

ANNUAL REPORT & ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2026

Contents

Chair's Statement	2
Chief Executive Officer's Report	5
Chief Financial Officer's Report	9
Strategic Report	11
Directors' Section 172 Statement	17
Directors	19
Directors' Report	21
Statement of Directors' Responsibilities	24
Report on Directors' Remuneration	25
Corporate Governance Statement	27
Application of the QCA Code	29
Independent Auditor's Report	33
Consolidated Statement of Comprehensive Income	40
Consolidated Statement of Financial Position	41
Consolidated Statement of Changes in Equity	42
Consolidated Statement of Cash Flows	43
Company Statement of Financial Position	44
Company Statement of Changes in Equity	45
Company Statement of Cash Flows	46
Notes to the Financial Statements	47
Corporate Information	74

Chair's Statement

Review of the Year

The year ended 30 June 2026 was one of significant change for Quadrise. The Board took steps to strengthen the Company's commercial leadership and operating model. Peter Borup joined as Chief Executive Officer on 1 October 2025, bringing extensive experience as a shipping operator and a clear understanding of how new fuels are evaluated and adopted by the marine industry. Under his leadership, the Company has placed greater emphasis on establishing practical supply arrangements, developing direct relationships with refineries and bunker suppliers, and progressing a broader pipeline of opportunities.

This refreshed operating model recognises that the successful commercialisation of MSAR® and bioMSAR™ requires more than demonstrating the underlying technology. It requires reliable access to feedstocks, production capacity and distribution infrastructure alongside customer willingness to adopt the fuels on commercially acceptable terms. During the year, dedicated marine and downstream expertise was added to the team and engagement commenced with four refineries located near major bunkering hubs. The Board believes that this provides a stronger foundation from which to progress the Company's principal projects and develop repeatable routes to commercial supply.

The progress made across the MSC and Cargill, OCP, Valkor and Sparkle Power projects, together with the Company's refinery engagement and renewable feedstock development activities, is detailed in the Chief Executive Officer's Report.

Notwithstanding the considerable efforts from Peter and the executive team, meeting certain project timelines, which continue to be outside the direct control of the Company, and the achievement of significant milestones during the period remained elusive. Notably, the Company was unable to commence the MSC and Cargill trial during the year, our principal operational objective. Progress on other projects was also slower than had been previously anticipated.

In July 2026, the Company raised gross proceeds of £1.6 million through a Placing, Subscription and Retail Offer of new ordinary shares at a price of 1.0 pence per share. The amount raised was below the upper end of the range sought, however the additional funds have enabled the Company to continue progressing core commercial and technical programmes. The Board thanks the institutional and retail shareholders who participated, including longstanding shareholders.

The funds raised, together with measures taken to reduce the Company's cost base and exercise greater discipline over discretionary expenditure, have extended the period available to progress the Company's principal opportunities. The Board has sought to achieve an appropriate balance between conserving cash and maintaining the technical and commercial capability needed to deliver the projects on which the Company's prospects depend.

Launch of Strategic Review

The changes made during the year have undoubtedly strengthened the Company's commercial focus, broadened its pipeline, and the Board believes Quadrise is better positioned to deliver the commercial potential of its technology. The external environment of heavy fuel oil supply disruptions, elevated diesel prices and uncertainty over the future pricing of carbon are highly favourable for the adoption of Quadrise technology, and the wide-scale adoption of the Company's technology remains an opportunity whose time has come.

The Board recognises, however, that accelerating adoption at the scale and pace we are targeting will require additional financial, commercial and operational capability. Having considered the Company's position and the resources available to it, the Board has therefore decided to launch a Strategic Review to identify ways to accelerate the adoption of Quadrise technology across one or

more of our prospective markets by considering alternative strategic, commercial or financing arrangements or partnerships. Amongst the options expected to be considered are:

- The grant of a master licence to the Quadrise Technology to exploit the technology in defined geographic and/or application segments.
- The creation of a private subsidiary joint venture company with a strategic investor to exploit Quadrise technology in defined geographic and/or application segments.
- The sourcing of a strategic investor to invest in a non-controlling stake in the Company in order to execute an accelerated business plan.
- Strategic investment in and/or acquisition by the Group of a related privately held business or businesses to create a marine technology group with increased scale.

For the avoidance of doubt, the Company is not pursuing or inviting offers for the Company nor has an offer period commenced in respect of the Company pursuant to the Takeover Code.

In addition to financial resources, an ideal partner is likely to have capacity to accelerate production and/or application of MSAR® and bioMSAR™ and/or the engineering skills and capacity to accelerate roll-out.

The Board intends to update shareholders on the progress of the Strategic Review by no later than mid-February 2027 but there can be no assurance that any transaction will emerge from the process.

Board and governance

In March 2026, Michael Covington joined the Board as an independent Non-Executive Director and subsequently became Chair of the Audit and Risk Committee ahead of Laurie Mutch's retirement from the Board in April 2026. Michael brings extensive experience in commercial finance, capital markets and transactions across the energy and infrastructure sectors. I would like to thank Laurie for his contribution to Quadrise during his tenure.

The Company adopted the QCA Corporate Governance Code with effect from 1 July 2025. During the year, the Board and Audit and Risk Committee undertook a detailed review of the Company's risk management framework. This has resulted in clearer internal ownership of principal risks, more specific mitigating actions and defined review points at an important stage of the Company's development.

Quadrise must pursue commercial opportunities while managing limited financial and organisational resources and maintaining appropriate oversight of technical, operational and regulatory risks. The Board has therefore increased its focus on project prioritisation, counterparty dependencies, cash management and the allocation of resources between committed projects and earlier-stage opportunities.

Further information on the Company's governance arrangements and the work of the Audit and Risk Committee is provided in the Corporate Governance Statement and Application of the QCA Code section.

Results and funding

The Group recorded a loss after tax of £4.2 million for the year, compared with £3.1 million in the prior year. Cash at 30 June 2026 was £2.1 million, compared with £5.9 million at 30 June 2025. As described above, the Company raised additional gross proceeds of £1.6 million in July 2026 through the issue of new ordinary shares.

Further funding will be required before the Group reaches sustainable positive cash flow. The financial statements therefore identify a material uncertainty relating to going concern. The Group’s financial position, funding requirements and the Directors’ going-concern assessment are explained more fully in the Chief Financial Officer’s Report and note 3 of the financial statements.

Outlook

Alongside conducting the above Strategic Review, the Board’s priorities for the year ahead are clear. The Company must translate its technical capability and commercial relationships into signed agreements, operational trials and credible routes to recurring revenue. This includes concluding the agreements required to commence the MSC and Cargill trial, progressing the commercial trial with OCP, securing payment and satisfactory project progress from Valkor, and converting refinery engagement into at least one commercial production arrangement.

Progress remains dependent in several areas on decisions, approvals by and funding of third parties. The Board will therefore continue to assess opportunities against their commercial potential, resource requirements and probability of delivery, and will take action where projects do not progress further within an acceptable timeframe.

I would like to thank our shareholders for their continued support and patience, our commercial and technical partners for their engagement, and the Quadrise team for their commitment and resilience during a demanding year.

Andy Morrison
Chair

23 October 2026

Chief Executive Officer's Report

I joined Quadrise on 1 October 2025 after a career owning and operating ships. Our fuels work. They have been proven at industrial scale in refineries, in boilers, in four-stroke and two-stroke diesel engines on land and on container ships. The task in front of us is not to prove the technology again. That has been achieved. The task is to get a large counterparty to utilise our fuel in commercial service on commercially appropriate terms, and then to make that easily replicable for the next counterparty. Everything in this, my first annual Chief Executive Officer's Report, is centred around that task.

I will be direct about the year. We did not start the MSC and Cargill trial, which was our principal objective. We did not complete the OCP trial. Valkor did not pay the licence fee that fell due. We raised less money in July than we had sought. Those are the facts, and I set out below what we did about them and what shareholders should expect from us in the year ahead.

What we changed

Quadrise was built as a technology company. It has excellent chemistry, a well-equipped research facility in Essex and several Multifuel Manufacturing Units ready to deploy. What it has lacked is a commercial operating model that matched how fuel is actually bought and sold. Within my first year we made four key changes intended to rectify this.

- *Refinery-led supply:* Marine and industrial customers buy fuel from suppliers with tanks near ports, not from technology licensors. We have therefore appointed former BP refinery economist Matthew Hyde as Head of Downstream, who has assisted in discussions with four refineries located near major bunkering hubs and produced detailed refinery-specific economic modelling. This modelling indicates that a mid-sized refinery could conservatively improve margins by US$15m to US$25m a year through the production and sale of MSAR®.

- *Structured pipeline:* With the input of Linda Sorensen as Head of Marine, the Company has built a structured pipeline of shipping targets, worked in parallel, with the intention being that no single counterparty's timetable determines our own.

- *Stronger delivery platform:* With the appointments of Linda and Matthew, and the recent strengthening of the Board we have a team in place to manage the transition to commercial delivery. To assist with this, we are also progressing digitisation and AI-based modelling initiatives covering R&D and operations to enhance commercial delivery.

- *Disciplined resource allocation:* We have restructured the cost base, concentrated spending on activities that move projects towards revenue, and tested the remaining discretionary spending against expectations of near-term positive returns.

These changes are complete but do not by themselves create revenue. They make revenue possible when a counterparty is ready, and they reduce the cost of waiting when it is not.

The market

Fuel oil is a market of c.6.3m barrels a day that is worth in excess of US$140 billion a year, and it will remain large for decades. About 60% is used by ships and the remaining 40% by power plants and heavy industry. Fuel oil is made by blending low-value refinery residues with higher-value distillates to reach a usable viscosity. MSAR® replaces those distillates with water and a small quantity of proprietary additives. The refiner sells the distillate at a higher price, the buyer receives a fuel that is approximately 10% cheaper than fuel oil and burns more efficiently, and the emissions of nitrogen oxides and particulates fall. bioMSAR™ takes the same emulsion and substitutes waste-derived biofuels for part or all of the residue, giving a lower-carbon fuel at lower cost than conventional biofuel blends.

Two features of the market over the past year are significant for Quadrise. First, conflicts in the Persian Gulf and in Ukraine have made fuel cost and security of supply the priorities of every shipping company we speak to, pushing longer-term decisions on alternative fuels down the agenda. That has slowed the large counterparties, including MSC and Cargill, in exactly the period we needed them to move as previously anticipated. Second, regulation continues to tighten in Europe regardless of the pace at the IMO. FuelEU Maritime has applied since January 2025 and its greenhouse gas intensity limits step down over time; the EU Emissions Trading System now covers shipping. The IMO's Net-Zero Framework was not adopted in October 2025 and is due to be reconsidered in October 2026. Our fuels are useful whether or not it is adopted. A cheaper, cleaner fuel oil substitute that needs no new engines and no new infrastructure is a practical answer to both cost pressure and regional regulation, and that is what Quadrise offers to customers.

Marine: MSC and Cargill

The MSC and Cargill project is the Company's reference project with marquee counterparties who see the value in the Company’s technology. MSC is the world's largest container line and Cargill is among the largest fuel traders. The trial will produce MSAR® and bioMSAR™ at the MAC² bunker terminal in Antwerp using a Quadrise MMU, with fuel oil and glycerine feedstock supplied by Cargill, and burn the fuels on board the MSC Leandra V. It comprises proof-of-concept tests of two to three months followed by c.4,000 hours of operation on bioMSAR™ to obtain a Letter of No Objection (‘LONO’) from the engine manufacturer, Wärtsilä. Around 12,000 tonnes of Quadrise fuel will be consumed. Our objective is to secure a commercial supply agreement during the LONO phase rather than after it.

During the year we completed everything that was within our control:

- The MAC² terminal is now ready to receive the Quadrise manufacturing equipment, which is ready for shipment.
- ISCC EU certification and the bunker permit processes were progressed to final site audit stages.
- A Belgian branch was established to support operations at the terminal.

At the date of this report the bilateral agreements between MSC and Cargill, and between Quadrise and Cargill, remain unsigned. Due to the original bunker barge operator re-allocating its barge elsewhere, we are now in discussions with alternative bunker barge owners to complete the trial package. We are also in the process of securing firm price offers for the glycerine for the trial. Upon resolution of the barge and glycerine pricing issues, we expect the bilateral agreement to be ready for signature. All parties continue to engage and we expect on-site preparation to begin in Q4 2026 and the trial to commence in Q1 2027. The Board has set the completion of signed contracts as the milestone against which the Executive is measured.

Refinery supply

A trial on one ship does not create a fuel supply. Our licensing model depends on refineries producing MSAR® for sale into the marine and industrial markets, and on terminal operators and bunker suppliers distributing it. During the year, we moved refinery engagement from an occasional conversation to a key workstream with dedicated resource. We are in active discussions with four refinery operators, each located near a major bunkering hub, and each has been given a site-specific economic case. The value to a refiner is straightforward: distillate that would otherwise be blended into fuel oil is sold as diesel or jet fuel, and the residue is sold as MSAR® at a modest discount to fuel oil. Our target is to convert at least one of these discussions into a commercial agreement in the year ahead.

Industrial: OCP, Morocco

OCP is the world's largest phosphate fertiliser producer and an established Quadrise counterparty. Following the successful demonstration of MSAR® and bioMSAR™ at an OCP site in 2023, the parties signed a Commercial Framework Agreement in May 2025 that provided for a paid 30-day commercial trial at OCP's Jorf Lasfar site. OCP subsequently relocated the trial to a different production line and kiln. Approval for the revised trial configuration has now been received from the original equipment manufacturer, and the trial equipment is on site. We are now working with OCP to conclude the trial agreement. A successful trial could lead to a commercial supply agreement with OCP and, through a regional supply partner, wider industrial demand in Morocco and access to the Mediterranean bunker market.

Americas: Sparkle Power, Panama

The trial at Sparkle Power's 50 MW El Giral plant in Panama, completed in July 2025, was the first application of our fuels on Everllence (formerly MAN Energy Solutions) four-stroke engines and demonstrated the expected performance and emissions benefits. Panama combines a large industrial power demand with one of the busiest marine hubs in the world, and our strategy there is to anchor supply on industrial users and then extend it to shipping. During the year we progressed fuel permitting and engaged regional customers and fuel suppliers through local representatives. Commercial activity depends on securing a suitable supply partner, and that is the priority for the year ahead.

Upstream: Valkor, Utah

Our agreement with Valkor covers the conversion of low-carbon, low-sulphur heavy oil from Asphalt Ridge into MSAR® and bioMSAR™ for local and export markets. It is an upstream application of a kind Quadrise has demonstrated before. A sample from Valkor’s heavy sweet oil has now been successfully formulated into MSAR® and bioMSAR™ at QRF, with further optimisation work planned for Q4 2026.

Under the amended licence, Valkor owes the Company a licence fee of US$1.0m, of which US$50,000 was received and US$0.95m was outstanding at 30 June 2026 while Valkor awaited approval of its project funding. Valkor has advised that US$0.3m of this balance will be paid by 31 October 2026, with the remaining US$0.65m to follow upon completion of its ongoing project financing exercise. Valkor's 500 barrel per day pilot plant is now expected to be commissioned in Q4 2026, and our 600 bpd MMU is scheduled for delivery to site in Q4 2026 once the outstanding fee is received.

Technology and bioMSAR™

Our research team at QRF continued to widen the feedstocks that bioMSAR™ can accept, which is what will keep our fuels cheaper than conventional biofuels as regulation tightens. Engine testing during the year confirmed that bioMSAR™ blends deliver lifecycle carbon dioxide reductions of approximately 20% against fuel oil, with higher blends and bioMSAR™ Zero reaching materially further. Under joint development agreements with Licella for its Cat-HTR™ bio-intermediate and with Alder Energy for pyrolysis sugars, alongside continuing work with Vertoro (on crude sugar oil and C5/C6 sugars) and undisclosed others, we are progressing routes to lower-cost renewable feedstocks at scale. Lifecycle assessment of bioMSAR™ on a well-to-wake basis, aligned with the IMO guidelines and the requirements of FuelEU Maritime, is under way and ISCC EU certification is progressing in readiness for vessel trials. Both are prerequisites for commercial marine supply and both will be completed in the year ahead.

Organisation and cost base

Quadrise is a small company and any resource expended on overhead is a resource not applied to projects. During the year we implemented a cost restructuring programme with three elements: a reduction in fixed overhead, the transfer of non-core opportunities to partners on success-based terms; and a discipline that mandates a positive expected return from discretionary spending.

The Company has c. 12 employees and 3 part-time consultants and does not expect that number to grow until commercial supply begins. We have invested in digitisation and AI-based modelling to make a small team more productive, particularly in preparing refinery economic cases and customer proposals.

Outlook

I do not want to add to the long list of years in which Quadrise has described the coming twelve months as transformative. What I can say is more focussed. Much of the groundwork is now in place. Preparations for the MSC trial are substantially complete on our side. The key bilateral trial agreements are pending resolution of logistical and pricing issues prior to signature. The OCP trial will follow a signed agreement. The Valkor timetable is determined by its operational and funding progress. Refinery discussions are supported by an economic case that refiners recognise. The Company's cost base has been restructured to ensure focus on key strategic priorities. We now need to convert this groundwork into commercial delivery. Alongside this, the Strategic Review is intended to identify ways of bringing additional resources and capabilities alongside Quadrise to accelerate deployment of our technology and realise its potential at scale.

Peter Borup
Chief Executive Officer

23 October 2026

Chief Financial Officer's Report

During the year ended 30 June 2026, progress across several key projects took longer than anticipated and expected licence fee income from Valkor was not received during the year. As a result, the Group remained dependent on additional shareholder funding, raising £1.6 million (before costs) in July 2026. The Company has now sharpened its focus on capital allocation and prioritisation of those opportunities offering the clearest pathway to commercial revenue.

FY2026 financial results

The Group recorded a loss after tax of £4.2m for the year to 30 June 2026 (2025: £3.1m), representing a basic loss per share of 0.21 pence (2025: 0.17 pence). The operating loss was £4.4m (2025: £3.3m), including non-cash charges of £0.4m (2025: £0.1m) relating to share option expense and £0.2m relating to impairment of the receivable due from Valkor.

Revenue of £89k (2025: £42k) represents the amortisation of the US$1m Valkor licence fee over the licence term. Other income of £45k (2025: £28k) includes grant income arising under the SeaStars programme. Finance income of £117k (2025: £49k) reflects interest on the Company's cash balance.

Production and development costs increased to £2.1m (2025: £1.6m) primarily as a result of the expansion of the operational team, and comprise costs of operational staff and consultants, trial preparation activities, bioMSAR™ development programmes and operation of the Quadrise Research Facility.

Administration expenses of £1.8m (2025: £1.6m) comprise corporate staff and Directors' costs, professional fees and investor relations. The increase reflects one-off recruitment fees and an increase in legal and professional fees during the period.

Balance sheet and financial position

Total assets at 30 June 2026 were £7.2m (2025: £10.4m), reflecting cash expenditure during the year partially offset by increased receivables and investment in trial equipment. Cash and cash equivalents were £2.1m (2025: £5.9m). Property, plant and equipment increased to £0.9m (2025: £0.8m), principally reflecting expenditure on equipment for the MSC trial. Intangible assets of £2.9m (2025: £2.9m) comprise the MSAR® trade name.

Trade and other receivables increased to £0.6m (2025: £0.5m) and include US$0.95m (£0.7m) due from Valkor under the amended licence agreement, of which US$0.3m fell due on 31 March 2026 and US$0.65m on 30 June 2026. A provision of £245k (US$325k) has been recognised at 30 June 2026 following the deferment of payment of the US$0.3m to 31 October 2026 and the US$0.65m to completion of Valkor's ongoing fundraise exercise, as described in note 27. The corresponding deferred licence income of £0.6m is included within trade and other payables and will be released to revenue over the remaining licence term to 9 June 2033.

Net assets were £5.8m (2025: £9.5m). The Group remains debt free and had no borrowings at year end. Tax losses of approximately £72m (2025: £68m) are potentially available to offset future taxable profits, subject to the applicable tax legislation.

Cash flow and liquidity

Net cash outflow from operating activities was £3.7m (2025: £2.9m), averaging approximately £0.31m per month. Capital expenditure of £0.2m (2025: £0.4m) related principally to MSC trial equipment, whilst proceeds from the exercise of share options totalled £0.2m. Overall, the Group's cash balance reduced by £3.8m during the year (2025: increase of £2.8m, which included £6.1m net proceeds from the January 2025 fundraising).

Following the year end, the Company completed a fundraising to provide additional working capital and support the continued progression of its principal commercial opportunities.

On 8 July 2026, the Company raised £1.2m before expenses through a Placing of 119,000,000 new Ordinary Shares and a Subscription of 1,000,000 new Ordinary Shares at 1.0 pence per share. A further £0.4m was raised through a Retail Offer completed on 13 July 2026. Gross proceeds totalled £1.6m, with proceeds of approximately £1.4m after expenses.

Whilst proceeds were below the upper end of the range sought of up to £2.4m, the fundraising was successfully completed in a challenging market environment for UK-quoted small-cap growth companies. I would like to thank both institutional and retail shareholders for their continued support of the Company, particularly those retail investors who participated through the Retail Offer. Directors and employees subscribed for a total of £54,000 as part of the fundraising.

Going concern and capital management

The Board's cash flow forecasts, which incorporate the July 2026 fundraising and the cost restructuring measures implemented during the year, indicate that the Group has sufficient funds to meet its obligations through to 30 September 2027, assuming project income and expenditure proceed as forecast. Further funding will therefore be required before that date in order to continue executing in line with the Group’s business plan. On delivery of identified operational milestones, sustainable positive cash flow is currently forecast to commence in August 2028.

During the year, the Company’s cost base has been restructured to ensure expenditure is focused on delivery of key strategic priorities, with savings identified in non-core activities allowing cash to be reallocated to strategic priorities. The Board considered whether more significant cost reductions could be implemented to extend cash runway further and concluded that doing so would materially impact the Group's ability to deliver the commercial milestones upon which future value creation depends. The strategy therefore remains focused on preserving the technical and commercial capability required to progress the MSC, OCP, Valkor and refinery opportunities, whilst continuing to manage costs carefully and prioritise expenditure.

The Directors have assessed the Group's ability to continue as a going concern and have concluded that it remains appropriate to prepare the financial statements on that basis. However, as additional funding will be required during the going concern assessment period and there are currently no binding commitments in place for that funding, a material uncertainty exists in relation to going concern. Further details are provided in the Strategic Report and note 3 to the financial statements.

The Board reviews cash flow forecasts, liquidity and funding requirements at each meeting. As part of the Strategic Review, the Board is seeking to identify potential strategic, commercial and financing alternatives that could provide additional resources and capabilities to accelerate commercialisation. Alongside potential equity funding, consideration is being given to non-dilutive sources of capital where appropriate. The timing and structure of any future funding will depend on market conditions, the Company's cash position and progress across its principal commercial opportunities. The actions taken during the year to strengthen the business, prioritise resources and reduce the cost base are intended to provide the greatest possible opportunity for the Group to achieve sustainable positive cash flow and create long-term shareholder value.

David Scott
Chief Financial Officer

23 October 2026

Principal Activity

The principal activity of the Company is to develop markets for its proprietary emulsion fuels, MSAR® and bioMSAR™ as low-cost, more environmentally friendly substitutes for conventional heavy fuel oil ("HFO") and biofuels for use in large marine diesel engines, power generation plants and industrial applications.

Business Review and Future Developments

A full review of the Group's activities during the year, recent events and future developments is contained in the Chair's Statement and Chief Executive Officer's Report.

Business model and strategy

Quadrise is focused on the commercialisation of its proprietary emulsion fuel technology through the development and promotion of MSAR® fuels and bioMSAR™ biofuels. The Company's strategy is based on establishing points of presence through licensing and/or tolling arrangements in key regions, enabling access to production and consumption hubs. The Company aims to build a pipeline of long-term licensing and tolling income streams to support capital growth and, in due course, dividends for shareholders.

Quadrise targets the US$140+ billion global fuel oil market. The Company's products deliver lower cost, improved efficiency and reduced emissions relative to conventional fuel oil, with scope to reduce lifecycle greenhouse gas emissions by c.20% where bioMSAR™ is deployed. MSAR® and bioMSAR™ are drop-in fuels deployable using existing infrastructure in shipping, power generation and heavy industry with minimal capital investment and short deployment timescales.

The business model depends on identifying refinery operators and bunkering partners with access to fuel oil residues and the necessary production infrastructure, and counterparties in the marine and industrial sectors ready to trial and adopt Quadrise fuels. The Company provides technology, training and ongoing support through licensing and tolling arrangements. Revenue is generated through licence fees, tolling fees based on fuel volumes produced, and, where appropriate, fuel margins.

The strategy is reviewed at least annually by the Board and forms the foundation of the Company's business planning, risk assessment and investor engagement. During FY2026 the Board reset the strategy following the appointment of Peter Borup as Chief Executive Officer to prioritise a market-led approach, with emphasis on refinery-based supply chains, parallel commercial engagement with multiple counterparties in order to reduce dependency on any single customer, and disciplined cost management to extend cash runway.

Business review and future developments

The business review for FY2026 is set out in the Chairman's Statement, the CEO Report and the CFO Report above. Further detail on the four principal projects (MSC and Cargill in marine, OCP in industrial-Morocco, Valkor in upstream, and Sparkle Power in industrial-Americas) is provided in the CEO Report. The outlook and future commercial developments are described in the CEO Report.

The Board assesses performance against a range of commercial, operational and financial measures, including progress towards key project milestones, cash utilisation, liquidity and the development of new commercial opportunities. These measures are discussed throughout the Chair's Statement, CEO Report, CFO Report and the principal risks and uncertainties section of this Strategic Report.

Going concern

As at 30 June 2026, the Group had a cash balance of £2.1m. A further £1.4m, net of costs, was raised in July 2026. These funds are expected to be sufficient to cover net project expenditure and fixed costs until 30 September 2027. Additional funding would then be required to enable the Group to progress to sustainable positive cashflows, which are currently anticipated to commence in August 2028.

The basis for these expectations is the Group's business model, budget and business plan, together with sensitivity analysis, which have been reviewed and approved by the Board. The model comprises the financial forecasts associated with the principal project opportunities deemed to have a realistic prospect of progressing, with assumptions based on the latest available information, agreements with counterparties and the current status of discussions. The forecasts also include expenditure relating to research and development, operations and corporate overheads.

The Group's forecasts therefore indicate that additional funding will be required during the going concern assessment period. There are currently no binding commitments in place for this funding and no certainty that it will be available when required. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and, therefore, their ability to realise their assets and discharge their liabilities in the normal course of business.

In reaching their assessment, the Directors have considered the Group's current cash resources, the progress being made across its principal commercial projects and the Company's established track record of accessing equity funding. The Directors have a reasonable expectation that the required funding will be available and that the Group and Company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors have concluded that it remains appropriate to prepare the Group and Company financial statements on a going concern basis. For further details behind the judgments and estimations used by the Directors in reaching this determination, refer to note 3 of the financial statements.

Climate Change

Quadrise's technology is aligned with global decarbonisation objectives. The bioMSAR™ technology offers an alternative to conventional heavy fuel oil with lifecycle greenhouse gas intensity reductions of c.20% against HFO where bioMSAR™ is deployed, and where bioMSAR™ Zero is deployed, reductions approaching 85% are achieved. The Directors note that the recent outcomes of COP30 have reaffirmed the global commitment to a just and timely transition to net-zero by 2050.

The IMO Net-Zero Framework was approved in draft in April 2025, but formal adoption was deferred in October 2025. However, discussions are expected to resume during 2026 and, if adopted, the framework would introduce a global fuel standard and greenhouse gas emissions pricing mechanism to drive the shipping industry toward net-zero by 2050.

These regulatory frameworks, alongside mounting pressure from external stakeholders, present Quadrise with expanding opportunities to help marine, power and industrial clients implement cost-effective solutions to cut emissions. Government actions to reduce climate change therefore provide opportunities to Quadrise, but the Board acknowledges that the Company may also be presented with additional risks due to these actions, including competition from alternative technologies and changes in the relative cost structure of fuel production and carbon pricing mechanisms.

Principal risks and uncertainties

Our approach to risk management
The Board has overall responsibility for the Group's risk management framework and for determining the nature and extent of the risks it is willing to take in pursuit of the Group's strategy. The Audit and Risk Committee oversees the framework on the Board's behalf, reviews the risk register and reports to the Board on the principal risks and the effectiveness of their mitigation. Each risk has an executive owner who is responsible for its assessment and for the delivery of the mitigating actions.

During the year the Committee led a review of the framework as part of the Company's adoption of the QCA Corporate Governance Code. The principal changes were as follows:

1. Each mitigation now states the control in place, the change made during the year and, where relevant, the Board review point or trigger at which a decision is taken

2. Risks are assessed on a residual basis, after the effect of mitigation, with likelihood assessed over a twelve-month horizon and impact assessed by reference to the Group's cash resources, its strategy and its reputation

3. The Board distinguishes between committed projects and project options, with different levels of governance applied to each

4. The Board monitors a small number of financial triggers at each meeting, including a minimum cash level

5. Emerging risks are recorded and monitored separately from the principal risks

Risk appetite
The Board accepts a relatively high level of commercial and technical risk, which is inherent in commercialising a new fuel technology, provided that exposure to any single opportunity is bounded and that the Group's minimum cash level is maintained. The Board has a low appetite for risks to health and safety, to the environment and to regulatory and market compliance, and a low appetite for commitments that would reduce the Group's funded period without a corresponding commercial milestone.

Assessment for FY2026
The Board's assessment is that the Group's overall risk profile has increased during the year. The principal reasons are the shorter funded period, further delay to the start of the MSC and Cargill trial, and the continued delay in receipt of the Valkor licence fee. No principal risk is assessed as having decreased during the year. The Board considers this a fair reflection of the position of a pre-revenue company at this stage of commercialisation, and the actions it has taken in response are described in the Chief Executive Officer's and Chief Financial Officer's reports.

The risks below are those the Board considers most significant to the Group, and are presented in descending order of the Board's residual assessment. The risks are not exhaustive, and additional risks not presently known to the Board, or currently considered less significant, may also affect the Group.

Principal risks

The following risks are assessed by the Board as having the greatest potential effect on the Group's strategy, funding and prospects over the next twelve months. The risks are listed in order of a subjective scoring factor determined by the Board.

	Risk and description	Mitigation and movement	Change
1	**Going concern, funding and access to capital** The Group is pre-revenue and has incurred losses since inception. Further funding will be required before sustainable positive cash flow is achieved. The ability to raise funds is closely linked to demonstrable commercial progress, market conditions and the availability of equity and other financing. Continued reliance on equity funding may dilute existing shareholders, while delayed receipt of material licence or other income could increase funding requirements.	Cash forecasts and funding requirements are reviewed regularly by the Board. Expenditure is prioritised and project expenditure is gated to milestones. Equity and non-dilutive funding routes, including project finance, technology partnerships and equipment finance, are considered in parallel. Counterparty receipts and available authority headroom are monitored.	⇑
2	**Commercialisation of bioMSAR™ and MSAR®** The Group's marine strategy relies on completing the bioMSAR™ proof-of-concept and vessel trial programme and progressing MSAR® supply opportunities. Delay in finalising agreements, securing logistics and trial infrastructure, deploying equipment or completing trials may postpone validation and first revenue. An unfavourable technical, operational or economic outcome could weaken the reference case for wider adoption.	Engagement with key counterparties is led at Board level. Trial equipment is available for deployment and alternative routes to supply MSAR® and bioMSAR™ are being progressed. Other marine, industrial and refining opportunities are pursued in parallel to reduce reliance on a single project.	⇑
3	**Portfolio prioritisation and allocation of scarce resources** The Group pursues a portfolio of commercial opportunities to maximise the statistical likelihood of a successful project(s). These remain options until partner commitment, commercial model, technical feasibility or timing are all settled. With a small team and limited cash there is a risk that resources continue to be applied to opportunities that may with hindsight be assessed as overly speculative.	The Board has adopted a distinction between committed projects and project options, with different governance applied to each. Options are subject to time bound exploration windows, learning milestones, maximum exposure limits and explicit continue or terminate decisions. KPIs for each opportunity are reported to the Board including cost incurred to date and an assessment of adverse timeline variances ("drift"). The cost reduction programme and the dated milestones in the Chief Executive Officer's report show the practical application of this discipline.	⇑ **New**

	Risk and description	Mitigation and movement	Change
4	**Concentration of commercial and supply chain dependency** A substantial part of the Group's forecast value and the reference cases required to open wider markets depends on a small number of counterparties. Withdrawal, delay or a change of priority at any one of them could have a disproportionate effect. The Group also relies on a limited number of additive, feedstock, terminal, logistics and fabrication providers.	The commercial pipeline is being broadened across customers, applications and geographies. Counterparty progress is reviewed regularly and the qualified supplier base is being widened for additives, feedstocks, fabrication and logistics.	⇑ **New**
5	**Regulatory approvals, permitting, certification and independent verification** Trials and commercial supply require permits, certifications and regulatory clearances in each jurisdiction. These processes may be outside the Group's control and could delay project delivery. Large counterparties, regulators and investors may also require independent substantiation of the Group's economic, technical and environmental claims.	Requirements are identified and tracked during project planning, with local and specialist advisers engaged where required. Applications and certifications are progressed alongside commercial negotiations. Independent testing and lifecycle assessment work is commissioned where appropriate to support performance and emissions claims.	⇑ **New**
6	**Dependence on key personnel and organisational capacity** The Group operates with a small team and depends on a limited number of individuals for technical, commercial and financial capability, including knowledge that may not be readily replaceable. Loss of key personnel or insufficient capacity could delay delivery of the Group's strategy.	Key personnel are contractually bound and incentivised, including through equity arrangements. Critical knowledge is documented, succession and capacity are reviewed, and specialist capability is accessed through contractors and advisers where a permanent appointment is not justified.	⇑
7	**Feedstock sourcing for bioMSAR™ and MSAR®** Commercial deployment requires renewable glycerine, alternative renewable feedstocks or suitable refinery residues to be available at the required quality, volume, location and cost. Competing demand, changes in production and price volatility may constrain availability or affect project economics.	Potential sources are mapped and suppliers engaged directly. Alternative renewable feedstocks are being developed with established partners, while qualifying refineries are targeted against prospective consumers and major bunkering hubs. Project economics are reviewed using prevailing feedstock and logistics assumptions.	⇔

	Risk and description	Mitigation and movement	Change
8	**Technology performance, engine approvals and product liability** MSAR® and bioMSAR™ must perform reliably across feedstocks, conditions and engine types. Wider adoption may depend on engine manufacturer approval or other third-party technical acceptance. A technical failure could delay commercialisation, damage the Group's reputation and give rise to liability.	Fuel is tested before operational use under written trial protocols with defined acceptance criteria. Approval processes are managed directly with relevant counterparties, and insurance cover is reviewed against the planned trial programme.	⇑
9	**Product scope, competitiveness, commercial return and margin** Demand and achievable margin depend on residue and distillate price spreads, biofuel component costs, formulation, additive and freight costs, customer priorities and the competitiveness of alternative fuels and technologies. Adverse movements could reduce the value proposition or prevent the Group earning an acceptable return.	Economic modelling is undertaken for each application using prevailing market assumptions. Commercial terms are structured to manage price and offtake risks where possible, while formulation and additive cost reduction and alternative biofuel options remain development priorities.	⇔
10	**Health, safety and process safety** The Group's activities involve handling, blending, storing and combusting hydrocarbon and biofuel products, including at third-party sites and on vessels. A serious incident could harm people or the environment and have a lasting effect on the Group's reputation and commercial relationships.	Work is conducted to defined health, safety, environmental and quality standards. Risk assessments and method statements are agreed with site operators before work begins, and incidents and near misses are reported to the Board.	⇔

Key to movement since the last review: ⇑ increasing ⇔ stable ⇓ decreasing **New** not separately disclosed in FY2025

Other risks monitored by the Board
Other risks are scored moderate-to-low by the Audit and Risk Committee and are reviewed at least annually, but are not currently assessed as principal risks.

Andy Morrison
Chair

23 October 2026

Directors' Section 172 Statement

Statement by the Directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006.

The Directors confirm that during the year they have acted 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, having regard to the matters set out in section 172(1) of the Companies Act 2006. In doing so, the Board considered the long-term consequences of its decisions, the interests of employees and other stakeholders, the Company's relationships with customers, suppliers and commercial partners, its impact on the environment and wider community, the importance of maintaining high standards of business conduct and the need to act fairly between shareholders.

The Company's principal stakeholders include shareholders, employees and consultants, commercial partners and customers, suppliers, regulators and the communities in which its partners operate. Directors engage with shareholders through investor meetings, presentations, shareholder correspondence, regulatory announcements and the Annual General Meeting. The Board receives regular reports on employee matters from the Chief Executive Officer and on customer, supplier and partner relationships at each Board meeting.

The principal decisions taken during the year and the manner in which stakeholder interests were considered are set out below.

Appointment of a new Chief Executive Officer and reset of the operating model
The Board concluded that the Company's long-term success required commercial leadership with extensive experience in the shipping industry and international fuel markets. The decision took account of employees, whose roles and responsibilities were clarified under the new structure, together with customers, partners and other stakeholders who were consulted as part of the transition. The revised structure has resulted in the recruitment of a Head of Marine and a Head of Downstream and has supported engagement with four refineries.

The July 2026 fundraise
The Board weighed the potential dilution to existing shareholders against the need to secure funding for the Company's commercial and technical programmes and to demonstrate funded counterparty status to MSC, Cargill and OCP. In considering the interests of shareholders, the Board adopted a structure that enabled retail shareholders to participate on the same terms as institutional investors.

The going concern assessment
The Board determined that it was in the long-term interests of shareholders to provide transparent disclosure of a material uncertainty relating to going concern rather than materially reduce operating capability in order to achieve a clean going concern conclusion. The Board considered that maintaining the resources necessary to deliver the Company's strategic objectives and commercial projects would best support long-term shareholder value.

Governance and risk management
The Board adopted the QCA Corporate Governance Code, reconstituted the Audit and Risk Committee and enhanced the Company's risk management framework. These actions were undertaken to strengthen governance, improve transparency and accountability, support effective decision-making and provide shareholders and other stakeholders with greater visibility of how risks are identified, assessed and managed.

The Group's employees remain fundamental to the delivery of its strategy. The Board seeks to maintain fair remuneration arrangements, open communication and a safe working environment. Decisions intended to preserve cash and enhance business resilience are taken with due regard to employee interests and long-term value creation.

Directors' Section 172 Statement

The environmental benefits of the Company's MSAR® and bioMSAR™ technologies are central to its strategy. The Board believes that these technologies can contribute to improved fuel efficiency, reduced emissions and the broader transition towards lower-carbon energy solutions. Environmental considerations and decarbonisation opportunities are therefore taken into account when assessing commercial opportunities and strategic priorities.

The Board recognises the importance of maintaining high standards of business conduct and is supported by experienced independent Non-Executive Directors, established governance procedures and appropriate professional advisers. The Board also seeks to act fairly between shareholders and to communicate openly with investors whilst operating within applicable regulatory and disclosure requirements.

The Strategic Report was approved by the Board of Directors on 23 October 2026 and was signed on its behalf by:

Andy Morrison
Chair

23 October 2026

Directors

Andy Morrison – Chair

Andy is a director of growth businesses with more than forty years of experience encompassing major multi-national corporations and junior public companies. Andy spent 17 years at Shell plc in their oil products, lubricants and speciality chemicals divisions, where his roles included VP positions in sales, marketing, trading and strategy. Andy then held senior positions at BG Group plc and BOC Group plc in Corporate Strategy and New Business Development respectively. Since 2007, Andy has led junior listed companies in the energy, healthcare and cleantech sectors. He has accumulated significant experience covering restructuring, turnarounds, new listings and acquisitions. Andy holds a first-class bachelor's degree in chemical engineering and fuel technology from the University of Sheffield.

Peter Borup – Chief Executive Officer (appointed 1 October 2025)

Peter is an accomplished international CEO with over 30 years of experience in the global shipping industry. He began his career at A.P. Moller-Maersk, rising to Deputy Director, and later held senior leadership roles at major cargo operators including D/S Norden (SVP & MD Asia), Lauritzen Bulkers (President & CEO), and NORVIC Shipping International (President & CEO). Peter has led strategic operations across key maritime hubs such as Copenhagen, Seoul, Beijing, Singapore, and Dubai. Beyond executive leadership, Peter is deeply involved in maritime innovation, serving or having served on investment committees for Rainmaking, Motion Ventures, and The Shipping Collective, and on the board of AI start-up Shipster.ai. He holds degrees from IMD (MBA), Wharton (AMP), Copenhagen Business School (Board Program), and was a Fulbright Scholar at Georgetown University (Asia Studies).

Jason Miles – Chief Technology Officer

Jason spent over twelve years of his career prior to Quadrise developing emulsified fuel projects; initially as a process engineer for BP and subsequently for PDVSA, as Business Development Manager where he implemented numerous Orimulsion® projects globally. Jason has an honours degree in chemical engineering from Loughborough University and an Executive MBA from the Cass Business School in London and is a chartered Chemical Engineer. Jason has extensive emulsion fuel and oil market knowledge and is responsible for managing MSAR® business development, project delivery and commercialisation of the refining, power, marine and industrial sectors.

Vicky Boiten-Lee – Non-Executive Director

Vicky has more than 20 years of international experience in the energy sector with Shell. She spent 10 years working in South East Asia and the balance working out of London covering global businesses across Europe, North America, China, and Asia. Between 2015 and 2021, Vicky led Shell's global marketing for automotive lubricants and downstream fuels, including Shell's entry into electric vehicle fast-charging. She focuses on delivering value from the transition to net zero and has led organisational transformations accelerating the growth of lower-carbon fuels, developing circular supply chains and reducing the cost of compliance. Vicky holds a B.Eng degree from Universiti Malaya, an MBA from Strathclyde University and studied Business and Sustainability Leadership at Cambridge University. Vicky is a member of the QED Audit Committee and the chair of the Compensation and Nominations Committees.

Directors

Tony Foster – Non-Executive Director

Tony has more than 40 years of experience as a shipping executive across shipowning and management, maritime fund management and broking. He began his career at Wallem Group, later leading its Tokyo office, before cofounding several maritime ventures, including a British ship-owning company. He was also part of the pre-IPO management team of Pacific Basin Shipping. In 2003, Tony founded Marine Capital, where he serves as CEO. Under his leadership, the firm has evolved into a specialist shipping investment manager focused on decarbonisation. Marine Capital provides investment management, physical ship operation, and advisory services to institutional investors and industry leaders. Tony holds a BA (Hons) in Jurisprudence from Oxford University and actively contributes to maritime decarbonisation initiatives.

Michael Covington – Non-Executive Director (appointed 19 March 2026)

Michael is a senior board director, former investment banker and strategic finance leader with over 30 years of international experience across energy, fuels, infrastructure and industrial technology. He began his career at Dresdner Kleinwort advising FTSE 250 energy and infrastructure clients, before moving into clean-tech investment banking at Piper Sandler, and subsequently held Investment Director roles at Alpha Real Capital LLP and Bluefield Partners LLP. He is currently Chairman of Getech Group plc (AIM: GTC), where he oversees capital strategy, audit and financial governance, and is an NED and Trustee of Changeworks, Scotland's leading decarbonisation charity. He is a member of the Audit & Risk Committee and Compensation Committee. Michael is a Chartered Accountant (ACA) and holds an MA in Chemistry from the University of Oxford.

Laurie Mutch – Non-Executive Director (resigned 14 April 2026)

Laurie is an independent management consultant and an adviser to numerous UK charities. He had 25 years' experience in the energy industry with the Royal Dutch/Shell Group where he sat on the Board of Shell International Gas & Power, as Executive Director for business development in the Eastern Hemisphere. From 1994 to 1996, he was the Finance Director in Shell International Gas, and a senior adviser to the International Energy Agency. Prior roles include senior management positions in Shell's Coal and Chemical Divisions. During his last two years of service, he was Group Chief Information Officer. Laurie holds a BSc in Mathematics & Physics and an MSc in Astrophysics. He was chair of the QED Audit and Funding committees and a member of the Compensation and Nominations committees.

Dilipkumar Shah – Non-Executive Director (resigned 9 January 2026)

Dilip is a founder member of various successful companies in West Africa involved in the distribution of fertilizers, chemicals, tobacco related products and the manufacture of food products. Dilip has most recently been involved in trading and manufacturing in West Africa with focus on Nigeria, Democratic Republic of Congo and Ghana In addition, he serves on the boards of several private UK and international companies.

Directors' Report

The Directors present their report together with the audited accounts of Quadrise plc ("the Company"), and its subsidiaries ("the Group") for the year ended 30 June 2026.

Results and Dividends

The consolidated loss from continuing operations after taxation for the year ended 30 June 2026 was £4.2m (2025: £3.1m). The Directors do not recommend the payment of any dividend for the year (2025: £nil).

Directors

Those who served as Directors during the year are:

- Andy Morrison (Non-executive Chairman)
- Peter Borup (Chief Executive Officer) – appointed 1 October 2025
- Jason Miles (Chief Technology Officer)
- Vicky Boiten-Lee (Non-executive Director)
- Tony Foster (Non-Executive Director)
- Michael Covington (Non-executive Director) – appointed 19 March 2026
- Laurence Mutch (Non-executive Director) – resigned 14 April 2026
- Dilipkumar Shah (Non-executive Director) – resigned 9 January 2026

Resolutions to re-appoint Andy Morrison and Vicky Boiten-Lee, who will retire as Directors by rotation under the Company's Articles of Association, will be proposed at the Company's 2026 Annual General Meeting. Additionally, Michael Covington will also offer himself for re-appointment having been appointed as Non-Executive Director by the Board with effect from 19 March 2026.

Directors' Interests

The interests of the Directors holding office at 30 June 2026 were as follows:

Number of shares held:

Directors	30 June 2026 Ordinary Shares of 1p each	30 June 2025 Ordinary Shares of 1p each
Andy Morrison	4,600,000	4,600,000
Peter Borup	–	–
Jason Miles	10,820,877	6,094,236
Vicky Boiten-Lee	1,633,333	1,633,333
Tony Foster	–	–
Michael Covington	–	–

Number of share options held:

Directors	30 June 2026 Share options	30 June 2025 Share options	Exercisable up to
Andy Morrison	4,000,000	4,000,000	3 August 2030
	2,000,000	2,000,000	3 August 2031
	3,000,000	3,000,000	1 August 2032
Peter Borup	32,000,000	–	24 October 2033
	8,000,000	–	24 October 2035
Jason Miles	1,448,878	1,448,878	27 June 2027
	–	1,775,862	3 September 2029
	3,551,122	3,551,122	27 June 2029
	6,666,667	6,666,667	3 August 2033
Vicky Boiten-Lee	1,500,000	1,500,000	1 August 2032
Tony Foster	–	–	
Michael Covington	–	–	

Substantial Shareholders

The Board was aware of the following interests of 3% and over of the issued share capital of the Company based on the most recent shareholder information available to the Company.

	Nature of holding	Number of ordinary shares held	Percentage of issued share capital and voting rights
Hargreaves Lansdown	Indirect	519,750,475	23.99%
Interactive Investor	Indirect	422,710,681	19.51%
HDSL	Indirect	212,043,565	9.79%
AJ Bell	Indirect	157,640,731	7.28%
Barclays Smart Investor	Indirect	127,312,190	5.88%
HSBC Private Bank	Indirect	64,998,923	3.00%

Financial Instruments

The Group's principal financial instruments comprise cash balances and other payables and receivables that arise in the normal course of business. The risks associated with these financial instruments are disclosed in note 23.

Research and Development

The Group continues to invest in research and development associated with the formulation and manufacture of MSAR® and bioMSAR™ proprietary emulsion fuel. Further information regarding the research and development activities of the Group is contained in the Chief Executive Officer's report.

Future Developments

Further information regarding the future developments of the Group is contained in the Chair's Statement and Chief Executive Officer's Report.

Political donations and political expenditure

The Group did not make any political donations or expenditure during the year under review.

Post balance sheet events

In July 2026, the Company raised gross proceeds of £1.6 million (before expenses) through the issue of 160,365,341 new ordinary shares at 1.0 pence per share pursuant to a placing, subscription and retail offer.

On 21 September 2026, the Company granted 35,000,000 share options to employees and executive directors under its EMI and Unapproved Share Option Plans. The options comprise 30,000,000 performance-based options and 5,000,000 nominal value options, designed to support employee retention and incentivise the achievement of the Company's strategic objectives.

Directors' Liabilities

Subject to the conditions set out in the Companies Act 2006, the Company has arranged appropriate Directors' and Officers' liability insurance to indemnify the Directors against liability in respect of proceedings brought by third parties. Such provisions remain in force at the date of this report.

Disclosure of Information to Auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors, each Director has taken all the steps that he ought to have taken as a director in order to have made himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Appointment of Auditor

In accordance with Section 489 of the Companies Act 2006, a resolution to re-appoint PKF Littlejohn LLP will be proposed at the next Annual General Meeting.

Board Committees

Information on the Audit, Compensation and Nominations Committees is included in the Corporate Governance section of the Annual Report.

Annual General Meeting

The Annual General Meeting will be held on Friday 27 November 2026 as stated in the Notice, which accompanies this Annual Report.

By order of the Board.

MSP Corporate Services Limited
Company Secretary

23 October 2026

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with UK adopted International Accounting Standards for reporting year ended 30 June 2026.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group 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 judgments and accounting estimates that are reasonable and prudent.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

They are further responsible for ensuring that the Strategic Report and Report of the Directors and other information included in the Annual Report and Financial Statements is prepared in accordance with applicable law in the United Kingdom.

The maintenance and integrity of the Quadrise plc website is the responsibility of the Directors; the work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Andy Morrison
Chair

23 October 2026

Key Management Remuneration

The Compensation Committee of the Board of Directors is responsible for determining and reviewing compensation arrangements for all key management personnel, regarded as the executive Directors and Officers of the Group. The Compensation Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis and is guided by an approved remuneration policy and considers relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality, motivated Board and executive team.

The Compensation Committee links part of key management remuneration to the Company's financial and operational performance. In this regard, the Compensation Committee has had to consider the Company's financial position including its limited cash runway, alongside the need to maintain the people and expertise required to progress the business. The share option award made in connection with the appointment of the Chief Executive Officer formed part of this approach, providing a means of aligning interests with those of shareholders and the Company's longer-term success. Given the disappointing delivery of key projects, the Committee has sought to balance recognition of progress made, with the need for remuneration to reflect the Company's current circumstances and performance.

Details of the nature and amount of each element of the emoluments of each member of Key Management for the year ended 30 June 2026 were as follows:

Director	Short-term employee benefits £'000's	Social security costs £'000's	Post-employment benefits £'000's	Other benefits £'000's	Share option benefits* £'000's	Total 2026 £'000's	Total 2025 £'000's
Andy Morrison	93	13	–	–	9	115	112
Jason Miles	260	37	21	13	–	331	329
Peter Borup[1]	156	22	12	7	341	538	–
Vicky Boiten-Lee	49	8			4	61	68
Tony Foster[2]	45	6	–	–	–	51	21
Michael Covington[3]	13	2	–	–	–	15	–
Laurence Mutch[4]	44	6	–	–	(3)	47	63
Dilipkumar Shah[5]	–	–	–	–	–	–	1
Total	660	94	33	20	351	1,158	594

* - Non-cash share option expense. The award of share options to non-executive directors ended on 1 July 2025. Option benefits shown for Andy Morrison and Vicky Boiten-Lee relate to option awards prior to this date.

1 – Appointed 1 October 2025

2 – Appointed 1 February 2025

3 – Appointed 19 March 2026

4 – Resigned 14 April 2026

5 – Resigned 9 January 2026

All Directors of the Company have a minimum three-month written notice period under the terms of their employment contracts. Non-Executive directors remuneration is not subject to any performance criteria. Peter Borup and Jason Miles remuneration is subject to performance criteria as set by the Compensation Committee, with a bonus determined by performance against the corporate scorecard up to a maximum of 50% of salary. No bonus was awarded for the year ended 30 June 2026 (2025: £nil).

Reconciliation of Share Options Granted to Directors

	30 June 2026 Number of share options	30 June 2025 Number of share options
As at 1 July	35,442,529	33,442,529
Granted during the year by QED	48,625,000	13,500,000
Resignation of Director	(11,500,000)	–
Forfeited during the year	(8,625,000)	(11,500,000)
Exercised during the year	(8,442,529)	
As at 30 June	55,500,000	35,442,529

8,442,529 share options were exercised by Directors during the year (2025: nil). 13,250,000 share options are exercisable as at 30 June 2026 (2025: 27,692,529). 8,625,000 share options were forfeited as they did not vest as a result of their underlying performance conditions not being met (2025: 11,500,000).

The market price of the Company's shares at the end of the reporting period was 1.72p (2025: 4.35p) and the range during the year was 1.50p to 4.36p (2025: 1.35p to 7.58p) per share.

Vicky Boiten-Lee
Chair of the Compensation Committee

23 October 2026

Corporate Governance Statement

Dear Shareholders,

I am pleased to introduce the Company's Corporate Governance Statement.

As an AIM-quoted company, Quadrise recognises that the application of sound corporate governance is essential to the Group's ongoing success, the delivery of its strategy, the management of risk and the creation of long-term shareholder value. The Board is committed to maintaining governance arrangements that are appropriate for the size, complexity and stage of development of the Company, while ensuring effective oversight, accountability and engagement with shareholders and other stakeholders.

The Company applies the Quoted Companies Alliance Corporate Governance Code 2023 (the "QCA Code") as its corporate governance framework, following its adoption by the Board with effect from 1 July 2025.

The Board believes that the QCA Code provides a practical and proportionate framework for the Company, supporting sustainable long-term growth while promoting sound governance, clear accountability and effective stakeholder engagement. The Company's application of the principles of the QCA Code is set out in the separate section headed "Application of the QCA Code" and on the Company's website, which is reviewed and updated at least annually.

As Chair, it is my responsibility, together with my fellow Board members, to promote and uphold high standards of corporate governance throughout the organisation. The Group benefits from an experienced Board which provides strategic leadership, oversight and constructive challenge, while promoting a culture that is collaborative, professional and aligned with the long-term interests of shareholders.

Board composition and governance developments

During the year, the Board and executive leadership team continued to strengthen the skills and experience available to support the Company's strategic objectives.

Peter Borup joined the Board as Chief Executive Officer in October 2025, bringing considerable commercial marine and shipping industry expertise. In addition, Linda Sorensen joined the Company as Head of Marine, enhancing the Company's marine sector expertise as it progresses commercial opportunities and project deployment activities.

In March 2026, Michael Covington joined the Board as an independent Non-Executive Director and subsequently became Chair of the Audit and Risk Committee, ahead of Laurie Mutch's retirement from the Board in April. Michael brings extensive experience in commercial finance, capital markets and transactions across the energy and infrastructure sectors.

The Board regularly reviews its composition, skills matrix and succession requirements to ensure that an appropriate balance of technical, commercial, financial and governance expertise is maintained. The Board believes that its current composition provides the experience, diversity of thought and sector knowledge necessary to support the Company's strategy while ensuring effective oversight and challenge.

Shareholder engagement and communications

The Company strives to keep shareholders informed of material progress on its projects and to maintain an open and constructive dialogue with both retail and institutional investors. The Board continues to receive positive feedback on the Company's use of the Investor Meet Company ("IMC") platform, which enables shareholders to receive presentations from management and to ask questions directly. Questions submitted through IMC are answered either during the relevant event or subsequently through the IMC platform.

The Board believes that this approach supports fair and effective engagement with the Company's shareholder base, including retail shareholders, institutional investors and longstanding high-net-worth shareholders. Alongside IMC, the Company continues to use investor interviews and presentations through channels such as Proactive Investors, and provides supporting updates through its website and social media channels, including X and LinkedIn. The Company's Chief Technology Officer, Jason Miles, also uses his focused LinkedIn network to support business development and to promote awareness of the benefits of Quadrise technology.

The Board recognises the importance of ensuring that all shareholders receive material information at the same time. All substantive announcements are therefore made via RNS. The Board is fully aware of its responsibilities under the AIM Rules for Companies and maintains regular contact with the Company's nominated adviser, brokers, PR-IR advisers and legal advisers. The Company's approach to the use of social media, interviews, blogs and other non-RNS communications is discussed with its nominated adviser where appropriate to ensure that supplementary information does not contain material or inside information that should properly be disclosed through RNS.

Policies, risk management and oversight

The Company maintains a suite of policies and procedures that the Board considers appropriate for its size and stage of development. Each policy is reviewed and approved by at least one nominated Executive or Non-Executive Director with appropriate subject matter experience. The executive team consults regularly with the chairs of the Audit, Compensation and Nominations Committees on planning, finance, legal, human resources, remuneration and risk matters.

In May and June each year, the Board undertakes a structured risk assessment, the outcomes of which are incorporated into the monthly Non-Executive Directors' risk and project status meetings, the annual Business Plan and the associated financial modelling. The risk assessment process is reviewed and refined regularly to ensure that it remains proportionate, effective and aligned with developing best practice.

Annual General Meeting

The Company was pleased to hold an in-person Annual General Meeting in November 2025, which was also live-streamed via the IMC platform for shareholders unable to attend in person. The Board intends to continue with this hybrid approach for the 2026 Annual General Meeting, with the investor presentation and subsequent question-and-answer session live-streamed via IMC.

The Board believes that the examples set out above demonstrate the Company's proactive and transparent approach to governance, oversight and shareholder engagement. High standards of corporate governance remain central to the Board's culture and to the long-term success of the Company.

Andy Morrison
Chair

23 October 2026

Application of the QCA Code

Quadrise plc has adopted the QCA Code as the governance framework that best aligns with the Company's size, strategy, operational profile and shareholder base. As an AIM-quoted company, Quadrise is committed to maintaining high standards of corporate governance while ensuring that its structures and disclosures remain proportionate and fit for purpose. The Company's application of each of the ten principles of the QCA Code is set out below.

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

Quadrise is focused on the commercialisation of its proprietary emulsion fuel technology through the development and promotion of MSAR® fuels and bioMSAR™ biofuels, which support the decarbonisation of shipping and industrial sectors. The Company's strategy is based on establishing points of presence through licensing and/or tolling arrangements in key regions, enabling access to production and consumption hubs. The Company aims to build a pipeline of long-term licensing and tolling income streams to support capital growth and, in due course, dividends for shareholders. The strategy is reviewed at least annually by the Board and forms the foundation of the Company's business planning, risk assessment and investor engagement.

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

The Company promotes a culture of openness, responsibility and professionalism. Quadrise maintains policies and procedures designed to govern the behaviour of employees, directors and partners, including a code of conduct, whistleblowing policy and ethics-related training. Cultural alignment is reinforced by the Board and executive team through leadership example, regular communication and appropriate policies. Given the small size of the team, cultural issues are visible at an early stage and can be addressed promptly.

Principle 3: Seek to understand and meet shareholders' needs and expectations

The Company engages with shareholders through multiple channels, including in-person and online AGMs, Investor Meet Company presentations with question-and-answer sessions, investor conference calls, media interviews, presentations, regulatory announcements and regular updates to the Company's website. Feedback from shareholders is shared with the Board and used to inform strategy, governance, communication and remuneration considerations. The Company's website contains information on the Group's business, corporate information and disclosures required under the AIM Rules for Companies. Shareholders may contact the Company via email at ir@quadrise.com.

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

Quadrise recognises the importance of considering the interests of employees, partners, customers, suppliers, regulators and other stakeholders. The Company's products have direct environmental benefits aligned with global decarbonisation objectives, and its ESG commitments are reflected on the Company's website. The Board considers stakeholder impact in strategic decisions and monitors stakeholder engagement regularly. Key relationships include strategic partners, suppliers and customers in the marine, power generation and industrial sectors, including MSC, Auramarine, Vertoro, Aquafuel, Cargill and Nouryon. Stakeholder feedback is obtained through shareholder meetings and presentations, employee meetings and performance reviews, project discussions with partners and customers, and regular Board reporting. Feedback has informed the Company's communication practices, leadership appointments, risk assessment processes, supply chain development and project planning.

Application of the QCA Code

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

The Board carries out an annual structured risk assessment covering principal and emerging risks across the business. This includes the development of a risk dashboard and mitigation strategy, which is embedded in the annual Business Plan. Regular risk and project meetings involving non-executive and executive directors provide ongoing oversight of risks, opportunities and mitigation actions. The Audit Committee supports the Board in reviewing financial reporting, risk management and internal controls, and reports to the Board on significant matters.

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

The Board is currently comprised of the Non-Executive Chair, the Chief Executive Officer, the Chief Technology Officer and three Non-Executive Directors. All of the Non-Executive Directors are considered independent. Biographies of the Directors are included in the Annual Report and on the Company's website. There is a formal, rigorous and transparent procedure for Board appointments, with external recruitment advisers used where appropriate. Board and committee meetings are well-attended and supported by high-quality and timely information packs. The Company Secretary supports the Chair, the Board and committees in maintaining proper administration and governance processes.

The Board is responsible for the long-term success of the Company and for ensuring that effective governance arrangements are maintained throughout the Group. The Board sets the Company's strategic objectives, monitors performance against those objectives, establishes the Company's risk appetite and oversees the effectiveness of internal control and risk management systems.

Board Committee Structure:

Committee	Chair	Key responsibilities
Audit Committee	Michael Covington	Oversees financial reporting, risk management, internal controls and the external audit process. The Committee assists management in the annual risk assessment and reports to the Board on significant issues.
Compensation Committee	Vicky Boiten-Lee	Reviews remuneration arrangements for key management and ensures that remuneration policy supports the Company's strategy, performance and long-term value creation.
Nominations Committee	Vicky Boiten-Lee	Oversees Board appointments and succession planning, promotes diversity and supports a formal and transparent process for director appointments.

Application of the QCA Code

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

Governance structures are reviewed regularly to ensure that they remain aligned with the Company's scale and complexity. The Board is supported by the Audit, Compensation and Nominations Committees, each operating under written terms of reference. The roles of the Chair and Chief Executive Officer are clearly separated. The Board's composition reflects a mix of technical, commercial, legal, shipping, energy and financial skills relevant to the Company's sector and stage of growth. Directors have access to advisers, briefings and external benchmarking as required. Board composition is reviewed regularly, balancing continuity and sector knowledge with the need for appropriate independence, challenge and succession planning. During the year, the Board and management team were strengthened through the appointments of Peter Borup as Chief Executive Officer and Michael Covington as an independent Non-Executive Director, succeeding Laurie Mutch. Michael brings extensive experience in commercial finance, capital markets and transactions across the energy and infrastructure sectors.

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

The Board undertakes an annual evaluation process covering individual director contributions, overall Board effectiveness, committee effectiveness and areas for improvement. This includes the completion of a confidential director evaluation matrix and a questionnaire on Board and committee performance, with responses returned to the Company Secretary and consolidated for review by the Chair and the Board. Performance reviews also extend to the executive team and committee leadership. The Chair oversees annual employee evaluations, with targets set for the following year. In view of the Company's current size, the Board does not yet have a formal succession plan, although this will be developed as the Company progresses its strategic development plans.

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

The Compensation Committee meets at least twice a year and reviews remuneration arrangements for key management, taking into account Company performance, the delivery of long-term objectives and corporate strategy. External guidance is sought as necessary in setting the terms of senior executive remuneration, including the award of bonuses and/or options. In determining Executive Director remuneration, the Compensation Committee places importance on proportionality and alignment with long-term value creation. The Committee seeks to incorporate the principles of clarity, simplicity and predictability, and refers to remuneration surveys of AIM companies of similar size and complexity where these are available. Shareholder views expressed at the AGM and in other meetings are considered by the Committee.

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

The Company discloses its governance arrangements in the Annual Report, on the Company's website and through investor communications. This QCA Code statement is reviewed and updated annually. Where the Company's practices differ from QCA recommendations, the Board provides clear explanations. Governance is addressed at AGMs and investor webcasts. The Company uses the Investor Meet Company platform to increase shareholder participation and enable shareholders to raise questions to members of the Board. Alongside Investor Meet Company, the Company uses interviews and updates through Proactive Investors and maintains social media feeds on X and LinkedIn to provide background and supporting information to shareholders. The Annual Report includes reports from the Chairs of the Compensation Committee and Audit Committee, and ESG and sustainability matters are detailed in the Sustainability Report, which is published annually.

Application of the QCA Code

Governance Framework Evolution

Recent governance developments included the adoption of the QCA Code, the appointment of new Board and management team members to support strategic growth, the enhancement of risk management processes and the introduction of an Employee Handbook. The Board will continue to review and refine governance arrangements in response to Company growth, regulatory developments and stakeholder expectations.

Shareholder Information

Company documents, including historic annual reports, investor presentations and AGM notices, are available on the Company's website: Reports and presentations

The Company's Articles of Association, updated in 2022, are available on the Company's website: Documents and circulars

Michael Covington
Chair of the Audit Committee

23 October 2026

Independent Auditor's Report to the Members of Quadrise Plc

Opinion

We have audited the financial statements of Quadrise Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2026 which comprise Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2026 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to note 3 in the financial statements, which indicates that the group and parent company will need to raise additional funding within twelve months from the date of approval of the financial statements in order to fund its ongoing working capital requirements. The Group incurred a net loss of £4.2m during the year ended 30 June 2026 and has a net asset position of £5.8m. As stated in note 3, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's 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 and parent company's ability to continue to adopt the going concern basis of accounting included the following:

- Obtaining the directors' going concern assessment and evaluating the appropriateness of the assessment;
- Reviewing the budgets/cashflow forecasts which cover the period to 30 June 2028 and challenging management's basis for the underlying assumptions in the forecast, agreeing to supporting documentation such as the review of post year end bank statements, management accounts and regulatory news service announcements;
- Testing the accuracy and functionality of the Sensitivity Analysis model used to prepare the forecast and independently performing sensitivity analysis;
- Review of bank statements to confirm the company's cash position;

- Performing a review of historical forecasts against actual performance to assess the directors' ability to forecast accurately; and
- Reviewing the adequacy of the disclosures in respect of going concern including the uncertainties over the ability to raise additional funds.

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures.

The materiality applied to the group financial statements was £148,000 (2025: £155,000), based on 2% of gross assets (2025: 1.5% of gross assets). Gross assets were selected as the most relevant benchmark to shareholders which includes intangible assets (comprising the MSAR brand) and the technology for producing the emulsion fuel.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures. The performance materiality for the group was £104,000 (2025: £108,000) and £81,000 (2025: £75,600) for the parent company, being 70% (2025: 70%) of materiality for the financial statements as a whole.

In determining performance materiality, we considered the following factors:

- Our knowledge of the group and its environment, including industry specific trends;
- Significant transactions during the year; and
- The level of judgement required in respect of the key accounting estimates.

We agreed with the audit committee that we would report all audit differences identified during the course of our audit in excess of £7,410 (2025: £7,000) for group and £4,050 (2025: £7,000) for parent company level, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We applied the concept of materiality in planning and performing our audit and in evaluating the effect of misstatement. No significant changes have come to light during the audit which required a revision of our materiality for the financial statements as a whole.

Our approach to the audit

Our audit is risk based and is designed to focus our efforts on the areas at greatest risk of material misstatement, aspects subject to significant management judgement as well as complexity, risk and size.

In designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. We tailored the scope of our audit to ensure that sufficient procedures were performed to enable us to express an opinion on the financial statements as a whole, taking into consideration the structure and complexity of the group. We also looked at areas involving significant accounting estimates and judgement and considered future events that are inherently uncertain. The areas of estimate and judgement included:

- The valuation of intangible assets in line with IAS 36; management is required to perform an impairment assessment at each reporting end date to determine whether there is any indication that those assets have suffered an impairment loss. This included the assessment of key inputs such as the future cash flow forecasts, discount rates, budget period and growth;

- The recoverability of investments in subsidiary undertakings (including trade receivables and intercompany receivable amounts). This included the assessment of key inputs such as future cash flow forecasts, discount rates, budget period and expected growth;
- Management has exercised significant judgement in determining the nature of the licence granted to Valkor. Based on the terms of the agreement and the Group's ongoing involvement in supporting and maintaining the licensed technology, the licence was assessed to provide access to intellectual property over time, rather than a right to use at a point in time. This classification affects the timing of revenue recognition under IFRS 15.

We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of management bias that represented a risk of material misstatement due to fraud.

The scope of the audit was determined based on the significance of the component's operations and its materiality to the Group financial statements. The component was assessed as significant due to its size and risk profile, and a full scope audit was performed.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Valuation of intangible assets (Note 13)	
The group holds £2.92m of intangible assets which relate to the MSAR® trade name and are key to future value generation for the Group. In line with IAS 36, management is required to perform an impairment assessment at each reporting end date to determine whether there is any indication that those assets have suffered an impairment loss. The Group remains loss- making, with one stream of revenue-license income. This situation inherently increases the valuation risk and is in itself an impairment indicator per IAS 36.	Our audit work in this area included: ● Considering whether any indicators of impairment are present under IAS 36, with reference to both internal and external factors; ● Reviewing the impairment assessment in case any impairment indicators are identified; ● Obtaining and reviewing the Board-approved impairment papers in respect of intangible assets to ensure the Board is involved with reviewing for indicators of impairment; ● Checking the mathematical accuracy of the discounted cash flow forecasts used within the impairment papers; ● Challenging management on the key assumptions underlying the cash flow forecasts used in the impairment assessments (including the basis of future cash flow estimates, growth rates, and discount rate), to verify the discount rate used for reasonableness;

Key Audit Matter	How our scope addressed this matter
Key assumptions used in the models are: ● Timing of project commercialisation ● Revenue forecasts from MSC and Valkor ● Discount rate ● Use of indefinite life/terminal value method Given the judgement and estimation required by management in making this assessment, there is a risk that this assessment is not conducted appropriately and that intangible assets are materially misstated and this is why this risk has been classified as a Key Audit Matter ("KAM").	● Evaluating the reasonableness of the cash flow forecasts and projections in the model through comparison to actual and prior period performance; ● Performing sensitivity analyses on the key assumptions and management judgements used within the models; and ● Reviewing the accounting policy and disclosures relating to intangible assets to assess whether they comply with the applicable financial reporting framework.
Valuation of investments and the recoverability of intercompany receivables – Parent company (Notes 14 and 15)	
The Company's investment in subsidiaries are highly material at £21.479m and intercompany receivables at £43.207m. Recoverability of these investments fundamentally lies with the ability of the subsidiaries to generate returns from its Intangible assets. Sufficient returns are not yet being generated and therefore there is a risk that investments in subsidiaries may be materially impaired as impairment indicators per IAS 36 exist (being the fact that subsidiaries are loss making). There is also a risk that the receivable balance is impaired as a result of management not applying the IFRS 9 expected credit loss model appropriately and therefore the balance may be materially misstated. Given the judgement and estimation required by management in making this assessment, there is a risk that this assessment is not conducted appropriately and that investments are materially misstated.	Our audit work in this area included: ● Reviewing the value of investment balances against the value of the underlying assets; ● Obtaining evidence of ownership for all investments held within the Group; ● Reviewing management's impairment paper in respect of the recoverability of investment balances providing appropriate challenge, corroborating any key assumptions used (such as discount rate, cash flow projections, growth rates, and forecast period); ● Considering whether any other indicators of impairment are present under IAS 36, with reference to both internal and external factors; ● Reviewing the financial instruments in accordance with IFRS 9 including assessment of expected credit losses; and ● Reviewing the accounting policy and disclosures for investments in subsidiaries to assess whether they are appropriately presented in accordance with the applicable financial reporting framework.

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the 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 in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management about the potential instances of non-compliance with laws and regulations.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from:
    - International Financial Reporting Standards
    - Companies Act 2006
    - AIM Rules
    - Compliance with environmental legislation and exploration licence rules in local jurisdictions
    - Health and Safety Act 1974
    - Environment Protection Act 1974
    - UK tax regulations
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to:
    - Conducting enquiries of management regarding potential instances of non-compliance;
    - Reviewing Regulatory News Service (RNS) announcements;
    - Reviewing legal and professional fees ledger accounts; and
    - Reviewing board minutes and other correspondence from management.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, whether key management judgements could include management bias. The potential for bias was identified in relation to the following:
    - Valuation of intangible assets
    - Recoverability of investment in subsidiaries, trade receivables and intercompany balances
    - Revenue recognition

- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

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

Use of our report

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

Joseph Archer (Senior Statutory Auditor)

For and on behalf of PKF Littlejohn LLP, Statutory Auditor
30 Churchill Place
London
E14 5RE
23 October 2026

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2026

	Notes	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Continuing operations			
Revenue	5	89	42
Other income		45	28
Production and development costs		(2,094)	(1,626)
Other administration expenses		(1,812)	(1,581)
Impairment of trade receivables		(245)	–
Share option charge	19	(366)	(112)
Foreign exchange gain/(loss)		18	(6)
Operating loss	6	**(4,365)**	(3,255)
Finance costs		(19)	(9)
Finance income		117	49
Loss before tax		**(4,267)**	(3,215)
Taxation	9	88	110
Loss and total comprehensive loss for the year from continuing operations to owners of the parent		**(4,179)**	(3,105)
Loss per share – pence			
Basic	10	**(0.21)**	(0.17)
Diluted	10	**(0.21)**	(0.17)

Consolidated Statement of Financial Position

As at 30 June 2026

Company No. 05267512

	Notes	As at 30 June 2026 £'000s	As at 30 June 2025 £'000s
Assets			
Non-current assets			
Property, plant and equipment	11	938	760
Right of Use assets	12	357	209
Intangible assets	13	2,924	2,924
Non-current assets		**4,219**	3,893
Current assets			
Cash and cash equivalents	16	2,117	5,892
Trade and other receivables	17	634	478
Prepayments		189	111
Inventory		–	11
Current assets		**2,940**	6,492
Total assets		**7,159**	10,385
Equity and liabilities			
Current liabilities			
Trade and other payables	18	430	470
Lease liabilities	12	108	68
Provision for lease dilapidations	12	56	56
Current liabilities		**594**	594
Non-current liabilities			
Lease liabilities	12	211	113
Trade and other payables	18	510	179
Non-current liabilities		**721**	292
Equity attributable to owners of the parent			
Issued share capital	20	20,061	19,903
Share premium	20	81,830	81,678
Merger reserve	21	3,777	3,777
Share option reserve	21	944	777
Reverse acquisition reserve	21	522	522
Accumulated losses		(101,290)	(97,158)
Total shareholders' equity		**5,844**	9,499
Total equity and liabilities		**7,159**	10,385

The financial statements, accompanying policies and notes 1 to 28 (forming an integral part of these financial statements), were approved and authorised for issue by the Board on 23 October 2026 and were signed on its behalf by:

A.Morrison
Chair

P. Borup
Director

Consolidated Statement of Changes in Equity

For the year ended 30 June 2026

	Issued capital £'000s	Share premium £'000s	Merger reserve £'000s	Share option reserve £'000s	Warrant reserve £'000s	Reverse acquisition reserve £'000s	Accumulated losses £'000s	Total £'000s
1 July 2024	17,648	77,647	3,777	839	30	522	(94,175)	6,288
Loss and total comprehensive loss for the year	–	–	–	–	–	–	(3,105)	(3,105)
New shares issued	2,177	4,353					–	6,530
Share issue costs		(420)					–	(420)
Share option charge	–	–	–	112	–	–	–	112
Exercise of share options	42	52		(52)			–	42
Exercise of warrants	36	46			(30)		–	52
Transfer of balances relating to expired share options	–	–	–	(122)	–	–	122	–
30 June 2025	**19,903**	**81,678**	**3,777**	**777**	**–**	**522**	**(97,158)**	**9,499**
1 July 2025	19,903	81,678	3,777	777	–	522	(97,158)	9,499
Loss and total comprehensive loss for the year	–	–	–	–	–	–	(4,179)	(4,179)
Share option charge	–	–	–	366	–	–	–	366
Exercise of share options	158	152		(152)			–	158
Transfer of balances relating to expired share options	–	–	–	(47)	–	–	47	–
30 June 2026	**20,061**	**81,830**	**3,777**	**944**	**–**	**522**	**(101,290)**	**5,844**

For an explanation of the nature and purpose of the reserves refer to note 21.

Consolidated Statement of Cash Flows

For the year ended 30 June 2026

	Notes	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Operating activities			
Loss before tax from continuing operations		(4,267)	(3,215)
Adjustment for:			
Depreciation	11, 12	188	195
Release of provision for lease dilapidations		(28)	(28)
Finance costs paid		19	9
Finance income received		(117)	(49)
Share option charge	19	366	112
Working capital adjustments			
Increase in trade and other receivables	17	(156)	(360)
Increase in prepayments		(78)	(20)
Increase in trade and other payables	18	291	410
Decrease/(increase) in inventory		11	(11)
Net cash used in Operating Activities		**(3,771)**	(2,957)
Finance costs paid		(19)	(9)
Taxation received	9	88	110
Net cash outflow from operating activities		**(3,702)**	(2,856)
Investing activities			
Finance income received		117	49
Purchase of property, plant and equipment	11	(240)	(442)
Net cash outflow from investing activities		**(123)**	(393)
Financing activities			
Issue of Ordinary Share Capital		–	6,530
Issue Costs		–	(420)
Payment of lease liabilities		(108)	(111)
Exercise of share options		158	42
Exercise of warrants		–	52
Net cash inflow from financing activities		**50**	6,093
Net (decrease)/increase in cash and cash equivalents		(3,775)	2,844
Cash and cash equivalents at the beginning of the year		5,892	3,048
Cash and cash equivalents at the end of the year	16	**2,117**	5,892

Company Statement of Financial Position

As at 30 June 2026

Company No. 05267512

	Notes	As at 30 June 2026 £'000s	As at 30 June 2025 £'000s
Assets			
Non-current assets			
Property, plant and equipment		8	9
Right of use asset	12	232	46
Investments in subsidiaries	15	21,479	21,479
Amount due from subsidiary	15	41,719	36,724
Non-current assets		**63,438**	58,258
Current assets			
Cash and cash equivalents	16	1,740	5,663
Trade and other receivables	17	50	55
Prepayments		100	59
Current assets		1,890	5,777
Total assets		**65,328**	64,035
Equity and liabilities			
Current liabilities			
Trade and other payables	18	130	193
Lease liability	12	81	43
Provision for lease dilapidations	12	27	27
Current liabilities		**238**	263
Non-current liabilities			
Lease liability	12	130	–
Non Current liabilities		**130**	–
Equity attributable to equity holders of the parent			
Issued capital		20,061	19,903
Share premium		81,830	81,678
Merger reserve		3,777	3,777
Share option reserve	21	944	777
Accumulated losses		(41,652)	(42,363)
Total shareholders' equity		**64,960**	63,772
Total equity and liabilities		**65,328**	64,035

The profit for the year for Quadrise plc was £0.7m (2025: £1.1m). No income statement is presented by the Company as provided in S.408 of the Companies Act 2006.

The financial statements, accompanying policies and notes 1 to 28 (forming an integral part of these financial statements), were approved and authorised for issue by the Board on 23 October 2026 and were signed on its behalf by:

A.Morrison
Chair

P. Borup
Director

Company Statement of Changes in Equity

For the year ended 30 June 2026

	Issued capital £'000s	Share premium £'000s	Merger Reserve £'000s	Share option reserve £'000s	Warrant reserve £'000s	Accumulated losses £'000s	Total £'000s
1 July 2024	17,648	77,647	3,777	839	30	(43,569)	56,372
Profit and total comprehensive income for the year	–	–	–	–	–	1,084	1,084
New shares issued	2,177	4,353	–	–	–	–	6,530
Share issue costs	–	(420)	–	–	–	–	(420)
Share option charge	–	–	–	112	–	–	112
Exercise of share options	42	52	–	(52)	–	–	42
Exercise of warrants	36	46	–	–	(30)	–	52
Transfer of balances relating to expired share options	–	–	–	(122)	–	122	–
30 June 2025	**19,903**	**81,678**	**3,777**	**777**	**–**	**(42,363)**	**63,772**
1 July 2025	19,903	81,678	3,777	777	–	(42,363)	63,772
Profit and total comprehensive income for the year	–	–	–	–	–	664	664
Share option charge	–	–	–	366	–	–	366
Exercise of share options	158	152	–	(152)	–	–	158
Transfer of balances relating to expired share options	–	–	–	(47)	–	47	–
30 June 2026	**20,061**	**81,830**	**3,777**	**944**	**–**	**(41,652)**	**64,960**

Company Statement of Cash Flows

For the year ended 30 June 2026

	Notes	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Operating activities			
Profit before tax from continuing operations		664	1,084
Adjustment for:			
Depreciation		94	93
Release of provision for dilapidations		(28)	–
Finance income received		(117)	(49)
Finance costs paid		12	4
Share option charge	19	366	112
Working capital adjustments			
Decrease/(increase) in trade and other receivables	17	5	(9)
Increase in prepayments		(41)	–
Decrease/(increase) in trade and other payables	18	(63)	71
Net cash generated by operating activities		**892**	1,306
Finance costs paid		(12)	(4)
Net cash inflow from operating activities		**880**	1,302
Investing activities			
Finance income received		117	49
Purchase of property, plant and equipment		(1)	(2)
Loan to subsidiary	15	(4,995)	(4,448)
Net cash outflow from investing activities		**(4,879)**	(4,401)
Financing activities			
Issue of Ordinary Share Capital		–	6,530
Issue Costs		–	(420)
Exercise of share options		158	42
Exercise of warrants		–	52
Payment of lease liability		(82)	(84)
Net cash inflow from financing activities		**76**	6,120
Net decrease in cash and cash equivalents		**(3,923)**	3,021
Cash and cash equivalents at the beginning of the year		5,663	2,642
Cash and cash equivalents at the end of the year	16	**1,740**	5,663

1. General Information

Quadrise plc ("QED", "Quadrise", "Company") and its subsidiaries (together "the Group") are engaged principally in the manufacture and marketing of emulsion fuel for use in power generation, industrial and marine diesel engines and steam generation applications. The Company's ordinary shares are listed on the AIM market of the London Stock Exchange.

QED was incorporated on 22 October 2004 as a limited company under UK Company Law with registered number 05267512. It is domiciled at, and is registered at, Eastcastle House, 27-28 Eastcastle Street, London, W1W 8DH.

2. Summary of Significant Accounting Policies

The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Group's business activities.

(2.1) Basis of Preparation

The financial statements have been prepared in accordance with UK adopted international accounting standards and the requirements of the Companies Act 2006 and effective, or issued and early adopted, as at the date of these statements. The financial statements have been prepared under the historical cost convention as modified for financial assets carried at fair value.

The preparation of financial statements in conformity with IFRS accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

(2.2) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of entities controlled by the Group as at 30 June 2026.

All inter-company balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated on consolidation. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Accounting policies of subsidiaries are consistent with those adopted by the Group.

Control is defined as when QED, or a company which it controls, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, QED demonstrates control when it has all the following:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the investor's returns.

(2.3) Changes in Accounting Principles and Adoption of New and Revised Standards

Amendments to IFRS Accounting Standards applicable from 1 July 2025

The Group has adopted the following amendments to IFRS Accounting Standards, with no material impact to the Group in the year ended 30 June 2026:

- IAS 21 (Amendments) – Lack of Exchangeability

- IAS 1 (Amendments) – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants
- IAS 7 and IFRS 7 (Amendments) – Supplier Finance Arrangements

New IFRS Accounting Standards and amendments issued but not yet effective
Certain amendments to IFRS Accounting Standards and interpretations have been published that are not mandatory for the 30 June 2026 reporting period and have not been early adopted by the Group. The following amendments are effective for the period beginning on or after 1 January 2026:

- IFRS 9 and IFRS 7 (Amendments): Classification and Measurement of Financial Instruments

The following amendments are effective for the period beginning 1 January 2027:

- IAS 21 (Amendments): Translation to a Hyperinflationary Presentation Currency
- IFRS 18: Presentation and Disclosure in Financial Statements
- IFRS 19: Subsidiaries without Public Accountability: Disclosures*

* subject to endorsement by the UKEB

The Group is currently assessing the impact of these standards and amendments but does not expect them to have a material impact on its consolidated financial statements.

(2.4) Significant Accounting Judgements, Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial period are discussed below:

Intangible Assets (see note 13)
The recoverable amount of the MSAR® trade name intangible asset has been determined using a relief from royalty ('RFR') model. The expected future cash flows utilised in the RFR model are derived by quantifying the royalties that would result if the asset was licensed from a third party in order to determine the income stream directly attributable to the asset in isolation. The royalties are based on a percentage of projected future revenues up to 30 June 2036 with an assumed growth rate being used beyond that date. The key assumptions used by management in this RFR model are a) royalty rate, b) discount rate, c) the period over which cashflows are forecast d) the growth rate beyond that period. The basis for the assumptions used is discussed further in note 13.

The carrying value of intangible assets at 30 June 2026 is determined to be £2.9m (2025: £2.9m). Further details are given in Note 13.

Estimates of credit losses ('ECL') (see note 15)
Management makes judgement in relation to the future recoverability of receivables. In relation to the parent Company there is a net substantial loan to subsidiaries. Management has used the 'General Approach' guidance as noted in IFRS 9 to make judgements in relation to the future risk of default and the ability of the subsidiary to raise the funds necessary to repay the loan in the event that it was called due. Inherent in this model are a number of judgements. Management have estimated that a provision was required of £1.512m at 30 June 2026 (2025: £1.423m).

Under the General Approach, at each reporting date, entities are required to determine whether there has been a Significant Increase in Credit Risk (SICR) since initial recognition and whether the loan is credit impaired. This determines whether the loan is in ***Stage 1***, ***Stage 2*** or ***Stage 3***, which in turn determines both:

- The amount of ECL to be recognised: 12-month ECL or Lifetime ECL; and
- The amount of interest income to be recognised in future reporting periods: EIR based on gross carrying amount of the loan which excludes ECL or the net carrying amount (i.e. the amortised cost) which includes ECL.

Lifetime ECL are the ECL that result from all possible default events over the expected life of the loan whereas 12-month ECL are a portion of Lifetime ECL that represent the ECL that result from default events that are possible within 12 months of the reporting date. For loans with an expected life in excess of 12 months, Lifetime ECL will typically be greater than 12-month ECL because entities will need to factor in all possible default events rather than only those possible within 12 months.

License fee revenue
Management has exercised significant judgement in determining the nature of the licence granted to Valkor. Based on the terms of the agreement and the Group's ongoing involvement in supporting and maintaining the licensed technology, the licence was assessed to provide access to intellectual property over time, rather than a right to use at a point in time. This classification affects the timing of revenue recognition under IFRS 15. There are no direct costs associated with the provision of the initial US$1m license.

Recoverability of receivables
Management applies significant judgement and estimation in assessing the recoverability of trade and other receivables. The assessment requires consideration of both quantitative and qualitative factors, including the financial condition of counterparties, historical collection experience, current and forecast economic conditions, payment history, the existence of disputes, and other forward-looking information available at the reporting date.

The Group measures expected credit losses ("ECL") on receivables in accordance with IFRS 9. Determining the appropriate level of impairment requires judgement regarding the probability of default, expected timing of recovery and the amount expected to be collected. These estimates are inherently uncertain and may differ from actual outcomes.

At the reporting date, management concluded that the carrying amount of a trade receivable of £473k is recoverable based on its assessment of the counterparty's financial position, subsequent cash collections, available security (where applicable), ongoing commercial arrangements and other relevant evidence. A change in the assumptions used could result in a material adjustment to the carrying value of the receivable in future reporting periods.

Significant Judgement - Recoverability of Receivable from Valkor Technologies LLC ('Valkor')
The Group has a receivable balance of US$950k (£718k) due from Valkor at 30 June 2026. Management has exercised significant judgement in determining whether any impairment provision is required in respect of this balance.

In making this assessment, management considered the counterparty's financial resources, expected future cash flows, contractual rights, repayment history, correspondence with the counterparty, subsequent receipts after the reporting date and any other available evidence of recoverability. Based on this analysis, management determined that an impairment of US$325k (£245k) was required as at the reporting date.

Should the financial position of the counterparty deteriorate, or should expected recoveries differ from current estimates, the Group may be required to recognise additional impairment losses in future periods.

(2.5) Revenue Recognition

Under IFRS 15, revenue is recognised based on the delivery of performance obligations and an assessment of when control is transferred to the customer. In determining the amount of revenue and profits to record, and associated statement of financial position items (such as trade receivables, accrued income and deferred income), management is required to review performance obligations within individual contracts.

Revenue is recognised to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Licence Revenue

Revenue from licence agreements is recognised in accordance with IFRS 15 – *Revenue from Contracts with Customers*. Where a licence provides the customer with a right to access the Group's intellectual property (IP) over time, revenue is recognised on a straight-line basis over the licence term, reflecting the continuous transfer of benefit to the customer.

The determination of whether a licence provides a right to access or a right to use IP is based on the substance of the arrangement, including:

- The Group's ongoing involvement in maintaining or supporting the IP;
- Whether the IP is subject to change or updates during the licence period;
- The integration of the licence with other services provided under the contract.

Where licence revenue is contingent on future events (e.g. customer financing), revenue is only recognised when it is highly probable that a significant reversal will not occur.

Basis of Revenue Recognition

Revenue is recognised on a straight-line basis over the licence term from 15 January 2026 to 9 June 2033, reflecting the continuous transfer of service and access rights.

The total consideration for the licence is US$1,000,000, payable in three instalments: US$50,000 paid in September 2025, US$300,000 invoiced 31 March 2026 and US$650,000 due on 30 June 2026. Receipt of these funds has now been deferred as set out in note 27.

Interest income

Revenue is recognised as interest accrues.

(2.6) Foreign Currencies

The Group financial statements are presented in sterling (rounded to the nearest thousand), which is the Company's functional and presentation currency. Each entity in the Group uses Sterling as its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded using the functional currency rate ruling at the date of the transaction. Any resulting exchange differences are included in the statement of comprehensive income. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The following exchange rates are used in the Group's major currencies:

	ISO Code	Statement of Financial Position (closing rate at 30 June 2026)	Statement of Comprehensive Income (average rate throughout the financial year)
USA	USD	1.324	1.338
Europe	EUR	1.161	1.150

(2.7) Finance Costs

Finance costs include interest charges and other costs incurred in connection with the borrowing of funds and are expensed as incurred. Interest and costs are accounted for on the accruals basis and are recognised through the statement of comprehensive income in full. No interest or borrowing costs have been capitalised.

(2.8) Business Combinations

Acquisition of subsidiaries is accounted for using the purchase method. The results of businesses acquired are consolidated from the effective date of acquisition, whereby upon acquisition of a business or an associate, net assets are stated at fair value.

On 18 April 2006, Zareba plc (renamed Quadrise plc) became the legal parent of Quadrise International Limited in a share-for-share transaction. Due to the relative size of the companies, the shareholders of Quadrise International Limited became the majority shareholders of Quadrise plc. Accordingly, the substance of the combination was that Quadrise International Limited acquired Quadrise plc and was therefore accounted for as a reverse acquisition under IFRS 3.

(2.9) Intangible Assets

Intangible assets acquired separately are measured initially at cost. The costs of intangible assets acquired in a business combination are measured at the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are accounted for by changing the amortisation period or method, as appropriate, and treated as a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in the statement of comprehensive income in the expenses category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable and, if not, the change in the useful life assessment from indefinite to finite is made on a prospective basis. Research expenditure is recognised as an expense when it is incurred.

Development expenditure is recognised as an expense except that costs incurred on development projects which are capitalised as long-term assets to the extent that such expenditure can be measured reliably, the product or process is technically and commercially feasible future economic benefits are probable, the Group intends to and has sufficient resources to complete development and to use or sell the asset, and it is able to measure reliably the expenditure attributable to the intangible asset during its development.

(2.10) Property, plant and equipment:

Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is calculated using a straight-line method with an allowance for estimated residual values. Rates are determined based on the estimated useful lives of the assets as follows:

Plant and equipment	3 to 15 years

Additions to property, plant and equipment are comprised of the cost of the contracted services, direct labour and materials. Depreciation commences in the month the asset is placed in service.

(2.11) Leases

The Group leases its head office and research facility. Rental contracts are typically between three and five years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of comprehensive income over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the Group's incremental borrowing rate at the lease commencement date. The incremental borrowing rate is determined with reference to the relevant Bank of England borrowing rate, being a reasonable estimate of the rate that the Group would have to pay to borrow, over a similar term and with similar security, the funds necessary to obtain an asset of a similar value in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying value of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

Payments associated with short-term leases and leases of low value are recognised on a straight-line basis as an expense in the statement of comprehensive income. Short-term leases are leases with a lease term of twelve months or less. Low-value assets comprise small items of equipment.

(2.12) Financial Instruments

Financial assets and liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument. The Group currently does not use derivative financial instruments to manage or hedge financial exposures or liabilities.

(2.13) Financial liabilities and equity instruments

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

- Initial Recognition: Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are charged to the statement of comprehensive income over the tenure of the financial assets or financial liabilities.

- Classification as debt or equity: Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

- Classification and Subsequent Measurement: Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the fair value amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of comprehensive income.

Fair value measurement

The fair value measurement of the Group's financial liabilities utilises market observable inputs and data as far as possible.

Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'): - Level 1: Quoted prices in active markets for identical items (unadjusted) - Level 2: Observable direct or indirect inputs other than Level 1 inputs - Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

(2.14) Investments and other Financial Assets

Subsequent to the initial recognition, trade and other receivables in the Group accounts and the loan receivable in the Company accounts are measured at amortised cost using the effective interest method. These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value 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, less provision for impairment.

Investments in Subsidiaries
Investments in subsidiaries are carried at cost less impairment. The Company tests investments annually for impairment, or more frequently if there are indications that they might be impaired. Impairment is based on the value in use of the subsidiaries.

Equity instruments
Following the introduction of IFRS 9, the Group subsequently measures all equity investments at fair value. Changes in the fair value of financial assets is recognised in the statement of comprehensive income as applicable.

Investments, where there is no active market are held at fair value, are determined using valuation techniques which include using recent arm's length market transactions, reference to the current market value, discounted cash flow analysis and option pricing models.

(2.15) Impairment
At each statement of financial position date, reviews are carried out on the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss. Where the asset does not generate cash flows that are independent from the other assets, estimates are made of the cash-generating unit to which the asset belongs. Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of fair value, less costs to sell, and value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a discount rate appropriate to the specific asset or cash-generating unit. 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. Impairment losses are recognised immediately in the statement of comprehensive income.

(2.16) Cash and Cash Equivalents
For the purposes of the statement of cash flows, cash and cash equivalents comprise cash-in-hand bank balances, call money and unrestricted time deposit balances with a maturity of 90 days or less.

(2.17) Trade and Other Receivables and Payables
Trade and other receivables and trade and other payables are initially recognised at fair value. Fair value is considered to be the original invoice amount, discounted where material, for short-term receivables and payables. Long term receivables and payables are measured at amortised cost using the effective interest rate method. Where receivables are denominated in a foreign currency, retranslation is made in accordance with the foreign currency accounting policy previously stated.

(2.18) Inventories
Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes

borrowing costs. For work in progress and finished goods manufactured by the Group, cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

No inventories were held at 30 June 2026. Inventories at 30 June 2025 related to chemical stocks.

(2.19) Taxation

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date.

Deferred Tax

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investment in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date. Deferred income tax assets and liabilities are offset, only if a legal enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes related to the same taxation authority and that authority permits the Group to make a single net payment.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise income tax is recognised in profit or loss or other comprehensive income as appropriate.

(2.20) Employee Retirement Benefits

The Group maintains a defined contribution pension plan for providing employee retirement benefits. The retirement benefit plan is generally funded by contributions from the Group to an independent entity that operates the retirement benefit schemes. Current service cost for the defined contribution plan is equivalent to the employer's contributions due for that period. The Group's contributions to the defined contribution pension plans are charged to the statement of comprehensive income in the year to which they relate.

(2.21) Share-based Payments

Employees (including Directors and senior executives) of the Group receive remuneration in the form of share-based payment transactions, whereby these individuals render services as

consideration for equity instruments ("equity-settled transactions"). These individuals are granted share option rights approved by the Board, which can only be settled in shares of the respective companies that award the equity-settled transactions. No cash settled awards have been made or are planned.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award ("vesting point"). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments and value that will ultimately vest. If equity settled transactions are not expected to vest as at the reporting date, then the cumulative expense recognised in the statement of comprehensive income up to the reporting date will be reversed. The statement of comprehensive income charge for the year represents the movement in the cumulative expense recognised as at the beginning and end of that period.

The fair value of share-based remuneration is determined at the date of grant and recognised as an expense in the statement of comprehensive income on a straight-line basis over the vesting period, taking account of the estimated number of shares that will vest. The fair value is determined by use of a Black Scholes model.

(2.22) Warrants

Warrants are recognised at fair value on date of grant. The fair value is measured using the Black-Scholes model. Where warrants are issued in exchange for services, under IFRS 2 they are expensed on a straight-line basis over the vesting period. Warrants issued as part of an equity-based fundraising fulfil the criteria to be recognised as an equity instrument under IAS 32, with the fair value recorded in the warrants reserve and recognised in Share Premium.

(2.23) Financial Risk Management, Recognition and Accounting

The Group's multi-national operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, credit risks, liquidity and interest rates. The Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group. The Board has approved the risk management policies applied by the Group.

These policies are implemented by central finance that prepares regular reports to enable prompt identification of financial risks so that appropriate actions may be taken. The Group has a policy and procedures manual that sets out specific guidelines to manage foreign exchange risk, interest rate risk, credit risk and the use of financial instruments to manage these. No forward hedging activities are undertaken.

3. Going Concern

As at 30 June 2026, the Group had a cash balance of £2.1m. A further £1.4m, net of costs, was raised in July 2026. These funds are expected to be sufficient to cover net project expenditure and fixed costs until 30 September 2027. Additional funding would then be required to enable the Group to progress to sustainable positive cashflows, which are currently forecast to commence in August 2028.

The basis for these expectations is the Group's business model, budget and business plan, together with sensitivity analysis, which have been reviewed and approved by the Board. The model comprises the financial forecasts associated with the principal project opportunities deemed to have a realistic prospect of progressing, with assumptions based on the latest available information, agreements with counterparties and the current status of discussions. The forecasts also include expenditure relating to research and development, operations and corporate overheads.

The Directors carry out a detailed risk assessment process each year, with key risks and mitigating actions identified. The Directors note the continued engagement with partners, prospective clients and project stakeholders, and the progress being made with the Group's principal projects with MSC, OCP, Valkor in Utah and Sparkle Power. The Group's ability to reach commercial revenues and sustainable positive cashflows will be determined by the successful completion of trials, the execution of the necessary supply and commercial agreements and the receipt of amounts due from counterparties.

The Board remains confident in the commercial prospects of these projects based on the following:

- **MSC:** The commercial vessel trial is expected to take place on the MSC Leandra, with the trial equipment finalised and permitting applications underway. The necessary fuel supply and tolling agreements remain pending. On-site preparations are currently expected to commence in the fourth quarter of 2026, with the trial commencing in the first quarter of 2027 and commercial supply targeted following its successful completion.
- **OCP:** Following the earlier successful trial and the signature of a Commercial Framework Agreement, an amendment is pending for a paid 30-day commercial trial at OCP's Jorf Lasfar site. Subject to successful completion of the trial and establishment of the required supply arrangements, commercial supply to OCP would then commence.
- **Utah:** The proposed application is in the upstream sector, where similar technology has previously been demonstrated by Quadrise Canada. Progress is dependent on receipt of outstanding licence payments from Valkor and agreement of appropriate commercial terms, following which the Group intends to supply an MMU for an initial trial ahead of commercial supply.
- **Sparkle Power:** A trial of MSAR® and bioMSAR™ was carried out at the Sparkle Power plant in Panama in July 2025. Further commercial activity is dependent on securing a suitable supply partner.

The Directors have considered alternative scenarios, including delays to or removal of individual projects and a scenario in which no projects progress. Under these scenarios, additional funding would be required earlier or at a higher level than under the base case, although the Group would seek to reduce discretionary expenditure where appropriate.

The Group's forecasts therefore indicate that additional funding will be required during the going concern assessment period. There are currently no binding commitments in place for this funding and no certainty that it will be available when required. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and, therefore, their ability to realise their assets and discharge their liabilities in the normal course of business.

In reaching their assessment, the Directors have considered the Group's current cash resources, the progress being made across its principal commercial projects and the Company's established track record of accessing equity funding. The Directors have a reasonable expectation that the required funding will be available and that the Group and Company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors have concluded that it remains appropriate to prepare the Group and Company financial statements on a going concern basis.

The auditors make reference to going concern by way of a material uncertainty.

4. Segmental Information

For the purpose of segmental information, the reportable operating segment is determined to be the business segment. The Group principally has one business segment, the results of which are regularly reviewed by the Board. This business segment is a business to produce emulsion fuel

(or supply the associated technology to third parties) as a low cost substitute for conventional heavy fuel oil ("HFO") for use in power generation plants and industrial and marine diesel engines.

Geographical Segments
The Group is domiciled in the United Kingdom and does not have permanent operations outside the United Kingdom. Whilst the Group undertakes project and commercial development activities in a number of international territories, these do not constitute separate operating or geographical segments.

5. Revenue

Revenue comprises licence fee income recognised under the amended Site Licence and Supply Agreement with Valkor Technologies LLC ('Valkor') dated 14 January 2025 and expiring 9 June 2033.

The agreement provides Valkor with ongoing access to the Group's proprietary MSAR® and bioMSAR™ technology. Management has concluded that the licence represents a right-to-access intellectual property licence under IFRS 15 because Valkor receives benefits from ongoing activities undertaken by the Group that will support and maintain the licensed technology throughout the licence term. Accordingly, the US$1.0m licence fee is recognised over the license term as the related performance obligation is satisfied.

Revenue recognised during the year was £89k (2025: £42k).

Contract liabilities

	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Deferred license fee income	607	–
Total	**607**	–

Contract liabilities represent licence fee consideration invoiced or received in advance of the related performance obligation being satisfied. The balance relates to the Site Licence and Supply Agreement with Valkor.

The remaining contract liability balance will be recognised as revenue over the remaining licence term as the associated performance obligation is satisfied.

6. Operating Loss

Operating loss is stated after charging:

	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Fees payable to the Company's auditor for the audit of the Company's annual accounts.		
Fees payable to the Company's auditor and its associates for other services:	31	31
Audit of accounts of subsidiaries	31	31
Total fees payable to the Company's auditor	**62**	62
Consultants and other professional fees (including legal)	338	179
Depreciation of property, plant and equipment	63	70
Research and development costs	286	328

7. Staff Costs

Head count	Year ended 30 June 2026 Number	Year ended 30 June 2025 Number
Average number of employees of the Group (including executive Directors employed by the Company) during the year was:		
Management	2	2
Technical staff / support / other	10	8
Total	**12**	10

Staff costs	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Wages and salaries	1,224	953
Social security costs	152	119
Pension costs	95	74
Share option expense	356	63
Total	**1,827**	1,209

Included in total staff costs are the costs of the Executive Directors as employed by the Company as follows:

Director	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Peter Borup		
Wages and salaries – as paid	156	–
Pension costs	12	–
Share option expense	341	–
Total	**509**	–

Director	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Jason Miles		
Wages and salaries – as paid	260	262
Pension costs	21	21
Share option expense	–	4
Total	**281**	287

Aggregate emoluments of the Directors of the Company (excluding social security costs) were as follows:

	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Salaries and fees – as paid	660	455
Share option expense	351	53
Pension costs	33	21
Total	**1,044**	529

Non-executive Directors fees for the year amounted to £244k (2025: £193k).

The highest paid Director's remuneration totalled £509k (2025: £287k), represented by all aggregate emoluments.

Refer to the Report of Directors' Remuneration (on page 25) for further details, the Key Management Personnel referred to therein are the Directors of the Company. Further details regarding Non-executive Directors' remuneration are disclosed in note 24 – Related Party Transactions.

8. Profit Attributable to Quadrise plc

As provided by s.408 of the Companies Act 2006, no statement of comprehensive income is presented in respect of Quadrise. The profit for the year for Quadrise plc was £0.7m (2025: £1.1m).

9. Taxation

	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
UK corporation tax credit	(88)	(110)
Total	**(88)**	(110)

No liability in respect of corporation tax arises as a result of trading losses.

Tax Reconciliation	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Loss on continuing operations before taxation	(4,267)	(3,215)
Loss on continuing operations before taxation multiplied by the UK corporation tax rate of 25% (2025: 25%)	(1,067)	(804)
Effects of:		
Share scheme deduction	(108)	(38)
Non-deductible expenditure	97	26
R&D tax credit	(88)	(110)
Tax losses carried forward	1,078	816
Total taxation credit on loss from continuing operations	**(88)**	(110)

The Group has tax losses arising in the UK of approximately £72.1m (2025: £68.0m) that are available, under current legislation, to be carried forward against future profits. However, the ability to utilise the losses is restricted, being dependent on the type of loss and when it arose. The use of losses under the UK corporation tax regime was reformed from 1 April 2017 such that different rules on the use of losses apply to losses arising pre-April 2017 and post-April 2017. Pre-2017 trading losses can only be deducted against profits of the same trade within the company in which they arose, whereas the post-2017 trading losses can be used more widely and are deductible against total profits of the group.

Reconciliation of tax losses	Year ended 30 June 2026 £'000s	Year ended 30 June 2025 £'000s
Trading losses	46,242	42,123
Non-trade deficits arising in Intangible Assets within Quadrise International Limited	25,758	25,758
Capital losses	89	89
Total	**72,089**	67,970

A deferred tax asset representing these losses and other temporary differences at the statement of financial position date of approximately £18.02m (2025: £16.99m) has not been recognised as a result of existing uncertainties in relation to its realisation.

10. Loss Per Share

The calculation of loss per share is based on the following loss and number of shares:

	Year ended 30 June 2026	Year ended 30 June 2025
Loss for the year (£'000s)	(4,179)	(3,105)
Weighted average number of shares:		
Basic	2,006,110,621	1,859,095,467
Diluted	2,006,110,621	1,859,095,467
Loss per share:		
Basic	**(0.21)p**	(0.17)p
Diluted	**(0.21)p**	(0.17)p

Basic loss per share is calculated by dividing the loss for the year from continuing operations of the Group by the weighted average number of ordinary shares in issue during the year.

For diluted loss per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potential dilutive options over ordinary shares. Potential ordinary shares resulting from the exercise of share options have an anti-dilutive effect due to the Group being in a loss position. As a result, diluted loss per share is disclosed as the same value as basic loss per share. The 49.7m dilutive share options issued by the Company and which are outstanding at year-end could potentially dilute earnings per share in the future if exercised when the Group is in a profit-making position.

11. Property, plant and equipment

Consolidated

	Leasehold Improvements £'000s	Computer Equipment £'000s	Software £'000s	Furniture and Office Equipment £'000s	Plant and machinery £'000s	Total £'000s
Cost						
Opening balance – 1 July 2025	89	104	23	24	1,992	2,232
Additions	13	7	–	–	220	240
Closing balance – 30 June 2026	**102**	**111**	**23**	**24**	**2,212**	**2,472**
Depreciation						
Opening balance – 1 July 2025	(85)	(96)	(23)	(18)	(1,250)	(1,472)
Depreciation charge for the year	(3)	(4)	–	(1)	(54)	(62)
Closing balance – 30 June 2026	**(88)**	**(100)**	**(23)**	**(19)**	**(1,304)**	**(1,534)**
Net book value at 30 June 2026	**14**	**11**	**–**	**5**	**908**	**938**

	Leasehold Improvements £'000s	Computer Equipment £'000s	Software £'000s	Furniture and Office Equipment £'000s	Plant and machinery £'000s	Total £'000s
Cost						
Opening balance – 1 July 2024	89	97	23	24	1,557	1,790
Additions	–	7	–	–	435	442
Closing balance – 30 June 2025	**89**	**104**	**23**	**24**	**1,992**	**2,232**
Depreciation						
Opening balance – 1 July 2024	(82)	(93)	(23)	(17)	(1,187)	(1,402)
Depreciation charge for the year	(3)	(3)	–	(1)	(63)	(70)
Closing balance – 30 June 2025	**(85)**	**(96)**	**(23)**	**(18)**	**(1,250)**	**(1,472)**
Net book value at 30 June 2025	**4**	**8**	**–**	**6**	**742**	**760**

12. Lease Obligations

The Group follows IFRS 16 with respect to its leases, whereby the Group recognises right-of-use assets and lease liabilities for all leases on its balance sheet. Quadrise Plc and Quadrise International Limited have agreements for the lease of the Group head office and the Quadrise Research Facility respectively, to which IFRS 16 has been applied.

Amounts recognised in the statement of financial position relating to leases:

	Group 2026 £'000s	Group 2025 £'000s	Company 2026 £'000s	Company 2025 £'000s
Right of Use Assets				
Property leases	357	209	232	46
Provisions				
Provision for lease dilapidations	(56)	(56)	(27)	(27)
Lease liabilities				
Liability falls due within 1 year	108	68	81	43
Liability falls due within 1-3 years	190	58	130	–
Liability falls due in more than 3 years	21	55	–	–
Total	**319**	181	**211**	43

Additions to right of use assets during the financial year were £278k (2025: £175k).

Provision for lease dilapidations

The Group and Company are required to restore the leased premises of its head office and research facility to their original condition at the end of the respective lease terms. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease and the useful life of the assets.

Amounts recognised in the statement of comprehensive income relating to leases:

	Group 2026 £'000s	Group 2025 £'000s	Company 2026 £'000s	Company 2025 £'000s
Depreciation charge of right of use assets	126	125	92	92
Interest expense	14	5	6	3
Total cash outflow for leases	(122)	(116)	(89)	(87)

13. Intangible Assets

Consolidated

	QCC royalty payments £'000s	MSAR® trade name £'000s	Technology and know-how £'000s	Total £'000s
Cost				
Balance as at 1 July 2025 and 30 June 2026	7,686	3,100	25,901	36,687
Amortisation and Impairment				
Balance as at 1 July 2025 and 30 June 2026	(7,686)	(176)	(25,901)	(33,763)
Net book value as at 30 June 2026	–	**2,924**	–	**2,924**
Cost				
Balance as at 1 July 2024 and 30 June 2025	7,686	3,100	25,901	36,687
Amortisation and Impairment				
Balance as at 1 July 2024 and 30 June 2025	(7,686)	(176)	(25,901)	(33,763)
Net book value as at 30 June 2025	–	**2,924**	–	**2,924**

Intangible assets comprise intellectual property with a cost of £36.7m, including assets of finite and indefinite life. Quadrise Canada Corporation's ("QCC's) royalty payments of £7.7m and the MSAR® trade name of £3.1m are termed as assets having indefinite life as it is assessed that there is no foreseeable limit to the period over which the assets would be expected to generate net cash inflows for the Group, as they arise from cashflows resulting from Quadrise and QCC gaining a permanent market share. The assets with indefinite life are not amortised, but the QCC royalty payments intangible asset became fully impaired in 2012.

The remaining intangibles amounting to £25.9m, primarily made up of technology and know-how, are considered as finite assets and were amortised over 93 months, being fully amortised in 2012. The Group does not have any internally generated intangibles.

MSAR® trade name intangible asset

In accordance with IAS 36 "impairment of assets" and IAS 38 "intangible assets", a review of impairment for indefinite life intangible assets is undertaken annually or at any time an indicator of impairment is considered to exist. The discount rate applied to calculate the present value is for the cash generating unit ("CGU"). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The recoverable amount of the CGU is assessed by reference to the relief from royalty ("RFR"), being the net present value ("NPV") of future cash flow expected to be generated by the asset, and fair value less costs of disposal ("FVLCD").

The recoverable amount of the MSAR® trade name intangible asset has been determined using a RFR model. The expected future cash flows utilised in the RFR model are derived by quantifying the royalties that would result if the asset was licensed from a third party in order to determine the income stream directly attributable to the asset in isolation. The royalties are based on a percentage of projected future revenues up to 30 June 2036 with an assumed growth rate being used beyond that date.

The key assumptions used in this calculation are as follows:

	2026	2025
Royalty rate (% of projected revenue)[1]	0.5%	0.5%
Discount rate[2]	20%	20%
Revenues forecast up to[3]	30 June 2036	30 June 2035
Growth rate beyond forecast period[4]	0%	0%

1) The royalty rate used upon initial recognition of this intangible asset was 0.33% of revenues determined as part of a third-party intangible asset valuation exercise. This was increased to 0.5% of revenues from 2011 onwards to reflect the wider awareness of the MSAR® trademark in the market.

2) The discount rate of 20% has been determined by management as conservative estimate based on the uncertainty inherent in the revenue forecasts. Management estimates the discount rates using pre-tax rates that reflect current market assessments of the time value of money and risks specific to expected future projects.

3) The 2026 revenue forecast extends to 30 June 2036 which is considered to be a reasonable timeframe that allows each project included within the forecast to reach full maturity.

4) No growth has been forecast beyond the forecast period due to the uncertainty inherent in the revenue projections beyond the stage of project maturity.

The revenue forecast is based on the latest Company business model, which is regularly reviewed by management. The basis for the inclusion of projects and the estimation of growth rates, margins and project lifespans within the business model is based on the latest agreements with counterparties, commodity and chemical prices and the most recent discussions with customers, suppliers and other business partners.

The 'base-case' impairment assessment based on the above inputs shows a recoverable amount for the asset that is in excess of the net book value of asset and therefore no impairment has been identified, with the RFR exceeding the carrying value by £2.24m (the 'headroom').

Management have performed sensitivity analyses whereby certain parameters were flexed downwards by reasonable amounts and certain scenarios were modelled for the CGU to assess whether the recoverable value would result in an impairment charge. In isolation, none of these scenarios would result in an impairment to the MSAR® Trade Name intangible asset. However, a combination of two or more of these scenarios could result in an impairment charge, but management do not consider this likely.

The following sensitivities were applied:

Results of sensitivity analysis

Scenario	Resulting headroom (£'m)	Scenario which would reduce headroom to nil
Delayed revenues (1 year)	1.28	A 3 year delay to forecast revenues.
Delayed revenues (2 years)	0.58	A 3 year delay to forecast revenues.
Increase in discount rate to 25%	0.42	Increase in discount rate to 26.78%.
Removal of 25% of forecast revenues	0.86	Removal of 42% of revenues.
Finite company lifespan (to 30 June 2036).	0.38	Finite company lifespan (to 30 June 2035).

Amortisation of Intangible Assets

The Board has reviewed the accounting policy for intangible assets and has amortised those assets which have a finite life. All intangible assets with a finite life were fully amortised as at 30 June 2026.

14. Investments

At the statement of financial position date, the Group held a 20.44% share in the ordinary issued capital of Quadrise Canada Corporation ("QCC"), a 3.75% share in the ordinary issued capital of Paxton Corporation ("Paxton"), a 9.54% share in the ordinary issued capital of Optimal Resources Inc. ("ORI") and a 16.86% share in the ordinary issued capital of Porient Fuels Corporation ("Porient"), all of which are incorporated in Canada.

QCC is independent of the Group and is responsible for its own policy-making decisions. There have been no material transactions between QCC and the Group during the period or any interchange of managerial personnel. As a result, the Directors do not consider that they have significant influence over QCC and as such this investment is not accounted for as an associate.

The Group has no immediate intention to dispose of its investments unless a beneficial opportunity to realise these investments arises.

Given that there is no active market in the shares of any of above companies, the Directors have determined the fair value of the unquoted securities at 30 June 2026. The shares in each of these companies were valued at CAD $nil on 1 July 2022 due to their business models being highly uncertain, with minimal possibility of any material value being recovered from their asset base. During the year there has been no indication that this situation has changed, therefore the Directors have determined that the investments should continue to remain valued at CAD $nil at 30 June 2026.

15. Investments and loans in Subsidiaries

	Company Amount due from subsidiary £'000s	Company Amount due to subsidiary £'000s	Company Direct investment £'000s	Total
Opening balance	36,724	–	21,479	58,203
Long term loans advanced	5,084	–	–	5,084
Movement in expected credit loss arising under IFRS 9	(89)	–	–	(89)
Closing balance	**41,719**	**–**	**21,479**	**63,198**

Loans to/from subsidiaries

In accordance with IFRS 9, a Company must recognise expected credit losses for all financial assets held at amortised cost, including most intercompany loans from the perspective of the lender. Expected credit losses are based on the assumption that repayment of the loan is demanded at the reporting date. As at 30 June 2026, the Company has a loan of £43.2m (2025: £38.1m) due from its 100% subsidiary Quadrise International Limited ('QIL'). The loan is repayable upon demand.

As at 30 June 2026, QIL has no ability to repay the balance due if this were to be demanded, there would therefore be a 100% probability of default. In this event, the Company must assess the expected manner of recovery.

The directors have determined that the most expeditious means of recovery of this balance would be via the means of a sale of QIL's assets in order to raise the balance due. The assets held by QIL include the Group's intangible assets, patents and trademarks, assets which underpin the value of the Group's business model. The directors have determined that the sale of these assets at a sufficient discount would allow QIL to obtain the funds necessary to raise the balance due and have further assumed that such a sale would be completed within a period of 6 months. The expected credit loss is calculated by discounting the balance due over the period of recovery at a determined discount rate.

On 29 April 2015 a Debenture agreement was finalised between QIL and the Company, in which QIL agrees to pay any balances when due, and to pay interest of 3.5% above the base rate on any sum demanded until payment. The base rate at 30 June 2026 is 3.75%. The discount rate used to calculate the expected credit loss is 7.25%.

The resulting expected credit loss arising on the loan due from QIL is £1,512k (2025: £1,423k). This is based on the recovery in full of the loan. In the event the group were only to realise a percentage of QIL's assets, the expected credit loss would be as follows:

Percentage recovery	Expected Credit Loss 30 June 2026 (£'000s)	Expected Credit Loss 30 June 2025 (£'000s)
100%	1,512	1,423
90%	5,684	5,095
75%	11,942	10,604
50%	22,372	19,785

Investment in subsidiaries

In accordance with IAS 36 a Company's assets must not be carried at more than their recoverable amount. Where there is any indication of impairment, an impairment test must be carried out.

The Group's business model relies upon the assets held by QIL – intangible assets, patents and trademarks. The recoverable amount of the investment in QIL is therefore determined by calculation of the net present value ('NPV') of the forecast cashflows produced by the Group's business model, which is regularly reviewed by management. The basis for the inclusion of projects and the estimation of growth rates, margins and project lifespans within the business model is based on the latest agreements with counterparties, commodity and chemical prices and the most recent discussions with customers, suppliers and other business partners.

The NPV valuation of the forecast cashflows was prepared using discount rates of 10%, 20% and 30%. Further sensitivity analysis was carried out using the following scenarios:

- The base-case scenario using the existing financial forecasts
- A 2 year delay to projects.
- Removal of the projects contributing 43% of cashflows.
- A finite company lifespan assuming activity does not progress beyond 2034-35.

None of the scenarios modelled above result in an NPV below the investment value of £21.5m.

As at 30 June 2026, there is no indication that the carrying value of the investment held by the Company in QIL is being held at more than its recoverable amount as determined by the net present value of the forecast cashflows produced by the Group's business model. Based on this the Directors concluded that no impairment is necessary for the year ended 30 June 2026. Holdings in subsidiaries are detailed in note 26.

16. Cash and Cash Equivalents

	Consolidated 30 June 2026 £'000s	Consolidated 30 June 2025 £'000s	Company 30 June 2026 £'000s	Company 30 June 2025 £'000s
Cash at bank	2,117	5,892	1,740	5,663
Total	**2,117**	5,892	**1,740**	5,663

17. Trade and Other Receivables

	Consolidated 30 June 2026 £'000s	Consolidated 30 June 2025 £'000s	Company 30 June 2026 £'000s	Company 30 June 2025 £'000s
Trade receivables	546	350	–	–
Other receivables	28	28	22	22
Other taxes	60	100	28	33
Total	**634**	478	**50**	55

Trade receivables include £718k (US$950k) due from Valkor (see note 2.4). £227k (US$300k) of this balance fell due on 31 March 2026 and £491k (US$650k) fell due on 30 June 2026. The balance remains outstanding as at 30 June 2026. A provision of £245k (US$325k) is recorded at 30 June 2026 as payment is now expected in line with the timetable set out in note 27. All other trade receivables <30 days old.

18. Trade and Other Payables

	Consolidated 30 June 2026 £'000s	Consolidated 30 June 2025 £'000s	Company 30 June 2026 £'000s	Company 30 June 2025 £'000s
Current				
Trade payables	94	105	31	34
Other taxes	55	45	25	15
Accruals	163	217	74	144
Deferred income	118	103	–	–
Total	**430**	470	**130**	193
Non-current				
Deferred income	510	179	–	–
Total	**510**	179	**–**	–

There are no material differences between the fair value of trade and other payables and their carrying values at year-end.

Trade payables as at 30 June 2026 amount to 18 days (2025: 16 days) of purchases made in the year. All trade payables balances are less than 30 days old.

Amounts due to related parties at year end amounted to £nil (2025: £nil).

19. Share Options

Share option expense for the year ended 30 June 2026 was £366k (2025: £112k).

Movement in the year:
The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options during the year:

	Number 30 June 2026	WAEP (pence) 30 June 2026	Number 30 June 2025	WAEP (pence) 30 June 2025
Outstanding as at 1 July	71,589,810	2.29	69,708,255	2.44
Granted during the year	56,145,000	4.96	24,075,804	2.24
Expired during the year	(19,375,000)	4.70	(17,880,000)	3.12
Exercised during the year	(15,858,604)	1.00	(4,314,249)	1.00
Options outstanding as at 30 June	**92,501,206**	**3.63**	71,589,810	2.29
Exercisable as at 30 June	49,731,206	2.60	59,644,006	2.35

The weighted average remaining contractual life of the 92.50 million options outstanding at the statement of financial position date is 6.54 years (2025: 6.16 years). The weighted average share price during the year was 2.831p (2025: 3.34p) per share.

The expected volatility of the options reflects the assumption that historical volatility is indicative of future trends, which may not necessarily be the actual outcome. The expected life of the options is based on historical data available at the time of the option issue and is not necessarily indicative of future trends, which may not necessarily be the actual outcome.

The Share Option Schemes are equity settled plans, and fair value is measured at the grant date of the option. Options issued under the Schemes vest over a one to three year period provided the recipient remains an employee of the Group. Options also may be exercised within an agreed period of an employee leaving the Group at the discretion of the Board.

The Company issued 56.1 million share options to directors and employees during the year (2025: 24.1 million). The fair value was calculated using the Black Scholes option pricing model. The weighted average inputs were as follows

	2026	2025
Stock price:	3.16p	1.72p
Exercise Price	4.96p	2.24p
Interest Rate	4.00%	5.00%
Volatility	101.63%	98.35%
Expected term (years)	2.99	2.83

20. Share Capital

The company has one class of ordinary share capital which carries no rights to fixed income, any preferences or restrictions.

	2026 £	2025 £
Issued and fully paid:		
2,006,154,069 (2025: 1,990,295,465) Ordinary shares of £0.01 each	20,061,453	19,902,867

The table below shows a reconciliation of movement in share capital and share premium during the year:

	No. of shares	Share Capital (£'000) £	Share Premium (£'000) £
As at 1 July 2025	1,990,295,465	19,903	81,678
July 2025 – Exercise of Share Options	15,858,604	158	152
As at 30 June 2026	**2,006,154,069**	**20,061**	**81,830**

21. Other Reserves

Nature and purpose of other reserves

Merger reserve

In March 2021, the Company incorporated a Jersey registered 'Cash Box' company. This was used to facilitate the placing of 222,222,222 new ordinary shares of 1p each on 9 March 2021 at a placing price of 2.7p per share. The placing raised £6.0m and the Company received cash proceeds of £5.5m net of expenses. The proceeds of the share issue were parcelled into the 'cash box' Company which was then acquired by way of a share exchange which qualified for merger relief so avoided the need to recognise a share premium on the share issue. The net amount booked to share capital and reserves was £6.0m. £2.2m was allocated to nominal share capital and the excess of £3.8m was recorded within the merger reserve. All shares are fully paid up.

Reverse acquisition reserve

The reverse acquisition reserve arose on the reverse acquisition of Zareba plc (now Quadrise plc) by Quadrise International Limited on 18 April 2006.

Share option reserve

The share option reserve is used to record the cumulative fair value of share options granted by the Company net of lapsed and exercised options.

Warrant reserve

The warrant reserve is used to record the cumulative fair value of warrants granted by the Company net of lapsed and exercised warrants.

22. Pension Commitments

For direct employees of Quadrise plc, the Company contributes 8% of salary to a defined contribution pension scheme. Pension cost to the Company for the year amounted to £95k (2025: £74k).

23. Financial Instruments

The Group's principal financial instruments comprise cash balances, accounts payable and accounts receivable arising in the normal course of its operation held at amortised cost.

The financial instruments of the Group and the Company at year-end are:

	Consolidated 30 June 2026 £'000s	Consolidated 30 June 2025 £'000s	Company 30 June 2026 £'000s	Company 30 June 2025 £'000s
Financial assets				
Loans and receivables -				
Cash and cash equivalents	2,117	5,892	1,740	5,663
Loans and receivables -				
Trade and other receivables	574	478	22	55
Financial liabilities				
Other financial liabilities -				
Trade and other payables	312	367	130	193

Receivables of £227k, representing US$300k due from Valkor relate to amounts due to the Company since 31 March 2026. All other receivables are current and are due within 30 days. Trade and other payables are due within 30 days.

Foreign currency exchange risk
The Group does not generally undertake foreign currency hedging. The majority of the Group's transactions are denominated in Sterling and it uses this as its reporting currency. Exposure to any foreign exchange movements exists primarily in the US Dollar currency.

The net monetary balances in other currencies at 30 June 2026 were net assets of US$737k (2025: US$293k) and net assets of €13k (2025: liabilities of €7k).

A 10% strengthening of Sterling against the Euro at the statement of financial position date would have increased loss for the year by £1k (2025: £0.5k) whilst a 10% weakening of Sterling against the Euro would have reduced loss for the year by £1k (2025: £1k). This analysis assumes that all other variables remain constant.

A 10% strengthening of Sterling against the US$ at the statement of financial position date would have increased loss for the year by £67k (2025: £27k) whilst a 10% weakening of Sterling against the US$ would have reduced loss for the year by £73k (2025: £29k). This analysis assumes that all other variables remain constant.

Interest rate risk
The Group has floating rate financial assets in the form of deposit accounts with major banking institutions; however, it is not currently subjected to any other interest rate risk.

Based on cash balances at the statement of financial position date, a rise in interest rates of 1% will reduce loss for the year by approximately £20k (2025: £57k) per annum. A decrease in interest rates of 1% will increase loss for the year by approximately £20k (2025: £57k) per annum.

Liquidity risk
The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Group takes liquidity risk into consideration when deciding its sources of funds.

Credit risk
The Group had receivables with a carrying value of £574k at 30 June 2026 (2025: £478k), of which £nil (2025: £nil) was receivable from related parties. Receivables of £574k represent the maximum credit risk to which the Group is exposed.

Capital risk management
The Group defines capital as the total equity of the Group. The Group's objectives when managing capital are to safeguard the Group'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 capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Fair value of financial assets and liabilities
There are no material differences between the fair value of the Group's financial assets and liabilities and their carrying values in the financial information.

Borrowing Facilities
The Group had no external borrowing facilities as at 30 June 2026 (2025: £nil).

24. Related Party Transactions

QED defines key management personnel as the Directors of the Company. There are no transactions with Directors, other than their remuneration as disclosed in the Report of Directors' Remuneration.

25. Ultimate Parent Undertaking and Controlling Party

The directors have determined that there is no Controlling Party as no individual shareholder holds a controlling interest in the Company.

26. Subsidiaries

The financial statements include the financial statements of Quadrise plc and the following subsidiaries:

Name	Percentage interest held and voting rights	Class of share held
Quadrise International Limited	100%	Ordinary

Quadrise plc and its subsidiaries are involved in the production and development of MSAR® and bioMSAR™ emulsion fuel (along with supplying the associated technology to third parties) as a low-cost substitute for conventional heavy fuel oil for use in power generation plants and industrial and marine diesel engines.

The registered office for all subsidiaries is Eastcastle House, 27-28 Eastcastle Street, London, W1W 8DH.

27. Events After the end of the Reporting Period

Placing, Subscription and Retail Offer
On 8 July 2026, the Company raised total gross proceeds of £1.2 million pursuant to a Placing of 119,000,000 New Ordinary Shares and a direct subscription of 1,000,000 New Ordinary Shares at a price of 1.0 pence per share. On 13 July 2026, additional gross proceeds of £0.40 million were raised from a Retail Offer to qualifying shareholders for a total of 40,365,341 New Ordinary Shares at a price of 1.0 pence per share. The Placing, Subscription and subsequent Retail Offer raised a total of £1.60 million (before expenses) for the Company.

Issuance of Share Options

Performance Options

On 21 September 2026, the Company granted a total of 30,000,000 options (the "Performance Options") over new ordinary shares of 1p each in the Company to executive directors and employees under the Company's Enterprise Management Incentive Plan (the "EMI Plan") and the Company's Unapproved Share Option Plan (the "USOP"). The issue of these options follows the lapsing in full of the 15,625,000 options issued by the Company in October 2025 due to the specific performance conditions of those options not having been met.

Of the Performance Options granted, 8,000,000 were granted to Peter Borup, Chief Executive Officer, and 7,000,000 were granted to Jason Miles, Chief Technology Officer. The remaining 15,000,000 Performance Options were granted to employees.

The Performance Options have an exercise price of 3.5p. Vesting of the Performance Options will be determined by performance against the Company's corporate scorecard for the year ending 30 June 2027. Subject to achievement of the minimum performance threshold, 25% of the Performance Options will vest on each of the first and second anniversaries of grant, with the balance lapsing. If the higher performance threshold is achieved, 50% will vest on each of the first and second anniversaries of grant. The Performance Options issued under the EMI Plan will be exercisable from vesting until the tenth anniversary of the date of grant. The Performance Options issued under the USOP Plan will be exercisable from vesting until the eighth anniversary of the date of grant.

Nominal Value Options

On 21 September 2026, the Company granted a total of 5,000,000 nominal value options (the "NVOs") over new ordinary shares of 1p each in the Company to employees under the EMI Plan.

The NVOs have an exercise price of 1p and will vest six months from the date of grant. Vesting is not subject to performance conditions. The NVOs will be exercisable from vesting until the tenth anniversary of the date of grant.

Receipt of balance due from Valkor

On 14 October 2026 the Company and Valkor agreed that payment of the £718k (US$950k) due from Valkor as at 30 June 2026 would be deferred, with £227k (US$300k) to be settled on 31 October 2026 and £491k (US$650k) to be settled upon closure of Valkor's ongoing fundraising exercise.

28. Copies of the Annual Report

Copies of the annual report will be posted to shareholders and will be available shortly from the Company's website at www.quadrise.com and from the Company's registered office, Eastcastle House, 27-28 Eastcastle Street, London, W1W 8DH.

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