Company registration number: 16188576

POWER PROBE PLC

ANNUAL REPORT

FOR THE YEAR ENDED
31 DECEMBER 2025

CONTENTS

	Page
Company Information	1
Chairman's Statement	2
Chief Executive Officer's Report	4
Strategic Report	7
Corporate Governance Statement	19
Committee Reports	24
Board of Directors	25
Directors' Report	27
Independent Auditors' Report	32
Consolidated Statement of Comprehensive Income	40
Consolidated Statement of Financial Position	41
Consolidated Statement of Changes in Equity	42
Consolidated Statement of Cash Flows	44
Notes to the Consolidated Financial Statements	45
Company Statement of Financial Position	74
Company Statement of Changes in Equity	75
Notes to the Company Financial Statements	76

COMPANY INFORMATION

Directors	C H Alers C J Fielding F W (“Jackie”) Ip F P Medina J M (“Chema”) Garcia Riera M Sherwin
Company Secretary	MSP Corporate Services Limited
Registered Number	16188576
Registered Office	15 Whitehall London SW1A 2DD
Auditor	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
Nominated Adviser	Shore Capital and Corporate Limited Cassini House 57 St James’s Street London SW1A 1LD
Broker	Shore Capital Stockbrokers Limited Cassini House 57 St James’s Street London SW1A 1LD
Registrars	Share Registrars Limited 3 The Millenium Centre Crosby Way Farnham GU9 7XX
Legal Advisers	Stephenson Harwood LLP 1 Finsbury Circus London EC2M 7SH
Bankers	BBVA One Canada Square 44th Floor Canary Wharf London E14 5AA

CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025

"Our IPO marks a pivotal point in our corporate journey, which began in 1992"

Introduction

I am pleased to present Power Probe PLC's inaugural Annual Report and Accounts following our successful admission to trading on the London Stock Exchange's AIM Market in December 2025. Our IPO marks a pivotal point in our corporate journey, which began in 1992. Raising $15 million of primary capital will accelerate our growth opportunity through investment in new manufacturing facilities, enhancing our product development and speed to market with launching new products and technologies, and elevating the profile of the Power Probe brand.

Since 1992, Power Probe has grown to become an internationally renowned brand and a leading producer of automotive electrical diagnostic tools for professional service technicians. Our aim is to deliver sustainable, profitable growth and drive long term value for our employees, our partners and our shareholders through executing on our core mission of *Simplifying Automotive Diagnostics*. Our growth strategy is based on three primary objectives: continued product innovation; diversifying and strengthening of our supply chains under our 'Made in USA' brand; and entry into new markets and verticals.

We benefit from strong underlying market trends of non-cyclical car parc growth, the increasing average age of vehicles within the global car parc and increasing vehicle complexity. All of these provide a positive supporting tailwind as we move into 2026 and beyond.

Product innovation

Our growth in 2025 has been supported by continuous innovation, both in incremental advancements made to existing product lines and the development of new products, incorporating new technologies. We believe there is a significant opportunity to accelerate innovation in new products within our niche. A number of new product initiatives are currently underway, and we expect several of those to come to market during the course of 2026.

Investing in 'Made in USA'

The addition of US production to complement our existing supply chain will leverage the extensive experience of our management team to realise further operational efficiencies. The investment in new manufacturing assets in our Charlotte, N.C. facility will strengthen our innovation pipeline and expand production capacity closer to our key US market. We see a significant opportunity arising out of this initiative as we move towards launching our first 'Made in USA' product to the US market. We look forward to updating shareholders on our progress here during the course of 2026.

New markets and verticals

Whilst approximately 95% of our revenue was generated from the US market in 2025, we see significant opportunities in new territories. In 2025 we marked a major milestone with the opening of our distribution facility in Nuneaton to facilitate further expansion into the UK and selected European markets. The Directors have also identified opportunities for expansion into new geographies within well-established markets, including Canada, Mexico and Latin America.

During the year we established several accounts with major car manufacturers, incorporating our products into their dealership programmes. This is a new market for Power Probe and one we believe has the potential to be a significant source of growth in the near future. The Group is also exploring the potential for additional verticals for its specialised products, such as military automotive fleets, boating maintenance and repair, and the global car rental fleet.

CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025

Board and Governance

The Board was strengthened in advance of the Company's IPO with the appointment of experienced independent and executive directors to ensure that the Company operates to high standards of governance. The Board has been constituted in line with the principles of the Quoted Companies Alliance Corporate Governance Code, which we believe provides an appropriate balance between robust governance whilst maintaining the entrepreneurial culture that has underpinned Power Probe's success to date.

Cynthia Alers, an Independent Director with extensive experience in finance, governance and strategy, chairs both the Audit & Risk Committee and the Remuneration Committee. Jackie Ip as Non-Executive Director brings deep industry expertise in electrical measurement and diagnostic tools, currently serving as Chair and CEO of Precision Mastech Enterprises, having previously co-founded the MGL Group alongside our CEO, Chema Garcia.

Colin Fielding joined the Board as an Independent Director, contributing more than two decades of experience in strategic planning and business transformation across automotive and industrial testing businesses, including Bosch Automotive Service Solutions, SPX Flow and Snap-on Inc. Fabio Medina joined the Board as Chief Financial Officer and Executive Director. I am pleased to welcome my fellow Board members and look forward to working with them as we guide Power Probe through its next stage of growth.

Dividend policy

The Board has adopted a progressive dividend policy which reflects the long-term earnings and cashflow potential of the Group whilst maintaining an appropriate level of dividend cover.

Conclusion

Our successful admission to AIM marks the next chapter in Power Probe's growth, and I am very proud to help guide the company through the opportunities ahead. I would like to thank our shareholders for their support, especially those new shareholders who have joined us on this journey, as well as our employees and partners who have been and will continue to be an essential part of our success.

M Sherwin
Chairman

CHIEF EXECUTIVE OFFICER'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

"This has been a year of strong commercial delivery, continued momentum in product innovation and significant strategic progress across the Group – including our IPO on AIM."

Introduction

I am delighted to present Power Probe's results for the 2025 financial year, which marked a milestone year for the Group. Our strategy continues to deliver results: we are driving revenue growth, broadening our product portfolio, and strengthening our position across both established and emerging markets and territories.

As a publicly traded company, we can now utilise our listing to secure and retain top-tier engineering talent within industrial technology and research and development, whilst providing an additional route to incentivising our existing employees who have been an instrumental part of our growth journey. I am incredibly grateful for the continued hard work and dedication of all our employees across the Group, especially in this pivotal year of our IPO.

Our successful $15m primary capital raise alongside our IPO will allow us to accelerate our strategy by opening a new manufacturing facility in the US, in turn strengthening our innovation pipeline and adding production capability closer to our core US markets. This will provide additional capacity in conjunction with our existing supply chain, which will remain strategically important as we grow our international footprint outside of the core US market.

Power Probe continues to benefit from a large, resilient and growing core market in the United States – supported by strong underlying market trends. The US accounted for $37.5 million of revenue in 2025, representing 95.4% of the Group's total and growing 25.4% year on year. Revenue from the Rest of World segment grew by 33.6% to $1.8 million, with activity concentrated primarily in the UK and Europe. While still a modest proportion of total Group revenue, these additional territories represent an important opportunity for growth.

Robust financial performance

The Group delivered a robust financial performance, with revenue increasing by 25.7% to $39.4 million (2024: $31.3 million). This growth was underpinned by sustained demand across Power Probe's core product lines and accelerating adoption of new products launched in the last three years. Gross profit increased by 13.0% to $15.7 million (2024: $13.9 million), adjusted EBITDA increased 6.7% to $9.0 million (2024: $8.4 million), with an adjusted EBITDA margin of 22.9% (2024: 26.9%)

Innovation remains a central driver of Power Probe's long-term growth strategy. In 2025, revenue growth was strongly supported by innovation within our portfolio, with new products launched in the last three years contributing 34.8% of revenue (excluding private brands), more than double the 15.5% contribution in 2024.

We are seeing increasing adoption of our products in the UK and Europe and the funds from the IPO will support our expansion into these new geographies by providing additional working capital and supporting the continued build-out of our UK distribution centre, based in Nuneaton.

CHIEF EXECUTIVE OFFICER'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

$'000s	2025	2024	Change
Revenue	39,354	31,296	+25.7%
Gross profit	15,746	13,930	+13.0%
Gross margin	40.0%	44.5%	-4.5% pts
Adjusted EBITDA *	8,996	8,434	+6.7%
Adjusted EBITDA margin	22.9%	26.9%	-4.1% pts
Revenue by geography:			
US	37,529	29,929	+25.4%
Rest of World	1,825	1,366	+33.6%
New products **	34.8%	15.5%	+19.3% pts

**Adjusted EBITDA is a non-GAAP measure defined as EBITDA (operating profit before depreciation and amortisation) adjusted to exclude non-underlying, non-recurring items, specifically IPO related expenses, one-off litigation costs and IFRS 2 share-based payment charges*

***Revenue from products launched in the last three years (excluding private brands)*

We launched six new products during the year, each designed to meet increasingly sophisticated technician requirements in a rapidly evolving diagnostics landscape. These new products were the primary engine of Group growth, reinforcing the success of our continued investment in innovation. Key new products contributing towards our top line growth included PPDRAW, PPFUSE and DM300AUTO within the parasitic draw and multimeter categories, supporting overall resilience in our core product offerings of powered circuit probes and associated testing kits.

Within our private brands business we are focused on developing new, higher margin revenue channels focused on mobile tool distributor customers, replacing low margin legacy accounts (c.15% of revenue in 2025). This marks a strategic shift as we prioritise our efforts both on Power Probe branded products and, within our private brands business, on accounts offering potential for higher margins and greater strategic growth – particularly with the mobile distributors.

During the year we opened a new market focused on major car manufacturers' dealership programmes, with the adoption of Power Probe products in multiple programmes including Ford, Hyundai, Honda and Toyota. We expect sales within this market to contribute to revenue growth across the Group in 2026, becoming an increasingly meaningful revenue stream in time. We expect these relationships and programmes to develop in conjunction with our innovation pipeline, especially in areas of focus such as diagnostics related to the growing market for electric vehicles and other areas of market need arising from the growing complexification of new cars, for example parasitic drain technologies.

	2025	2024
- Product category:		
Powered circuit probes	29.6%	39.0%
Parasitic draw meters	19.6%	9.4%
Cable tracers	10.9%	13.6%
Testing kits	10.7%	15.4%
Multimeters	6.3%	2.2%
Other	7.7%	4.1%
Private brands	15.4%	16.3%

CHIEF EXECUTIVE OFFICER'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Outlook and future prospects

Trading in the first quarter of 2026 has been encouraging and in line with management expectations. We continue to make good progress on the execution of our strategy, launching four new products in the year-to-date and securing product in the programmes of new manufacturers and dealerships including GM and Stellantis. Our Nuneaton distribution centre, opened in 2025, is now fully operational and building strong customer and sales momentum.

The Group is reliant on seaborne and airborne transport for the import of its products from Asia into the US and Europe, with seaborne transport typically crossing the Pacific Ocean and passing through the Panama Canal. These routes have not suffered any significant dislocation as a result of the conflict in the Middle East during the first quarter of our financial year 2026 and as such we have not experienced any material impact on our operations up to the date of publication of this report.

The launch of our manufacturing facility in the USA will increase our operational flexibility as well as opportunities for longer-term growth in both top line and in margin. We anticipate that this will also strengthen the Group's innovation pipeline and expand production closer to the Group's key US market.

2025 marked a pivotal year for Power Probe and we enter 2026 with continued momentum. Supported by strong structural market growth drivers, our IPO has provided an expanded platform from which we are well positioned to continue to deliver long-term, sustainable growth.

Chema Garcia Riera
Chief Executive Officer

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their strategic report for Power Probe PLC for the year ended 31 December 2025.

Principal activities

The principal activity of the Group is the development, marketing and sale of diagnostic equipment for the automotive industry.

Business review

A review of the business is set out in the Chief Executive Officer's report on pages 4 to 6.

Financial review

Revenues grew to $39.4 million, an increase of 25.7% (2024: $31.3 million). Revenues from Power Probe branded products grew strongly by 27.2%, driven by new product launches in the year and continuing strong contributions from products launched in the last three years. Private brands contributed $6.1 million, an increase of 18.4% (2024: $5.1 million).

$'000s	**2025**	**2024**	**Change**
Revenue by business unit:			
Power Probe branded products	33,299	26,182	+27.2%
Private brands	6,055	5,114	+18.4%

Gross margin was 40.0%, down 4.5% pts (2024: 44.5%), impacted in the year by product mix and lower margin across the private brands business unit. As noted elsewhere, the Group is strategically moving away from this legacy business as we focus on developing new, higher margin revenue opportunities in private brands. New product introductions continue to be a source of higher margin revenue, and we expect to benefit from this as our pipeline of new Power Probe branded products are released to the market.

Selling and marketing costs were $3.9 million, up 27.2% (2024: $3.1 million), whilst general and administrative expenses were $6.7 million, an increase of 138.4% (2024: $2.8 million), largely as a result of IPO-related expenses incurred during the year and additional hiring in key management positions across the Group.

$'000s	**2025**	**2024**	**Change**
Revenue	**39,354**	**31,296**	**+25.7%**
Cost of sales	(23,608)	(17,365)	+35.9%
Gross profit	**15,746**	**13,931**	**+13.0%**
Gross profit margin	40.0%	44.5%	-4.5% pts
Selling and marketing expenses	(3,922)	(3,083)	+27.2%
General and administrative expenses	(6,696)	(2,809)	+138.4%
Research and development expenses	(467)	(94)	+398.8%
Operating profit	**4,662**	**7,945**	**-41.3%**
Finance income	4	9	-47.5%
Finance costs	(123)	(254)	-51.4%
Profit before tax	**4,543**	**7,700**	**-41.0%**
Tax	(1,487)	(1,948)	-23.7%
Profit after tax	**3,056**	**5,752**	**-46.9%**

Adjusted EBITDA was $9.0 million, an increase of 6.7% (2024: $8.4 million).

Financial review (continued)

Adjusting items in the year comprised $3.3 million of IPO-related expenditure (2024: nil), $0.6 million of one-off litigation costs predominantly incurred in the second half of 2025 (2024: $0.1m) and a small IFRS 2 charge in relation to share awards granted to employees at IPO (2024: nil).

$'000s	**2025**	**2024**	**Change**
Operating profit	**4,662**	**7,945**	**-41.3%**
Depreciation	377	355	+6.2%
Amortisation	5	-	-
EBITDA	**5,044**	**8,299**	**-39.2%**
IPO related expenses	3,272	-	-
One-off litigation	640	134	+377.2%
Share based payments	40	-	-
Adjusted EBITDA*	**8,996**	**8,434**	**6.7%**
Adjusted EBITDA margin	22.9%	26.9%	-4.1% pts

**Adjusted EBITDA is a non-GAAP measure defined as EBITDA (operating profit before depreciation and amortisation) adjusted to exclude non-underlying, non-recurring items, specifically IPO related expenses, one-off litigation costs and IFRS 2 share-based payment charges*

Adjusted EBITDA	**8,996**	**8,434**	**6.7%**
Depreciation	(377)	(355)	+6.2%
Amortisation	(5)	-	-
Adjusted EBIT	**8,614**	**8,079**	**+6.6%**
Finance income	4	9	-47.5%
Finance costs	(123)	(254)	-51.4%
Adjusted profit before tax	**8,496**	**7,834**	+8.4%
Tax *	(2,124)	(1,958)	+8.4%
Adjusted profit after tax *	**6,372**	**5,875**	**+8.4%**
Adjusted EPS **	8.65 cents	7.97 cents	+8.4%

**Adjusted profit after tax is calculated using a group effective tax rate of 25%*

***Adjusted EPS is calculated using adjusted profit after tax, as defined above, and the shares in issue from the date of IPO, being 73,702,404 ordinary shares. See note 13 to the consolidated financial statement for a reconciliation of basic and diluted earnings per share on a statutory basis*

Balance sheet and cash flow

Total assets were $32.3 million, an increase of 73.1% (2024: $18.7 million), largely due to cash rising by $13.1 million, including $13.0 million of net IPO proceeds. Long-term assets increased following changes to leased facilities with right-of-use assets increasing by $3.0 million, reflecting the renewal of the Charlotte facility lease and a new lease entered into for the UK facility in Nuneaton.

Financial review (continued)

Total cash increased by $13.1 million, ending the year at $15.3 million (2024: $2.1 million) and net operating cash flow was $5.1 million, an increase of 19.7% (2024: $4.2 million). Inventory decreased by $3.3 million, while payables decreased by $1.4 million due to a lower value of purchases and efficient management of inventory levels. Accounts receivable balances were broadly stable at $5.8 million (2024: $5.3 million) as sales increased. Finance costs were lower in the year, reflecting reduced utilisation of the revolving credit facility.

Total shareholders' equity increased by $10.9 million following the issuance of new shares whilst retained earnings decreased by $0.9 million, reflecting the $4.0 million dividend paid during the first quarter of the year, prior to IPO.

Funding and facilities

On 31 October 2025, the Group entered into a new revolving line of credit agreement with Bank of America, N.A., which replaced the Group's previous line of credit facility with The PNC Financial Services Group, Inc.

The new facility offers a drawdown of up to $8.0 million and was made available from 31 October 2025 until 30 November 2027. The interest rate applicable to the facility is the Term SOFR Daily Floating Rate plus 1.9 per cent. per annum, subject to a minimum base rate of 1.25 per cent.

The facility allows for early repayment without penalty and is secured by the Group's inventory and receivables. The agreement includes financial covenants requiring the Group to maintain an Asset Coverage Ratio of at least 1.0:1.0 and a Basic Fixed Charge Coverage Ratio of at least 1.15:1.0.

Principal risks and uncertainties

The Board has overall responsibility for ensuring risk is appropriately managed across the Group, for ensuring effective internal controls are in place, and for carrying out robust assessments of the principal risks to the business.

Operational risks and mitigating activities are identified, assessed and monitored by the executive directors. The risk assessment considers both the inherent risk (before mitigation) and residual risk (after mitigation) and is captured in the operational risk register. The output is reported to the audit and risk committee twice yearly for awareness, review and challenge.

The principal risks are set out below, along with the actions being taken to mitigate those risks.

What is the risk, and why it is important to us	Mitigants
Market risks	
1. Market sector The Group is exposed to the wider market conditions affecting the automotive sector. The Group believes that changes in vehicle technologies are likely to continue to provide opportunities to develop innovative products and solutions for the vehicle repair market, however it may not be able to compete effectively unless it continues to enhance existing products or introduce new products to the marketplace in a timely manner. Product improvements and new product introductions require significant financial and other resources, including planning, design, research and development, sourcing and testing at the technological, product and manufacturing process levels. If the Group is unable to effectively execute those product enhancements and introductions, its business, financial condition, results and prospects of operation could suffer.	• Invest in Dedicated Innovation Teams and R&D focused on emerging technologies. This ensures timely product enhancements and new introductions, countering the risk of obsolescence. • Use iterative prototyping and customer feedback loops to accelerate product cycles, reducing time-to-market and resource waste. • Partner with original equipment manufacturers and/or technology companies to co-develop compatible tools, gaining early insights into changes in vehicle technology. • Diversify suppliers of raw materials and components to handle disruptions from technology driven changes. • Design production processes that allow quick reconfiguration for new product lines, minimising downtime during transitions.
2. Dependence on key customers The Group is dependent on a limited number of key customer relationships, including Snap On, Matco, Harbor Freight, Stanley Black & Decker and ISN. The loss of, material reduction in orders from, or more onerous trading terms imposed by any major customer account could materially and adversely affect the Group's revenue, margins and working capital. Any significant channel consolidation in the future may also increase customer bargaining power which could raise the likelihood of adverse changes to the customer account terms occurring.	• Target additional distributors, retailers, or direct channels beyond the current majors, such as independent automotive repair chains and e-commerce platforms. • Negotiate multi-year framework agreements with key customers that include volume commitments, exclusivity clauses (where beneficial), joint innovation projects, or co-branded products to lock in terms and foster mutual dependency • Expand brand recognition with potential end-users (professional technicians) through trade shows, digital campaigns, and endorsements, creating pull-through demand.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Operational risks	
3. Dependence upon external suppliers and foreign operations The Group relies on a limited number of suppliers for certain key components. Approximately 92 per cent of the Group's core product portfolio is produced by its principal manufacturing partner in Taiwan. As a result, the Group's relationships with these suppliers are subject to political, legal, economic and other uncertainties, in addition to more general, commercial risks associated with reliance on limited sources of supply. Whilst the Group has minimum-term purchasing arrangements with its suppliers, the material failure of any supplier to comply with its obligations under these arrangements could require the Group to obtain an alternative source of supply of critical components. This could involve significant delays and other costs; alternative components may not be available to the Group on reasonable terms, if at all; and any of these consequences may have a material adverse effect on the Group's business. The failure of a component supplier to provide goods of an acceptable quality, or an interruption to supplies from such a supplier resulting from a fire, natural calamity, strike or other significant event, could materially and adversely affect the Group's business, financial condition, results of operation and prospects.	• Conduct a global supplier audit to qualify multiple vendors for key components, targeting regions outside Taiwan (e.g., North America, Southeast Asia, or Eastern Europe) to spread geopolitical risks. Aim for at least 2-3 suppliers per critical component, with phased integration to avoid immediate disruptions. • Move to a supply scenario in which no single supplier exceeds a set threshold of total procurement volume, enforced through procurement guidelines and regular reviews. • Implement digital supply chain platforms to track supplier performance, inventory levels, and external risks, such as geopolitical tensions or natural disasters, via integrated data feeds. • Maintain safety stock levels for critical components in diversified warehouses to buffer against short-term interruptions, balanced with just-in-time principles to control costs.
4. Supply chain issues, capacity constraints and related operational risks The Group's reputation and relationships with its customers depend heavily on its ability to deliver high quality products within agreed timeframes and on acceptable payment terms, including discounts and rebates. The Group uses a variety of distribution methods to sell its products and services. Successfully managing the interaction of distribution efforts to reach various potential customer segments for the Group's products and services is a complex process. Moreover, since each distribution method has distinct risks and costs, the Group's failure to implement the most advantageous balance in the delivery model for its products and services could adversely affect its revenue and margins. Inadequate supply chain management could result in missed deadlines or inconsistent product quality that fails to meet customer expectations.	• Expand production capacity in Charlotte, NC to give the site in the United States the capabilities of producing products contributing up to 70% of the company's revenue and targeting 60 days inventory on hand. • Use AI and machine learning for demand forecasting, incorporating scenario modelling to simulate disruptions and optimise stock levels, avoiding shortages or excess inventory. • Develop standardised management practices, including cross-training of staff and investing in scalable production systems, to ensure consistent quality and timely delivery.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Operational risks (continued)	
4. Supply chain issues, capacity constraints and related operational risks (continued) Such operational failures could lead to customer dissatisfaction, contract terminations, negative references that impact future business development, and damage to the Group's reputation. The Group's ability to fulfil customer purchase orders is also dependent on the availability of raw materials and components from its suppliers, as well as the Group's own capacity to process and deliver products. There can be no assurance that the Group will be able to secure adequate supplies or maintain sufficient capacity to meet demand, and any such failure could have a material adverse effect on the Group's business, results of operations, and prospects. Disruptions in the supply chain, whether due to shortages of materials, delays in shipments, or capacity constraints at the source of supply, could result in the Group being unable to meet customer demand in a timely manner or at all. In addition, the Group typically places manufacturing orders with lead times of approximately 180 days. If the Group fails to accurately forecast stock requirements, it may experience stock shortages, delayed fulfilment or excess inventory requiring discounting or write-downs. The Group may find itself unable to deliver on promises made to customers, potentially resulting in customer complaints and dissatisfaction, alleged or actual contract breaches, legal disputes, and reputational damage. The cumulative effect of these operational issues could result in a deteriorating cycle where poor performance leads to customer losses, reduced revenue, and further operational constraints that make it increasingly difficult to deliver quality products on time. The Group may face increased costs associated with remedial measures, staff recruitment and training, system improvements, and efforts to restore client relationships. Operational failures could also impact the Group's ability to attract and retain high-quality personnel, as talented individuals may seek opportunities with more stable and better-managed organisations.	

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Operational risks (continued)	
5. Price inflation and shortage of raw materials The Group has little flexibility in the type of raw materials or component parts that it uses, some of which are specialised. If the prices of such materials rise, the Group can either pass on these increased costs to customers, thereby making the products less competitive from a commercial perspective, or absorb the increased costs, thereby decreasing the Group's profit margins. Certain components are sourced from a finite set of suppliers. Specialised materials and components may be subject to short supply. In addition, outbreaks of infectious diseases, weather events, armed conflicts, government actions (including those affecting trade) or other circumstances beyond the Group's control could also impact the availability of raw materials and components. Volatility in international freight markets (including container availability, port congestion and surcharges) can increase costs, extend delivery times, and open the Group to potential claims against it for the delayed or failed provision of products to customer and associated third party losses and expenses. Physical risks of climate change may also adversely affect the availability and costs of materials which can exhibit price and demand cyclicality, including as a result of tariffs, other trade protection measures, inflationary factors, and supply chain inefficiencies. Associated unexpected variability could result in an increase in product costs and require the Group to increase prices its own or reduce costs to maintain margins. The Group uses various energy sources to transport, produce and distribute products, and some of its products have components that are petroleum based. Petroleum and energy prices have periodically increased significantly over short periods of time; future volatility and changes may be caused by market fluctuations, supply and demand, currency fluctuations, production and transportation disruptions, climate change regulations, world events (including armed conflicts) and governmental actions. Energy price increases raise both the Group's operating costs and the costs of its materials, and the Group may not be able to increase its own prices sufficiently to offset these costs. Higher prices also may reduce the level of future customer orders and the Group's profitability.	• Identify and qualify alternative suppliers for specialised components and raw materials across multiple regions. • Invest in R&D for substitutes, such as recycled or sustainable alternatives. • Use financial tools to lock in prices for volatile commodities. • Use extended frameworks with added transportation and material dimensions to map vulnerabilities, including climate physical risks. • Maintain safety stocks for critical, specialised materials in diversified locations, balanced with just-in-time principles to avoid excess costs, and use inventory optimisation software. • Invest in modular production lines that can adapt to material substitutions or shortages, incorporating energy-efficient technologies.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Operational risks (continued)	
6. Planned expansion of manufacturing capacity The planned expansion of manufacturing capacity in Charlotte, North Carolina will require securing permitting and regulatory approvals, capital expenditure, adequate staffing and training, supply chain readiness and quality systems. Delays, cost overruns, production ramp issues or quality escapes could adversely affect the Group's delivery performance, costs and gross margins, and may reduce or delay any anticipated "Made in USA" benefits. As the Group introduces dual-source manufacturing, there are additional risks of process divergence, specification control issues, change management challenges and quality inconsistency, which could increase costs and adversely affect the Group's business, financial condition, results of operation and prospects.	• Initiate pre-application consultations with the City and County code enforcement for commercial plan approvals and building permits. • Break the expansion into milestones with built-in buffer for cost overruns. • Collaborate with North Carolina college systems, local universities, and workforce development boards for customised training in manufacturing skills, targeting the state's growing industrial job market. • Include representatives from operations, finance, legal, and supply chain to monitor KPIs like delivery performance and margin impacts, with quarterly reviews. • Create detailed response protocols for scenarios such as production delays or quality escapes, including insurance for business interruptions and diversified financing options.
7. Dependence on key executives and personnel The Group's future performance and success is substantially dependent on its ability to retain the services of the Directors, senior management and certain key employees and to attract, recruit and motivate suitably skilled, qualified and industry experienced personnel. The loss of the services of any of these key employees could have a material adverse effect on the Group's business, financial condition, results of operation and prospects. Competition for such people is high, and the Group may encounter difficulties in attracting or retaining such individuals. Post-cessation or termination of employment restrictions may be difficult to enforce in certain jurisdictions, which may increase the risk of key personnel joining competitors.	• Conduct annual talent reviews to map critical roles, assess high-potential employees, and create individualised development plans, including mentorship and leadership training. • Create digital databases for documenting processes, templates, and institutional knowledge, with assigned owners for updates and access controls. • Use self-evaluation frameworks to identify key employees, assess turnover risks, and track mitigation progress with KPIs. • Offer equity incentives, performance bonuses, long-term retention awards, and flexible benefits tailored to industry benchmarks, with regular market adjustments.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Legal and regulatory risks	
8. Intellectual Property The Group's success depends in part on its ability to protect its intellectual property rights and any omission or failure to obtain or maintain adequate protection of these rights for any reason could have a material adverse effect on the Group's business. The Group has a portfolio of patents covering some aspects of its product designs and seeks to protect its intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements and third-party non-disclosure and assignment agreements. The Group's brand and intellectual property rights may be threatened by counterfeit or imitation products and domain name misuse. Policing infringement and maintaining intellectual property portfolios is costly and outcomes are uncertain, particularly when managed across multiple jurisdictions. To the extent that the Group's products are protected by intellectual property rights, litigation may be necessary to protect such rights. Litigation carries no guarantee of success and, whether or not the Group is successful in bringing its claim, such litigation may result in substantial costs to the Group. To avoid such expense or diversion of resources, the Group could agree to enter into a license agreement or other settlement arrangement, notwithstanding the Group's continuing belief in its position. In addition, there can be no assurance that the Group's existing products do not, and that its future products will not, infringe or be alleged to infringe any patents or rights of others. If a patent infringement claim is asserted against the Group, whether or not the Group is successful in defending such claim, the defence of any such claim may be very costly and cause diversion of resources by the Group with no guarantee of success. Any failure of the Group to protect its proprietary information, and/or the expense of doing so, could have a material adverse effect on the Group's business, financial condition, results of operation and prospects.	• Establish an annual IP audit process to identify, catalogue, and register new inventions, designs, and brands across key jurisdictions, prioritising high-value markets. Use automated tools for tracking expirations and renewals. • Deploy monitoring tools to scan online marketplaces, domain registries, and social media for counterfeits, imitations, or domain squatting, with automated alerts for rapid response. • Include mandatory arbitration or mediation provisions in licensing, supplier, and partnership contracts to resolve disputes efficiently and confidentially, avoiding costly court battles. • Roll out mandatory IP awareness programs for staff, emphasising confidentiality and invention disclosure, with rewards for patentable innovations. • Maintain relationships with IP law firms experienced in multi-jurisdictional enforcement, including expertise in emerging markets where counterfeiting is rampant.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Legal and regulatory risks (continued)	
9. Litigation While the Group has taken, and intends to continue to take, such precautions as it regards appropriate to avoid or minimise the likelihood of any legal proceedings or claims, or any resulting financial loss to the Group, the Directors cannot preclude the possibility of litigation being brought against the Group. Additionally, the Group actively pursues or defends intellectual property ("IP") claims to protect its technology, brand and the Group's value. Intellectual property litigation is costly and uncertain and may give rise to counterclaims or invalidity challenges. There can be no assurance that claimants in any litigation proceedings will not be able to devote substantially greater financial resources to any litigation proceedings or that the Group will prevail in any such litigation. Any litigation, whether determined in the Group's favour or settled by the Group, may be costly and may divert the efforts and attention of the Group's management and other personnel from normal business operations.	• Create company-wide guidelines for IP creation, protection, and usage, including employee education on ownership and confidentiality to clarify internal risks like trade secret misappropriation. • Develop escalation processes for early intervention in potential claims, involving cross-functional teams to assess and settle matters pre-litigation. • Obtain policies covering IP infringement defence, including enforcement enactment and duty-to-defend clauses, alongside directors' and officers' (D&O) liability for management protection.
Financial risks	
10. Foreign currency exchange risk The Group reports its results in US dollars and currently has limited exposure to transactions in other currencies. However, its presentation of consolidated financial statements and results of operations may be affected by both the transaction and translation effects of foreign currency exchange rate fluctuations. As the Group's business expands into new markets which do not use the US dollar, its exposure to foreign currency exchange rate fluctuations will increase. The Group is also exposed to currency fluctuation when it converts currencies through its operations into currencies required to pay for its fixed costs and services, which could result in a gain or loss depending on fluctuations in exchange rates.	• Establish a Board-approved FX policy defining risk appetite, exposure thresholds, hedging guidelines (specifying the controls over the use of derivatives), and responsibilities. Include regular reporting to the board on exposures and effectiveness. • In expansion markets, adopt local currency pricing with built-in buffers or pass-through mechanisms to share fluctuation risks.

Principal risks and uncertainties (continued)

What is the risk, and why it is important to us	Mitigants
Cyber risks	
11. Data Protection and cyber-attacks The Group's business model requires the collection, processing, and storage of substantial volumes of sensitive data, including personally identifiable information about employees and the Group's proprietary and regulated business information, as well as that of customers, suppliers and business partners. The Group faces significant risks of data breaches that could result in unauthorised access to or disclosure of this sensitive information through cyber-attacks, system failures, human error, or malicious insider activity, which may cause operational disruption and reputational harm.	• Use end-to-end encryption for data at rest, in transit, and during processing, especially for personally identifiable information (PII) and proprietary data. • Use extended detection and response (XDR) platforms for real-time threat detection, automated responses, and unified incident repositories. • Provide regular education on phishing, data handling, and insider threats, including simulations for AI-enabled social engineering. • Integrate cybersecurity into performance metrics and encourage reporting of suspicious activities without reprisal.

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

S172 statement

The Directors are required under Section 172 of the Companies Act 2006 to act in the way 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, the Board has regard to the likely long-term consequences of its decisions and the interests of the Company's key stakeholders, including employees, customers, suppliers and shareholders. The Board also considers the importance of maintaining high standards of business conduct and the Company's reputation, as well as the impact of its operations on the community and environment.

The Company has identified its key stakeholders, including shareholders, employees, customers, suppliers and communities, and engages with them to positively influence the development of the companies and communities it interacts with, together with the environments in which the Company operates. A register of major shareholders is maintained and regularly updated to facilitate interaction.

The Board has also established a number of formal policies which directly set out external communications, dealings and behaviours.

The Directors maintain an open and ongoing dialogue with the Company's stakeholders, providing opportunities to raise issues and provide feedback, therefore helping to promote the long-term success of the Company.

The current Board was established in December 2025, when the Company was admitted to trading on the AIM market of the London Stock Exchange, and the Board focused on establishing appropriate governance arrangements and engaging with employees, customers, suppliers and shareholders following admission. This engagement took the form of both physical meetings held by the Executive Directors in the USA, as well as virtual meetings, using the Admission documentation to communicate and explain the rationale for the listing and, in particular, the planned uses of the funds raised on admission.

The Directors believe that, in considering these matters in their discussions and decisions, they have acted in a manner most likely to promote the long-term success of the Company.

This report was approved by the Board on 28 April 2026 and signed on its behalf by:

Chema Garcia Riera
Chief Executive Officer

CORPORATE GOVERNANCE STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors support a high standard of corporate governance and comply with the Quoted Companies Alliance (“QCA”) Governance Code. The Directors believe that the QCA Code provides the Group with the framework to help ensure that a strong level of governance is maintained, as part of building a successful and sustainable business for all of its stakeholders whilst maintaining flexibility for a growing, entrepreneurial company.

Principle 1: Establish a purpose, strategy and business model which promotes long-term value for shareholders

The Directors believe that the Group’s model and growth strategy will promote long-term value for Shareholders. An update on strategy is given from time to time in the strategic report that is included in the annual report and accounts of the Group.

The Directors have taken appropriate steps to identify risks and undertake an appropriate mitigation strategy to manage these risks.

Principle 2: Promote a corporate culture that is based on ethical values and behaviours

The Directors recognise that their decisions regarding strategy and risk will impact the corporate culture of the Group, influencing its overall performance. The culture is set by the Directors and has been considered and discussed at meetings involving the Directors. The Board is aware that its tone and culture it sets impacts all aspects of the Group and how its employees behave.

The Directors promote a culture of integrity, honesty, trust and respect and all employees of the Group are expected to operate in an ethical manner in all of their internal and external dealings. The Group’s policies reinforce this culture, covering matters such as whistleblowing, social media usage, anti-bribery and corruption, and general conduct of employees.

The Directors foster ethical values and behaviours to ensure that such values and behaviours guide the objectives and strategy of the Group. The Group has implemented a share dealing code for directors’ and employees’ dealings in its securities, aligning with Rule 21 of the AIM Rules and complying with the UK Market Abuse Regulation (“UK MAR”).

The Group fully endorses the aims of the Modern Slavery Act 2015 and adopts a zero-tolerance approach to slavery and human trafficking within the Group and its supply chain.

Principle 3: Seek to understand and meet shareholder needs and expectations

The Company maintains active dialogue with both institutional and private shareholders, as well as the general market through corporate announcements by way of an Regulatory Information Service (“RIS”) on matters of a material substance and/or a regulatory nature under the AIM Rules, DTR and articles 17 to 19 of the UK MAR. Updates are provided to the market through an RIS from time to time, including any financial information and/or expected material deviations to market expectations, which have been acknowledged by the Group. The Group’s interim and annual reports, in particular the Chair’s and CEO’s statements, provide an update to shareholders on developments in the Group’s strategy. In addition, management has presented the company on online platforms providing shareholders and potential investors with further access to management.

The Company’s Annual General Meeting will be an opportunity for shareholders to meet with the independent Non-Executive Chair and other members of the Board. The meeting will be open to all shareholders, giving them the option to ask questions and raise issues during the formal business session or, more informally, following the meeting. The results of the annual general meeting will be announced through an RIS statement. Any update on current trading discussed during the annual general meeting will be released to the market via an RIS statement.

Principle 3: Seek to understand and meet shareholder needs and expectations (continued)

The Board is keen to ensure that the voting decisions of shareholders are reviewed and monitored, and the Company intends to engage with shareholders who do not vote in favour of resolutions at annual general meetings to understand their motivation.

The Company maintains a Relationship Agreement with certain of its major shareholders to ensure ongoing compliance with AIM Rule 21 and to safeguard the Company's operational independence. The full terms of this agreement are set out in the Company's AIM Admission Document, which is publicly available on the Company's AIM Rule 26 website.

Principle 4: Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success

The Group takes its corporate social responsibilities, including its wider environmental, social and governance responsibilities, very seriously and is focused on maintaining effective working relationships across a wide range of stakeholders in order to achieve long term success.

The Group has identified its key stakeholders, including shareholders, employees, customers, suppliers and communities, and engages with them to positively influence the development of the companies and communities it interacts with, together with the environments in which the Group operates. A register of major shareholders is maintained and regularly updated to facilitate interaction.

The Board has also established a number of formal policies which directly set out external communications, dealings and behaviours.

The Directors maintain an open and ongoing dialogue with the Company's stakeholders, providing opportunities to raise issues and provide feedback, therefore helping to promote the long-term success of the Group.

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

The Directors have taken appropriate steps to identify risks and undertake a mitigation strategy to manage these risks.

The risks involved and the specific uncertainties for the Group are regularly monitored and the Board, led by the Audit and Risk Committee, formally review such risks at regular intervals and adapt them as the Group's operations grow and evolve. All proposals reviewed by the Board will include a consideration of the issues and risks of the proposal. Where necessary, the Board draws on the expertise of appropriate external consultants or advisers to assist in dealing with or mitigating risk.

The finance team reviews the effectiveness of its risk assessment and internal controls monthly, and the Board reviews the effectiveness of the Company's risk assessment and internal controls at least annually.

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

The Group has established the following Board structure:

- the independent Non-Executive Chair;
- two independent Non-Executive Directors;
- one non-independent Non-Executive Director and
- two Executive Directors.

The Non-Executive Chair, Michael Sherwin, and Non-Executive Directors, Colin Fielding and Cynthia Alers, are considered to be independent and were selected with the objective of bringing experience and independent judgement to the Board. Jackie Ip, who serves as a Non-Executive Director, is not considered independent.

The Board is not dominated by any one individual, and all Directors have the ability to challenge proposals put forward to the meeting. The Directors have also received a briefing from Shore Capital in respect of continued compliance with, among other things, the AIM Rules for Companies.

The Group is satisfied that the current Board is sufficiently resourced to discharge its governance obligations on behalf of all stakeholders and will consider the requirement for additional executive and non-executive directors as the Company fulfils its growth objectives.

All Directors shall seek annual re-election at the Company's annual general meeting.

Principle 7: Maintain appropriate governance structures and ensure that, individually and collectively, the Directors have the necessary up-to-date experience, skills, and capabilities

The Directors believe that the Board has the appropriate balance of diverse skills and experience to deliver on its core objectives. Experiences are varied and contribute to maintaining a balanced Board that has the appropriate level and range of skill to support the Group's growth strategy. The composition of the Board will be kept under regular review, taking into account the relevant skills, experience, independence, knowledge and gender balance of the Board.

The Board meets at regular intervals throughout the year and will hold at least six board meetings per annum. Processes are in place to ensure that each Director is, at all times, provided with such information as is necessary to enable each Director to discharge their respective duties.

The Group retains the services of independent advisors including financial, legal, and public relations advisers that are available to the Directors and who provide support and guidance to the Directors and complement the Group's internal expertise.

As the Group evolves over time, the Board will be assessed to ensure the skills and experience of its membership remains appropriate.

The Board is also supported by the Audit and Risk Committee and the Remuneration Committee, further details of which are set out below.

Audit and Risk Committee

The Audit and Risk Committee determines and examines any matters relating to the financial affairs of the Company. The Audit and Risk Committee has primary responsibility for monitoring the integrity of the Company's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Company's internal control and risk management systems and overseeing the relationship with external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing audit findings).

Remuneration Committee

The Remuneration Committee reviews the performance of Executive Directors and determines their terms and conditions of service, including their remuneration and the grant of options, having due regard to the interests of shareholders. The Remuneration Committee also considers the Group's bonus and incentive arrangements for certain senior employees.

Principle 8: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Directors seriously consider the effectiveness of the Board, Committees of the Board, and individual performance of each Director. Regular reviews of Board performance, skills matrix and relevant experience are undertaken to ensure the Board composition remains relevant to the Group's strategic objectives.

The Company will establish a formal process for the annual assessment of the individual contributions of each member of the Board to ensure that their contribution remains relevant and effective. This will be conducted by the Non-Executive Chair who will discuss the results with the Board on a collective and individual basis as appropriate. In addition, the Non-Executive Chair will consider whether the annual evaluation should be facilitated externally.

This review of Board performance will support the Company's efforts under Principle 7 and the succession planning requirements of the Board.

Principle 9: Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture

The Board is responsible for establishing an effective remuneration policy which is aligned with the Group's purpose, strategy and culture, as well as with its stage of development. The Board acknowledges that a remuneration policy should motivate management and promote the long-term growth of shareholder value. Remuneration practices across the Group, in particular for senior management, should support and reinforce the desired corporate culture and promote the right behaviours and decisions.

The Board has established a Remuneration Committee which is responsible for all elements of remuneration for the Executive Directors and certain other senior executives of the Group (the "Executives") and is responsible for determining and agreeing with the Board the framework or broad policy for the remuneration of the Executives, aligned to the Company's purpose and values, and for advising on and determining all performance-related targets relevant to the remuneration of the Executives.

The Remuneration Committee also drafts the remuneration policy in consultation with shareholders which will form part of the annual report to be approved by shareholders at the annual general meeting of the Company. As the Remuneration Committee was established in December 2025, it has focussed initially upon the establishment of appropriate pay structures for the Executives as set out in the Company's annual report for 2025. The formulation of an explicit Remuneration Policy will form part of the Committee's programme for 2026.

CORPORATE GOVERNANCE STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025

Principle 10: Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining effective communication and constructive dialogue with shareholders. The Group maintains ongoing relationships with both its private and institutional shareholders (through meetings and presentations) as well with analysts, with the opportunity to discuss issues and provide feedback at meetings with the Directors.

The Group's corporate governance statement (which sets out how it complies with the principles of the QCA Code) and the information that will be contained in the Group's annual report and accounts, provide details to all stakeholders on how the Group is governed. The Board views that the annual report and accounts as well as its half year report as key communication channels through which progress in meetings the Group's objectives and updating its strategic targets can be given to shareholders.

Additionally, the Board will use the Group's annual general meetings as a primary mechanism to engage directly with shareholders and other relevant stakeholders to give information and receive feedback about the Group and its progress. The Group's website is updated on a regular basis with information regarding the Group's activities and performance, including financial information.

There is also a designated website for investor relations, https://investors.powerprobe.com, and all contact details are included on the Group's website.

COMMITTEE REPORTS
FOR THE YEAR ENDED 31 DECEMBER 2025

Audit and Risk Committee Report

The Audit and Risk Committee operates under Terms of Reference approved by the Board and available on the Power Probe website. The Committee is comprised of the all the independent non-executive directors:

- Cynthia Alers (Chair of the Committee)
- Michael Sherwin (Chair of the Board)
- Colin Fielding

The Company considers that both Cynthia Alers and Michael Sherwin have significant recent and relevant financial experience.

The Chief Executive, Chief Financial Officer and Group Corporate Development Director attend meetings by invitation to facilitate effective communication between the Board, the executive and the auditors. The Committee plans to meet a minimum of three times annually, with further meetings as required.

The Committee has reviewed the reports produced by the reporting accountants as part of the IPO Admission process on both the historical financial information of the Group and on its Financial Position and Prospects Procedures. Financial forecasts and budgets are prepared annually and reviewed on a monthly basis. As a consequence, the Committee was satisfied that the Group has adequate internal controls over financial reporting. The Committee has also satisfied itself as to the independence of the Group's auditor.

The Committee has also reviewed the Group's risk register, assurance framework and internal controls. Although the risk assurance framework continues to mature, the Committee is satisfied that proper risk and assurance controls are in place and provide a robust context for future growth and investment.

Remuneration Committee Report

The Remuneration Committee is responsible for setting a formal and transparent procedure for the development of the policy on Director remuneration in accordance with the QCA Code and operates under Terms of Reference approved by the Board and available on the Power Probe website. It sets remuneration of the Executive Directors, the Chair and senior executive with reference to a defined peer group and companies of similar size.

The Committee is comprised of the all the independent non-executive directors:

- Cynthia Alers (Chair of the Committee)
- Michael Sherwin (Chair of the Board)
- Colin Fielding

The Committee is focused on maintaining a close link between pay to performance, culture, ethics and long-term sustainability to ensure that the Group's strategic objectives are aligned to remuneration. As part of that process, the Committee has set clear objectives for the Executive team, with tiered achievement thresholds. It also reviewed the reports produced by third party remuneration consultants as part of the Listing Admission process benchmarking the remuneration packages of the executive directors. The Committee concluded that the packages established for the executive directors, including both short- and medium-term components, represent appropriate and competitive remuneration for the roles and responsibilities required by the Group.

The Committee continues to engage with major shareholders on remuneration policy.

BOARD OF DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2025

Chema Garcia Riera

Chief Executive Officer

Following service in the Spanish Army, Chema began his professional career in Sales and Marketing in Spain. Chema worked for a German industrial and automotive manufacturer before founding industrial testing and measuring tool manufacturer KPS in 2012, later cofounding the MGL Group in 2018. Chema was appointed Managing Director of joint-venture vehicle Power Probe Tek LLC in 2018, and Group CEO of the MGL Group in 2019. Chema has served as CEO of Power Probe following its acquisition by the MGL Group in 2020 and spinoff in 2024. Chema holds a BA in Business Administration & Management from Universidad de Oviedo, Spain and an MA in Strategic Marketing and Business Strategy from ESADE, Barcelona.

Michael Sherwin

Non-Executive Chairman

Michael has over 40 years' experience in finance and leadership roles, having originally trained and qualified as a chartered accountant with Price Waterhouse. Michael served as CFO of Games Workshop plc for ten years during a period of strategic development and expansion, followed by nine years as CFO at Vertu Motors plc during a phase of significant acquisition-led growth. Michael also worked as a non-executive director on several listed boards, including at Plusnet plc where he was appointed on IPO and chaired the audit committee, and at Sumo Group plc where he also was appointed from IPO through to its successful sale in early 2022 and chaired its audit committee. Michael is currently a non-executive director and chair of the audit committee of MP Evans Group plc and is a non-executive director of Williams Motor Group.

Fabio Possas Medina

Chief Financial Officer

Fabio is a Certified Management Accountant with a Bachelor's Degree in Accounting and Finance from Lee University, US. Fabio has a strong track record working within the finance functions of US listed companies, including New York Stock Exchange-listed Sealed Air Corporation. Fabio has held a variety of operational finance roles including costing and plant controllership for plastic extrusion sites and corporate financial planning and analysis, with extensive experience in budgeting and cash management whilst driving growth.

Colin Fielding

Independent Non-Executive Director

Colin is an experienced management consultant with over 20 years' experience in strategic planning and business transformation. Colin was previously Chief Commercial Officer at Helm, a US-based brand marketing company, and has held numerous senior roles at automotive and industrial testing and measuring businesses including Bosch Automotive Service Solutions, SPX Flow, and Snap-on Inc.

BOARD OF DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2025

Cynthia Alers

Independent Non-Executive Director

Cynthia is an experienced Non-Executive Director and Audit & Risk Committee chair for listed companies, Not-for-Profit and public sector organisations on strategic transformation, risk assurance frameworks, ESG sustainability reporting, corporate governance and stakeholder engagement. Ms Alers was previously Chair of the Audit and Risk Committee as well as a member of the Nomination and Remuneration Committees at the Port of Dover and subsequently Audit and Risk Committee Chair and a member of the Governance Committee at Orwell Housing Association. Ms Alers currently sits on the Board of the UK Endorsement Board, the UK National Standard Setter for financial reporting standards, as well as the Board of Natural England and is Chair Elect of the Board of Trustees of Uppingham School.

Jackie Ip

Non-Executive Director

Jackie has extensive experience in manufacturing of electrical measurement and diagnostic tools, serving as Chair and CEO of Precision Mastech Enterprises since 2010. In 2018 Jackie co-founded the MGL Group with Chema Garcia. Following the demerger of the MGL Group in 2024, he became Chair and CEO of Mastech APPA. Jackie holds an EMBA in Information and Finance Management from the National Taipei University of Technology.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their report and the consolidated financial statements for the year ended 31 December 2025.

Principal activities

Power Probe PLC ("the Company") together with its subsidiaries form the Power Probe Group ('the Group'). The Group's principal activity is the marketing and sale of diagnostic equipment for the automotive industry.

Results and dividends

No dividend was paid by the company during the period, although a dividend of $4,000,000 was paid by the subsidiary prior to the group reconstruction on 26 February 2025.

Political donations and expenditure

There were no political donations made or expenditures incurred in the year (2024: $nil).

Directors

The Directors who served throughout the year and up to the date of signing of the annual report were as follows:

Chema Garcia Riera (appointed 16 January 2025)
R. Alvarez Mieres (appointed 22 October 2025, resigned 13 November 2025)
F. P. Medina (appointed 13 November 2025)
M. Sherwin (appointed 4 December 2025)
Jackie Ip (appointed 4 December 2025)
C. J. Fielding (appointed 4 December 2025)
C. H. Alers (appointed 4 December 2025)

Directors' remuneration

The table below sets out the Directors' remuneration and fees during the year:

	Basic fees	Annual bonus	Share based payments	Total
	$	$	$	$
Chema Garcia Riera	255,419	38,011	11,509	304,939
R. Alvarez Mieres	43,798	-	-	43,798
F. P. Medina	21,625	-	5,261	26,887
M. Sherwin	5,686	-	-	5,686
Jackie Ip	3,081	-	-	3,081
C. J. Fielding	3,081	-	-	3,081
C. H. Alers	2,960	-	-	2,960
	335,651	38,011	16,771	390,432

Directors' remuneration (continued)

The annual remuneration payable to Chief Executive Officer, Chema Garcia Riera, and Chief Financial Officer, Fabio Medina, pursuant to service agreements entered into with Group companies with effect from 4 December 2025 is $350,000 and $200,000 respectively. The Company (or Group companies) may at its option pay a discretionary bonus to Chema Garcia Riera and Fabio Medina which will be subject to incentive arrangements in place by the Group from time to time.

Each of Michael Sherwin, Jackie Ip, Colin Fielding and Cynthia Alers entered into letters of appointment with the Company on 4 December 2025 to act as Non-Executive Directors of the Company, with Michael Sherwin serving as Non-Executive Chair of the Company.

Michael Sherwin receives an annual fee of £73,000, Jackie Ip and Colin Fielding each receive an annual fee of $52,000 and Cynthia Alers receives an annual fee of £38,000.

Directors' interests (audited)

The Directors held the following interest in the share capital of the Company either directly or beneficially as at 28 April 2026:

	Ordinary shares 2025 No.	**Percentage of issued shares %**
Chema Garcia Riera	3,279,749	4.45
F. P. Medina	49,770	0.07
M. Sherwin	62,780	0.09
Jackie Ip	-	-
C. J. Fielding	1,350	0.0
C. H. Alers	25,424	0.023

The Directors held the following interest in Long-Term Incentive Plan ("LTIP") awards either directly or beneficially (further information relating to these awards can be found in note 22 to the financial statements):

	LTIP awards 2025 No.
Chema Garcia Riera	559,514
F. P. Medica	255,777
M. Sherwin	-
Jackie Ip	-
C. J. Fielding	-
C. H. Alers	-

Directors' and Officers' Indemnity Insurance

The Group has Directors' and Officers' liability insurance in place which provides cover against liabilities arising against them in that capacity.

Substantial shareholders

The Company has been notified of the following interests of 3 per cent. or more in its issued share capital as at 31 March 2026:

	No. ordinary shares	Percentage holding
Knowledge Warriors Limited	14,016,840	19.02%
JNC Ever Limited	9,981,980	13.54%
Superb Wealth Limited	9,516,440	12.91%
Jubilant Inspirations Limited	7,486,480	10.16%
Noble Character Limited	7,486,480	10.16%
Matrix Cool Limited	4,515,960	6.13%
Stancroft Trust Limited	3,681,500	5.00%
Chema Garcia Riera	3,279,749	4.45%
Clients of Premier Miton Investors	3,170,731	4.30%

The Company maintains a Relationship Agreement with certain of its major shareholders to ensure ongoing compliance with AIM Rule 21 and to safeguard the Company's operational independence. The full terms of this agreement are set out in the Company's AIM Admission Document, which is publicly available on the Company's AIM Rule 26 website.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Share capital

The Company's shares at 31 December 2025 comprised 73,702,404 Ordinary shares of £0.001 each. The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights.

The Company has in issue 60,000,020 Deferred shares of £0.05 each. These shares have no voting or dividend rights.

Financial instruments

See Note 27 to the financial statement for details related to financial instruments and associated risks.

Directors' responsibilities statement

The Directors are responsible for preparing the annual report and the consolidated financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare the Group and the Company financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with UK International Accounting Standards and elected to prepare the Company financial statements under United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards including FRS 101 Reduced Disclose Framework) and applicable law.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosure and explained in the financial statements;
- prepare the Strategic Report, Directors' Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website and confirm that the website remains compliant with AIM Rule 26. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Directors' responsibilities statement (continued)

The Directors, who were in office at the date of approval of this report, confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware and that they have taken all reasonable steps to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The Directors confirm to the best of their knowledge that:

- the financial statements have been prepared in accordance with the relevant financial reporting framework and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the Company; and

- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the financial position of the Group and the Company, together with a description of the principal risks and uncertainties that it faces; and

- 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, performance, business model and strategy.

Annual General Meeting

The Company's Annual General Meeting will be held at 9.00a.m. on 10 June 2026 at Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH.

On behalf of the Board on 28 April 2026.

M Sherwin
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF POWER PROBE PLC

Opinion

We have audited the financial statements of Power Probe plc (the “Parent Company”) and its subsidiaries (the “Group”) for the year ended 31 December 2025, which comprise:

- the Consolidated statement of comprehensive income statement for the year ended 31 December 2025
- the Consolidated and Parent Company statements of financial position as at 31 December 2025

the Consolidated and Parent Company statements of changes in equity for the year

- the Consolidated statement of cash flows for the year then ended, and
- the notes to the financial statements, including a summary of material accounting policies

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- The financial statements give a true and fair view of the state of the Group’s and of the Parent Company's affairs as at 31 December 2025 and of the Group’s profit for the year then ended
- the Group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards
- The Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice
- The financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

Reviewing the Directors' assessment of the Group and Parent Company for at least 12 months from the date the financial statements were authorised

- Checking the numerical accuracy and internal consistency of the Directors' assessment
- Challenging the Directors on the assumptions underpinning the projections and corroborating key elements to supporting information such as industry data and the Group's historical performance
- Obtaining the most recent post–year-end management results to 31 December 2025 and evaluating the extent to which the Group and Parent Company are tracking against the forecast assumptions
- Performing sensitivity analysis over the key inputs to the forecast, modelling a range of adverse scenarios, and evaluating the implications for the Group's and Parent Company's ability to continue as a going concern should such scenarios materialise
- Assessing the completeness, accuracy and internal consistency of the going concern disclosures (Note 3) and confirming that they appropriately reflect the Directors' assessment and the underlying evidence obtained through our audit procedures.

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 Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements.

We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be $269,000, based on approximately 6% of profit before tax, as this benchmark is considered the most appropriate measure of the Group's underlying performance. Materiality for the Parent Company financial statements was set at $90,000, based on 0.5% of total assets, reflecting its role as a non-trading holding company where assets are the primary focus of users of the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF POWER PROBE PLC

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined performance materiality for the Group financial statements as a whole to be set at $188,300. Performance materiality for the Parent Company financial statements was set at $63,000.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and Directors' remuneration.

We agreed with the Audit and Risk Committee to report to it all identified errors in excess of $13,450. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The Group's main trading operations and its principal subsidiaries are managed and controlled from the Group's registered office. Although the Group has operating locations in both the United States and the United Kingdom, the audit was conducted predominantly from the United Kingdom, with the exception of year-end inventory counts. Inventory counts were attended at the Group's distribution facility in Nuneaton (UK) and at the Group's primary operating facility in Charlotte, North Carolina (USA). The US counts were performed by a Crowe Global network firm under the direction and oversight of the UK engagement team.

The Parent Company and the primary trading subsidiary were subject to a full-scope audit, reflecting their financial significance to the Group. The remaining subsidiaries were treated as components for the purposes of our group audit. Component scoping was determined based on each entity's relative contribution to the Group's financial position and performance, together with our assessment of the risks of material misstatement at both the component and Group levels. These components were audited to materiality levels appropriate to their size and risk profile. Audit procedures were performed on a line-by-line basis across the consolidated financial statements, with the scope designed to ensure that the aggregate of untested balances for each financial statement line item remained below performance materiality.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those 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.

This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit addressed the key audit matter
Revenue Recognition (Cut-off and Variable Consideration Assertions) The group has recognised revenues totalling $39.4m. See notes 4.2 and 6 to the financial statements. The Group generates revenue primarily from the sale of automotive diagnostic tools to distributors and end customers worldwide. Revenue is recognised when control of the goods transfers to the customer in accordance with IFRS 15 which is generally at the point of dispatch or on delivery depending on contractual terms. The Group also estimates variable consideration including expected returns discounts and rebates to ensure that revenue reflects only the amounts to which it expects to be entitled. The Group operates with a high volume of shipments across international distribution channels, and a significant level of dispatch activity occurs close to the year end. These factors increase the complexity of determining the precise point at which control transfers to the customer and require management to apply judgement in assessing cut off and estimating variable consideration. Errors in these areas could give rise to a material misstatement of revenue, the associated liabilities, and the related disclosures. Due to the significance of revenue to the financial statements the volume and timing of dispatch activity and the level of judgement involved in determining the transfer of control and estimating variable consideration we identified revenue recognition specifically cut off and variable consideration as a key audit matter.	• We obtained an understanding of the revenue cycle and assessed the design and implementation of key controls in place across the Group • We assessed that the Group's revenue-recognition accounting policy complied with the requirements of IFRS 15 and evaluated its consistent application across all reporting entities • We performed substantive testing over a sample of revenue transactions by agreeing them to underlying contracts or sales orders, shipment documentation and subsequent cash receipts • We performed cut-off testing to confirm that revenue was recognised in the correct accounting period, including assessing fulfilment timing and verifying that transactions were recorded in line with the transfer of control • We reviewed manual and non-standard journals posted to revenue, focusing on entries recorded close to the year-end, and assessed whether these were appropriate, valid and supported by underlying evidence • We evaluated the appropriateness and completeness of the revenue-related disclosures in the financial statements, including the adequacy of disclosures relating to significant accounting judgements and estimates • We assessed management's estimation of variable consideration, including returns, discounts and rebates. Based on historical patterns, contractual terms and the scale of amounts recognised, we concluded that variable consideration was immaterial. Accordingly, no further audit procedures were required in this area, and our work focused on cut-off, which represented the primary source of potential material misstatement

Key audit matter	How the scope of our audit addressed the key audit matter
Inventory Valuation, Existence and Obsolescence Risk At the year end, the Group reported inventory with a carrying value of $6.1 million, representing a material balance within the consolidated financial statements. See notes 4.9 and 17 to the financial statements. Inventory valuation requires the application of judgement, particularly in assessing provisions for aged or potentially obsolete stock. The Group sources products globally and holds inventory across multiple internal and external warehouse locations. This operational model increases the complexity of verifying the existence of inventory and assessing whether inventory is stated at the lower of cost and net realisable value in accordance with IAS 2. Given the volume of inventory held across multiple locations and the pace of technological and consumer change in the market, there is an increased risk that inventory may not exist as recorded and that the obsolescence provision may be understated. These factors require management to exercise judgement in determining appropriate provisioning levels and ensuring the completeness and accuracy of inventory quantities. Due to the significance of inventory to the financial statements, the volume of stock held across multiple internal and external warehouse locations, and the level of judgement involved in assessing provisions for aged or potentially obsolete items, we identified inventory valuation, including the related risks of existence and obsolescence, as a key audit matter.	**Existence** • We attended inventory counts at selected locations to observe the operation of management's count procedures, evaluate the design and implementation of related controls, and perform independent test counts to obtain evidence over the physical existence of inventory • We performed year-end cut-off testing by examining inventory receipts and dispatches immediately before and after the reporting date to confirm that inventory movements were recorded in the correct accounting period. This work also provided corroborative evidence for our revenue cut-off testing, given the linkage between dispatch activity and the point at which control transfers to customers under IFRS 15We reconciled physical count results to the inventory records and investigated any discrepancies identified, assessing whether variances indicated potential weaknesses in inventory controls or risks of misstatement **Valuation and Obsolescence** • We assessed the valuation of inventory by performing cost versus net realisable value testing across a sample of items to confirm that inventory was stated at the lower of cost and net realisable value in accordance with IAS 2. In testing cost, we agreed a sample of inventory items to underlying purchase invoices and supplier documentation to verify that the recorded costs were accurate and appropriately supported. We also confirmed that the Group's use of the average cost method was consistent with prior periods and applied correctly to the sampled items • We reviewed management's inventory provision, which was immaterial, by considering evidence of limited sales activity during the year and evaluating whether the recorded provision was reasonable We considered indicators of impairment or obsolescence by analysing historic sales patterns, current trading conditions and the ageing profile of inventory, with no concerns identified

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF POWER PROBE PLC

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

Other information

The Directors are responsible for the other information contained within the Annual Report. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion on other matter prescribed by the Companies Act 2006

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

- The information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

- The strategic report and Directors' report have been prepared in accordance with applicable legal requirements

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 their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters where 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

- The Parent Company financial statements are not in agreement with the accounting records and returns
- Certain disclosures of Directors' remuneration specified by law are not made

- We have not received all the information and explanations we require for our audit.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF POWER PROBE PLC

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on pages 30 to 31, 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 Parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below however the primary responsibility for the prevention and detection of fraud lies with management and those charged with governance of the Company.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and the procedures in place for ensuring compliance. The most significant identified were the Companies Act 2006 and the QCA Corporate Governance Code. We also considered the wider regulatory environment in which the Group operates, including US tax requirements arising from its significant sales into the United States

- As part of our audit planning process, we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas that involve significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year

- We used data analytic techniques to identify any unusual transactions or unexpected relationships, including considering the risk of undisclosed related party transactions

Where the risk was considered to be highest, we performed audit procedures to address these.
Our procedures included:

- Enquiry of management about the Group’s policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance

- Examining the supporting documents for all material balances, transactions and disclosures

- Review of minutes of meetings about litigations and claims

- Evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions, in particular those items included in the Key Audit Matters

- Analytical procedures to identify an unusual or unexpected relationships

- Testing the appropriateness of a selection of journal entries recorded in the general ledger and other adjustments made in the financial statements

- Review of accounting estimates for biases

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Use of our report

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

Leo Malkin
Senior Statutory Auditor
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
London
28 April 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 $	2024 $
Revenue	6	**39,353,959**	31,295,736
Cost of sales		**(23,607,551)**	(17,365,420)
Gross profit		**15,746,408**	13,930,316
Selling and marketing expenses		**(3,921,941)**	(3,083,113)
General and administrative expenses		**(3,423,559)**	(2,809,136)
Exceptional costs in connection with IPO		**(3,272,307)**	-
Research and development expenses		**(466,786)**	(93,581)
Operating profit	7	**4,661,815**	7,944,486
Finance income		**4,467**	8,515
Finance costs	11	**(123,210)**	(253,514)
Profit before tax		**4,543,072**	7,699,487
Income tax	12	**(1,487,133)**	(1,947,862)
Profit for the year		**3,055,939**	5,751,625
Other comprehensive income/(loss)		**352,637**	(3,259)
Total comprehensive income		**3,408,576**	5,748,366
Basic earnings per share (cents)	13	**5.03**	9.60
Diluted earnings per share (cents)	13	**5.02**	9.60

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	2025 $	2024 $
Assets			
Non-current assets			
Intangible assets	14	**162,892**	-
Property, plant and equipment	15	**3,774,725**	735,447
Deferred tax assets	16	**777,624**	816,207
		4,715,241	1,551,654
Current assets			
Inventories	17	**6,120,378**	9,467,132
Trade receivables	18	**5,850,562**	5,305,216
Other receivables and prepayments	19	**361,087**	198,803
Cash and cash equivalents	20	**15,255,062**	2,134,531
		27,587,089	17,105,682
Total assets		**32,302,330**	18,657,336
Equity and liabilities			
Equity			
Ordinary share capital	21	**93,675**	4,043,128
Deferred share capital	21	**3,702,306**	-
Share premium	21	**13,004,716**	-
Share-based payment reserve	22, 23	**39,774**	-
Other reserve	23	**(2,880,852)**	(1,580,973)
Foreign currency reserve	23	**309,980**	(42,657)
Retained earnings	23	**5,923,545**	6,867,606
Total equity		**20,193,144**	9,287,104
Non-current liabilities			
Lease liabilities	24	**3,477,902**	424,348
		3,477,902	424,348
Current liabilities			
Trade and other payables	25	**7,156,459**	7,366,841
Lease liabilities	24	**258,239**	362,457
Provisions	26	**1,216,586**	1,216,586
		8,631,284	8,945,884
Total liabilities		**12,109,186**	9,370,232
Total equity and liabilities		**32,302,330**	18,657,336

The financial statements on pages 40 to 73 were approved and authorised for issue by the board on 28 April 2026 and were signed on its behalf by:

F P Medina
Director

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

	Ordinary share capital $	Deferred share capital $	Share premium $	Share-based payment reserve $	Other reserve $	Foreign currency reserve $	Retained earnings $	Total equity $
At 1 January 2025	**4,043,128**	**-**	**-**	**-**	**(1,580,973)**	**(42,657)**	**6,867,606**	**9,287,104**
Comprehensive income for the year								
Profit for the year	-	-	-	-	-	-	3,055,939	3,055,939
Other comprehensive income for the year	-	-	-	-	-	352,637	-	352,637
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**352,637**	**3,055,939**	**3,408,576**
Transactions with owners								
Removal of old capital structure	(4,043,128)	-	-	-	4,043,128	-	-	-
Issue of shares on share-for-share exchange	3,777,863	-	-	-	(3,777,863)	-	-	-
Subdivision of shares	(3,702,306)	3,702,306	-	-	-	-	-	-
Issue of shares for cash	18,118	-	13,004,716	-	-	-	-	13,022,834
Dividends paid prior to group reconstruction	-	-	-	-	-	-	(4,000,000)	(4,000,000)
Movement on other reserve	-	-	-	-	(1,565,144)	-	-	(1,565,144)
Share-based payments	-	-	-	39,774	-	-	-	39,774
Total transactions with owners	**(3,949,453)**	**3,702,306**	**13,004,716**	**39,774**	**(1,299,879)**	**-**	**(4,000,000)**	**7,497,464**
At 31 December 2025	**93,675**	**3,702,306**	**13,004,716**	**39,774**	**(2,880,852)**	**309,980**	**5,923,545**	**20,193,144**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

	Ordinary share capital $	Other reserve $	Foreign currency reserve $	Retained earnings $	Total equity $
At 1 January 2024	**4,043,128**	**(2,288,516)**	**(39,398)**	**1,115,981**	**2,831,195**
Comprehensive income for the year					
Profit for the year	-	-	-	5,751,625	5,751,625
Other comprehensive income for the year	-	-	(3,259)	-	(3,259)
Total comprehensive income for the year	**-**	**-**	**(3,259)**	**5,751,625**	**5,748,366**
Transactions with owners					
Movement on other reserve	-	707,543	-	-	707,543
Total transactions with owners	**-**	**707,543**	**-**	**-**	**707,543**
At 31 December 2024	**4,043,128**	**(1,580,973)**	**(42,657)**	**6,867,606**	**9,287,104**

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 $	2024 $
Cash flows from operating activities			
Profit before tax for year		**4,543,072**	7,699,487
Adjustments to reconcile profit before tax to net cash flows:			
Amortisation of intangible fixed assets	14	**5,108**	-
Depreciation of property, plant and equipment	15	**376,699**	354,683
Share-based payments	22	**39,774**	-
Finance income		**(4,467)**	(8,515)
Finance costs	11	**123,210**	253,514
Foreign exchange differences		**(39,913)**	(3,259)
Decrease/(increase) in inventories		**3,346,754**	(2,345,122)
Increase in trade receivables		**(545,346)**	(588,064)
Increase in other receivables and prepayments		**(162,284)**	(48,437)
(Decrease)/increase in trade and other payables		**(1,387,217)**	1,741,773
Tax paid		**(1,222,542)**	(2,817,118)
Net cash flows generated from operating activities		**5,072,848**	4,238,942
Cash flows from investing activities			
Purchase of intangible fixed assets		**(168,000)**	-
Purchase of property, plant and equipment	15	**(77,191)**	(5,089)
Interest received		**4,467**	8,515
Net cash flows (used in)/generated from investing activities		**(240,724)**	3,426
Cash flows from financing activities			
Issue of shares, net of issuance costs		**13,022,834**	-
Cash flows relating to spin out	29	**(475,183)**	707,543
Net repayments to revolving credit facility	28	**-**	(2,309,847)
Lease payments	24	**(383,840)**	(336,419)
Interest paid		**(123,210)**	(277,952)
Dividends paid prior to reconstruction		**(4,000,000)**	-
Net cash generated from/(used in) financing activities		**8,040,601**	(2,216,675)
Net increase in cash		**12,872,725**	2,025,693
Cash at beginning of year		**2,134,531**	108,838
Exchange differences on cash		**247,806**	-
Cash at the end of year	20	**15,255,062**	2,134,531
Comprising:			
Cash and cash equivalents		**15,255,062**	2,134,531

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

1. Corporate information

Power Probe Plc ("the Company") is a public limited company incorporated and domiciled in England and Wales. The registered office address is 15 Whitehall, London, United Kingdom, SW1A 2DD. The Company was incorporated on 16 January 2025. On 17 November 2025, the Company re-registered as a public limited company. The Company's shares were listed on the London Stock Exchange's AIM on 11 December 2025.

Power Probe Plc together with its subsidiaries form the Power Probe Group ('the Group'). The Group's principal activity is the marketing and sale of diagnostic equipment for the automotive industry.

The Group was formerly part of the MGL Group and was created through a spin-out of the Power Probe business from the MGL Group. On 24 December 2024, Power Probe Group Limited, the former parent company of the Power Probe Group, was legally separated from the MGL Group through a distribution of its shares to MGL members. The Company was subsequently incorporated on 16 January 2025 and, on 26 February 2025, issued shares to the shareholders of Power Probe Group Limited via a share-for-share exchange. This constitutes a capital reorganisation of the Group.

2. Basis of preparation

The financial statements have been prepared in accordance with the requirements of the AIM Rules for Companies, UK adopted International Accounting Standards (IFRS) and the Companies Act 2006. The financial statements have been prepared on a historical cost basis.

The financial statements are presented in US dollars ($).

As explained in note 1, the Group did not exist in its current form during the comparative period. The Directors have considered the basis on which comparative information is presented, applying both the principles set out in IAS 8.10-12 and the Conceptual Framework for Financial Reporting ('Conceptual Framework'). The Directors have judged that in order to maximise relevance and reliability of the comparative information, the comparative information should be presented as if the Group existed in its current legal structure throughout the comparative period.

Further to this, the results for the current reporting period have also been prepared as if the Group existed in its current legal structure throughout the reporting period.

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement of the most appropriate application in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 5.

3. Going concern

The financial information has been prepared on the going concern basis. The Directors have reviewed the Group's cashflow forecasts, committed borrowing facilities and covenant headroom, and considered principal downside sensitivities and management's mitigations. On the basis of that review the Directors concluded that the Group is sufficiently funded to continue to meet its obligations and to operate as a going concern for at least 12 months from the date the financial statements were authorised.. No material uncertainties that cast significant doubt on the Group's ability to continue as a going concern were identified.

4. Summary of material accounting policies

4.1 Basis of consolidation

The consolidated financial information incorporates the financial information of the Company and entities controlled by the Company (its subsidiaries), together comprising the Group. Control is achieved when a company is exposed, 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. Where necessary, adjustments are made to the financial statements of subsidiary to bring the accounting policies used into line with those used by other members of the Group. All significant inter-company transactions and balances between Group entities are eliminated on consolidation.

The acquisition of Power Probe Group Limited by the Company in February 2025, as explained in note 1, is a common control transaction outside the scope of IFRS 3. A predecessor value method has been applied, with the assets and liabilities of the acquired business recognised at their existing carrying values (rather than at fair value). The difference between the carrying values of the assets and liabilities of the acquired business and the value of the shares issued in the capital reorganisation is included in equity in the other reserve.

Subsidiary companies

Name of company	Country of incorporation	Nature of business	Interest	Proportion voting rights shares held
Power Probe UK Limited	England and Wales	Marketing and sale of diagnostic equipment for the automotive industry	100%	100%
Power Probe Group, Inc	United States of America	As above	100%	100%
Power Probe Group, S.L.	Spain	As above	100%	100%

The registered office address of Power Probe UK Limited is 15 Whitehall, London, SW1A 2DD, United Kingdom. The principal place of business of Power Probe UK Limited is Unit 3 Bermuda Industrial Estate, Buckingham Close, St Georges Way, Nuneaton, CV10 7JT, United Kingdom.

The registered office address of Power Probe Group, Inc is 651 N. Broad St., Suite 206, Middletown, DE 19709, United States of America. The principal place of business of Power Probe Group, Inc is 6509 Northpark Blvd, Suite 400, Charlotte, NC 28216, United States of America.

The registered office address and principal place of business of Power Probe Group, S.L. is C/Picu Castiellu, Parcela i1-i4, 33163, Argame, Morcin, Asturias, Spain.

4. Summary of material accounting policies (continued)

4.2 Revenue

Revenue comprises sales of goods to customers outside the Group, measured at the transaction price, net of value added tax and other sales taxes. Revenue is recognised when control of the goods transfers to the customer, which is generally at the point goods leave the warehouse or on delivery in accordance with the contract terms. Variable consideration, including expected returns which are estimated with reference to historical return rates and updated for current expectations, discounts and rebates, is estimated and recognised such that revenue reflects only amounts the Group expects to be entitled to. A returns liability and a corresponding inventory asset for the right to recover products are recognised, and disclosed separately where material. The returns liability at the reporting period is not material.

Significant judgements in applying IFRS 15 include the assessment of timing of transfer of control and the estimation of expected returns, which are estimated by reference to historical returns rates. Revenue is disaggregated by geography in note 6.

4.3 Research and development

Research and development expenditure that does not meet the criteria for capitalisation are recognised as an expense as incurred.

4.4 Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the parent Company is pound sterling (GBP). The functional currency of the principal operating subsidiary is US dollars (USD).

The consolidated financial statements are presented in USD. Management has determined that USD is the most relevant presentation currency for users of the financial statements, as the Group's primary operations, revenue streams and cash flows are denominated in USD.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in profit or loss, within finance costs. All other foreign exchange gains and losses are presented in profit or loss on a net basis within 'general and administrative expenses'.

4. Summary of material accounting policies (continued)

4.4 Foreign currency translation (continued)

Group companies

On consolidation, the results and financial position of subsidiaries (none of which has the currency of a hyperinflationary economy) that have a functional currency other than USD are translated as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position,
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income.

4.5 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and it considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances based on either the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

4. Summary of material accounting policies (continued)

4.5 Taxation (continued)

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable profits will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

4.6 Intangible assets

Separately acquired patents, trademarks and other rights are shown at historical costs. They have a finite useful life of ten years and are subsequently carried at cost less accumulated amortisation and impairment losses.

4.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Right of use assets are depreciated on a straight-line basis over the lease term. The estimated useful lives are as follows:

Office equipment	2-5 years

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

4. Summary of material accounting policies (continued)

4.8 Leases

Assets and liabilities arising from a lease are initially measured on a present value basis, with the Group's incremental borrowing rate as the discount rate. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- lease payments to be made under an extension option if the Group is reasonably certain to exercise the option, and payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Payments are recognised as financing activities in the Statement of Cash Flows.

Right-of-use assets are measured at cost, comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date, less any lease incentives received,
- any initial direct costs, and
- restoration costs.

The Company takes advantage of the practical expedient which allows an exemption from recognition for leases with terms of 12 months or less and low value assets. Leases with terms of 12 months or less or which are considered low value are recognised on a straight-line basis over the lease term.

4.9 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is calculated on a weighted average cost basis.

Inventories are assessed for impairment at the end of each reporting period. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

4. Summary of material accounting policies (continued)

4.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are classified into one of the categories discussed below in accordance with IFRS 9, with reference to the business model for that instrument and the contractual cash flow characteristics.

Financial assets and liabilities are offset and the net amount reported in the financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

The accounting policy for each category is as follows:

Financial assets

Financial assets comprise cash and cash equivalents and receivables.

Receivables consist of trade and other receivables. These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially recognised at transaction price plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, adjusted for any change in expected credit losses.

Impairment of financial assets

The IFRS 9 impairment model requires the recognition of ‘expected credit losses’. Therefore, it is not necessary for a credit event to have occurred before credit losses are recognised. The impairment model applies to the Group’s financial assets.

For trade receivables the Group has applied the simplified approach permitted by IFRS 9 in calculating expected credit losses. This approach requires expected lifetime losses to be recognised from initial recognition of the receivables.

In addition to adopting the IFRS 9 simplified approach for trade receivables, the Group discloses an ageing analysis of trade receivables, and the basis of the lifetime expected credit loss calculation (historical loss rates, forward looking adjustments and any segmentation) together with a movement schedule of the loss allowance (see note 18).

Financial liabilities

Financial liabilities comprise trade and other payables, borrowings and lease liabilities.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

4. Summary of material accounting policies (continued)

4.10 Financial instruments (continued)

Lease liabilities

Lease liabilities are recognised at the present value of future lease payments and subsequently carried at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Classification of financial instruments issued by the Group

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

Right-of-use assets are measured at cost, comprising the following:

- they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

4.11 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and demand deposits held with financial institutions.

4.12 Share capital

Share capital is the nominal value of the entire share capital of the Company. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds. IPO costs have been shown as a deduction from the proceeds where it has been determined that they are directly attributable to the share issuance. All other costs of the IPO have been recognised in profit or loss.

4. Summary of material accounting policies (continued)

4.13 Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on management's estimate of the number of equity instruments that will eventually vest. At each reporting date, management revises their estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

4.14 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period. Interim dividends are recorded as paid.

4.15 Segment information

The chief operation decision-maker ("CODM") is considered to be the Board of Directors. The CODM allocates resources and assesses the performance of the business and other activities at the operating segment level.

The CODM has determined that the Group has one operating segment, which is the marketing and sale of diagnostic equipment for the automotive industry. The Group's products are similar in nature, and the business is managed on a unified basis by the Board of Directors.

4.16 Product warranty provision

A product warranty provision corresponds to warranties provided as part of the sale of goods and provide assurance to the customer that the product will work as sold. Provision is made for the expected costs based on historical claims experienced and expected future trends

4. Summary of material accounting policies (continued)

4.17 New and amended IFRS standards that are effective for the current year

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Lack of exchangeability – Amendments to IAS 21

For annual reporting periods beginning on or after 1 January 2025, Lack of Exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments did not have a material impact on the Group's financial statements.

5. Critical accounting judgements and key sources of estimation uncertainty

The Group makes judgements, estimates and assumptions that affect the application of policies and the carrying values of assets and liabilities, income and expenses. The resulting accounting estimates calculated using these judgements will, by definition, seldom equal the related actual results but are based on the experience of the Directors and expectation of future events. The estimates are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

Whilst the Directors have made estimations, none of them are considered to have a significant risk of a material change to the carrying amount of the financial assets and liabilities of the Group in the next financial year.

6. Analysis of revenue

The whole of the revenue is attributable to the principal activity of the Group, the marketing and sale of diagnostic equipment for the automotive industry.

	2025 $	2024 $
Analysis of revenue by geography		
US	**37,528,883**	30,405,061
Rest of World	**1,825,076**	890,675
	39,353,959	31,295,736

The Directors consider the Group to have only one operating segment. Details of the sole operating segment are shown in the consolidated statement of comprehensive income, consolidated statement of financial position and consolidated statement of cash flows.

The following customers made up over 10 per cent. of revenue:

	2025 $	2024 $
Customer 1	**6,282,878**	4,626,434
Customer 2	**5,597,011**	6,246,772
Customer 3	**-**	3,536,911

Where revenue from any of the customers shown above was less than 10 per cent. of total revenue in any year, the amount of revenue has been shown as $nil.

7. Operating profit

The following expenses are included within cost of sales:

	2025 $	2024 $
Sale of inventory	**23,504,879**	17,397,470
Reversal of inventory write-down	**(26,523)**	(96,493)
Freight costs	**129,195**	64,443
	23,607,551	17,365,420

The following expenses are included within selling and marketing expenses:

	2025 $	2024 $
Employee benefits expense	**2,028,514**	1,836,017
Depreciation expense	**10,944**	7,825

7. Operating profit (continued)

The following expenses are included within general and administrative expenses:

	2025 **$**	2024 $
Employee benefits expense	**1,253,943**	805,691
Depreciation expense	**365,852**	346,858

The following expenses are included within research and development expenses:

	2025 **$**	2024 $
Employee benefits expense	**193,326**	-
Amortisation expense	**5,108**	-

8. Auditors' remuneration

	2025 **$**	2024 $
Fees payable to the Group's auditors for the audit of the Group's and Company's annual accounts	**262,626**	-
Fees payable to the Group's auditors for other services	**579,176**	-
	841,802	-

9. Employees

Staff costs, including director's remuneration, were as follows:

	2025 **$**	2024 $
Wages and salaries	**3,421,607**	2,369,699
Social security costs	**199,317**	151,285
Pension costs	**66,448**	1,073
	3,687,372	2,522,057

The average number of employees, including the Directors, during the year was as follows:

	Group **2025**	Group 2024
Operational staff	**12**	14
Administrative staff	**22**	16
	34	30

10. Directors' remuneration and key management personnel compensation

The Directors' aggregate remuneration in respect of qualifying services were:

	2025	2024
	$	$
Directors' emoluments	**390,432**	164,962

Key management equates to Directors' remuneration.

11. Finance costs

	2025	2024
	$	$
Interest payable on borrowings	**98,922**	221,991
Interest payable on leases	**24,288**	31,523
	123,210	253,514

12. Taxation

	2025	2024
	$	$
Corporation tax		
US corporate income tax	**1,448,551**	2,012,644
Total current tax	**1,448,551**	2,012,644
Deferred tax		
Origination and reversal of timing differences	**38,582**	(64,782)
Total deferred tax	**38,582**	(64,782)
Income tax charge	**1,487,133**	1,947,862

Factors affecting tax charge for the year

The tax charge for the year can be reconciled to the profit per the Statement of Comprehensive Income as follows:

	2025	2024
	$	$
Profit before tax	**4,543,072**	7,699,487
Profit before tax multiplied by the US federal corporate income tax rate of 21%	**954,046**	1,616,892
Effects of:		
Disallowable expenditure	**213,600**	1,796
Tax credits	**-**	(41,750)
State corporate taxes	**20,384**	419,915
Overseas tax profits and losses taxed at different rates	**-**	(1,574)
Impact of carve-out of profits and losses	**-**	(47,417)
Witholding taxes	**215,882**	-
Losses for which no deferred tax asset recognised	**83,221**	-
Income tax charge	**1,487,133**	1,947,862

There were no changes in the US deferral corporate income tax rate throughout the periods.

The Group is also subject to income tax on profits in the United Kingdom and Spain.

13. Earnings per share

	2025 $	2024 $
Net profit attributable to ordinary shareholders ($)	**3,055,939**	5,751,625
Basic weighted average number of shares in issue (number)	**60,750,836**	60,000,020
Basic earnings per share (cents)	**5.03**	9.60

	2025 $	2024 $
Net profit attributable to ordinary shareholders ($)	**3,055,939**	5,751,625
Diluted weighted average number of shares in issue (number)	**60,899,410**	60,000,020
Diluted earnings per share (cents)	**5.02**	9.60

Basic earnings per share is calculated by dividing profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the period. Diluted earnings per share is calculated by adjusting profit attributable to ordinary shareholders and the weighted average number of ordinary shares for the effects of all dilutive potential ordinary shares.

As explained in notes 1 and 2, the Group did not exist in its current legal form during the comparative period. Therefore, the comparative basic and diluted earnings per share figures presented above are pro forma in nature.

The weighted average number of ordinary shares used for comparative purposes is 60,000,020, which represents the number of shares issued upon the Group reorganisation which commenced in December 2024 (see note 1). On 17 November 2025, the Company consolidated its ordinary shares. The impact of this has also been included in the calculation of the weighted average number of shares.

Earnings per share are presented in cents and have been rounded to two decimal places.

14. Intangible assets

	Patents, trademarks, and other rights $
Cost	
At 1 January 2025	-
Additions in year	168,000
At 31 December 2025	**168,000**
Depreciation	
At 1 January 2025	-
Charge in year	5,108
At 31 December 2025	**5,108**
Net book value	
At 31 December 2025	**162,892**

15. Property, plant and equipment

	Right of use assets $	Office equipment $	Total $
Cost			
At 1 January 2024	1,699,758	265,063	1,964,821
Additions in year	-	5,089	5,089
Disposals in year	-	(86,261)	(86,261)
At 31 December 2024	**1,699,758**	**183,891**	**1,883,649**
Additions in year	3,334,028	77,191	3,411,219
Disposals in year	-	(9,189)	(9,189)
Foreign exchange movement	6,564	282	6,846
At 31 December 2025	**5,040,350**	**252,175**	**5,292,525**
Depreciation			
At 1 January 2024	668,758	211,022	879,780
Charge in year	334,378	20,305	354,683
Eliminated on disposal	-	(86,261)	(86,261)
At 31 December 2024	**1,003,136**	**145,066**	**1,148,202**
Charge in year	356,187	20,512	376,699
Eliminated on disposal	-	(7,799)	(7,799)
Foreign exchange movement	575	123	698
At 31 December 2025	**1,359,898**	**157,902**	**1,517,800**
Net book value			
At 31 December 2025	**3,680,452**	**94,273**	**3,774,725**
At 31 December 2024	696,622	38,825	735,447

Right of use assets comprise land and buildings.

16. Deferred tax assets

	2025 $	2024 $
At 1 January	**816,207**	751,424
(Charge)/credit to profit or loss	**(38,583)**	64,783
At 31 December	**777,624**	816,207

The deferred tax assets arise on:

	2025 $	2024 $
Intangible assets	386,513	412,497
Property, plant and equipment	24,820	36,204
Inventories	17,293	31,015
Loss allowance for trade receivables	7,417	18,489
Accruals	179,514	153,634
Lease liabilities	13,499	18,938
Share options	3,138	-
Provisions	145,430	145,430
	777,624	**816,207**

The Group has recognised deferred tax assets where management considers it probable that sufficient future taxable profits will be available to utilise deductible temporary differences. The directors' assessment is based on the Group's taxable profit forecasts prepared by management.

Deductible temporary differences and tax losses for which no deferred tax asset is recognised total £174,383 in the UK and €nil in Spain. The losses attributed to Spain arose in a legal entity that is not included in the Power Probe Plc tax group and are therefore not available for utilisation by the Group. Movements in recognised and unrecognised deferred tax balances are shown in note 12. The deferred tax asset arises mainly on the fact that, under US federal and state income tax rules, items are generally deductible for tax purposes when settled in cash, giving rise to a temporary difference.

17. Inventories

	2025 $	2024 $
Finished goods	**6,120,378**	9,467,132

All inventories are pledged as collateral under a first-ranking security interest in favour of Bank of America, N.A. as security for the Group's revolving credit facility (see note 27). The security interest extends to all inventories together with related proceeds.

Details of the amount of inventories recognised as an expense, including write-downs and reversals of write-downs, are shown in note 7.

18. Trade receivables

Trade receivables do not contain a significant financing component. These financial assets have been reviewed at each year end and the following provision for expected credit losses is considered necessary:

	2025 $	2024 $
Gross carrying amount	**5,858,063**	5,356,332
Loss allowance	**(7,501)**	(51,116)
	5,850,562	5,305,216

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

	2025 $	2024 $
Opening loss allowance at 1 January	**51,116**	195,575
Decrease in loss allowance recognised in profit or loss	**(43,615)**	(140,125)
Receivables written off during the year as uncollectible	**-**	(4,334)
Closing loss allowance at 31 December	**7,501**	51,116

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables balance. The Group does not hold any collateral as security.

19. Other receivables and prepayments

	2025 $	2024 $
Current		
Related party receivables	**-**	66,357
Prepayments	**11,320**	5,976
Other receivables	**349,767**	126,470
	361,087	198,803

Other receivables include sales taxes receivable and deposits. Sales taxes receivable are due from government authorities and are considered to carry no material credit risk.

The maximum exposure to credit risk at the reporting date is the carrying value of the other receivables balances. Related party receivables included at the comparative reporting date were on normal commercial terms with no collateral held as security. Further information in respect of credit risk for financial assets is included in note 27.

20. Cash and cash equivalents

	2025 $	2024 $
Cash at bank and on hand	**15,255,062**	2,134,531

21. Share capital and share premium

The allotted, called up and fully paid share capital is as follows:

	2025 $	2024 $
73,702,404 Ordinary shares of £0.001 each	93,675	-
60,000,020 Deferred shares of £0.049 each	3,702,306	-
	3,795,981	**-**

The movements in share capital and share premium during the year were:

	Number of shares	Ordinary share capital $	Share premium $	Total $
As at the beginning of the year	-	-	-	-
Issued on incorporation	1	-	-	-
Issued on share-for-share exchange	300,000,099	3,777,863	-	3,777,863
Consolidation and subdivision	(240,000,080)	(3,702,306)	-	(3,702,306)
Issued for cash	13,702,384	18,118	14,838,361	14,856,479
Issuance costs	-	-	(1,833,645)	(1,833,645)
At the end of the year	**73,702,404**	**93,675**	**13,004,716**	**13,098,391**

	Number of shares	Deferred share capital $	Share premium $	Total $
At the beginning of the year	-	-	-	-
Subdivision of ordinary shares	60,000,020	3,702,306	-	3,702,306
At the end of the year	**60,000,020**	**3,702,306**	**-**	**3,702,306**

21. Share capital and share premium (continued)

The ordinary shares carry full voting rights, with one vote per share, are eligible to receive dividends when declared by the Board and rank for any capital distribution on a liquidation, sale or other exit event.

The deferred shares carry no voting or dividend rights. On a winding up, holders of deferred shares are entitled to receive the amount paid up or credited as paid up on the deferred shares, but only after payment to holders of ordinary shares of the amounts paid up or credited as paid up on such shares together with £1,000 per ordinary share. Deferred shares have no further right to share in the assets of the company and are not redeemable.

On 26 February 2025, the Company issued 300,000,009 ordinary shares for £0.01 per share, equal to the nominal value.

On 17 November 2025, the Company consolidated its existing share capital on a 5-for-1 basis. As a result, 300,000,010 ordinary shares of £0.01 nominal value each were consolidated into 60,000,020 ordinary shares of £0.05 nominal value each.

Immediately following the consolidation, the Company subdivided each £0.05 ordinary share, creating 60,000,020 new ordinary shares of £0.001 nominal value each and 60,000,020 new deferred shares of £0.049 nominal value each.

On 11 December 2025, the Company issued 13,702,384 new ordinary shares of £0.001 each for £0.82 per share.

22. Share-based payments

On 4 December 2025, the Company approved its long-term incentive performance share plan (“LTIP”).

Under this LTIP, executive directors and employees of the Group are eligible to receive awards of performance shares. The number, performance period, performance metrics, threshold performance level, maximum performance level, exercise price, exercise period, and vesting conditions or other conditions and limitations applicable to exercise of each award are not specified in the LTIP and are instead determined for each individual share award.

On 4 December 2025, 1,990,862 performance shares were awarded to certain employees of the Group, with a total fair value of $1,756,788. Executive directors of the Company received awards under the LTIP during the year.

For all of these awards, the performance period is the period from 1 January 2026 to 31 December 2028. The performance metric for 50% of the performance shares is Earnings Before Interest, Tax, Depreciation and Amortisation (‘EBITDA’), and the performance metric for the remaining 50% is Adjusted Earnings per Share.

Each of these metrics has a threshold performance level and a maximum performance level. If the threshold performance level is not met, then none of the performance shares will vest. If the maximum performance level is met, then all of the performance shares will vest. If the performance metric falls in between the threshold level and the maximum level, then a proportionate number of performance shares will vest, calculated on a straight-line basis. The awards will also only vest if the relevant individual remains continuously employed by the Group to the date of publication of the Group annual report for the year ending 31 December 2028.

The exercise price is £0.001 per share and the exercise period ends on 31 December 2029.

22. Share-based payments (continued)

An expense of $39,774 (2024: $nil) arises on the relation to the LTIP. This expense is included within general and administrative expenses. Since no consideration is paid for the awards, the fair value of the awards is based on the share price at the date of grant, as adjusted for the probability of the likely vesting of the performance conditions. The probability of performance conditions which contain non-market conditions being met are reassessed annually.

At the year end 1,990,862 (2024: nil) LTIP performance shares were outstanding. The weighted average remaining vesting period of the LTIP performance shares outstanding at the year end was 3.5 years (2024: nil).

23. Reserves

Share-based payment reserve

This reserve holds the fair value of share-based payments made prior to the issuance of the relevant shares.

Foreign currency reserve

This reserve arises on the currency translation of subsidiaries with functional currencies that differ from the functional currency of the Group.

Other reserve

This reserve represents the net investment attributable to the non-Power Probe business and to the Group capital reorganisation. For further details, see notes 1 and 2.

Retained earnings

This reserve holds the accumulation of profits and losses including any dividends paid to shareholders.

24. Lease liabilities

	2025 $	2024 $
At beginning of year	786,805	1,123,224
Additions	3,334,028	-
Interest expense	24,288	31,523
Payments	(408,128)	(367,942)
Foreign exchange movement	(852)	-
At end of year	**3,736,141**	**786,805**

24. Lease liabilities (continued)

The Group has lease contracts for land and buildings.

Throughout the prior year, the Group had one lease with an end date of 31 January 2027. On inception this lease was discounted at the Group's incremental borrowing rate of 3.25%. During the year, the Group extended the end date of this lease to 31 January 2034. On extension this lease was discounted at 5.58%.

During the year, the Group entered into a new lease with an end date of 26 June 2030. This lease was discounted at 7.25%.

The weighted average remaining lease term is 7.88 years (2024: 2.08 years).

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The Group has not identified any leases with lease terms of 12 months or less. The Group does not have any leases where the Group is a lessor.

	2025 $	2024 $
Maturity analysis of leases		
Current	258,239	362,457
1 to 5 years	3,477,902	424,348
	3,736,141	**786,805**

25. Trade and other payables

	2025 $	2024 $
Current		
Trade payables	3,811,686	221,033
Current tax payable	758,957	532,949
Other taxes and social security payable	71,629	231,090
Related party payables	218,731	5,003,257
Accruals	1,975,551	1,126,512
Other payables	319,905	252,000
	7,156,459	**7,366,841**

26. Provisions

	2025 $	2024 $
At 1 January	1,216,586	831,858
Charge to profit or loss	-	384,728
At 31 December	**1,216,586**	**1,216,586**

Provisions are recognised in respect of uncertain taxes. The uncertain tax position relates primarily to US corporate tax and relates to earlier periods. The liability has been measured based on the most likely amount. Any movement in the provision is recognised in income tax expense.

27. Financial instruments

The Group's treasury policy is to avoid transactions of a speculative nature. In the course of trade, the Group is exposed to a number of financial risks that can be categorised as market, credit and liquidity risks. The Board has identified the risks within each category and considers the impact on the activities of the Group as part of their regular meeting routine.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

Trade receivables
Other receivables and prepayments
Cash and cash equivalents
Trade and other payables
Borrowings
Lease liabilities

A summary of the financial instruments held by category is provided below:

	2025 $	2024 $
Financial assets at amortised cost		
Cash and cash equivalents	15,255,062	2,134,531
Trade receivables	5,850,562	5,305,216
Other receivables	-	66,357
Total financial assets	**21,105,624**	**7,506,104**
Financial liabilities at amortised cost		
Trade and other payables	6,325,873	6,602,802
Lease liabilities	3,736,141	786,805
	10,062,014	**7,389,607**

27. Financial instruments (continued)

The carrying amounts of all financial assets and financial liabilities recognised in the financial statements approximate their fair values (due to their interest-bearing nature or short times to maturity).

Currency risk

The Group's financial risk management objective is broadly to seek to make neither profit nor loss from exposure to currency or interest rate risks. The Group is exposed to transactional foreign exchange risk arising on purchases, sales and working capital balances denominated in currencies other than the US dollar, principally GBP and EUR. The Directors consider that the cost of hedging these exposures would exceed the associated benefits, and therefore foreign exchange gains and losses are recognised in the income statement as they arise.

The Group holds certain trade receivables, trade payables and cash balances in GBP and EUR. As a result, foreign exchange movements relating to cash and cash equivalents are presented within 'Exchange differences on cash and cash equivalents' in the consolidated statement of cash flows, in accordance with IAS 7.
Given the relative scale of these non-USD balances, the Directors consider that any foreign exchange sensitivity analysis would not be material to the financial statements.

Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the Group. Credit risk within the Group arises from cash and cash equivalents, and trade and other receivables. The maximum exposure to credit risk is the carrying amount of these financial instruments.

The Group's exposure to credit risk arises principally from cash and cash equivalents and trade and other receivables. The Group applies the IFRS 9 simplified approach to trade receivables and measures loss allowances at an amount equal to lifetime expected credit losses. Other financial assets use a 12-month or lifetime expected credit loss basis as appropriate. The maximum exposure to credit risk at 31 December 2025 is set out in note 18. Movements in the loss allowance for trade receivables are shown in note 18. The Group applies a rebuttable presumption that receivables more than 30 days past due are credit-impaired and assesses impairment using historical loss rates adjusted for forward-looking information. No collateral is held against trade receivables. Where there is objective evidence that recovery is improbable the asset is written off against the allowance.

The contractual cash flows on these financial assets have not been modified or renegotiated in the current or prior year.

If there is evidence that there is no reasonable expectation of recovery and the counterparty is in severe financial difficulties, the financial asset will be written off.

The contractual cash flows on these financial assets have not been modified or renegotiated in the current or prior year.

If there is evidence that there is no reasonable expectation of recovery and the counterparty is in severe financial difficulties, the financial asset will be written off.

27. Financial instruments (continued)

Liquidity risk

At 31 December 2025 the Group was exposed to liquidity risk as part of its normal trading cycle. This risk was managed historically through short- and long-term cashflow forecasting and the use of cash resources and credit facilities — at that date the Group held cash and cash equivalents of $15,255,062 and had no drawn borrowings; further details of the Group's historical liquidity are shown in the consolidated cash flow statement.

In addition, on 31 October 2025, the Group entered into a new revolving line of credit agreement with Bank of America, N.A., which replaced the Group's previous line of credit facility with The PNC Financial Services Group, Inc.

The new facility offers a drawdown of up to $8,000,000, available from 31 October 2025 until 30 November 2027. The interest rate applicable to the facility is the Term SOFR Daily Floating Rate plus 1.9 per cent. per annum, subject to a minimum base rate of 1.25 per cent.

The facility allows for early repayment without penalty and is secured by the Group's inventory and receivables. The agreement includes financial covenants requiring the Group to maintain an Asset Coverage Ratio of at least 1:1.0 and a Basic Fixed Charge Coverage Ratio of at least 1.15:1.0.

The table below summarises the maturity profile of the Group's financial liabilities, based on contractual, undiscounted payments:

	Less than 1 year $	2 to 5 years $	More than 5 years $	Total $
Year ended 31 December 2025				
Trade and other payables	6,325,873	-	-	6,325,873
Lease liabilities	462,631	4,236,138	-	4,698,769
	6,788,504	**4,236,138**	**-**	**11,024,642**

Capital risk

The Directors define capital as the total equity of the Company. The Directors' current objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal structure to reduce the cost of capital.

Capital is monitored using gearing ratios and liquidity metrics. There are no externally imposed capital requirements, and internal requirements are designed to maintain adequate financial flexibility to preserve its ability to meet financial obligations, both current and long term. As part of this, the Group has access to various revolving credit facilities, which are drawn down as required.

In order to maintain an optimal capital structure, the directors may adjust the amount of dividends paid to shareholders, return capital to shareholders and issue new stock to reduce debt.

28. Net debt reconciliation

All changes in liabilities arising from financing activities relate to movements in borrowings and lease liabilities. An analysis is provided below:

Borrowings	**2025** **$**	**2024** **$**
At beginning of year	-	2,334,285
Cash flows		
Net repayments to revolving credit facility	-	(2,309,847)
Non-cash changes		
Movement on accrued interest	-	(24,438)
At end of year	**-**	**-**

Lease liabilities	**2025** **$**	**2024** **$**
At beginning of year	786,805	1,123,224
Cash flows		
Principal payments	(383,840)	(336,419)
Interest payments	(24,288)	(31,523)
Non-cash changes		
Lease additions	3,334,028	-
Interest accrued in the year	24,288	31,523
Foreign exchange movement	(852)	-
At end of year	**3,736,141**	**786,805**

The changes in net debt are:

	2025 **$**	**2024** **$**
At beginning of year	1,347,726	(1,014,386)
Cash flows	408,128	2,369,197
Additions or acquisitions	(3,334,028)	-
Other non-cash changes	(23,436)	(7,085)
At end of year	**(1,601,610)**	**1,347,726**

29. Cash flows relating to spin out

Prior to the spin out, the previous group maintained a central cash function and thus the cash flows relating to the non-Power Probe business have been presented within financing activities as “cash flows relating to spin out”. These cash flows represent those cash movements that were not attributed to the Power Probe business.

30. Related party transactions

The Group has the following transactions with entities under common significant influence and with key management personnel in common:

Sales of goods	**2025**	**2024**
	$	**$**
KPS Euman S.L.	44,857	-
KPS USA, Inc	3,648	-
MGL Global Solutions Ltd	-	87,376

Purchases of goods	**2025**	**2024**
	$	**$**
MGL APPA Corporation	9,653,441	71,189
MGL Global Solutions Ltd	9,057,830	18,815,079
KPS Euman S.L.	729,204	-
MGL Global Solutions Limited	330,258	2,060,684

The Group has the following balances with entities under common significant influence and with key management personnel in common:

Related party receivables	**2025**	**2024**
	$	**$**
MGL Global Solutions Ltd	-	13,206

Related party payables	**2025**	**2024**
	$	**$**
KPS Euman S.L.	100,995	-
Power Probe Group, S.L.	97,055	-
MGL APPA Corporation	32,400	-
KPS UK Legacy Projects Limited	16,413	-
KPS USA, Inc	4,285	-
MGL Global Solutions Ltd	-	3,504,787
MGL Global Solutions Limited	-	1,407,851
MGL International Group Limited	-	99,712

30. Related party transactions (continued)

A significant proportion of the Group's purchases are made from related party entities, giving rise to risk related to counterparty dependence. A full description of the risk arising and the mitigations in place can be found in the Principal Risks and Uncertainties section of the Strategic Report.

All of the above balances are unsecured and are to be settled in cash.

Directors' remuneration and key management personnel compensation are disclosed in note 10.

31. Ultimate controlling party

The Directors consider that there is not one ultimate controlling party.

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	2025 $
Assets		
Non-current assets		
Investments	7	**4,089,842**
		4,089,842
Current assets		
Other receivables and prepayments	8	**83,184**
Cash and cash equivalents	9	**13,580,946**
		13,664,130
Total assets		**17,753,972**
Equity and liabilities		
Equity		
Ordinary share capital	10	**93,675**
Deferred share capital	10	**3,702,306**
Share premium	11	**13,004,716**
Share-based payment reserve	11	**16,426**
Foreign currency reserve	11	**496,986**
Retained earnings	11	**(438,199)**
Total equity		**16,875,910**
Current liabilities		
Trade and other payables	12	**878,062**
		878,062
Total liabilities		**878,062**
Total equity and liabilities		**17,753,972**
Loss for the year	**13**	**(438,199)**

The Company has elected to take the exemption under Section 408 of the Companies Act 2006 from presenting the Income Statement and Statement of Comprehensive Income.

The financial statements on pages 74 to 83 were approved and authorised for issue by the board on 28 April 2026 and were signed on its behalf by:

F P Medina
Director

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2025

	Ordinary share capital $	Deferred share capital $	Share premium $	Share-based payment reserve $	Foreign currency reserve $	Retained earnings $	Total equity $
At 16 January 2025	-	-	-	-	-	-	-
Comprehensive income for the period							
Loss for the period	-	-	-	-	-	(438,199)	(438,199)38
Other comprehensive income for the period	-	-	-	-	496,986	-	496,986
Total comprehensive income for the period	-	**-**	**-**	**-**	**496,986**	**(438,199)**	**58,787**
Transactions with owners							
Issue of share on incorporation	-	-	-	-	-	-	-
Issue of shares on share-for-share exchange	3,777,863	-	-	-	-	-	3,777,863
Subdivision of shares	(3,702,306)	3,702,306	-	-	-	-	-
Issue of shares for cash	18,118	-	13,004,716	-	-	-	13,022,834
Share-based payments	-	-	-	16,426	-	-	16,426
Total transactions with owners	**93,675**	**3,702,306**	**13,004,716**	**16,426**	**-**	**-**	**16,817,123**
At 31 December 2025	**93,675**	**3,702,306**	**13,004,716**	**16,426**	**496,986**	**(438,199)**	**16,875,910**

NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2025

1. General information

Power Probe Plc ("the Company") is a public limited company incorporated and domiciled in England and Wales. The registered office address is 15 Whitehall, London, United Kingdom, SW1A 2DD.

The Company was incorporated on 16 January 2025. The period ended 31 December 2025 is its first period of account.

On 17 November 2025, the Company re-registered as a Plc.

2. Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- The requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- The requirements of IFRS 7 Financial Instruments: Disclosures;
- The requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
- Paragraph 79(a)(iv) of IAS 1;
- Paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- Paragraph 118(e) of IAS 38 Intangible Assets;
- The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- The requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- The requirements of IAS 7 Statement of Cash Flows;
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- The requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a Group;
- The requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

3. Material accounting policies

3.1 Investments

Investments in subsidiaries are stated at cost less accumulated impairment. The Company has applied Section 611 of the Companies Act 2006 and recognises the cost of the investment at the nominal value of the shares issued.

3.2 Impairment

At each reporting date, the Company assesses whether there is any indication that an asset, other than inventories and deferred tax assets, may be impaired. Where an indicator of impairment exists, the Company makes an estimate of the recoverable amount. An impairment loss is recognised in profit or loss whenever the carrying amount of the asset or cash generating unit exceeds its recoverable amount.

Recoverable amount is the higher of 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount greater than cost, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.3 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

3. Material accounting policies (continued)

3.4 Foreign currency translation

Functional and presentation currency

The Company’s functional currency is GBP and the presentation currency is US Dollars ($).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in profit or loss, within finance costs. All other foreign exchange gains and losses are presented in profit or loss on a net basis within ‘general and administrative expenses’.

3.5 Taxation

The income tax expense or credit for the period is the tax payable on the current period’s taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and it considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances based on either the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

3. Material accounting policies (continued)

3.5 Taxation (continued)

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable profits will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

3.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are classified into one of the categories discussed below in accordance with IFRS 9, with reference to the business model for that instrument and the contractual cash flow characteristics.

Financial assets and liabilities are offset and the net amount reported in the financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

The accounting policy for each category is as follows:

Financial assets

Financial assets comprise cash and cash equivalents and receivables.

Receivables consist of other receivables. These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially recognised at transaction price plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, adjusted for any change in expected credit losses.

3. Material accounting policies (continued)

3.6 Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The IFRS 9 impairment model requires the recognition of ‘expected credit losses’. Therefore, it is not necessary for a credit event to have occurred before credit losses are recognised. The impairment model applies to the Company’s financial assets.

Financial liabilities

Financial liabilities comprise trade and other payables.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Classification of financial instruments issued by the Company

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- where the instrument will or may be settled in the Company’s own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company’s own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

3. Material accounting policies (continued)

3.7 Share capital

Share capital is the nominal value of the entire share capital of the Company. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

4. Critical accounting judgements and key sources of estimation uncertainty

The Company makes judgements, estimates and assumptions that affect the application of policies and the carrying values of assets and liabilities, income and expenses. The resulting accounting estimates calculated using these judgements will, by definition, seldom equal the related actual results but are based on the experience of the Directors and expectation of future events. The estimates are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

5. Profit for the financial period

The Company has taken advantage of section 408 of the Companies Act 2006 and, consequently, a Profit and Loss Account for the Company alone has not been presented.

6. Employees

The average number of employees, including the Directors, during the period was as follows:

	2025
Directors	1

7. Investments

	Shares in group undertakings $
Cost	
At January 2025	-
Additions	4,089,842
At 31 December 2025	**4,089,842**
Net book value	
At 31 December 2025	**4,089,842**

8. Other receivables and prepayments

	2025 $
Current	
Other receivables	**83,184**

Other receivables comprise sales taxes receivable. Sales taxes receivable are due from government authorities and are considered to carry no material credit risk.

9. Cash and cash equivalents

	2025 $
Cash at bank and on hand	**13,580,946**

10. Share capital

The allotted, called up and fully paid share capital is as follows:

	2025 $
73,702,404 Ordinary shares of £0.001 each	93,675
60,000,020 Deferred shares of £0.049 each	3,702,306
	3,795,981

The details of share capital, including the movements during the year, are disclosed in note 21 to the consolidated financial statements

11. Reserves

Share-based payment reserve

This reserve holds the fair value of share-based payments made prior to the issuance of the relevant shares.

Retained earnings

This reserve holds the accumulation of profits and losses including any dividends paid to shareholders.

12. Trade and other payables

	2025 $
Current	
Trade payables	664,496
Related party payables	49,304
Accruals	164,262
	878,062

Related party payables comprise a loan payable to the Company's subsidiary.

13. Loss for the year

The Company's loss for the year is $438,199.