.

The assessment of expected credit losses incorporates forward-looking information, including:

- forecast future cash flows of subsidiary undertakings;
- net asset positions and available equity buffers;
- current trading performance; and
- restructuring plans in place at the reporting date.

Where recovery of an intercompany balance is not considered probable based on conditions existing at the reporting date, the balance is fully impaired.

Expected credit losses are discounted using the effective interest rate of the asset or an appropriate proxy where applicable.

Deferred revenue

Deferred revenue represents revenue from subscription fees and custom app maintenance which has been received in advance of services being provided.

Deferred consideration

Deferred consideration arises where the Company is required to pay additional consideration in the future in connection with the acquisition or disposal of a business, where the amount payable is dependent on future events or performance conditions. Deferred consideration is recognised when the Company has a present obligation and the amount can be reliably measured.

Deferred consideration is initially recognised at fair value at the acquisition date. Fair value is determined using appropriate valuation techniques, including management's assessment of the probability-weighted expected payment outcomes and, where applicable, discounting expected future payments to present value to reflect the time value of money.

Deferred contingent consideration is subsequently remeasured at each reporting date, with changes in fair value recognised in the Company's profit or loss. Where payments are due within twelve months of the reporting date, the liability is presented as current.

Critical accounting judgements

The Directors make judgements in applying the Company's accounting policies that have the most significant effect on the amounts recognised in the Company financial statements. The most significant judgement in the current year is outlined below.

Capitalisation of internally generated intangible assets

The Company capitalises development expenditure as an internally generated intangible asset only where the recognition criteria under IAS 38 Intangible Assets are met. Determining whether costs qualify for capitalisation requires judgement, including assessment of whether the expenditure:

- relates directly to the development or enhancement of identifiable software functionality;
- is attributable to a project that is technically feasible and intended to be completed and used by the Company;
- is expected to generate probable future economic benefits; and
- can be reliably measured and separately identified from research, maintenance, or operational expenditure.

Expenditure that meets these criteria is capitalised as an internally generated intangible asset. All other development and maintenance expenditure is expensed as incurred. This judgement is applied on a project-by-project basis and is supported by internal approval processes and documentation.

Intercompany receivables

Recoverability of intercompany receivables requires judgement in assessing forecast cash flows, net asset positions, and restructuring plans of subsidiary undertakings.

At 31 December 2025, the gross balance was €5,822,544. An impairment of €2,165,533 has been recognised in respect of PT Courses Inc and Wellnow, where repayment is not supportable based on conditions existing at the reporting date.

Key sources of estimation uncertainty

The key assumptions and estimates that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

Useful economic life of internally generated intangible assets

Internally generated intangible assets are amortised over their estimated useful economic lives. Estimating useful life requires judgement due to the pace of product development and the frequency with which features are enhanced, replaced or made obsolete. The Company amortises internally generated software over three years, which reflects the Directors' assessment of the typical lifecycle of platform functionality.

At 31 December 2025, the carrying amount of internally generated intangible assets recognised in the Company financial statements was €3,914,613 (31 December 2024: €4,286,010). A change in the estimated useful life would impact annual amortisation expense and therefore profit for the year.

Impairment of investments in subsidiary undertakings

The Company assesses investments in subsidiary undertakings for impairment at least annually, and additionally when indicators of impairment exist. This assessment requires the Directors to estimate the recoverable amount of each investment, which is determined based on a value in use methodology using discounted forecast future cash flows.

Impairment testing is performed for the Company's investments in its principal subsidiaries, including Physia Limited, Physitrack Inc, Fysiotest Europa AB, Champion Health GmbH and Champion Health Limited. The assessment involves estimation uncertainty in relation to:

- forecast revenue growth and profitability of the underlying subsidiaries;
- a decrease in forecast cash flows / revenue by 10%;
- an increase in the discount rate by 10%; and
- terminal revenue growth set to nil.

At 31 December 2025, the carrying amount of investments in subsidiary undertakings recognised in the Company financial statements was €9,677,190 (31 December 2024: €13,978,909). The Directors consider the assumptions used to represent their best estimate of future performance, however changes in economic conditions or trading performance may result in a different outcome, which could give rise to an impairment charge in future periods.

Intercompany receivables

Measurement of expected credit losses involves estimation of probability of default, loss given default and forecast future cash flows.

Sensitivity analysis using a 10% reduction in forecast cash flows does not result in a material additional impairment for balances not currently impaired.

28. Investments

The Company has investments in the following subsidiary undertakings:

Subsidiary undertaking	Registered office	Country of incorporation	Principal activity	%
Directly Held				
Physia Limited	100 Church Street, Brighton, East Sussex, England, BN1 1UJ	UK	Dormant	100
Physiotools Oy	Kehrasaari B, 5th Floor 33200 Tampere FINLAND	Finland	Active	100
Physitrack Inc	850 New Burton Road, Suite 201, Dover, Delaware, 19904	United States	Active	100
Champion Health Limited	Bastion House 4th Floor, 140 Aldersgate Street, London, EC1A 4HY	UK	Active	100
In-Directly Held				
Champion Health Plus Limited	Unit 45 Fareham Innovation Centre, Meteor Way, Lee-on- the-Solent, PO13 9FU	UK	Active	100

Champion Health Limited and Champion Health Plus Limited have claimed exemption from audit under section 479A of the Companies Act 2006 for the financial year ended 31 December 2025. Physitrack PLC has provided a guarantee under section 479C of the Companies Act 2006 in respect of all outstanding liabilities of those subsidiaries for the financial year to 31 December 2025. The guarantee remains in force at the reporting date.

All shares invested in are ordinary shares or the local equivalent.



Investments in subsidiary undertakings are stated at cost less accumulated impairment losses. Movements in the carrying value of the Company's investments during the year were as follows:

	€
At 31 December 2023	20,195,628
Impairment	(4,057,543)
Net movement on deferred consideration (note 33)	(3,136,584)
Foreign currency translation movement	977,408
At 31 December 2024	13,978,909
Disposal	(2,872,931)
Additions during the year	775,511
Impairment	(1,461,288)
Foreign currency translation movement	(743,011)
At 31 December 2025	9,677,190

Additions and disposals

Additions during the year of EUR 775,511 relate to the capitalisation of intercompany funding balances into the cost of investment in Fysiotest Europa AB, in connection with its disposal.

Disposals of EUR 2,872,931 relate to the derecognition of the Company's investment in Fysiotest Europa AB (EUR 2,626,470) and Wellnow Group GmbH (EUR 246,461) following completion of their respective disposals during the year.

Foreign currency translation movements reflect the retranslation of investments held in foreign currency subsidiaries into the Company's presentation currency.

Impairment

At each reporting date, the Company assesses whether there are indicators that investments in subsidiaries may be impaired. Where indicators exist, an impairment test is performed by comparing the carrying value of the investment to its recoverable amount.

At 31 December 2025, the Company recognised an impairment loss of EUR 1,461,288 in respect of its investment in Champion Health. The impairment assessment was performed on a value-in-use basis using forecast cash flows and discount rates consistent with the Group impairment assessment disclosed in Note 14. The circumstances which has resulted in this entail performance not being in line with original forecasts up to year ended 2025.

At 31 December 2024, the Company recognised an impairment loss of EUR 4,057,543 in respect of its investment in Wellnow Group GmbH. The impairment assessment was performed on a value-in-use basis using forecast cash flows and discount rates consistent with the Group impairment assessment disclosed in Note 14.

29. Intangibles

	Internally generated intangible asset	Software	Total
Cost	€	€	€
At 31 December 2023	11,605,053	398,697	12,003,750
Additions	2,610,959	22,701	2,633,660
Exchange differences	625,369	19,886	645,255
At 31 December 2024	14,841,381	441,284	15,282,665
Additions	2,336,649	63,473	2,400,122
Exchange differences	(835,392)	(24,726)	(860,118)
At 31 December 2025	16,342,638	480,031	16,822,669
Amortisation			
At 31 December 2023	7,841,003	144,730	7,985,733
Charge for the period	2,483,044	79,272	2,562,316
Exchange differences	439,691	8,915	448,606
At 31 December 2024	10,763,738	232,917	10,996,655
Charge for the period	2,493,595	52,101	2,545,696
Exchange differences	(620,895)	(13,400)	(634,295)
At 31 December 2025	12,636,438	271,618	12,908,056
Net book value			
At 31 December 2023	3,764,050	253,967	4,018,017
At 31 December 2024	4,077,642	208,368	4,286,010
At 31 December 2025	3,706,200	208,413	3,914,613

For internally generated intangible assets, if the useful economic life were reduced to two years, amortisation expense would increase by approximately €0.6m, resulting in a corresponding reduction in EBIT, profit before tax, and net assets. If the useful economic life were increased to four years, amortisation expense would decrease by approximately €0.3m, resulting in a corresponding increase in EBIT, profit before tax, and net assets. EBITDA and cash flows would not be impacted under either scenario.

30. Trade and other receivables

	31 December 2025	31 December 2024
Trade and other receivables - Current	€	€
Trade receivables	243,846	453,678
Expected credit loss	(19,472)	(51,973)
Trade receivables net of expected credit loss	224,374	401,705
Other receivables	51,232	89,248
Prepayments	301,081	366,614
	576,687	857,567
Trade and other receivables - Non-Current		
Amounts due from group companies	5,822,544	6,314,931
Impairment allowance	(4,774,689)	-
	1,047,855	6,314,931

Trade receivables is recognised net of an expected credit loss provision of EUR 19,472 (2024: 51,973)

Amounts due from group companies relate to intercompany loans issued from Physitrack to subsidiaries within the Group. Loans owed from Group undertakings are repayable at any point at the request of Physitrack. A EUR 598,953 subordinate loan exists between Physitrack and Physiotools. Interest accrues on this balance quarterly at the prevailing SONIA rate + a 1.5% margin reflecting the interest rate the Group pays on its external borrowings. Other than this intercompany receivable, no interest is charged on the intercompany receivable balances.

Refer to Note 16 for calculation of expected credit losses.

In determining the recoverability of a trade receivable, the Company considers any changes in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and un-related. Accordingly, the Directors believe that there is no further credit provision required in excess of the allowance for doubtful debts of EUR 19,472.

Refer to Note 35 for Financial Instrument risk management.

Other receivables are non-trade receivables and are non-interest bearing. The above amounts do not bear interest and the Directors consider that the carrying amount is equivalent to their fair value.

During the year, the Company recognised an impairment charge of €2,165,533 in respect of balances owed by PT Courses Inc and Wellnow, included within amounts due from group companies. No material impairment was recognised in respect of balances owed by Physiotools, Champion Health or Champion Health Plus.

31. Contract liabilities

	31 December 2025	31 December 2024
	€	€
Subscription income received in advance	(978,291)	(433,755)
	(978,291)	(433,755)

For large enterprise customers, the Company typically bills twelve months in advance for subscription services to its platform. As outlined in Note 1, subscription income is recognised over the period to which the service is provided. Therefore, the contract liability at 31 December 2024 and 31 December 2025, relates to subscription income received in advance for services to be provided for in the future. The contract liability balance at 31 December 2024 was recognised in the current financial period. It is expected that the contract liability balance at 31 December 2025 will be recognised within the 2026 financial year.

32. Trade, other payables and provisions

	31 December 2025	31 December 2024
	€	€
Trade payables	784,492	657,685
Other payables	249,590	122,032
Amounts due to group companies	110,639	216,313
Accrued expenditure	419,026	706,363
	1,563,747	1,702,393

Trade and other payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs and are non-interest bearing. For most suppliers no interest is charged on the trade payables for the first 30 days from the date of the invoice. Thereafter, interest is chargeable on the outstanding balances at various interest rates.

The Company has financial risk management policies in place to ensure that payables are paid within the credit timeframe. Due to the short-term nature of the trade payables the carrying amount approximates fair value.

Other payables are non-trade payables and are non-interest bearing. The above amounts do not bear interest and the Directors consider that the carrying amount is equivalent to their fair value.

	31 December 2025	31 December 2024
	€	€
Provision for legal disputes	217,000	108,000
	217,000	108,000

The provision relates to an ongoing legal dispute as outlined in Note 21 and Note 24.

33. Deferred consideration

	€
Balance as at 31 December 2023	3,540,484
Payment of deferred consideration	-
Fair value movement on deferred consideration	(3,136,584)
Foreign exchange	19,600
Balance as at 31 December 2024	423,500
Payment of deferred consideration	(263,205)
Fair value movement on deferred consideration	-
Foreign exchange	-
Balance as at 31 December 2025	160,295
Current	160,295
Non-Current	-
	160,295

34. Employees

	31 December 2025	31 December 2024
	Number	Number
Average number of employees	11	8

All staff perform management and administrative tasks and are full-time employees within the Company.

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2025	Year ended 31 December 2024
	€	€
Wages and salaries	645,548	371,459
Social security costs	73,327	40,522
Other pension costs	8,184	3,552
	727,059	415,533

Details on the Company's directors' remuneration is outlined in Note 9.

35. Financial Instruments

The Company as outlined in Note 22 has exposure to credit, liquidity and market risk. This note presents specific information about the Company's exposure to each of these risks. This note should be read in conjunction with note 22.

Credit risk

The ageing profile of the Company's trade receivables is as follows:

	31 December 2025	31 December 2024
	€	€
Within 30 days	243,846	271,630
Between 30 and 60 days	-	17,062
Between 60 and 90 days	-	12,519
Over 90 days	-	152,467
	243,846	453,678

Standard credit terms ranted to customer is between 7 to 30 days, however for sales of Custom Apps those customers have bespoke payment plans which are spread over a maximum of 24 months. The percentage of trade receivables past due date is nil per cent (2024: 37 per cent). The percentage of trade receivables outstanding more than 90 days is nil per cent (2024: 34 per cent).

There is no material expected credit losses against contract assets, cash or other receivables. Due to the Company's diversified client base, management believes the Company does not have a significant concentration of credit risk.

Liquidity risk

The following are the contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements. The amounts disclosed in the table are contractual undiscounted cash flows, including interest payments calculated using interest rates in force at each reporting date, so will not always reconcile with the amounts disclosed on the Company Statement of Financial Position.

	Carrying amount €	Contractual cash flows €	6 months or less €	6-12 months €	1-5 years €
31 December 2025					
Non-derivative financial liabilities					
Trade payables	1,780,747	1,780,747	1,780,747	-	-
Borrowings	3,941,323	4,209,345	-	-	4,209,345
Deferred consideration	160,295	160,295	160,295	-	-
Total non-derivative financial liabilities	5,882,365	6,150,387	1,941,042	-	4,209,345
	Carrying amount €	Contractual cash flows €	6 months or less €	6-12 months €	1-5 years €
31 December 2024					
Non-derivative financial liabilities					
Trade payables	1,811,105	1,811,105	1,811,105	-	-
Borrowings	4,808,183	4,895,599	-	-	4,895,599
Deferred consideration	423,500	423,500	-	272,250	151,250
Total non-derivative financial liabilities	7,042,788	7,130,204	1,811,105	272,250	5,046,849

Financial instruments and risk management

The Company's financial instruments comprise trade receivables, other receivables, amounts due from Group undertakings, cash and cash equivalents, trade and other payables, and amounts due to Group undertakings. Trade receivables are recognised net of an expected credit loss provision of EUR 19,472 (2024: EUR 51,973).

Credit risk

Credit risk arises principally from trade receivables and amounts due from Group undertakings.

The Company's customer base is large and unrelated, limiting concentration risk. Expected credit losses are assessed at each reporting date and the Directors consider the provision to be appropriate.

Amounts due from Group undertakings represent loans to wholly owned subsidiaries and are repayable on demand. A subordinated loan of EUR 598,953 is in place with Physiotools, bearing interest at SONIA plus 1.5%. The recoverability of intercompany balances is assessed through ongoing monitoring of subsidiary performance and cash flow forecasts. As the counterparties are wholly owned subsidiaries, the Directors consider credit risk to be limited and no material expected credit loss has been recognised.

Liquidity risk

Liquidity risk is managed through regular cash flow forecasting and monitoring of working capital requirements. Intercompany balances are repayable on demand, providing flexibility in intra-group funding. Trade and other payables are generally due within three months. The Directors consider the Company has sufficient resources to meet its obligations as they fall due.

Interest rate risk

The Company is exposed to interest rate risk on the subordinated loan to Physiotools, which bears interest at SONIA plus 1.5%. Other financial assets and liabilities are non-interest bearing.

The Directors consider that the carrying amounts of financial assets and liabilities approximate their fair values due to their short-term nature or repayable-on-demand terms.

Capital management

Details of the Company's and Group's capital management is outlined within Note 22 of the Group Consolidated Financial Statements.

36. Capital and reserves

Details of the Company's and Group's capital and reserves, including the Company's dividend policy is outlined within Note 23 of the Group Consolidated Financial Statements.

37. Commitments, Pension commitments, Guarantees and contingencies

The Company had no contractual commitments, pension commitments or guarantees at 31 December 2025 (2024: nil).

Details of the Company's contingent liabilities is outlined in Note 24.

38. Events after the reporting period

See Note 26 in the group consolidated accounts for events after the reporting period which impact the Group and Company.



04.

SHAREHOLDER INFORMATION

Ownership structure

Please see below a list of the top 20 shareholders as of the date of issuing the annual report and accounts:



Name	Num. of shares	Capital	Votes	Verified
Henrik Molin	4,032,701	24.80%	24.80%	2026-02-26
Consensus Asset Management	1,173,510	7.22%	7.22%	2026-02-28
Avanza Pension	946,176	5.82%	5.82%	2026-02-25
Molcap Invest AB	666,523	4.10%	4.10%	2025-12-31
Dankea Oü	661,302	4.07%	4.07%	2026-02-26
Exelity AB	640,714	3.94%	3.94%	2026-02-25
Kjetil Holta	600,000	3.69%	3.69%	2025-12-23
Nordnet Pension Insurance	469,791	2.89%	2.89%	2026-01-28
Håkan Kjellman	369,453	2.27%	2.27%	2026-02-25
Breht McConville	333,785	2.05%	2.05%	2026-02-26
Martin Larsson (Chalex AB)	313,000	1.92%	1.92%	2026-02-25
Paul Invest AS	300,000	1.84%	1.84%	2026-02-25
Oliver Molse	294,352	1.81%	1.81%	2026-02-25
Emma Ruspantini	269,000	1.65%	1.65%	2026-02-26
Rachel King	242,800	1.49%	1.49%	2025-12-23
Futur Pension	211,756	1.30%	1.30%	2026-02-25
Janos Pataky	202,528	1.25%	1.25%	2026-02-25
Dariush Hosseinian	193,837	1.19%	1.19%	2026-02-25
Ocampo International SA	173,009	1.06%	1.06%	2025-12-23
Michael Sloniewsky	100,000	0.61%	0.61%	2025-07-29
Total 20	12,194,237	74.99%	74.99%	
Others	4,066,530	25.01%	25.01%	
Total number of owners	1,439			2026-03-11
Total number of shares	16,260,767			2026-03-11

Powered by Modular Finance 

Annual general meeting

Shareholders are invited to the Annual General Meeting of the Company, which will be held on 26 May 2026.

Dividend

The Board of Directors and Chief Executive Officer propose that the Annual General Meeting resolves that no dividend is to be paid for the financial year 2025. This is in line with the Company's dividend policy.

Further information

For further information, please contact:

Henrik Molin, CEO: ir@physitrack.com, +44 208 133 9325

Matthew Poulter, CFO: ir@physitrack.com, +44 208 133 9325

Financial calendar

Annual Report (1 January - 31 December 2025) - 12 March 2026

Q1 Report (1 January - 31 March 2026) - 23 April 2026

Annual General Meeting - 26 May 2026

Q2 Report (1 January - 30 June 2026) - 21 July 2026

Q3 Report (1 January - 30 September 2026) - 20 October 2026

Q4 Report and Annual Report (1 January - 31 December 2026) - 26 February 2027

Certified advisor

FNCA Sweden AB

Nybrogatan 34

114 39 Stockholm

Sweden

www.fnca.se

