TRG
Tissue Regenix Group
Regenerative Science

Tissue Regenix Group Limited (Formerly: Tissue Regenix Group plc)

Annual Report and Financials

For the year ended 31 December 2025

Company No 05969271

Contents

Executive Chairman's Statement

I was appointed Executive Chairman of Tissue Regenix Group Limited on 8 September 2025. This report covers a year in which the Company faced serious operational and financial difficulties, much of which became fully apparent to the Board only in the second half of 2025, following my appointment and the Board-level review that followed. It is also a report on the actions taken since to stabilise the business and place it on a sounder footing.

The year was difficult. Donor material yields fell short of expectations, production costs rose, working capital tightened, and by late 2025 the Company faced a substantial balance of overdue creditor obligations and an imminent liquidity shortfall. The Board's response to these issues was delayed being unaware of the financial position of the Company due to weaknesses identified in a review of the Company's financial controls and reporting process. Restatements to financial numbers arising from that review have been reflected in the financial statements.

Following my appointment, the Board undertook a review of the Company's operational and financial position. That review led to the termination of the previous Chief Executive Officer in October 2025, the appointment of a new Chief Financial Officer and Chief Operating Officer, and the launch of a restructuring programme in the same month. The company suspended trading on the AIM market on 22nd October. In December 2025, the Company completed an emergency convertible loan note issuance to settle overdue creditor balances, reduce its credit facility, and stabilise its short-term financial position. In January 2026, the Company's shares were delisted from AIM and the directors resolved to convert the company to limited company status. The Group moved to a secondary trading platform Asset Match to allow shareholders to have the ability to sell their shares. Each of these actions was taken in support of the Company's recovery.

Significant work remains. Donor yields, operational performance and supplier relationships all require sustained attention, and uncertainties remain in the broader market environment. However, with a stabilised balance sheet, a reduced cost base, strengthened controls and a refocused leadership team, I believe the Company is now better positioned to recover and to build sustainable long-term value for our investors, employees and clinical partners.

I would like to thank our employees for their commitment through a demanding year, our customers and clinical partners for their continued trust, and Harwood Capital for the support that enabled the Company to address its immediate financial challenges, and MidCap for their temporary over advance to allow the company time to get the funding in place. I am particularly grateful to our shareholders, whose patience has been tested by the events of the past year, including the Company's delisting from AIM. The current Board and management team are acutely aware of the trust that continued shareholder support represents, and we are committed to rebuilding value for that support over the period ahead.

Jay LeCoque
Executive Chairman (appointed 8 September 2025)

26 June 2026

Business Overview

Tissue Regenix Group Limited (formerly Tissue Regenix Group plc) ("Tissue Regenix", the "Company" or the "Group") is an international medical technology company focused on the development, processing and commercialisation of regenerative medical products through its two proprietary platform technologies: dCELL® and BioRinse®.

The Group develops and supplies biologic products intended to support the repair, replacement and regeneration of human tissue across a range of surgical applications, including orthopaedics, spine, sports medicine, dental, wound care, ophthalmology, plastic surgery, urology/gynaecology and foot and ankle procedures.

dCELL®

The Group's patented dCELL® technology platform is a decellularisation process designed to remove DNA and other cellular material from human and animal soft tissue, leaving an acellular biological scaffold capable of supporting tissue repair and regeneration.

The resulting tissue scaffold is intended to minimise adverse immune response while preserving the structural and biomechanical properties of the tissue. Applications for dCELL® products include soft tissue repair procedures in areas such as sports medicine, foot and ankle surgery, wound care and urology/gynaecology.

BioRinse®

The Group's proprietary BioRinse® technology platform is used principally in the preparation of sterile allograft bone and soft tissue products designed to minimise the adverse effects of tissue processing while preserving the biological properties of the graft.

The BioRinse® portfolio includes natural bone filler products are manufactured using 100% allograft bone and tested for osteoinductivity to demonstrate the presence of naturally occurring bone growth factors.

BioRinse® products are used across a range of clinical applications, including spine surgery, sports medicine, dental procedures, ophthalmology and wound care.

GBM-V

The Group's controlled joint venture, Gewebebank Mecklenburg-Vorpommern GmbH ("GBM-V"), is a regional tissue bank located in Rostock, Germany, which produces ophthalmic tissue preparations, including corneal tissue products, using conventional tissue processing methods.

In December 2024, the Board concluded that GBM-V was no longer considered strategic to the Group's core operations. Accordingly, the business has been classified as a disposal group held for sale in the financial statements. Due to other priorities and operational issues in 2025 the process was paused although parties remained interested.

Operations

The Group's principal operational facility is located in San Antonio, Texas, where the majority of dCELL® and BioRinse® product processing and manufacturing activities are undertaken.

The Group also operates a facility in Leeds, United Kingdom, focused on the processing of porcine soft tissue products.

During 2025, the Group employed an average of 82 employees and had 5 Directors.

Business Review

Business Review and Performance

The year ended 31 December 2025 was a challenging period for the Company, characterised by operational inefficiencies, liquidity constraints and a significant deterioration in financial performance.

During the year, the Company experienced lower-than-expected yields from donor material, resulting in reduced production output, higher unit costs and lower operational efficiency. Liquidity pressures further restricted the Company's ability to procure sufficient donor material during the second half of the year, contributing to supply shortages and reduced activity levels.

The Board's subsequent review identified weaknesses in financial controls, reporting processes and operational oversight, which delayed Board's response to these issues and contributed to a significantly weaker financial performance relative to the prior year – further information in the financial review on pages 7 to 11.

Prior Year Restatement and Exceptional Items

Following a review undertaken during 2025 into the circumstances surrounding the Company's liquidity challenges, the Board identified matters relating to prior periods.

A prior year adjustment has been required to reflect the incorrect release of GRNI liabilities to the income statement for the year - this resulted in an understatement of both liabilities and the loss for the year of USD1.6 million in the December 2024 financial statements. Donors received had been initially correctly accounted for in inventory and GRNI but, due to an error in the running of the GRNI accrual report at the year end, an adjustment was made to release items which were thought no longer to be required to be accrued for. This error was identified when purchase invoices were received post year end for these items and it was recognised that a liability still existed. Whilst no changes to the underlying financial system of recording donors was required, changes to financial controls and reviews of GRNI accruals have been implemented to prevent this error recurring in future.

In addition, the Group has recognised an exceptional charge of USD2.5 million in 2025 relating to inventory and production cost adjustments. The Group has a policy of valuing its manufactured products at the lower of cost and net realisable value with cost being based on the standard costs of production of an item at its stage of progress in the production cycle. Inventory held at 31 December 2024 and included in the 31 December 2024 financial statements was valued at the standard cost in place at that time which had not been updated to reflect changes in the production process since 2022. On reviewing the carrying value of inventory during the second half of 2025, it was identified that in addition to updating the cost of raw materials and identified changes in the production process, further changes to the standard costs to reflect the deterioration of donor yields which were impacting the production processes were required. These revised standard costs have been applied to all inventory held at the year-end as the Board believes that carrying inventory held at higher costs was not supportable. The Board have concluded that whilst part of the charge would relate to inventory held at the start of the current financial year, no reliable data to value this inventory at anything other than the historic standard costs existed at the time the 2024 financial statements were approved and hence the charge does not meet the criteria for a prior period restatement under IAS8 Accounting Policies, Changes in Accounting Estimates and Errors. Inventory standard costs will be reviewed at a minimum bi-annually or as material changes are made to component costings or production processes.

The above items together, amount to approximately USD4.0 million. The Board has implemented enhanced financial controls, governance procedures and reporting oversight designed to strengthen the control environment and reduce the risk of recurrence.

Financial Position

The Company experienced significant working capital pressures during 2025, which adversely affected its ability to settle creditor balances as they fell due. In November 2025 MidCap gave approval of a short-term over advance allowance of USD0.5 million and in December 2025, the Company secured additional funding through the issuance of convertible loan notes up to £17.5 million with £7.5 million drawn down at 31st December 2025 to Harwood Private Equity VI LP and Oryx International Growth Fund Limited. The proceeds were used principally to settle overdue creditor balances, reduce the Company's revolving credit facility from USD7 million to USD3.5 million, and stabilise the Company's short-term financial position. The Group drew a further £1.9 million from the convertible loan on 27 May 2026 to fund capital incentives to support the future growth.

Principal Risks and Uncertainties

The Company operates in a sector subject to inherent risks, including variability in donor material yield, supply chain dependencies and funding constraints. During 2024 and 2025, these risks crystallised in the form of reduced material output and constrained liquidity. The current Board has established processes to monitor these risks closely and has implemented measures to improve resilience, including enhanced oversight of procurement, financial reporting and cash flow management.

Strategic Developments

On 4 November 2024, the board of directors of Tissue Regenix (the "Board") announced that it was undertaking a review of the Company's strategic options, that included soliciting offers for the Company, on a focused and targeted basis (the "Strategic Review"). This Strategic Review has enabled the Company to evaluate material possible corporate transactions, including the sale of the whole of the Company. This review was terminated in April 2025 as the Board did not believe that an appropriate offer for the company was forthcoming at that time.

In response to the challenges faced in 2025, the Company undertook a number of significant actions during the second half of the year:

- **Leadership Changes:** Jay LeCoque was appointed Executive Chairman on 8 September 2025. Following a Board-level review of the Company's operational and financial position, the Board terminated the employment of the previous Chief Executive Officer in October 2025 and appointed a new Chief Financial Officer and Chief Operating Officer to provide renewed operational oversight. The previous Chief Financial Officer had retired earlier in the year.
- **Operational Restructuring:** A restructuring programme was commenced in October 2025, designed to streamline operations and reduce the Company's cost base through redundancies and consolidating positions. The programme is expected to deliver annualised cost savings in excess of USD2 million in 2026.
- **Capital Raising:** In December 2025, the Company completed an emergency fundraise via the issuance of convertible loan notes to Harwood Capital, strengthening liquidity, enabling the settlement of overdue creditor balances and avoiding insolvency.
- **Delisting from AIM:** The Company's shares were delisted from the AIM market in January 2026. The Board recommended this in light of the Company's circumstances, enabling a reduction in regulatory and administrative costs and allowing management to focus on operational recovery and long-term value creation which was approved by shareholders at an EGM. Further Board changes were implemented as part of the transition to a private limited company.

Outlook and Going Concern

The Directors have considered the Group's current financial position, including the improved liquidity following the December 2025 fundraise and the anticipated benefits arising from the restructuring programme and strengthened operational oversight.

The following sequence of events relating to the Company's financial position during 2025 is relevant to the Board's assessment:

- In June 2025, the Company's 2024 financial statements were issued on a going concern basis. The going concern assessment was prepared under the previous Chief Financial Officer and the previous Chief Executive Officer. The CFO retired shortly thereafter.
- In September 2025, Jay LeCoque was appointed Executive Chairman. Following a Board-level review

undertaken under his chairmanship, the Board identified a significant deterioration in donor material yields and a substantial balance of overdue trade creditor obligations totalling USD5 million, and a maxed out revolving credit that was being used to artificially inflate the company's cash position, that had not previously been reported to the Board.

- The Board also terminated the employment of the previous Chief Executive Officer in October 2025 and appointed a new Chief Financial Officer and Interim Chief Operating Officer. A restructuring programme was implemented in October 2025.
- In December 2025, the Company partly drew down on the convertible loan notes from Harwood Capital. The proceeds were used principally to settle approximately USD4.5 million of overdue creditor obligations, reduce the Company's credit facility from USD7 million to USD3.5 million, and avoid insolvency.
- In January 2026, the Company's shares were delisted from AIM, and the Chief Operating Officer became a permanent position. Part of the convertible loan notes were converted into equity reducing the ongoing interest burden.

The Directors have reviewed cash flow forecasts, including downside sensitivities, together with the availability of existing and potential funding facilities. Although uncertainties remain, particularly in relation to donor material supply which is inherent in the industry, operational performance and broader market conditions, the Directors have a reasonable expectation that the Group and Company will have adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

The Group drew a further £1.9 million from the convertible loan on 27 May to fund capital incentives to support the future growth.

Looking forward, management's priorities are improving donor yield performance, strengthening financial controls, rebuilding supplier relationships and maintaining disciplined cash management. The Board is confident that the measures implemented during the year will support the recovery of the business and the creation of sustainable long-term value.

Jay LeCoque
Executive Chairman (appointed 8 September 2025)

26 June 2026

Financial Review

This financial review does not include the revenues, profits or assets of GBM-V which are presented as discontinued operation and disposal group held for sale in the Consolidated Statement of Income and Consolidated Statement of Financial Position respectively. The 2024 comparative information has been restated following the identification during 2025 of errors relating to donor purchases that had not been appropriately recognised in the prior year. In addition, the 2025 results include exceptional cost of sales adjustments relating to prior periods that did not meet the criteria for prior period restatement under IAS 8 and have therefore been recognised in the current year.

Consolidated Statement of Income

Revenue

Revenue for the year ended 31 December 2025 was USD28.4 million (2024: USD28.6 million).

- Revenue in the BioRinse segment decreased to USD19.5 million (2024: USD21.0 million), reflecting lower production output arising from reduced donor yields and supply constraints. The previous reported delays on FDA export certificate approvals have started to improve.
- Revenue in the dCELL segment increased to USD8.9 million (2024: USD7.6 million), reflecting continued commercial progress following the reorganisation implemented in prior years.

Cost of sales and gross profit

Gross profit excluding exceptionals for the year was USD5.1 million (restated 2024: USD12.0 million), representing a gross margin of 18% (2024: 42%).

Cost of sales excluding exceptional cost of sales included:

- product costs of USD20.2 million (2024: USD12.4 million); and
- third-party commissions of USD3.2 million (2024: USD2.3 million).

The reduction in gross margin principally reflected lower donor yields, increased donor discard rates and reduced operational efficiency during the year. Due to sales division and product mix external commissions included in the cost of sales also increased by USD900k from previous year.

Exceptional cost of sales

Exceptional cost of sales of USD2.5 million (2024: nil) relates to inventory and production cost adjustments associated with prior periods. The adjustment was identified during the Board's financial review undertaken in 2025 and the updated Bill of Materials value applied to all inventory held in stock. This has been recognised in the current year as it did not satisfy the requirements for prior period adjustment under IAS 8.

Administrative expenses

Administrative expenses decreased by USD1.4 million, or 11%, to USD11.7 million (2024: USD13.1 million), primarily due to lower consultancy costs and the benefits arising from the restructuring programme implemented in October 2025 and reduction on some business expenses due to cash restraints countered by development costs starting to be amortised.

Exceptional expenses

Exceptional administrative expenses of USD1.0 million (2024: USD0.1 million) were incurred in connection with:

- Redundancy and termination costs
- the implementation of restructuring initiatives; and
- costs associated with raising additional financing for which the Group was solely responsible.

These costs included professional advisory fees and severance-related costs that are incremental to the Group's normal operating activities. Management considers these items to be exceptional in nature as not part of regular business activities.

Adjusted EBITDA

The Group presents EBITDA because it is widely used by securities analysts, investors and other interested parties to evaluate the profitability of companies. EBITDA eliminates potential differences in performance caused by variations in capital structures (affecting net finance costs), tax positions (such as the availability of net operating losses against which to relieve taxable profits), the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortisation expense), exceptional items (such as one off non re-occurring expenses or gains not in the normal course of business).

Adjusted EBITDA for the year was USD5.6 million loss (restated 2024: USD0.2 million profit).

The deterioration in performance primarily reflected lower donor yields, increased donor discard rates and the resulting adverse impact on cost of sales and gross margins.

Reported EBITDA was USD5.1 million loss (restated 2024: USD0.1 million loss), after adjusting for share-based payment credit of USD0.5 million (2024: USD0.4 million charge).

	2025 USD'000	(restated) 2024 USD'000
Operating loss	(10,041)	(1,283)
Add back:		
Depreciation	567	535
Amortisation	932	508
Exceptional items	3,486	124
EBITDA	(5,056)	(116)
Share based payments	(535)	363
Adjusted EBITDA	(5,591)	247

Finance income/charges

Finance income was USD1k (2024: USD10k), principally comprising interest earned on cash deposits.

Finance costs increased to USD1.2 million (2024: USD0.9 million), primarily reflecting interest and associated costs relating to the increase in the MidCap Financial Trust revolving credit facility of USD1 million and full year of the Bank of San Antonio and Universal City loan along with new financing arrangements entered into during the year.

Loss for the year

Loss for the year increased to USD10.3 million (restated 2024: USD2.3 million loss), resulting in a basic loss per share of 14.54 cents (2024: 3.50 cents loss per share).

Loss from continuing operations was USD10.4 million (2024: USD2.5 million loss).

Taxation

The Group continues to invest in developing its product offering and, as such, is eligible to submit enhanced research and development tax claims, enabling it to exchange tax losses for a cash refund. In the year to December 2025, a refund of USD25k was receivable (2024: USD190k). The year-on-year reduction was a result of the continued transition into commercial activities and away from research and development activities.

Income tax payable in the U.S. amounted to USDnil (restated 2024: USD259k). Gross tax losses carried forward in the UK were USD67,090k (2024: USD60,898k). The Group does not currently pay tax in the UK. A deferred tax asset has not been recognised as the timing and recoverability of the tax losses remain uncertain.

Consolidated Statement of Financial Position

Net Assets and Liquidity
As at 31 December 2025, the Group had net assets of USD18.3 million (restated 2024: USD27.7 million), including cash balances of USD6.1 million (2024: USD1.9 million). Cash increase is due to the convertible loan note of USD10.1 million (2024:nil) received in December 2025 from Harwood Capital to settle outstanding payables and reduce MidCap revolving credit.

Inventory
Inventory decreased to USD7.4 million (2024: USD14.1 million), partially due to the impact of the revised standard costing applied to all inventory held by the Group as set out above and lower production and reduced inventory levels due to suppliers putting accounts on hold.

Management concluded that this adjustment represented a change in estimate relating to inventory valuation and therefore did not meet the criteria for prior period restatement under IAS 8.

Fixed Assets
Property, Plant and Equipment decreased to USD7.8 million (2024:USD8.1 million). Land and Buildings represent USD7.2 million (2024:USD7.4 million) additions represent USD0.1 million, the remaining movements are related to depreciation and foreign exchange movements.

Intangible Assets
Intangible assets decreased to USD15.6 million (2024: USD15.8 million). During the year, USD0.6 million of development expenditure relating principally to clinical research and regulatory approval was capitalised (2024: USD0.8 million).

Management started to amortise development costs in the year and additional computer software resulting in a charge of USD0.9 million (2024:USD0.5million).

The remaining movements relate to foreign exchange movements.

Impairment Review
The Directors performed an annual impairment review in accordance with IAS 36 Impairment of Assets to assess whether any impairment of goodwill or other non-current assets was required as at 31 December 2025. Whilst 2025 performance has been challenging changes the management team have already put in place on cost reductions and improved donor supply along with a review of customer margins and contract changes will result in improved forecasted numbers. See note 17 on pages 57 to 59 for more information on management estimates and judgements.

The review concluded that the recoverable amount of the relevant cash-generating units exceeded their carrying values and, accordingly, no impairment charge was recognised (2024: nil).

Working Capital
Working capital (current assets less current liabilities) decreased to USD12.0 million (restated 2024: USD13.8 million), principally due to the reduction in inventory levels slightly countered by a reduction of outstanding trade payables and increase in cash.

The Consolidated Statement of Financial Position includes income tax receivables of USD25k (2024: USD190k) relating to UK research and development tax credits.

Loans and borrowings
Borrowings at 31 December 2025 comprised:

- USD6.6 million relating to the MidCap debt facility of the term and revolving credit loan;
- USD3.0 million relating to financing associated with the acquisition of the Group's former leasehold property in San Antonio; and
- USD7.9 million relating to convertible loan notes issued to Harwood Capital in December 2025.

The MidCap facility included:

- a USD1.0 million term loan; and
- USD5.6 million drawn under the revolving credit facility, net of USD81k of capitalised debt issue costs.

During 2025, the Group exercised options to increase the revolving credit facility in accordance with the terms of the arrangement from USD6 million to USD7 million. MidCap temporarily agreed in November to allow an over advance of USD0.5 million which was repaid in December 2025. Repayment of the term loan commenced in February 2024 to be fully paid January 2028.

Further details are set out in Note 23 to the financial statements.

Dividend
No dividend has been proposed for the year to 31 December 2025 (2024: nil).

Accounting policies
The Group's consolidated financial information has been prepared in accordance with UK-adopted International Accounting Standards ('UK-adopted IAS'). The Group's significant accounting policies, which have been applied consistently throughout the year, are set out on pages 35 to 48.

Going concern
The Directors have prepared the financial statements on a going concern basis. In forming this assessment, they have considered the Company's financial position and performance, including the trading challenges experienced during 2025. While previous management concluded in June 2025 that the Company was a going concern, a review has shown that it was not communicated to the Board in the first half of the year the reduced yield issues or that trade creditors were not being paid, necessitating an emergency fundraise completed in December 2025, the proceeds of which were used to settle USD4.5 million of overdue creditor obligations.

Given the Company's historical financial volatility, the current Board and management have implemented enhanced monitoring of operational performance and liquidity. The Company has access to additional funding sources, including up to GBP8.1 million through convertible loan notes and a revolving credit facility of up to USD2 million, subject to accounts receivable and inventory levels. The Group drew a further GBP1.9m from the convertible loan on 27 May 2026 to fund capital incentives to support the future growth.

Based on current cash flow forecasts and the availability of these funding arrangements, the Directors have a reasonable expectation that the Company will have sufficient resources to continue in operational existence for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis. In summary, the Directors have considered their obligations in relation to the assessment of the going concern basis for the preparation of the financial statements of the Group and have reviewed the Cash Flow Projections, including the downside scenario. On the basis of their assessment, they have concluded that the going concern basis remains appropriate for use in these financial statements.

Cautionary statement
The strategic report, containing the strategic and financial reports of the Group, contains forward-looking statements that are subject to risk factors associated with, amongst other things, economic and business circumstances occurring from time to time within the markets in which the Group operates. The expectations expressed within these statements are believed to be reasonable but could be affected by a wide variety of variables beyond the Group's control. These variables could cause the results to differ materially from current expectations. The forward-looking statements reflect the knowledge and information available at the time of preparation.

Kirsten Lund
Chief Financial Officer

26 June 2026

Risks Review

Principal Risks and Uncertainties

The Board is responsible for identifying, monitoring and managing the principal risks and uncertainties facing the Group. The Group maintains a comprehensive risk register, which is reviewed regularly by the Board as part of its ongoing risk management processes.

The risks described below are considered to be the principal risks that could materially affect the Group's operations, financial performance or future prospects. This summary should not be regarded as exhaustive.

Commercial Risks

Competition Risk
The Group operates in highly competitive markets characterised by ongoing technological innovation and product development. Competitors may introduce products with superior clinical performance, pricing or market positioning, which could adversely affect the Group's market share, customer relationships and financial performance.

To mitigate this risk, the Group continues to invest in product development, line extensions and post-market clinical evidence generation in order to maintain differentiated product offerings and identify new commercial opportunities. The Group also looks to patent new products where possible.

Customer Concentration Risk
The Group derives a proportion of its revenues from a limited number of significant customers. The loss of, or reduction in purchases from, a key customer could materially affect revenues and inventory utilisation.

During 2025, one customer represented approximately 20.5% of Group revenue (2024: 23.0%). The Group works closely with the customer at senior level ensuring customer satisfaction.

The Group seeks to mitigate this risk through diversification of its customer base, expansion into multiple clinical applications and the development of both direct and distributor-led sales channels.

Operational Risks

Human Resources Risk
The Group relies on the expertise and experience of its management team and specialist employees. Failure to attract, retain or replace suitably qualified personnel could adversely affect operations and growth.

Mitigating actions include:

- competitive remuneration and incentive arrangements;
- succession planning and defined operational procedures;
- training and employee development programmes; and
- contractual confidentiality and non-compete protections where appropriate.

Tissue Supply Risk
The Group's products depend on the supply of high-quality human and animal tissue. Any disruption to tissue procurement or failure to meet ethical, quality or regulatory standards could adversely affect manufacturing operations and reputation.

The Group mitigates this risk through:

- established donor services operations in the United States;
- supplier qualification and monitoring procedures; and
- compliance with internal quality standards and external regulatory requirements.

Due to cash restraints this risk materialised in 2025 of receiving lower quality donors and reduced supply. Since raising funds work to establish new contracts with recovery agencies has been completed along with gaining access to higher quality. Management are starting to see improved quality in 2026 on new donors received and working through legacy donors being released into production.

Manufacturing Capacity Risk
The Group's commercial growth strategy depends upon its ability to meet increasing customer demand through sufficient manufacturing capacity.

Failure to expand manufacturing capability appropriately could result in production delays, customer dissatisfaction and reputational harm.

The Group has previously expanded clean room production capacity and retains operational flexibility through additional shift arrangements designed to support future demand growth.

Finance and Information Technology Risks

Funding and Liquidity Risk
The Group requires ongoing access to working capital and financing in order to support operations, product development and commercial growth.

During 2025, the Group secured additional funding through convertible loan note financing, which was used to stabilise liquidity and settle overdue creditor balances. The Group also retains access to revolving credit facilities and additional committed funding arrangements through the £10 million undrawn on the convertible loan note. The Group drew a further £1.9 million from the convertible loan on 27 May 2026 to fund capital incentives to support the future growth.

Nevertheless, there can be no assurance that future financing, if required, would be available on acceptable terms or without shareholder dilution.

The Board monitors liquidity closely through:

- detailed cash flow forecasting;
- approval controls over expenditure;
- regular financial reporting; and
- ongoing working capital management.

Through 2025 there were delays in information being provided to the Board and information being accurate which contributed to the delay in responding to the liquidity issues of the Group. Processes and controls have since been implemented or re-established to reduce the risk going forward.

Information Technology and Cybersecurity Risk
The Group relies extensively on information technology systems to support operational, manufacturing and financial processes.

Cybersecurity breaches, system failures or data loss events could disrupt operations, compromise sensitive information and result in financial or reputational damage.

Following a cybersecurity incident in 2020, the Group enhanced its IT infrastructure and implemented additional security controls, including:

- upgraded IT service arrangements;
- enhanced cybersecurity procedures;
- off-site secure backup systems;

- disaster recovery planning;
- cybersecurity insurance coverage; and
- Regular personnel awareness training.

Clinical and Regulatory Risks

Product Liability Risk
As a manufacturer of biologic medical products, the Group is exposed to product liability risks arising from potential product failure, adverse clinical outcomes or safety-related incidents.

The Group mitigates these risks through:

- quality assurance and product testing procedures;
- compliance with applicable regulatory standards;
- comprehensive product training programmes; and
- maintenance of product liability insurance coverage.

Licensure and Accreditation Risk
The Group operates within highly regulated markets. Failure to maintain required licences, certifications or regulatory approvals could materially affect operations and commercial activities.

To mitigate this risk, the Group maintains quality management systems and employs internal and external regulatory specialists to support compliance activities across relevant jurisdictions.

In 2025 the Group has seen delays in obtaining export certificates from the FDA. To mitigate this risk Quality have been proactively submitting requests earlier on new customer onboarding process.

Regulatory Change Risk
Changes in healthcare regulations, reimbursement frameworks or product approval requirements may adversely affect the Group's products or commercial strategy.

The Group monitors proposed regulatory developments and reimbursement changes on an ongoing basis and undertakes mitigation activities where appropriate.

Political and Macroeconomic Risks
The Group may be adversely affected by broader economic, geopolitical and market conditions beyond its control, including inflationary pressures, changes in trade policy, supply chain disruption and geopolitical conflicts.

These factors could negatively affect customer demand, operational costs and supply chain continuity.

Management continues to monitor macroeconomic developments and adapts operational and commercial planning accordingly.

Current issues with US tariffs and Iran conflict have not had any major impact on current operations

Financial Risk Management
The Group maintains financial risk management policies covering liquidity, credit, foreign exchange and financing risks. Further details are set out in the notes to the financial statements.

Key Performance Indicators
The Board uses a combination of financial and non-financial key performance indicators ("KPIs") to monitor the Group's operational and financial performance.

The principal financial KPIs include:

- revenue growth;
- adjusted EBITDA performance; and
- cash resources and liquidity.

The principal non-financial KPIs include:

- new distribution agreements secured;
- Production yields;
- clinical data generation and collection;
- customer account wins;
- product development progress;
- employee retention and engagement;
- manufacturing capacity and operational scalability.

As part of the review of financial controls and reporting conducted at the end of 2025 the Board believe the above KPIs are still appropriate.

Section 172 Statement

The Directors acknowledge their duty under S.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, they have had regard (amongst other matters) to:

The likely consequences of any decision in the long term. The Group's long-term strategy is outlined on page 4 of this report. The principal risks and uncertainties are discussed on page 12 to 15 of this report. Throughout the year, management and Directors look to meet with, and update, institutional and retail investors through a variety of platforms, be it by face-to-face meeting, telephone conversation, the annual general meeting ('AGM'), or retail investor forum, website, social media or news announcements. Key topics of engagement for investors throughout the year were around: the increased capacity as a result of the completion of the Phase 1 expansion in the BioRinse segment, planned new product introductions, the results of the commercial reorganisation of the dCELL division strategic review started at the end of 2024, and full-year and interim financial results and reports. Following on from issues discovered in October and the requirement for an emergency fundraise, engagement was held with key investors and a circular was circulated to investors including recommendations to vote for the convertible loan note and delisting from AIM followed by an EGM.

The interests of the Group's employees. The long-term success of the Group is built around our highly skilled and experienced workforce. Our technicians are highly specialised, and we have world-class processing and development expertise at all facilities. We look to create an environment where all employees can excel, and we value both practical experience and academic qualifications. We believe in investing in our workforce to maintain a low turnover rate and build an agile and adaptive workforce who can successfully navigate the ever-evolving industry landscape to maintain our competitive positioning. We support employees with further education and qualifications and provide a remuneration and benefits framework that supports a healthy work/life balance and is competitive with industry standards. Key topics of engagement for employees throughout the year were around: lunch and learn sessions that exposed the employees to the workings of other departments to gain a better understanding of the company's operations and an updated and improved health and safety programme at the CellRight Technologies facility in Universal City, Texas. Due to cash restraints in the year the Board had to make a decision to restructure resulting in some redundancies to preserve the future of the company and the remaining employees.

The need to foster the Group's business relationships with suppliers, customers and others. Suppliers are fundamental to the Group's ability to source high-quality raw materials and ethically sourced and handled tissues. We look to partner with suppliers who can augment our internal capabilities and build long-term relationships. Key topics of engagement for suppliers throughout the year were around: availability of supplies and any variances to payment practices. Due to cash restraints and the company being unable to pay suppliers within agreed terms the Group maintained regular engagement and payments plans were communicated where possible. Once funding was received all outstanding balances were settled with trading relationships re-established along with regular communication. In addition, relationships with donor sources were expanded to include tissue types not commercially distributed by the Group, thereby maximising the gift of tissue donation. With respect to customers, they include prestigious key opinion leaders whose expertise assists with driving the clinical discussion around the differentiating properties of our product portfolio. This type of engagement and clinical advocacy is crucial as we work to grow our clinical data portfolio, improve product and brand recognition and increase the number of patients who can benefit from our portfolio. Key topics of engagement for customers and opinion leaders throughout the year were around: changing practices and expectations regarding performance of our clinical solutions and new product development opportunities.

The impact of the Group's operations on the community and the environment. The Board recognises its responsibility to consider the impact of the Group's operations on the environment and the communities in which it operates. The Group is committed to minimising the environmental impact of its activities wherever practicable and to maintaining compliance with all relevant environmental legislation and regulations.

The Board supports initiatives aimed at reducing the Group's carbon footprint, energy consumption and waste generation. Employees are encouraged to contribute to these initiatives, including measures to reduce plastic waste and improve resource efficiency across the business. The Board regularly reviews environmental matters and seeks opportunities to improve the sustainability of the Group's operations.

Section 172 Statement

continued

The Group also seeks to engage positively with local communities and, where appropriate, supports charitable and community initiatives that align with its values and objectives.

The desirability of the Group maintaining a reputation for high standards of business conduct. The Board is committed to maintaining high standards of business conduct and corporate governance across the Group. The Directors recognise that acting with integrity, transparency and accountability is fundamental to the long-term success of the business and the creation of sustainable value for stakeholders.

The Group seeks to operate responsibly in all its dealings with employees, customers, suppliers, shareholders and other stakeholders, while ensuring compliance with applicable laws and regulations. As the business continues to develop, the Directors and senior management will continue to review and enhance the Group's governance arrangements, policies and procedures to ensure they remain appropriate to the size, complexity and needs of the business.

The need to act fairly as between members of the Group. The Group seeks to ensure that all shareholders are treated fairly and that they are provided with timely and transparent information regarding the Company's performance, strategy and significant developments. The Directors recognise the importance of maintaining effective communication with shareholders and enabling them to make informed decisions.

During the year, the Board continued to consider the interests of all shareholders when making decisions affecting the Company. However, as the Company's financial position deteriorated and cash resources became increasingly constrained towards the end of 2025, the Board's focus necessarily extended to the interests of a broader range of stakeholders, including employees, creditors, customers and suppliers. In these circumstances, the Directors carefully considered their statutory duties and the interests of stakeholders as a whole when evaluating available strategic and operational options.

The Company maintains an investor relations section on its website, Tissue Regenix Investor Relations, through which shareholders have access to financial reports, regulatory announcements and other relevant corporate information.

The Strategic Report on pages 4 to 15 was approved by the Board on 26 June 2026.

On behalf of the Board

Jay LeCoque

Jay LeCoque
Executive Chairman (appointed 8 September 2025)

26 June 2026

Corporate Governance Statement

During the year to 31 December 2025 the Board adopted and believes it complied with all of the principles of the QCA Corporate Governance Code ('QCA Code'). Since de-listing from AIM in January 2026, the Company has not had to comply with a formal corporate governance structure but has still maintained appropriate governance as summarised in the following.

As of 26 June 2026, the Board consisted of five Directors, three Executive Directors (the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer) and two Non-Executive Officers representing the Company's main shareholder, Harwood Capital. The current members of the Board are:

- Jay LeCoque (Executive Chairman and CEO)
- Kirsten Lund (CFO)
- Judy Madden (COO)
- Tim Sturm
- Geof Gorman

Role of the Board

The Board is responsible to the shareholders and sets the Group's strategy for achieving long-term success. The Board is also ultimately responsible for establishing the Group's governance structure, the effectiveness of internal controls, risk management, and the direction of the Group. Day to day responsibility for running the business is delegated to the executive and senior leadership team.

Board meetings

The Board meets on a regular basis throughout the financial year and as required on an ad hoc basis with a mandate to consider annual budgets, strategic goals, operations, ESG matters, and financial performance. In advance of each meeting, the Chair of the Board sets the agenda, with assistance of the Company Secretary. The annual agenda is designed to ensure that a number of strategic issues are covered during the cycle and that the board provides due attention to all relevant matters for the group.

Directors are provided with appropriate and timely information, including board papers distributed in advance of the meetings. Those papers include reports from the executive team and other members of the senior leadership team, who also attend the meetings from time to time.

The Company Secretary produces full minutes of each meeting, including a log of actions to be taken, the Chair of the Board then follows up on each action at the next meeting, or before if appropriate.

Stakeholders and Board decision-making

The Board is required to act in the way it considers would be most likely to promote the success of the Company and for the benefit of its members as whole, and in doing so, have regard to the interests of certain stakeholders and the other matter set out in section 172 of the Companies Act 2006. For information on the Board's decision-making and consideration of stakeholder, see section 172 Statement on pages 16 to 17.

By order of the Board

Jay LeCoque

Jay LeCoque
Executive Chairman

26 June 2026

Directors' Report

The Directors present their report and consolidated financial statements for Tissue Regenix Group Limited (the 'Company') and its subsidiary undertakings (the 'Group') for the year ended 31 December 2025.

Principal activity

The nature of the Group's operations and its principal activity is that of an international medical technology company focused on commercialising two platform technologies, dCELL, addressing soft tissue needs, and BioRinse, providing sterile bone and soft tissue allografts.

The Company is principally a holding company incorporated and domiciled in England and Wales and was listed on the London Stock Exchange's AIM. The subsidiary undertakings of the Group are listed in note C4 of the Company's financial statements.

Business model

A description of the Group's business model is included on page 3. Explanations of activities and how it seeks to add value are included in Business Review on pages 4 to 6.

Business review and results

A review of the Group's performance and future prospects is included in the Business Review on pages 4 to 6. A review of the Group's financial performance is included within the Financial Review on pages 7 to 11.

Dividends

The Directors do not recommend the payment of a dividend for the year ended 31 December 2025 (2024: nil).

Directors

The Directors who held office during the year and since the year end are as follows:

Jonathan Glenn (resigned 9 September 2025)
Shervanthi Homer-Vanniasinkam (resigned 6 January 2026)
Daniel Lee (resigned 15 October 2025)
Trevor Phillips (resigned 9 September 2025)
Brian Phillips (resigned 6 January 2026)
David Cocke (resigned 31 July 2025)
Jay LeCoque (appointed 8 September 2025)
Kirsten Lund (appointed 17 October 2025)
Judy Madden (appointed 5 January 2026)
Timothy Sturm (appointed 7 January 2026)
Geoffrey Gorman (appointed 7 January 2026)

Third-party indemnity provision for Directors

The Company currently has in place, and had for the year ended 31 December 2025, Directors & Officers liability insurance for the benefit of all Directors of the Company.

Political donations

No political donations were made in the year, (2024:nil).

Employment policies

The Group is committed to keeping employees as fully informed as possible regarding the Group's performance and prospects and seeks their views, wherever possible, on matters that affect them as employees.

Financial instruments

During the year, the Company and its subsidiary undertakings applied the financial risk management policies as disclosed in note 26 to the consolidated financial statements.

Disclosure of information to the auditor

The Directors who held office at the date of approval of these financial statements have confirmed that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

RSM UK Audit LLP have expressed their willingness to continue in office.

Strategic report

The Group has chosen in accordance with Companies Act 2006 s414C (11) to set out in the Group's Strategic Report information required by Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch 7 to be contained in the Directors' Report in relation to research and development and future developments. For more information on research and development and future developments, see the Business Review on pages 4 to 6.

Post balance sheet event

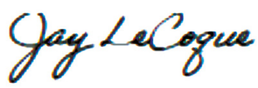
Delisting of the Company
On 7 January 2026, the Company delisted from AIM and re-registered as a private limited company, Tissue Regenix Group Limited.

Issue of equity
In December 2025, the holders of the convertible loan notes gave notice of their intention to convert USD1.1 million (£0.8 million) of the notes currently in issue and, on 6 January 2026, the Company issued 800 million Ordinary Shares of 0.1 pence each at a price of 0.1 pence.

Further funding
On 27 May 2026, subsequent to the reporting date, the Group drew a further £1.9m under its convertible loan facility. The proceeds were used to fund capital incentive programmes designed to support the Group's future growth and strategic objectives. This event does not affect the amounts recognised in the financial statements as at the reporting date.

The Directors' Report was approved by the Board on 26 June 2026.

On behalf of the Board



Jay LeCoque
Executive Chairman

26 June 2026

Directors' Responsibilities Statement

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

Company law requires the Directors to prepare Group and company financial statements for each financial year. The Directors have elected under company law to prepare Group financial statements in accordance with UK-adopted International Accounting Standards. The directors have elected under company law to prepare the Company financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law).

The Group's financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position and performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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

In preparing each of the Group and company financial statements, the Directors are required to:

a. select suitable accounting policies and then apply them consistently;

b. make judgements and accounting estimates that are reasonable and prudent;

c. for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards;

d. for the Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company financial statements;

e. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Tissue Regenix Group Limited website.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the members of Tissue Regenix Group Limited (Formerly Tissue Regenix Group plc)

Opinion

We have audited the financial statements of Tissue Regenix Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 which comprise the Consolidated Statement of Income, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Financial Position, the Company Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

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

Basis for opinion

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

Summary of our audit approach

Key audit matters	**Group** ● Impairment of goodwill ● Valuation of inventory (application of standard costing) ● Completeness of liabilities in relation to goods received not invoiced **Parent Company** ● Impairment of intercompany receivables
Materiality	**Group** ● Overall materiality: USD500,000 (2024: USD500,000) ● Performance materiality: USD325,000 (2024: USD325,000) **Parent Company** ● Overall materiality: GBP372,000 (2024: GBP375,000) ● Performance materiality: GBP241,000 (2024: GBP244,000)
Scope	Our audit procedures covered 100% of revenue, 99% of total assets and 100% of loss before tax.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group and parent company 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 group and parent company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of goodwill	
Key audit matter description	The entirety of the USD11.6 million of goodwill recognised in the Group Statement of Financial Position relates to the CellRight Technologies LLC cash generating unit ("CGU"). The amount recognised is net of cumulative impairment charges of USD7.9 million. Management are required to undertake an annual impairment review under IAS 36 of any indefinite life intangible assets which includes the goodwill balance. Impairment testing requires management to compare the carrying amount of the CGU's attributable assets with the higher of fair value less costs of disposal and value in use (the "recoverable amount"). Where the carrying amount is higher than the recoverable amount than an impairment charge arises. Impairment testing involved a significant degree of judgement because management's determination of a value in use is based on a number of assumptions, including an assessment of future performance and the selection of an appropriate discount rate. In the current year, management have had to make additional judgements surrounding the business re-set particularly around the recovery of gross margins. Due to the level of estimation uncertainty in respect of the judgements, especially the ability of the management to execute their recovery plan we determined this to be a key audit matter.
How the matter was addressed in the audit	Management provided us with an impairment model for the CGU. We performed audit work on this model, which included: ● Checking the calculations contained within the model, including reperforming the comparison of the recoverable amount with the carrying amount and agreeing the carrying amount to the audited accounting records; ● Challenging management (including the clinical team) to support key assumptions within the model, particularly forecasted revenue growth and the recovery of gross profit margins due to improvements in donor yields; ● Considering the consistency of the model to other information provided as part of the audit process; ● Used an auditor's expert to recalculate an appropriate discount rate and confirmed that by adopting this rate did not significantly change the results of management's modelling; ● Performed sensitivity analysis to identify how sensitive the model is to various assumptions; ● Reviewed actual post year end performance against forecasts and where variances were identified, considered the impact on the impairment assessment; and ● Reviewed the disclosures made in the financial statements for compliance with the applicable financial reporting framework and regulator guidance.

Valuation of inventory (application of standard costing)	
Key audit matter description	The Group applies a standard costing calculation to the valuation of its year-end inventory which includes various judgements and estimates. Such judgements and estimates include the quantity of donor tissue, labour processing time and other directly associated costs which are allocated to each manufactured product. As outlined in inventories accounting policy, inventory is revalued to the yearend standard cost which includes inventory previously valued at a different standard cost at the time of manufacture. Due to the judgements and estimates which are included in the calculation of standard costing we determined this to be a key audit matter.
How the matter was addressed in the audit	Our testing on the valuation of inventory included: ● Selecting a sample of inventory items held at the year end and vouching the standard cost allocation through to supporting evidence which included associated donor / medical reports and manufacturing time logs to assess whether the inputs were appropriate; ● Holding discussions with management across the Group including those involved in the manufacturing process to understand the production process and the interaction with the standard costing process; ● Challenging management on the basis of the standard costing and how it had been applied to the inventory items held; and ● Assessing whether direct and indirect costs included in the standard costing are appropriate to be recognised in the cost of inventory under IAS 2. We also reviewed the judgement taken to revalue all inventory held at the year end to the latest standard cost which we concluded overall there is no material misstatement in the reported inventory valuation.

Completeness of liabilities in relation to goods received not invoiced	
Key audit matter description	Management have identified the need for a restatement of the prior year financial statements due to errors in the recording of goods received not invoiced which resulted in an understatement of liabilities and an overstatement of the result for the year. Due to material errors in the prior period and our understanding of continued control weaknesses surrounding the capturing of liabilities we determined this to be a key audit matter.
How the matter was addressed in the audit	We performed testing on the completeness of liabilities in relation to goods received not invoiced which included: ● Selecting a sample of inventory receipts in the last two months of the financial year and corroborating when the associated transaction was recorded and when payment was made of the invoice to determine if a liability should have been recorded at the yearend; ● Selecting a sample of post year end payments to donor suppliers to assess which donor receipt the payment related to and if the goods were received pre-yearend and whether a liability was appropriately recorded; and ● For donor items counted at our inventory observation procedures at the year end, we confirmed when payment was made for the donor and if a liability should have been recorded at the year end.

Independent Auditor's Report to the members of Tissue Regenix Group Limited (Formerly Tissue Regenix Group plc)

continued

Impairment of intercompany receivables	
Key audit matter description	At the year end the Parent Company was owed GBP91.2 million from its subsidiary entities of which a cumulative expected credit loss ("ECL") of 46.2m has been recognised due to the uncertainty over future recoverability. Included in the Parent Company's results for the year is a charge of GBP9.5m following a reassessment of the ECL. The calculation of an ECL involved a significant degree of judgement and estimation and given the magnitude of the loan balances, the level of estimation uncertainty and the significant events and losses in the year, we determined this to be a key audit matter.
How the matter was addressed in the audit	We obtained management's calculation of the ECL and the underlying calculations prepared to support the carrying value of the balance and performed work as follows: ● Assessed the reasonableness of the scenarios considered by management the probabilities assigned to each scenario; ● Reviewed the mathematical accuracy of the model; and ● Challenged management on a number of the assumptions in the cash flow forecasts and performed sensitivity analysis to analyse the impact of the key assumptions.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	USD500,000 (2024: USD500,000)	GBP372,000 (2024: GBP375,000)
Basis for determining overall materiality	1.75% (2024: 1.75%) of total revenue	0.6% (2024: 0.43%) of net assets capped for the purpose of calculating an appropriate component materiality.
Rationale for benchmark applied	The Group continues to target revenue growth continued growth in topline revenue is critical to reducing losses incurred and therefore is considered to be the most appropriate benchmark.	The parent company holds investments in subsidiaries and intercompany balances and therefore net assets is considered to be the most appropriate benchmark.
Performance materiality	USD325,000 (2024: USD325,000)	GBP241,000 (2024: GBP244,000)
Basis for determining performance materiality	65% of overall materiality	65% of overall materiality
Reporting of misstatements to the Board	Misstatements in excess of USD25,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of GBP19,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

Independent Auditor's Report to the members of Tissue Regenix Group Limited (Formerly Tissue Regenix Group plc)

continued

A specific performance materiality was applied at 50% of overall materiality on the Group audit in respect of procedures performed on inventory valuation and the completeness of liabilities in relation to goods received not invoiced.

An overview of the scope of our audit

The group consists of 6 components, located in the United Kingdom, the USA and Germany.

	Number of components	Revenue	Total assets	Loss before tax
Full scope audit	5	100%	99%	100%
Specific audit procedures	–	–	–	–
Total	**5**	**100%**	**99%**	**100%**

Of the above, all work was undertaken by the Group audit team.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included reviewing and evaluating management's forecasts covering the going concern period, which included a review of the judgements which management have taken regarding the business re-set and with reference to the significant financial losses incurred in the year. We have also assessed the availability of additional financing which at the signing of the financial statements, the Group has undrawn amounts available on the revolving credit facility and subject to lender approvals, available amounts to draw on convertible loan notes.

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

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

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- 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 set out on page 21, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

Independent Auditor's Report to the members of Tissue Regenix Group Limited (Formerly Tissue Regenix Group plc)

continued

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

The most significant laws and regulations were determined as follows:

Legislation / Regulation	Additional audit procedures performed by the Group audit engagement team included:
IFRS/UK-adopted IAS, FRS101 and Companies Act 2006	Review of the financial statement disclosures and testing to supporting documentation; Completion of disclosure checklists to identify areas of non-compliance
Tax compliance regulations	Inspection of advice received from external tax advisors
FDA medical device regulations in the USA	Inquiry of the regulatory and quality assurance team as to whether the Group is in compliance with laws and regulations and inspected correspondence where applicable with the relevant regulatory authority.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Revenue recognition	Testing a sample of revenue transactions recognised either side of the reporting date to determine if revenue has been applied in line with the Group's accounting policy. Utilised data analytic tools to identify revenue transactions which were outside of the normal revenue cycle and tested a sample of cash receipts to corroborate their relation to revenue transactions.
Management override of controls	Testing the appropriateness of journal entries and other adjustments; Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.
Valuation of inventory	For an explanation of how we evaluated the valuation of inventory please see the 'Valuation of inventory (application of standard costing)' key audit matter.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://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.

Andrew Allchin

Andrew Allchin FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

Central Square, Fifth Floor

29 Wellington Street

Leeds

LS1 4DL

26 June 2026

Consolidated Statement of Income

For the year ended 31 December 2025

	Notes	2025 USD'000	Restated 2024 USD'000
Continuing operations			
Revenue	5	28,430	28,646
Cost of sales		(25,829)	(16,657)
Gross profit before exceptional cost of sales		(5,067)	(11,989)
Exceptional cost of sales	6	(2,466)	–
Gross profit		2,601	11,989
Administrative expenses		(11,692)	(13,121)
Expected credit losses		70	(27)
Exceptional expenses	7	(1,020)	(124)
Operating loss		(10,041)	(1,283)
Finance income	8	1	10
Finance charges	9	(1,220)	(923)
Loss on ordinary activities before taxation	10	(11,260)	(2,196)
Taxation	12	255	54
Loss for the year from continuing operations		(11,005)	(2,142)
Discontinued operations			
(Loss)/profit from discontinued operations, net of tax	13	(294)	172
Loss for the year		(11,299)	(1,970)
Loss for the year attributable to:			
Owners of the parent company		(11,140)	(2,002)
Non-controlling interest	27	(159)	32
		(11,299)	(1,970)
Loss for the year from continuing operations attributable to:			
Owners of the parent company		(11,005)	(2,142)
Non-controlling interest	27	–	–
		(11,005)	(2,142)
(Loss)/profit for the year from discontinued operations attributable to:			
Owners of the parent company		(135)	140
Non-controlling interest	27	(159)	32
		(294)	172
Loss per Ordinary Share			
From continuing operations			
Basic and diluted, cents per share	14	(15.41)	(3.02)
From continuing and discontinued operations			
Basic and diluted, cents per share	14	(15.60)	(2.82)

The notes on pages 35 to 74 form part of the financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

	2025 USD'000	Restated 2024 USD'000
Loss for the year	(11,299)	(1,970)
Other comprehensive income/(loss)		
Items that may be subsequently reclassified to profit or loss:		
Foreign currency translation differences	411	(181)
Foreign currency translation differences on discontinued operations	(183)	96
	228	(85)
Total comprehensive loss for the year	(11,071)	(2,055)
Total comprehensive loss for the year attributable to:		
Owners of the parent company	(10,912)	(2,087)
Non-controlling interest	(159)	32
	(11,071)	(2,055)
Total comprehensive loss for the year from continuing operations attributable to:		
Owners of the parent company	(10,777)	(2,227)
Non-controlling interest	–	–
	(10,777)	(2,227)
Total comprehensive (loss)/profit for the year from discontinued operations attributable to:		
Owners of the parent company	(135)	140
Non-controlling interest	(159)	32
	(294)	172

The notes on pages 35 to 74 form part of the financial statements.

Consolidated Statement of Financial Position

For the year ended 31 December 2025

	Notes	2025 USD'000	Restated 2024 USD'000
Assets			
Non-current assets			
Property, plant and equipment	15	7,764	8,115
Right-of-use assets	16	384	194
Intangible assets	17	15,550	15,767
		23,698	24,076
Current assets			
Inventory	18	7,437	14,079
Trade and other receivables	19	4,224	4,575
Corporation tax receivable		455	190
Cash and cash equivalents	20	6,123	1,870
Disposal group held for sale	21	495	629
		18,734	21,343
Total assets		42,432	45,419
Liabilities			
Non-current liabilities			
Loans and borrowings	23	(17,222)	(9,855)
Deferred tax	24	(160)	(280)
		(17,382)	(10,135)
Current liabilities			
Trade and other payables	22	(5,632)	(6,561)
Taxation payable		–	(259)
Loans and borrowings	23	(631)	(610)
Disposal group held for sale	21	(427)	(87)
		(6,690)	(7,517)
Total liabilities		(24,072)	(17,652)
Net assets		18,360	27,767
Equity			
Share capital	25	15,951	15,951
Share premium	26	134,356	134,356
Merger reserve	26	16,441	16,441
Reverse acquisition reserve	26	(10,798)	(10,798)
Reserve for own shares	26	(1,257)	(1,257)
Other equity reserve	26	2,199	–
Share-based payment reserve	26	428	1,069
Cumulative translation reserve	26	(1,620)	(1,848)
Retained deficit	26	(136,418)	(125,384)
Equity attributable to owners of the parent company		19,282	28,530
Non-controlling interest	27	(922)	(763)
Total equity		18,360	27,767

The consolidated financial statements were approved by the Board of Directors and authorised for issue on 26 June 2026 and are signed on its behalf by:

KM Lund

Chief Financial Officer

The notes on pages 35 to 74 form part of the financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital USD'000	Share premium USD'000	Merger reserve USD'000	Reverse acquisition reserve USD'000	Reserve for own shares USD'000	Other reserves USD'000	Share-based payment reserve USD'000	Cumulative translation reserve USD'000	Retained deficit USD'000	Total USD'000	Non-controlling interest USD'000	Total USD'000
At 31 December 2023	15,950	134,253	16,441	(10,798)	(1,257)	–	1,088	(1,763)	(123,764)	30,150	(795)	29,355
Transactions with owners in their capacity as owners:												
Exercise of share options	1	103	–	–	–	–	–	–	–	104	–	104
Transfer to retained deficit in respect of exercised share options	–	–	–	–	–	–	(382)	–	382	–	–	–
Share-based payments	–	–	–	–	–	–	363	–	–	363	–	363
Total transactions with owners in their capacity as owners	1	103	–	–	–	–	(19)	–	382	467	–	467
Loss for the year restated	–	–	–	–	–	–	–	–	(2,002)	(2,002)	32	(1,970)
Other comprehensive loss:						–						
Currency translation differences	–	–	–	–	–	–	–	(181)	–	(181)	–	(181)
Currency translation differences on discontinued operations	–	–	–	–	–	–	–	96	–	96	–	96
Total other comprehensive loss for the year	–	–	–	–	–	–	–	(85)	–	(85)	–	(85)
Total comprehensive loss for the year restated	–	–	–	–	–	–	–	(85)	(2,002)	(2,087)	32	(2,055)
At 31 December 2024 restated	15,951	134,356	16,441	(10,798)	(1,257)	–	1,069	(1,848)	(125,384)	28,530	(763)	27,767
Transactions with owners in their capacity as owners:												
Equity component of convertible loan notes	–	–	–	–	–	2,199	–	–	–	2,199	–	2,199
Transfer to retained deficit in respect of expired share options	–	–	–	–	–	–	(26)	–	26	–	–	–
Transfer to retained deficit in respect of lapsed share options	–	–	–	–	–	–	(80)	–	80	–	–	–
Share-based payments	–	–	–	–	–	–	(535)	–	–	(535)	–	(535)
Total transactions with owners in their capacity as owners	–	–	–	–	–	2,199	(641)	–	106	1,664	–	1,664
Loss for the year	–	–	–	–	–	–	–	–	(11,140)	(11,140)	(159)	(11,299)
Other comprehensive income:						–						
Currency translation differences	–	–	–	–	–	–	–	411	–	411	–	411
Currency translation differences on discontinued operations	–	–	–	–	–	–	–	(183)	–	(183)	–	(183)
Total other comprehensive income for the year	–	–	–	–	–	–	–	228	–	228	–	228
Total comprehensive loss for the year	–	–	–	–	–	–	–	228	(11,140)	(10,912)	(159)	(11,071)
At 31 December 2025	15,951	134,356	16,441	(10,798)	(1,257)	2,199	428	(1,620)	(136,418)	19,282	(922)	18,360

The notes on pages 35 to 74 form part of the financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	2025 USD'000	Restated 2024 USD'000
Operating activities		
Loss before taxation from continuing operations	(11,260)	(2,196)
(Loss)/profit before taxation from discontinued operations	(294)	172
	(11,554)	(2,024)
Adjustments for:		
Finance income	(1)	(10)
Finance charges	1,220	923
Expected credit losses	(70)	27
Depreciation of property, plant and equipment	491	431
Depreciation of right-of-use assets	76	107
Amortisation of intangible assets	932	508
Share-based payments	(535)	363
Unrealised foreign exchange loss/(gain)	20	(20)
Operating cash (outflow)/inflow before movements in working capital	(9,421)	305
Decrease/(increase) in inventory	6,738	(3,913)
Decrease/(increase) in trade and other receivables	198	(957)
(Decrease)/increase in trade and other payables	(773)	2,887
Net cash used in operations	(3,258)	(1,678)
Research and development tax credits received	73	175
Taxation paid	(451)	(132)
Net cash used in operating activities	(3,636)	(1,635)
Investing activities		
Interest received	1	11
Purchase of property, plant and equipment	(97)	(3,299)
Expenses of purchase of right-of-use-assets	(1)	–
Capitalised development expenditure and purchase of intangible assets	(560)	(770)
Proceeds on disposal of property, plant and equipment and right-of-use assets	34	–
Net cash used in investing activities	(623)	(4,058)
Financing activities		
Proceeds from exercise of share options	–	104
Proceeds from issue of convertible loan notes	10,110	–
Proceeds from loans and borrowings	27,390	31,965
Repayment of loans and borrowings	(28,155)	(27,886)
Interest and fees paid on loans and borrowings	(1,116)	(900)
Other interest payments	(34)	(4)
Net cash generated from financing activities	8,195	3,279
Net increase/(decrease) in cash and cash equivalents	3,936	(2,414)
Cash and cash equivalents at beginning of year	2,215	4,650
Effect of movements in exchange rates on cash held	7	(21)
Cash and cash equivalents at end of year	6,158	2,215
Continuing operations	6,123	1,870
Disposal group held for sale	35	345
	6,158	2,215

The notes on pages 35 to 74 form part of the financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

1. Corporate information

Tissue Regenix Group Limited (formerly Tissue Regenix Group plc) (the ‘Company’ and, together with its subsidiaries, the ‘Group’) is a private company limited by shares, domiciled and incorporated in England and Wales under the Companies Act 2006. Its registered number is 05969271.

The address of the registered office is Unit 3, Phoenix Court, Lotherton Way, Garforth LS25 2GY.

The nature of the Group’s operations and its principal activity is that of an international medical technology company focused on the development, processing and commercialisation of regenerative medical products through its two proprietary platform technologies: dCELL® and BioRinse®.

2. Adoption of new and revised standards

Standards adopted during the year
The Group has adopted all of the new or amended Accounting Standards and interpretations issued by the International Accounting Standards Board (‘IASB’) that are mandatory and relevant to the Group’s activities for the current reporting period.

The following new and revised Standards have been adopted but have not had any material impact on the amounts reported in these financial statements:

- Amendments to IAS 21 - *Lack of exchangeability*

Standards issued but not yet effective
Any new or amended Accounting Standards or interpretations that are not yet mandatory (and in some cases, had not yet been endorsed by the UK Endorsement Board) have not been early adopted by the Group for the year ended 31 December 2025. They are as follows:

- Amendments to IFRS 10 and IAS 28 - *Sale or contribution of assets between an investor and its associate or joint venture*
- IFRS 18 - *Presentation and disclosures in financial statements*
- IFRS 19 - *Subsidiaries without public accountability: disclosures*
- Amendments to IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments
- Annual improvements to IFRS accounting standards - Volume 11

The Directors have not yet considered the impact adoption of these Standards or interpretations in future periods will have on the financial statements of the Company or the Group.

3. Significant accounting policies

Basis of preparation
At 31 December 2025, the Company was a public company limited by shares and the financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

On 7 January 2026, the Company delisted from AIM and re-registered as a private limited company, Tissue Regenix Group Limited. The Company’s shares continue to be traded on a secondary trading platform, Asset Match, which allows investors to buy and sell shares, providing liquidity for its Shareholders.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The financial statements are presented in United States dollars ('USD'). All amounts have been rounded to the nearest thousand, unless otherwise indicated.

As described below, the Directors continue to adopt the going concern basis in preparing the consolidated and the Company financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The preparation of the financial statements in compliance with UK-adopted International Accounting Standards requires management to make estimates and the Directors to exercise judgement in applying the Group's accounting policies. The significant judgements made by the Directors in the application of these accounting policies that have a significant impact on the financial statements and the key sources of estimation uncertainty are disclosed in note 4.

Restatement of comparatives
A prior year adjustment has been required to reflect the incorrect release of GRNI liabilities to the income statement for the year. This resulted in an understatement of liabilities (USD1.7 million), inventory (USD0.1 million) and pre-tax loss for the year (USD1.6 million), in the December 2024 financial statements.

Donors received had initially been correctly accounted for in inventory and GRNI but, due to an error in the running of the GRNI accrual report at the year end, an adjustment was made to release items for which an accrual was no longer thought to be necessary. This error was identified when purchase invoices were received post year end and it was recognised that a liability for these items still existed. Whilst no changes to the underlying financial system of recording donors was required, changes to financial controls and reviews of GRNI accruals have been implemented to prevent this error recurring in the future.

The comparative financial information for the year ended 31 December 2024 has been restated in respect of the accounting error arising. An adjustment has been made by way of an increase in inventory of USD0.1 million, an increase in cost of sales for the year of USD1.6 million, and a reduction in taxation of USD0.3 million, with a corresponding decrease in equity. The inventory adjustment relates to liabilities which should have been captured for goods in transit. The liabilities have been split between accounts payable and accruals to reflect whether the invoices had been issued before or after the reporting date.

The adjustments identified have been corrected by restating each of the financial statement line items for the comparative period as follows:

Impact on Consolidated Statement of Income and Statement of Comprehensive Income

Extract - Year ended 31 December 2024	**As previously reported USD'000**	**Adjustment USD'000**	**As restated USD'000**
Cost of sales	(15,025)	(1,632)	(16,657)
Gross profit	13,621	(1,632)	11,989
Operating profit/(loss)	349	(1,632)	(1,283)
Loss on ordinary activities before taxation	(564)	(1,632)	(2,196)
Taxation	(289)	343	54
Loss for the year from continuing operations	(853)	(1,289)	(2,142)
Loss for the year	(681)	(1,289)	(1,970)
Loss for the year attributable to:			
Owners of the parent company	(713)	(1,289)	(2,002)
Non-controlling interest	32	–	32
	(681)	(1,289)	(1,970)

Extract - Year ended 31 December 2024	As previously reported USD'000	Adjustment USD'000	As restated USD'000
Loss for the year from continuing operations attributable to:			
Owners of the parent company	(853)	(1,289)	(2,142)
Non-controlling interest	–	–	–
	(853)	(1,289)	(2,142)
Loss per Ordinary Share			
From continuing operations			
Basic and diluted, cents per share	(1.20)	(1.82)	(3.02)
From continuing and discontinued operations			
Basic and diluted, cents per share	(1.00)	(1.82)	(2.82)
Loss for the year	(681)	(1,289)	(1,970)
Total comprehensive loss for the year	(766)	(1,289)	(2,055)
Total comprehensive loss for the year attributable to:			
Owners of the parent company	(798)	(1,289)	(2,087)
Non-controlling interest	32	–	32
	(766)	(1,289)	(2,055)
Total comprehensive loss for the year from continuing operations attributable to:			
Owners of the parent company	(938)	(1,289)	(2,227)
Non-controlling interest	–	–	–
	(938)	(1,289)	(2,227)

Impact on Consolidated Statement of Financial Position at end of earliest comparative period

Extract - As at 31 December 2024	As previously reported USD'000	Adjustment USD'000	As restated USD'000
Assets			
Inventory	14,006	73	14,079
Current assets	21,270	73	21,343
Total assets	45,346	73	45,419
Liabilities			
Accounts payable	(2,714)	(337)	(3,051)
Accruals	(2,108)	(1,368)	(3,476)
Trade and other payables	(4,856)	(1,705)	(6,561)
Corporation tax	(602)	343	(259)
Current liabilities	(6,155)	(1,362)	(7,517)
Total liabilities	(16,290)	(1,362)	(17,652)
Net assets	29,056	(1,289)	27,767
Equity			
Retained deficit	(124,095)	(1,289)	(125,384)
Equity attributable to owners of the parent company	29,819	(1,289)	28,530
Total Equity	29,056	(1,289)	27,767

Impact on Consolidated Statement of Cash flows

Extract - Year ended 31 December 2024	As previously reported USD'000	Adjustment USD'000	As restated USD'000
Loss before taxation from continuing operations	(564)	(1,632)	(2,196)
Operating cash inflow before movements in working capital	1,910	(1,632)	278
Increase in inventory	(3,840)	(73)	(3,913)
Increase in trade and other payables	1,182	1,705	2887

There was no impact on the Consolidated Statement of Financial Position at the beginning of the earliest comparative period, being 1 January 2024, as the accounting errors identified related entirely to the year ended 31 December 2024.

Going concern

The Directors have prepared the financial statements on a going concern basis. In forming this assessment, they have considered the Company's financial position and performance, including the trading challenges experienced during 2025. While previous management concluded in June 2025 that the Company was a going concern, a review has shown that it was not communicated to the Board in the first half of the year the reduced yield issues or that trade creditors were not being paid, necessitating an emergency fundraise completed in December 2025, the proceeds of which were used to settle USD4.5 million of overdue creditor obligations.

Given the Company's historical financial volatility, the current Board and management have implemented enhanced monitoring of operational performance and liquidity. The Company has access to additional funding sources, including up to GBP8.1 million through convertible loan notes and a revolving credit facility of up to USD2 million, subject to accounts receivable and inventory levels. The Group drew a further GBP1.9m from the convertible loan on May 27th May to fund capital incentives to support the future growth.

Based on current cash flow forecasts and the availability of these funding arrangements, the Directors have a reasonable expectation that the Company will have sufficient resources to continue in operational existence for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis. In summary, the Directors have considered their obligations in relation to the assessment of the going concern basis for the preparation of the financial statements of the Group and have reviewed the Cash Flow Projections, including the downside scenario. On the basis of their assessment, they have concluded that the going concern basis remains appropriate for use in these financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary undertakings (together 'the Group') made up to 31 December each year.

Subsidiary undertakings are those entities controlled directly or indirectly by the Company. Control is achieved when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial results of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Profit/losses applicable to non-controlling interests in a subsidiary are allocated to non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

Non-controlling interest
Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Losses applicable to the non-controlling interests are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Controlled joint venture
In January 2016, the Group entered a joint venture establishing GBM-V GmbH, a company incorporated in Germany. The Group controls the majority of the voting rights, and, consequently, the results for this entity are consolidated in full within these financial statements with the recognition of a non-controlling interest within equity.

Goodwill
Goodwill arising on the acquisition of a subsidiary undertaking is the difference between the fair value of the consideration payable and the fair value of the identifiable assets, liabilities and contingent liabilities acquired. Goodwill is tested annually for impairment as described below.

Foreign currencies
The individual financial statements of each component entity are presented in the currency of the primary economic environment in which the entity operates (the 'functional currency'). For the purposes of the consolidated financial statements, the results and the financial position of each Group entity are expressed in USD, which is the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the functional currency of each group company ('foreign currencies') are translated into the functional currency at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated into the functional currency at the rates prevailing on the reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign exchange differences are recognised in the profit or loss in the period in which they arise, except for foreign exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur and which, therefore, form part of the net investment in the foreign operation. Foreign exchange differences arising on the translation of the Group's net investment in foreign operations are recognised within the cumulative translation reserve via the statement of other comprehensive income. On disposal of foreign operations and foreign entities, the cumulative translation differences are recognised in the income statement as part of the gain or loss on disposal.

For the purpose of presenting company and consolidated financial statements, the assets and liabilities of the Company, and the Group's component entities that have a functional currency other than USD, are translated using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Foreign exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity. Equity items are translated at the exchange rates at the date of transactions, and foreign exchange differences arising, if any, are accumulated directly in equity.

On the disposal of a foreign operation (e.g. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation or a loss of joint control over a jointly controlled entity that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Where there is no change in the proportionate percentage interest in an entity then there has been no disposal or partial disposal, and accumulated exchange differences attributable to the Group are not reclassified to profit or loss.

Fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity.

Research and development
Research costs are charged to profit and loss as they are incurred. An intangible asset arising from development expenditure on an individual project is recognised only when all of the following criteria can be demonstrated:

- It is technically feasible to complete the product, and management is satisfied that appropriate regulatory hurdles have been or will be achieved.
- Management intends to complete the product and use or sell it.
- There is an ability to use or sell the product.
- It can be demonstrated how the product will generate probable future economic benefits.
- Adequate technical, financial and other resources are available to complete the development or use or sell the product.
- Expenditure attributable to the product can be reliably measured.

Such intangible assets are amortised on a straight-line basis from the point at which the assets are ready for use over the period of the expected benefit and are reviewed for an indication of impairment at each reporting date. Other development costs are charged against profit or loss as incurred since the criteria for capitalisation are not met.

The costs of an internally generated intangible asset comprise all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Directly attributable costs include employee costs incurred on technical development, testing and certification, materials consumed and any relevant third-party costs. The costs of internally generated developments are recognised as intangible assets and are subsequently measured in the same way as externally acquired intangible assets. The assets are reviewed for indicators of impairment, but they are not amortised until completion of the development project.

Property, plant and equipment and right-of-use assets
Property, plant and equipment assets are stated at their historical cost of acquisition less any provision for depreciation or impairment.

Depreciation is provided on all property, plant and equipment assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:

Buildings	over 39 years
Laboratory equipment	over 5-7 years
Computer equipment	over 3 years
Fixtures and fittings	over 5 years

Land is not depreciated.

A right-of-use asset is recognised at commencement of the lease and initially measured at the amount of the lease liability plus any incremental costs of obtaining the lease and any lease payments made when or before the leased asset is available for use by the Group. The right-of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses. Right-of-use assets are depreciated over the shorter of the useful life of the asset and the lease term, unless the title to the asset transfers at the end of the lease term, in which case it is depreciated over the useful life.

Intangible assets
Intangible assets are stated at fair value at acquisition. They are subsequently held at cost less any provision for impairment or amortisation.

Amortisation is provided on all intangible assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:

Development assets	over 10 years
Software development assets	over 3 years
Customer relationships	over 10 years
Trademarks	over 5 years
Process and information technology	over 10 years
Supplier agreements	over 5 years

Impairment of property, plant and equipment, right-of-use and intangible assets
At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use 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 of the impairment loss (if any).

In respect of goodwill with an indefinite life, the Group performs an annual impairment review as required by IAS 36, or more frequently where there are indicators of impairment.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ('CGUs')).

Discounted cash flow valuation techniques are generally applied for assessing recoverable amounts using Board- approved forward-looking cash flow projections and terminal value estimates, together with discount rates appropriate to the risk of the related CGUs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Inventories
Inventories are recognised at the lower of cost and net realisable value. Work in progress and finished goods are revalued at the year end to the year-end calculated standard cost as set out in the critical judgements and estimates section of this report.

The cost of raw materials is based on the weighted average cost and represents the purchase cost and the cost of transportation and, for donor raw materials, an allocated proportion of labour and consumables used in sterilisation processes.

The effect of any change in an accounting estimate is recognised by adjusting the carrying amount of inventory in the period of change.

Appropriate provisions for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the assets are impaired.

Non-current assets or disposal groups classified as held for sale
Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. For non-current assets or assets of disposal groups to be classified as held for sale, they must be readily available for immediate sale in their present condition and their sale must be highly probable.

Such assets or disposal groups are generally measured at the lower of their carrying amount and fair value less costs of disposal.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increase in fair value less costs of disposal but not in excess of any cumulative impairment previously recognised.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortised or depreciated. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale, and the assets of disposal groups classified as held for sale are presented separately on the face of the Statement of Financial Position, in current assets. When applicable, the liabilities of disposal groups classified as held for sale are presented separately on the face of the Statement of Financial Position, in current liabilities.

Share-based payments

Share options
Equity settled share-based payment transactions are measured with reference to the fair value at the date of grant, recognised on a straight-line basis over the vesting period, based on management's estimate of shares that will eventually vest. The fair value of options is measured using a binomial model where the performance conditions of grants are market-based, the Monte Carlo model where there are multiple performance conditions and the Black-Scholes model where there are non-market related performance conditions. See note 28 for more information on performance conditions.

At each reporting date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and the number of equity instruments that will ultimately vest. The movement in cumulative expense since the previous reporting date is recognised in the Consolidated Statement of Income, with a corresponding entry in equity.

The grant by the Company of options and share-based compensation plans over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase/decrease to investment in subsidiary undertakings, with a corresponding credit/debit to equity in the parent entity accounts.

Jointly held shares
Where an employee acquires an interest in shares in the Company jointly with the Tissue Regenix Employee Share Trust, the fair value of the option at the purchase date is recognised on a straight-line basis over the vesting period. The fair value benefit is measured using a binomial valuation model, considering the terms and conditions upon which the jointly owned shares were purchased.

Financial assets and liabilities

Recognition of financial assets and financial liabilities
Financial assets and financial liabilities are recognised on the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument and are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets measured at fair value through profit or loss.

Financial assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial liabilities are subsequently measured at either amortised cost or fair value.

Derecognition of financial assets and financial liabilities
The Group derecognises a financial asset only when the contractual rights to cash flows from the asset expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

On derecognition of a financial asset or financial liability, a gain or loss is recognised in profit or loss.

Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost. The measurement of the loss allowance depends upon management's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability-weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

Trade and other receivables
Trade and other receivables do not carry any interest and are initially recognised at fair value. They are subsequently measured at amortised cost using the effective interest method less any allowance for expected credit losses.

The Group has applied the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. In applying the ECL model management considers the probability of a default occurring over the contractual life of its trade receivables balances on initial recognition of those assets.

Trade and other payables
Trade and other payables are not interest-bearing and are initially recognised at fair value. They are subsequently measured at amortised cost using the effective interest method.

Borrowings
Borrowings are interest-bearing and are initially recognised at fair value less the directly attributable costs of issue. They are subsequently measured at amortised cost using the effective interest method.

Incremental transaction costs of borrowings are included in the carrying amount of the liability and are amortised over the life of the borrowings using the effective interest method.

Convertible financial instruments
The component parts of convertible financial instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset, for a fixed number of the Company's own equity instruments is recognised as an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently re-measured.

Incremental transaction costs that relate to the issue of convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the life of the convertible loan notes using the effective interest method.

Cash and cash equivalents
Cash and cash equivalents comprise cash at hand. The Group places its funds with financial institutions with an A rating or higher.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

The costs of an equity transaction are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that would otherwise have been avoided.

Leases
On commencement of a contract that gives the Group the right to use assets for a period of time in exchange for consideration, the Group recognises a right-of-use asset and a lease liability unless the lease qualifies as a ‘short-term’ lease (where the term is 12 months or less with no option to purchase the leased asset) or a ‘low-value’ lease (where the underlying asset is USD5,000 or less when new).

The lease liability is initially measured at the present value of the lease payments during the lease term discounted using the interest rate implicit in the lease or the incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined. The lease term is the non-cancellable period of the lease plus extension periods that the Group is reasonably certain to exercise and termination periods that the Group is reasonably certain not to exercise. Lease payments include fixed payments less any lease incentives receivable, variable lease payments dependent on an index or a rate and any residual value guarantees.

The lease liability is subsequently increased for a constant periodic rate of interest on the remaining balance of the lease liability and reduced for lease payments. Interest on the lease liability is recognised in profit or loss. Variable lease payments not included in the measurement of the lease liability, as they are not dependent on an index or rate, are recognised in profit or loss in the period in which the event or condition that triggers those payments occurs.

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the Statement of Financial Position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the Statement of Financial Position date.

Revenue
Revenue is measured as the fair value of the consideration received or receivable in exchange for transferring goods to a customer, net of discounts, VAT and other sales-related taxes. The Group recognises revenue when it transfers control over a good or service to a customer which, other than bill-and-hold sales, is on despatch. In some instances, for a small proportion of the business, goods are held by third parties (e.g. hospitals) and revenue is recognised upon utilisation within surgical procedures.

Bill-and-hold sales
The Group has bill-and-hold arrangements with customers, and this revenue is recognised when the Group considers that performance obligations have been met and they meet the following criteria:

- The reason for the bill-and-hold arrangement must be substantive (usually, the arrangement has been requested by the customer to facilitate their shipping arrangements).
- The product must be identified separately as belonging to the customer (that is, it cannot be used to satisfy other orders).
- The product must be ready for physical transfer to the customer.
- The Group cannot have the ability to use the product or direct it to another customer.

Exceptional expenses
Exceptional expenses are material items of income or expense that, by virtue of their size, nature, or incidence, require separate disclosure to provide a better understanding of the Group's underlying financial performance. The Group classifies expenses as exceptional on the basis of one-off, non-recurring events that are distinct from ordinary day-to-day trading activities.

Exceptional expenses are recognised in the Consolidated Statement of Income under the appropriate operating expense category. They are measured at fair value of the consideration paid or payable.

Segmental reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing the performance of the operating segments and making strategic decisions, has been identified as the Board of Directors.

Discontinued operations
A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group, and which:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single co-ordinated plan to dispose of a major separate line of business or geographic area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

The results of discontinued operations are presented separately on the face of profit or loss and other comprehensive income. The comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Inventory

Critical Judgements

Management will revalue all work in progress and finished goods held at the year end to the year-end calculated standard cost which is considered to best reflect the actual cost incurred by the Group in the manufacturing process.

Estimations

Management applies standard costing in the valuation of inventory which includes various estimations.. Standard costs are designed to approximate actual production costs and are reviewed regularly to ensure they reflect current operating conditions and production processes. In assessing the appropriateness of standard costs, management considers expected levels of material consumption, labour utilisation and production efficiency.

Management also exercises judgement in determining whether changes in manufacturing processes, production methods or operational improvements should be incorporated into standard costs and inventory valuation, and whether such changes are expected to be sustained over future reporting periods.

Inventory is measured using standard costs that incorporate estimates of production yields and processing times. These estimates are based on historical operating performance, adjusted where appropriate for known changes in production processes, expected efficiency improvements and other operational developments.

The estimation of production yields and processing times requires management to assess historical average data and anticipated future performance. Actual results may differ from these estimates due to changes in production efficiency, raw material quality, equipment performance, labour productivity or the timing and effectiveness of planned operational improvements.

Changes in the underlying assumptions may result in adjustments to inventory carrying values and cost of sales in future reporting periods.

Share-based payments

Estimations

Equity settled share-based payment transactions are measured with reference to the fair value at the date of grant, recognised on a straight-line basis over the vesting period. In respect of share options awarded with non-market conditions attached, the conditions are not reflected in the fair value of the awards at the date of grant and, the extent to which these conditions are likely to be met are taken into account when calculating the fair value charge to be made to the accounts each year.

At 31 December 2025, management has estimated the cumulative expense/credit since the previous reporting date, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and the number of equity instruments that will ultimately vest. Management have estimated that it is unlikely that the share option awards with non-market conditions attached will vest, which resulted in a reversal of prior year share-based payment charges of USD42,812, and no charge has been made in respect of options awarded during the year ended 31 December 2025. The credit movement in cumulative expense since the previous reporting date is recognised in the Consolidated Statement of Income, with a corresponding entry in equity.

Recoverability of non-current assets
The Directors are required by IAS 36 *Impairment of assets* to carry out an impairment review in respect of goodwill annually, or more frequently where there are indicators of impairment, to determine whether there was any requirement for an impairment provision in respect of the Group's goodwill at 31 December 2025. See note 17.

Critical judgements
The Directors determined that the Group's financial performance and position during the year, and the trading challenges it experienced, were indicators of impairment.

The Group's non-current assets include intangible assets and goodwill arising on the acquisition of CellRight Technologies LLC, plus certain property, plant and machinery and right-of-use assets. It is the Directors judgement that the recoverable amount of these assets cannot be determined individually and that this is the smallest identifiable group of assets whose output has an active market and which generate largely independent cash flows from other assets or group of assets. It is, therefore, the Directors judgement that these assets should be considered to be a single cash generating unit ('CGU'). Only the assets included in the CGU are subject to impairment review.

Estimations
The aggregate carrying value of the CGU was assessed for impairment based on value in use, which requires the Directors to estimate the future cash flows expected to arise from the CGU using a suitable discount rate in order to calculate present value. The future cash flows expected to arise were calculated using a discount rate of 18.3% (2024: 18.3%) based on the weighted average cost of capital.

The impairment test indicated that the recoverable amount was at least equal to the carrying amount of the assets and, therefore, no provision for impairment was required at 31 December 2025 (2024: nil). See note 17.

The key inputs to the cash flow forecast are revenues, gross margin and overheads, future anticipated capital expenditure and movements in working capital. The key estimation relates to sales growth, which is inherently difficult to forecast in a rapidly growing market, and it is possible that any or all of these key assumptions may change, which may then impact the estimated recoverable amount of the CGU and require a material adjustment to the carrying value of the assets in future periods.

Capitalisation and amortisation of development costs

Critical judgements
When determining whether development expenditure meets the criteria to be recognised as an intangible asset the Directors have to make judgements as to whether the expenditure can be reliably measure, the technical feasibility of a project, and whether the product will generate future economic benefits. In addition, the Directors must use judgement in determining when the assets are ready for use and economic benefits are likely to arise, establishing the timing of amortisation of the intangible assets.

Estimations
Having determined that development assets and software development assets have now reached the point where economic benefits are likely to arise, an amortisation charge of USD0.3 million (2024: nil), and USD0.2 million (2024: nil) respectively, has now been recognised for the year ended 31 December 2025. See note 17.

Convertible loan notes

IAS 32 requires that on initial recognition, the component parts of convertible financial instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset, for a fixed number of the Company's own equity instruments is recognised as an equity instrument.

Critical judgements

The Directors determined that the convertible loan notes issued during the year met the 'fixed for fixed' criteria of IAS 32 on the basis that the Company does not have an unconditional right to avoid delivering cash, and the notes may be converted into a fixed number of equity shares for a fixed amount of cash. They have, therefore, measured, and recognised the fair value of the loan notes as a financial liability and an equity instrument.

Estimations

In accordance with IAS 32, the Directors measured the initial fair value of the liability component by discounting the contractual stream of future cash flows (interest and principal) to the present value using the prevailing market interest rate for similar non-convertible instruments.

Based on the current risk-free rate applied to the Group's MidCap facilities, the Directors determined that the prevailing market interest rate for a similar debt without conversion options was 10.55%. Having given consideration to the financial position of the Company, the term of the loan notes and the fact that they have secondary secured ranking, the Directors considered it appropriate to add a risk factor adjustment of 8%, resulting in a total estimated market interest rate of 18.55%.

The equity component was then measured as the residual amount that resulted from deducting the fair value of the liability component from the initial fair value of the loan notes.

The Directors determined that there were no incremental transaction costs and any costs incurred have been expensed during the year and are presented within exceptional costs in the Consolidated Statement of Income.

A financial liability of USD7.9 million (£5.9 million) and an equity instrument of USD2.2 million (£1.6 million) was recognised at initial recognition. See note 23.

5. Segmental information

The following table provides disclosure of the Group's revenue by geographical market based on the location of the customer:

	Continuing 2025 USD'000	Continuing 2024 USD'000
US	25,490	27,581
Rest of World	2,940	1,065
	28,430	28,646

Analysis of revenue by customer

During the year ended 31 December 2025, the Group had one customer who individually exceeded 10% of revenue. This customer generated 20.5% of revenue (2024: one customer who generated 23% of revenue).

Operating segments

In accordance with IFRS 8, the Group has derived the information for its operating segments using the information used by the chief operating decision-maker, who has been identified as the Board of Directors.

The Board of Directors has determined that the Group has two operating segments for internal management, reporting and decision-making purposes, namely dCELL and BioRinse, which represent the 2 different technologies used in processing the products.

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Central overheads, which primarily relate to operations of the Group function, are not allocated to an operating segment.

Revenue from all operating segments derives from the sale of biological medical devices.

Segmental information is presented below.

Consolidated Statement of Income	dCELL 2025 USD'000	BioRinse 2025 USD'000	Central 2025 USD'000	Total 2025 USD'000
Continuing operations				
Revenue	8,931	19,490	9	28,430
Gross profit/(loss)	3,882	(1,290)	9	2,601
Depreciation	(5)	(491)	(71)	(567)
Amortisation	(444)	(453)	(35)	(932)
Operating profit/(loss)	588	(7,664)	(2,965)	(10,041)
Net finance charges	(3)	(1,178)	(38)	(1,219)
Profit/(loss) before taxation	585	(8,842)	(3,003)	(11,260)
Taxation	54	201	–	255
Profit/(loss) for the year	639	(8,641)	(3,003)	(11,005)

Consolidated Statement of Income	dCELL 2024 USD'000	Restated BioRinse 2024 USD'000	Central 2024 USD'000	Restated Total 2024 USD'000
Continuing operations				
Revenue	7,634	21,012	–	28,646
Gross profit	3,739	8,250	–	11,989
Depreciation	(3)	(470)	(62)	(535)
Amortisation	–	(451)	(57)	(508)
Operating profit/(loss)	699	1,190	(3,172)	(1,283)
Net finance income/(charges)	4	(920)	3	(913)
Profit/(loss) before taxation	703	270	(3,169)	(2,196)
Taxation	(168)	222	–	54
Profit/(loss) for the year	535	492	(3,169)	(2,142)

Consolidated Statement of Financial Position	dCELL 2025 USD'000	BioRinse 2025 USD'000	GBM-V (held for sale) 2025 USD'000	Central 2025 USD'000	Total 2025 USD'000
Non-current assets	2,406	20,933	–	359	23,698
Current assets	3,081	14,032	495	1,126	18,734
Total assets	5,487	34,965	495	1,485	42,432
Non-current liabilities	–	(9,265)	–	(8,117)	(17,382)
Current liabilities	(928)	(3,945)	(427)	(1,390)	(6,690)
Total liabilities	(928)	(13,210)	(427)	(9,507)	(24,072)
Net assets/(liabilities)	4,559	21,755	68	(8,022)	18,360
Capital expenditure	10	88	50	6	154
Additions to intangible assets	251	336	–	–	587

Consolidated Statement of Financial Position	dCELL 2024 USD'000	Restated BioRinse 2024 USD'000	GBM-V (held for sale) 2024 USD'000	Central 2024 USD'000	Restated Total 2024 USD'000
Non-current assets	2,436	21,487	–	153	24,076
Current assets	4,085	16,155	629	474	21,343
Total assets	6,521	37,642	629	627	45,419
Non-current liabilities	–	(10,135)	–	–	(10,135)
Current liabilities	(920)	(5,866)	(87)	(644)	(7,517)
Total liabilities	(920)	(16,001)	(87)	(644)	(17,652)
Net assets/(liabilities)	5,601	21,641	542	(17)	27,767
Capital expenditure	–	184	6	59	249
Additions to intangible assets	531	237	–	2	770

6. Exceptional cost of sales

	Continuing 2025 USD'000	Continuing 2024 USD'000
Revaluation of inventory	2,466	–

The Group has recognised an exceptional charge of USD2.5 million in 2025 relating to inventory and production cost adjustments.

The Group has a policy of valuing its manufactured products at the lower of cost and net realisable value, with cost being based on the standard costs of production of an item at its stage of progress in the production cycle. Inventory held at 31 December 2024, and included in the 31 December 2024 financial statements was valued at the standard cost in place at that time, which had not been updated to reflect changes in the production process since 2022. On reviewing the carrying value of inventory during the second half of 2025, it was identified that in addition to updating the cost of raw materials and identified changes in the production process, further changes to the standard costs to reflect the deterioration of donor yields which were impacting the production processes were required. These revised standard costs have been applied to all inventory held at the year-end as the Board believe that carrying inventory held at higher costs was not supportable.

The Board have concluded that whilst part of the charge would relate to inventory held at the start of the current financial year, no reliable data to value this inventory at anything other than the historic standard costs existed at the time the 2024 financial statements were approved and hence the charge does not meet the criteria for a prior period restatement under IAS 8 Accounting policies, changes in accounting estimates and errors.

The Consolidated Statement of Income includes an alternative performance measure which measures the gross profit prior to the impact of the exceptional cost of sales which the Directors consider suitable for inclusion in the financial statements given the one-off significance of the revaluation of inventory.

7. Exceptional expenses - administrative

	Continuing 2025 USD'000	Continuing 2024 USD'000
Strategic review expenses	26	124
Fund raising	793	–
Company restructure	201	–
	1,020	124

Exceptional expenses are one-off, non-recurring expenses that are distinct from ordinary day-to-day trading activities. They include third party professional adviser costs, costs of raising finance and severance costs relating to restructure within the Group. All such costs would be incremental to the Group's usual administrative costs.

8. Finance income

	Continuing 2025 USD'000	Continuing 2024 USD'000
Bank interest receivable	1	9
Other interest received	–	1
	1	10

9. Finance charges

	Continuing 2025 USD'000	Continuing 2024 USD'000
Interest on loans and borrowings	1,012	797
Fees on loans and borrowings	100	–
Interest on lease liabilities	33	81
Amortisation of debt cost	41	41
Other interest paid	34	4
	1,220	923

10. Loss on ordinary activities before taxation

The loss on ordinary activities before taxation for the year has been arrived at after charging:

	Continuing 2025 USD'000	Restated Continuing 2024 USD'000
Depreciation of property, plant and equipment	491	428
Depreciation of right-of-use assets	76	107
Amortisation of intangible assets	932	508
Rentals subject to 'short lease' exemption	35	6
Expensed inventory	22,955	13,465
Staff costs including share-based payments	8,850	10,037
Exceptional expenses	1,020	124
Foreign exchange losses	73	53
Auditor's remuneration:		
Fees payable for the audit of the parent company and consolidated financial statements	111	96
Fees payable for the audit of subsidiary entity financial statements pursuant to legislation	87	78
	198	174

11. Staff costs

The average monthly number of employees (including Directors) was:

	Continuing 2025 Number	Continuing 2024 Number
Directors	5	6
Laboratory and administration staff	82	86
	87	92

Their aggregate remuneration comprised:

	Continuing 2025 USD'000	Continuing 2024 USD'000
Wages and salaries	8,844	9,644
Social security costs	495	574
Other pension costs	46	37
Share-based payments	(535)	363
	8,850	10,618

Included within wages and salaries are other staff benefits provided to employees. The cost of providing these benefits is USD0.8 million (2024: USD0.6 million).

12. Taxation

	Continuing 2025 USD'000	Restated Continuing 2024 USD'000
Current tax:		
UK R&D tax charge/(credit)	95	(15)
Adjustments in respect of prior periods	(230)	(206)
Foreign taxation	–	287
	(135)	66
Deferred tax:		
Origination and reversal of temporary differences	(120)	(120)
Tax credit for the year	(255)	(54)

The credit for the year can be reconciled to the loss per the Consolidated Statement of Income as follows:

	Continuing 2025 USD'000	Restated Continuing 2024 USD'000
Loss on ordinary activities before tax	(11,260)	(2,196)
Loss multiplied by the standard rate of corporation tax for UK companies of 25% (2024: 25%)	(2,815)	(549)
Effects of:		
Surrender of tax losses for R&D tax credit refund	–	119
Deduction for R&D expenditure	–	(27)
Remeasurement of deferred tax for changes in tax rates	–	(206)
Adjustments in respect of prior period current and deferred tax	(135)	(10)
Movement in deferred tax not recognised on unutilised tax losses	2,174	(205)
Expenses not deductible for tax purposes	232	968
Effect of foreign tax rates	409	(24)
Origination and reversal of timing differences	(120)	(120)
Tax credit on loss for the year	(255)	(54)

The enacted UK corporation tax rate of 25% forms the basis for the UK element of the deferred tax calculation.

Unrelieved tax losses carried forward, as detailed below, have not been recognised as a deferred tax asset as there is currently insufficient evidence that the asset will be recoverable in the foreseeable future. The losses are related to UK operations and must be utilised in relation to the same operations.

	Continuing 2025 USD'000	Continuing 2024 USD'000
Tax losses		
Losses available to carry forward	67,090	60,898
Unrecognised deferred tax asset at 25% (2024: 25%)	16,773	15,224

13. Discontinued operations

During the year ended 31 December 2024, the Board took the decision that the operations of the Group's not-for-profit joint venture, GMB-V, were not strategic to the operation of the business and it was committed to a plan to sell the operations or group of assets. An active programme to locate a buyer and complete a sale was undertaken. Although the assets were not sold during the year ended 31 December 2025, the Board continues to actively pursue the completion of a sale and considers it appropriate to continue to present the results of GMB-V as discontinued operations.

The results of discontinued operations, which have been presented on the face of the Consolidated Statement of Income as a single amount, for the year ended 31 December 2025 were as follows:

	2025 USD'000	2024 USD'000
Revenue	3,383	3,114
Cost of sales	(2,275)	(2,104)
Gross profit	1,108	1,010
Administrative expenses	(1,402)	(835)
Depreciation	–	(3)
(Loss)/profit before taxation	(294)	172
Taxation	–	–
(Loss)/profit from discontinued operations, net of tax	(294)	172
(Loss)/profit per Ordinary Share attributable to owners of the parent company		
Basic and diluted, cents per share	(0.19)	0.20

During the year, discontinued operations contributed USD280,860 inflow (2024: USD59,567 inflow to the Group's net cash inflow) to the Group's net cash outflow from operating activities, USD49,827 (2024: USD6,056) to outflow from investing activities and USDnil (2024: nil) to net cash inflow from financing activities.

14. Loss per Ordinary Share

Basic loss per Ordinary Share is calculated by dividing the net loss for the year attributable to owners of the parent company by the weighted average number of Ordinary Shares in issue during the year, excluding own shares held jointly by the Tissue Regenix Employee Share Trust.

Due to the losses incurred from continuing operations in the years reported, there is no dilutive effect from the existing share options and jointly owned shares.

The calculation of the basic and diluted loss per Ordinary Share is based on the following data:

	Continuing operations 2025 USD'000	Continuing and discontinued operations 2025 USD'000	Restated Continuing operations 2024 USD'000	Restated Continuing and discontinued operations 2024 USD'000
Losses				
Losses for the purpose of basic and diluted loss per Ordinary Share being net loss for the year attributable to owners of the parent company	(11,005)	(11,140)	(2,142)	(2,002)

	Number	Number	Number	Number
Number of shares				
Weighted average number of Ordinary Shares for the purpose of basic and diluted loss per Ordinary Share	71,395,635	71,395,635	70,994,026	70,994,026
Basic and diluted, cents per share	(15.41)	(15.60)	(3.02)	(2.82)

The Company has options issued over 1,794,654 (2024: 2,532,440) Ordinary Shares and warrants issued over 30,968 (2024: 30,968) Ordinary Shares, and there are 161,128 (2024: 161,128) jointly owned shares that are potentially dilutive. See note 28.

15. Property, plant and equipment

	Land and buildings USD'000	Laboratory equipment USD'000	Fixtures and fittings USD'000	Computer equipment USD'000	Total USD'000
Cost					
At 31 December 2023	5,111	3,235	1,020	1,313	10,679
Reclassification	–	–	–	(517)	(517)
Exercise of option to purchase	3,340	–	–	–	3,340
Additions	45	183	14	7	249
Disposal	–	(3)	(52)	(118)	(173)
Assets held for sale	–	(111)	(78)	(25)	(214)
Exchange adjustment	–	(33)	(18)	(11)	(62)
At 31 December 2024	8,496	3,271	886	649	13,302
Reclassification	–	34	–	–	34
Additions	–	98	–	6	104
Disposal	–	(17)	–	–	(17)
Exchange adjustment	–	105	55	42	202
At 31 December 2025	8,496	3,491	941	697	13,625
Depreciation					
At 31 December 2023	510	2,570	973	878	4,931
Reclassification	–	–	–	(107)	(107)
Exercise of option to purchase	371	–	–	–	371
Charge for the period	197	206	14	11	428
Discontinued operations	–	3	–	–	3
Disposal	–	(3)	(52)	(118)	(173)
Assets held for sale	–	(111)	(72)	(22)	(205)
Exchange adjustment	–	(32)	(17)	(12)	(61)
At 31 December 2024	1,078	2,633	846	630	5,187
Charge for the period	245	220	14	12	491
Disposal	–	(16)	–	–	(16)
Exchange adjustment	–	101	55	43	199
At 31 December 2025	1,323	2,938	915	685	5,861
Carrying amount					
At 31 December 2025	7,173	553	26	12	7,764
At 31 December 2024	7,418	638	40	19	8,115
At 31 December 2023	4,601	665	47	435	5,748

Property, plant and equipment with a carrying amount of USD5.0 million (2024: USD5.2 million) have been pledged to secure borrowings from MidCap. See note 23. The Group is not permitted to pledge these assets as security for other borrowings or to sell them to another entity.

In June 2024, the Group exercised an option to purchase 1740 Universal City Boulevard, San Antonio, a property previously held as a right-of-use asset under the terms of a lease. The carrying value of the property at 31 December 2025 was USD2.8 million on which the Bank of San Antonio has a first lien security interest, Universal City Business Park LLC has a second lien security lien and MidCap holds a third lien security interest. See note 23.

Reclassification
During the year ended 31 December 2025, certain assets previously classified as intangible assets were reclassified as Laboratory equipment. See note 17.

The depreciation charge in respect of property, plant and equipment is presented within administrative expenses in the Consolidated Statement of Income.

16. Right-of-use assets

	Land and buildings USD'000	Laboratory equipment USD'000	Total USD'000
Cost			
At 31 December 2023	3,555	195	3,750
Exercise of option to purchase	(3,340)	–	(3,340)
Exchange adjustment	(3)	–	(3)
At 31 December 2024	212	195	407
Derecognised	(227)	–	(227)
Additions	292	–	292
Disposal	–	(48)	(48)
Exchange adjustment	20	–	20
At 31 December 2025	297	147	444
Depreciation			
At 31 December 2023	476	4	480
Charge for the period	78	29	107
Exercise of option to purchase	(371)	–	(371)
Exchange adjustment	(3)	–	(3)
At 31 December 2024	180	33	213
Derecognised	(227)	–	(227)
Charge for the period	48	28	76
Disposal	–	(16)	(16)
Exchange adjustment	14	–	14
At 31 December 2025	15	45	60
Carrying amount			
At 31 December 2025	282	102	384
At 31 December 2024	32	162	194
At 31 December 2023	3,079	191	3,270

During the year ended 31 December 2025, the Company entered into a new lease agreement in respect of its premises at Unit 3, Phoenix Court, Lotherton Way, Garforth LS25 2GY. The lease term is for a period of 5 years and includes an early termination clause which may be exercised on the third anniversary of the term, being October 2028. The Group does not expect to utilise the termination option and as such, has accounted for the lease for the full 5-year term.

The depreciation charge in respect of right-of-use assets is presented within administrative expenses in the Consolidated Statement of Income.

17. Intangible assets

	Development costs USD'000	Computer software USD'000	Goodwill USD'000	Customer relationships USD'000	Trademarks USD'000	Process and information technology USD'000	Supplier agreements USD'000	Total USD'000
Cost								
At 31 December 2023	3,165	–	19,458	3,000	799	1,500	600	28,522
Reclassification	–	517	–	–	–	–	–	517
Additions	768	2	–	–	–	–	–	770
Disposal	(1,238)	–	–	–	–	–		(1,238)
Exchange adjustment	(40)	(2)	–	–	–	–	–	(42)
At 31 December 2024	2,655	517	19,458	3,000	799	1,500	600	28,529
Reclassification	(34)	–	–	–	–	–	–	(34)
Additions	562	25	–	–	–	–	–	587
Exchange adjustment	162	14	–	–	–	–	–	176
At 31 December 2025	3,345	556	19,458	3,000	799	1,500	600	29,258
Amortisation and impairment								
At 31 December 2023	1,238	–	7,871	1,919	799	960	600	13,387
Reclassification	–	107	–	–	–	–	–	107
Charge for the period	–	58	–	300	–	150	–	508
Disposal	(1,238)	–	–	–	–	–	–	(1,238)
Exchange adjustment	–	(2)	–	–	–	–	–	(2)
At 31 December 2024	–	163	7,871	2,219	799	1,110	600	12,762
Charge for the period	251	231	–	300	–	150	–	932
Exchange adjustment	4	10	–	–	–	–	–	14
At 31 December 2025	255	404	7,871	2,519	799	1,260	600	13,708
Carrying amount								
At 31 December 2025	3,090	152	11,587	481	–	240	–	15,550
At 31 December 2024	2,655	354	11,587	781	–	390	–	15,767
At 31 December 2023	1,927	–	11,587	1,081	–	540	–	15,135

Development costs represent expenditure on clinical evaluation studies relating to the Group's products. Included in development costs are individually material assets. The OrthoPure XT development cost has a carrying value of USD2.3 million with a remaining useful life of 9 years. The remaining development costs with a carrying value of USD0.8 million are in relation to obtaining FDA approval for the Group's products.

The assets are reviewed for indicators of impairment but are not amortised until completion of the development project. The Directors have determined that its development assets in respect of OrthoPure XT are now ready for use and an amortisation charge of USD0.3 million has been recognised for the year ended 31 December 2025. The development costs in relation to obtaining FDA approval have not been amortised at the year-end as the Group was still in the process of obtaining this approval.

Computer software represents third-party purchased software which is amortised over 3 years, and software development costs which are reviewed for indicators of impairment but are not amortised until completion of the development project. The Directors have determined that its software development assets are now ready for use and an amortisation charge of USD0.2 million has been recognised for the year ended 31 December 2025.

Goodwill, customer relationships, trademarks, process and information technology and supplier agreements relate to the acquisition of CellRight Technologies LLC in 2017.

Goodwill represents the excess of the consideration paid over the fair value of the assets acquired.

Customer relationships represent the fair value attributed to the customer base existing on acquisition. The carrying value of these assets is USD0.5 million, and the remaining useful life is 1.6 years.

Process and information technology represent the fair value attributed to in-house developed technology for each product group, 'trade secrets' and in-house developed information technology. The carrying value of these assets is USD0.2 million, and the remaining useful life is 1.6 years.

The assets acquired on the acquisition of CellRight Technologies are subject to annual impairment testing as described below.

Reclassification
During the year ended 31 December 2025, certain assets previously classified as intangible assets were reclassified as Laboratory equipment. See note 15.

Impairment of intangible assets
The Directors determined that the Group's financial performance and position during the year, and the trading challenges it experienced, were indicators of impairment requiring an impairment review of the Group's assets.

The Group considers the assets arising on the acquisition of CellRight Technologies LLC to be a single CGU and tests for impairment on an annual basis, or more frequently where there are indicators of impairment. The aggregate carrying value is compared against the expected recoverable amount of the unit by reference to the present value of the future net cash flow expected to be derived from the asset, its value in use.

Value in use is estimated based on future cash flow discounted to present value using a pre-tax discount rate of 18.3% (2024: 18.3%), which still reflects increases in the risk-free interest rate inherent in the calculation of the weighted average cost of capital. An impairment charge arises where the carrying value exceeds the value in use.

The inputs into cash flow forecasts are based on the most recent budgets/forecasts approved and reviewed by the Directors for the following year. Budgeted revenues for 2026 are expected to decline as the business goes through a re-set to focus on profitable customers, however, margins are expected to improve through the year as donor supply is re-established and there is a focus on production of higher margin products. Overheads reflect the reduction arising from the restructure implemented in Q3 2025. The re-set in 2026 is expected to show improved growth through the following years, extended forward for the next four years. At the end of year five, a terminal value is calculated using a long-term growth assumption of 2% (2024: 2%).

The key inputs to the cash flow forecasts are:

- revenues (based on estimates of revenue growth with both new and existing customers based on an understanding of the needs of those customers and having regard to independent market assessments of market growth);
- gross margin and overheads (gross margin has been based on historically achieved gross margins in the CGU prior to the yield issues seen in 2025. Forecast margins for 2026 are set at a lower rate given the yield issues mentioned above, with expected recovery to historical rates from 2027 onwards. Overheads incorporate savings from the restructuring programme and increase incrementally based on business growth);
- future anticipated capital expenditure (adjusted based on expected future growth); and
- movements in working capital.

The key assumption within the cash flow forecasts relates to sales growth which is inherently difficult to forecast in a rapidly growing market. Across the five-year forecast period, the compound annual growth rate ('CAGR') is 11% (2024: 16.8%).

At 31 December 2025, the impairment test prepared by the Directors indicates a recoverable amount based on value in use of USD38 million (2024: USD74 million) compared with a CGU carrying amount of USD27.3 million (2024: USD33.5 million). The Directors, therefore, do not consider that an impairment charge is appropriate for the year ended 31 December 2025 (2024: nil). However, in drawing this conclusion, the Directors note the importance of achieving the anticipated CAGR and have calculated that an impairment arises in the event that the CAGR falls to 6.1% (2024: 5.2%) across the five-year period.

18. Inventory

	2025 USD'000	Restated 2024 USD'000
Raw materials and consumables	2,958	6,788
Work in progress	3,890	6,411
Finished goods, including goods for resale	589	880
	7,437	14,079

Inventory of finished goods, including goods for resale, is presented net of a provision of USD0.3 million (2024: USD0.2 million).

The Group has recognised the impact of an accounting error in the carrying value of inventory at 31 December 2024 which has been restated, resulting in an increase of USD72,780 in the comparatives above. See note 3.

19. Trade and other receivables

	2025 USD'000	2024 USD'000
Trade receivables	3,340	3,653
VAT recoverable	64	195
Other receivables	169	54
Prepayments	651	673
	4,224	4,575

The Directors consider that the carrying amount of trade and other receivables approximates to their fair values.

	2025 USD'000	2024 USD'000
Trade receivables	3,357	3,740
Less: allowance for expected credit losses	(17)	(87)
	3,340	3,653

Allowance for expected credit losses
The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss Rate	Carrying amount 2025 USD'000	Allowance for expected credit losses 2025 USD'000
Not overdue	0.65%	2,168	14
0-3 months overdue	0.20%	1,064	2
Over 3 months overdue	0.80%	125	1
		3,357	17

	Expected credit loss Rate	Carrying amount 2024 USD'000	Allowance for expected credit losses 2024 USD'000
Not overdue	0%	3,285	–
0-3 months overdue	0%	86	–
3-4 months overdue	25%	20	6
4-5 months overdue	50%	117	29
Over 5 months overdue	100%	232	52
		3,740	87

The average credit term with customers is 32 days (2024: 40 days).

Movements in expected credit losses in respect of trade receivables are as follows:

	2025 USD'000	2024 USD'000
At 1 January	87	60
(Decrease)/Increase during the year	(70)	27
At 31 December	17	87

During the year ended 31 December 2025, management updated their approach in calculating expected credit losses to fully comply with the requirements of IFRS 9. This has resulted in different disclosures; however, this would not have had a material impact on the prior year.

20. Cash and cash equivalents

Cash and cash equivalents held by the Group at 31 December 2025 were USD6.1 million (2024: USD1.9 million). The Directors consider that the carrying amount of these assets approximates to their fair value and do not believe that the Group is exposed to any significant credit risk on its cash.

21. Disposal group held for sale

During the year ended 31 December 2024, the Board took the decision that the operations of the Group's not-for-profit joint venture, GMB-V, were not strategic to the operation of the business and it was committed to a plan to sell the operations or group of assets. An active programme to locate a buyer and complete a sale was undertaken. Although the assets were not sold during the year ended 31 December 2025; the Board continues to actively pursue the completion of a sale and considers that it is still appropriate to classify GMB-V's assets and liabilities as a disposal group held for sale in the Statement of Financial Position at 31 December 2025.

In accordance with the measurement criteria of IFRS 5, the disposal group held for sale has been measured at the lower of its carrying amount and fair value less costs to sell. The Directors have based their estimation of fair value on indicative offers received to date and the offer most likely to proceed to completion. As a result, no impairment loss was recognised on classification as a disposal group held for sale.

At 31 December 2025, the disposal group comprised the following assets and liabilities:

	USD'000
Carrying value	
Plant and equipment	58
Inventory	96
Trade and other receivables	306
Cash and cash equivalents	35
	495
Trade and other payables	(427)
Carrying value under IFRS 5	69

22. Trade and other payables

	2025 USD'000	Restated 2024 USD'000
Trade payables	3,455	3,051
Taxes and social security	64	34
Other payables	167	–
Accruals	1,946	3,476
	5,632	6,561

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs, no interest is generally charged on balances outstanding

The Group has recognised the impact of an accounting error in the carrying value of trade payables at 31 December 2024 which have been restated, resulting in an increase of USD1.7 million in the comparatives above. See note 3.

23. Loans and borrowings

	2025 USD'000	2024 USD'000
MidCap term loan	1,041	1,542
MidCap revolving credit	5,646	5,829
	6,687	7,371
Capitalised debt issue costs	(81)	(122)
Net MidCap borrowings	6,606	7,249
Convertible loan notes	7,888	–
Other borrowings	2,985	3,030
Lease liabilities	374	186
	17,853	10,465

	2025 USD'000	2024 USD'000
Current loans and borrowings		
MidCap borrowings	500	500
Other borrowings	48	45
Lease liabilities	83	65
	631	610
Non-current loans and borrowings		
MidCap borrowings	6,106	6,749
Convertible loan notes	7,888	–
Other borrowings	2,937	2,985
Lease liabilities	291	121
	17,222	9,855
	17,853	10,465

The Group was in breach of its covenants with the Bank of San Antonio at the year end. The agreement has an available 'cure' whereby the Group has the right to take mitigating actions against the breach and, therefore, under IAS 1 the borrowing remains classified as a non-current liability on the basis that the lender did not have the immediate right at the reporting date to demand repayment, and the entity maintained its right to defer settlement for at least twelve months by exercising the cure. Refer to other borrowings information contained below.

Remaining contractual maturity analysis
The following tables detail the Group's remaining contractual maturity in respect of its loans and borrowings. The tables have been drawn up based on the undiscounted cash flows based on the earliest date on which the loans and borrowings are required to be paid. The table includes future cash flows in respect of both principal and interest.

	2025 USD'000	2024 USD'000
Maturity analysis		
Loans and borrowings excluding lease liabilities		
Less than 6 months	688	724
6 months to 1 year	678	716
1 year to 2 years	6,997	1,383
2 years to 5 years	3,205	10,406
Over 5 years	19,643	–
	31,211	13,229

	2025 USD'000	2024 USD'000
Maturity analysis		
Lease liabilities		
Less than 6 months	59	49
6 months to 1 year	59	49
1 year to 2 years	220	86
2 years to 5 years	122	89
	460	273

The movement in loans and borrowings during the year was:

	2025 USD'000	Restated 2024 USD'000
At 1 January	10,465	9,395
Cash flows - financing activities - loans and borrowings - advances	37,500	31,965
Cash flows - financing activities - loans and borrowings - repayments	(28,155)	(27,886)
Cash flows - investing activities - exercise of option	–	(3,050)
Non-cash movements - equity component of convertible loan notes	(2,199)	–
Non-cash movements - additions to right-of-use assets	290	–
Non-cash movements - disposal of right-of-use assets	(30)	–
Non-cash movements - movement in amortised loan costs	41	41
Non-cash movements - loan repayment outstanding	(42)	–
Non-cash movements - net effect of foreign exchange	(17)	–
At 31 December	17,853	10,465

Movements in cash flows – financing activities in respect of loans and borrowings, advances and repayments, in both the current and prior year have been presented on a gross basis. There has been no impact on net cash inflows from financing activities or net cash as previously reported.

MidCap facility
In June 2019, the Group signed a US bank facility with MidCap, the terms of which were revised in January 2023.

The terms of the facility are as follows:

- The facility includes a term loan and a revolving credit facility, which incur interest at the Secured Overnight Financing Rate ('SOFR'). The floor SOFR rate is 3%.
- The maturity date of both the term loan and the revolving credit facility is 1 January 2028. The term loan is being repaid over 48 months commencing February 2024.
- An exit fee of 4.5% on the remaining balance of the term loan (USD0.09 million) will be due on maturity or earlier settlement if applicable.
- An increase in the funds available under the terms of the revolving credit facility up to USD10 million (with a fee payable in respect of each facility expansion of 0.5%).

Debt issue costs are capitalised against the loan and are amortised over the life of the facilities. No costs were capitalised during the year ended 31 December 2025 (2024: nil).

In June 2024, Midcap released its collateral claim on 1740 Universal City Boulevard and now has a third lien security interest on this property. See note 15. In respect of the term loan, Midcap now has a first lien security interest in all assets of the Company other than this property. The carrying amount of these assets at 31 December 2025 is USD5.0 million (2024: USD5.2 million). See note 15.

In February 2025, the Group exercised its option to increase the revolving line of credit by USD1.0 million to USD7.0 million to support the working capital growth of the business. On 1 December 2025, the Group announced that it had secured an additional, short-term overdraft of USD0.5 million from MidCap which allowed it to meet its short-term cash requirements. A fee of USD0.1 million was paid to secure the advance, which was repaid prior to 31 December 2025, in accordance with the terms of the agreement.

The revolving credit is subject to a rolling 12-month revenue covenant, which is measured on a monthly basis for the term of the loan. Under the terms of the agreement with MidCap there is a cross agreement to the covenant restrictions on the Bank of San Antonio loan that, if covenants are breached on the Bank of San Antonio loan it would bring MidCap into breach. The Group was compliant with the MidCap revenue covenant and there are no other covenant restrictions. As explained further in the other borrowings section, as the Group was able to exercise a cure on the Bank of San Antonio borrowings, MidCap did not have the immediate right to call in the loan at the reporting date, the liabilities are classified as non-current (other than where payments are due within 12 months).

Based on the Group's forecasts, management do not foresee a risk of not meeting the MidCap covenants in the future

Convertible loan notes
On 23 December 2025, the Company raised the sum of USD10.1 million (£7.5 million) by way of the issue of convertible loan notes to a substantial shareholder of the Company. A further USD13.4 million (£10 million) is available to the Company for drawdown, subject to the relevant approvals.

No further drawdowns have been made since 31 December 2025.

The terms of the convertible loan notes are as follows:

- Interest is due at the rate of ten percent, payable by the issue of additional loan notes on the last business day of each December, the first payment date being 31 December 2026.
- The principal, together with accumulated interest is repayable on 31 December 2032.
- All, or part of the notes, together with the accumulated interest are convertible into New Ordinary Shares of the Company at any time up to the maturity date, at a price of 0.1 pence for each New Ordinary Share. Conversion is entirely at the holders' discretion.
- The holder has a security interest over the US and UK group companies; such security being fully subordinated to the existing security in favour of MidCap.

In accordance with IAS 32 *Financial instruments*, the net proceeds received from the issue of the convertible loan notes have been split between the financial liability component and an equity component.

The fair value of the liability component was measured by discounting the contractual stream of future cash flows (interest and principal) to the present value at 18.55%, the current rate of interest applicable to instruments of comparable credit status without the equity conversion option, including a risk premium of 8%. See note 4.

The equity component was then measured as the residual amount that resulted from deducting the fair value of the liability component from the initial fair value of the loan notes.

A financial liability of USD7.9 million (£5.9 million) and an equity instrument of USD2.2 million (£1.6 million) was recognised at initial recognition. The equity component has been credited to other reserves within equity.

The Directors determined that there were no incremental transaction costs and any costs incurred have been expensed during the year.

The interest expensed for the year is calculated by applying the effective interest rate of 13.92% to the liability component.

In December 2025, the holders of the convertible loan notes gave notice of their intention to convert USD1.1 million (0.8 million) of the notes issued and, on 6 January 2026, the Company issued 800 million Ordinary Shares of 0.1 pence each at a price of 0.1 pence. See note 25.

Other borrowings
In June 2024, the Group exercised an option to purchase 1740 Universal City Boulevard, San Antonio, US., a property previously subject to the terms of a lease.

The exercise price of the option was USD3.1 million which was financed by further borrowing as follows:

- Under the terms of an agreement dated 13 June 2024, the Group received a loan of USD2.6 million from the Bank of San Antonio. The loan bears interest at a rate of 7.29% and the principal and accrued interest are repayable by monthly payments of USD18,983 commencing June 2024 until June 2029 ('the Maturity date'). At the maturity date, the entire principal and accrued interest remaining is payable in full. The Bank of San Antonio has a first lien security interest in the property. See note 15.

  The borrowings have an annual debt service covenant of 1x ratio coverage (net income plus depreciation, amortisation and interest less distributions divided by the current maturities of long-term debt plus interest expense), and the Group was in breach of the terms of the covenant in the year ended 31 December 2025. However, as part of the agreement the Group has an available cure which is a contractual pre-agreed right that prevents the lender from having the right to call in the loan should the Group exercise the cure. The cure was triggered by the Group post year end by depositing (USD0.1 million) into a bank account to cover 6 months of interest payments. This brought the Group into compliance with the relevant covenants. The Group's forecasts indicate there will be no further breaches in respect of the covenants.

- Under the terms of an agreement dated 13 June 2024, the Group received a loan of US 0.5 million from Universal City Business Park, LLC. The loan bears interest at a rate of 8.25% and the principal and accrued interest are repayable by monthly payments of USD3,607, commencing 1 August 2024 until 1 July 2029 ('the Maturity date'). At the maturity date, the entire principal and accrued interest remaining is payable in full. Universal City Business Park, LLC has a second lien security interest in the property. See note 15.

Lease liabilities
The Group leases properties used for its operations in the UK and the US.

- UK land and buildings: 5 year fixed lease which includes an early termination clause after 3 years. The Group does not expect to utilise the termination option and as such, has accounted for the lease for the full 5-year term.

- US property, plant and equipment: 5 year fixed leases.

The Group's average effective borrowing rate for leases at 31 December 2025 was 6.6% (2024: 9.6%).

Disclosure of additions to and carrying amounts of right-of-use assets by class has been provided in note 16.

Total cash outflows in respect of the Group's lease liabilities is USD0.1 million (2024: USD0.2 million).

The lease term is for a period of 5 years and includes an early termination clause which may be exercised on the third anniversary of the term, being October 2028. The Group does not expect to utilise the termination option and as such, has accounted for the lease for the full 5-year term.

Effect of leases on financial performance

	2025 USD'000	2024 USD'000
Depreciation of right-of-use assets	76	107
Interest expense	33	81
	109	188

24. Deferred tax liabilities

	2025 USD'000	2024 USD'000
At 1 January	280	400
Release to the income statement	(120)	(120)
At 31 December	160	280

The deferred tax liability relates to intangible assets recognised on the acquisition of CellRight Technologies LLC. See note 17.

25. Share capital

	2025 USD'000	2024 USD'000
Allotted, issued and fully paid		
Ordinary Shares of 0.1 pence	92	92
Deferred Shares of 0.4 pence	6,783	6,783
Deferred Shares of 9.9 pence	9,076	9,076
	15,951	15,951

As permitted by the provisions of the Companies Act 2006, the Company does not have an upper limit to its authorised share capital.

The Ordinary Shares are fully paid and entitle the holder to full voting rights, to full participation and to distribution of dividends.

The Deferred Shares were not listed on the Alternative Investment Market ('AIM') of the London Stock Exchange and are not traded on the Asset Match platform. They do not give the holders any right to receive notice of, or to attend or vote at, any general meetings and have no entitlement to receive a dividend or other distribution other than to a return of capital in the event of a winding up (and only after the holders of the Ordinary Shares have received the sum of £1 million per share).

Due to the difference in functional and presentation currencies of the parent company, foreign exchange differences can arise between the allotted, issued and fully paid share capital, which is presented at historical rates of exchange.

Issued Ordinary Share capital
On 27 June 2024, the Company issued 821,167 Ordinary Shares of 0.1 pence each at a price of 10 pence per share, raising gross proceeds of USD103,889 in respect of the exercise of share options.

Movements in share capital during the period were as follows:

	Ordinary Shares of 0.1p Number	Deferred Shares of 9.9p Number	Deferred Shares of 0.4p Number
At 1 January 2024	70,574,468	70,357,949	1,171,971,322
Allotment of shares	821,167	–	–
At 31 December 2024 and 31 December 2025	71,395,635	70,357,949	1,171,971,322

On 22 December 2025, the Company raised the sum of USD10.1 million by way of the issue of convertible loan notes which are convertible into New Ordinary Shares of the Company at a price of 0.1 pence for each New Ordinary Share. Shortly after issue, the holders of the notes gave notice of their intention to convert USD1.1 million of the notes issued and, on 6 January 2026, the Company issued 800 million Ordinary Shares of 0.1 pence each at a price of 0.1 pence. See note 32.

On 7 January 2026, the Company delisted from AIM. The Company's shares continue to be traded on a secondary trading platform, Asset Match, which allows investors to buy and sell shares, providing liquidity for its Shareholders.

26. Reserves

Reserves of the Group represent the following:

Share premium
Consideration paid in excess of the nominal value of shares allotted, net of the costs of issue.

Merger reserve
Consideration and nominal value of the shares issued during a merger where the fair value of the assets transferred differ.

Reverse acquisition reserve
Retained earnings of a reverse acquisition.

Reserve for own shares
Shares held on trust for the benefit of employees - Employee Benefit Trust.

Other reserves
Equity component of convertible loan notes.

Share-based payment reserve
Accumulated charges/(credits) made under IFRS 2 in respect of share-based payments.

Cumulative translation reserve
Foreign exchange differences arising on the translation of foreign operations and any net gain/(loss) on the hedge of net investment in foreign subsidiaries. The cumulative translation reserve also represents the net effect of the fact that the functional currency of the parent undertaking is GBP while its reporting currency in respect of the consolidated financial statements is USD, resulting in exchange differences on translation of the parent undertaking's equity.

Retained deficit
All current and prior period retained profits and losses.

27. Non-controlling interest

	2025 USD'000	**2024 USD'000**
As at 1 January	(763)	(795)
Attributable (loss)/profit for the year	(159)	32
As at 31 December	(922)	(763)

The non-controlling interest has a 50% (2024: 50%) equity holding in GBM-V GmbH.

During the years presented herewith, the Board was committed to a plan to sell the operations or group of assets of GBM-V GmbH, and an active programme to locate a buyer and complete a sale was undertaken.

The operations of GMB-V have been presented as discontinued operations for the periods presented herewith. A single amount is presented on the face of the Consolidated Statement of Income, comprising the post-tax result of discontinued operations. See note 13.

28. Share-based payments

The Company operates a number of share incentive plans, under which Directors and certain employees have been granted options to subscribe for the Company's Ordinary Shares.

Details of the share options and EBT shares outstanding at 31 December 2025 were as follows:

	EMI options Number	Unapproved options Number	EBT shares Number	LTIP options Number	Total Number	Weighted average exercise price
Outstanding at 31 December 2023	5,155	1,635	161,128	2,578,746	2,746,664	42p
Granted	–	–	–	768,071	768,071	0.1p
Exercised	–	–	–	(821,167)	(821,167)	10p
Outstanding at 31 December 2024	5,155	1,635	161,128	2,525,650	2,693,568	38.5p
Granted	–	–	–	1,514,114	1,514,114	0.1p
Expired	(1,519)	(1,635)	–		(3,154)	£19.75
Forfeit	–	–	–	(967,348)	(967,348)	5.0p
Lapsed	–	–	–	(1,281,398)	(1,281,398)	10p
Outstanding at 31 December 2025	3,636	–	161,128	1,791,018	1,955,782	43.3p
Exercisable at 31 December 2025	–	–	161,128	–	161,128	£5

The options outstanding at 31 December 2025 had an estimated weighted average remaining contractual life of 8.1 years (2024: 7.4 years) with an exercise price ranging between 0.1 pence and £11, as follows:

- 3,636 with an exercise price of £11
- 161,128 with an exercise price of £5
- 1,791,018 with an exercise price of 0.1 pence

The latest date for exercise of the options is 1 July 2035 and, unless otherwise agreed, the options are forfeited if the Director or employee leaves the Group before the options vest, or in respect of those options that have already vested, are not exercised within an agreed time period.

Unapproved share incentive plan
The Company has granted awards under the unapproved share incentive plan some of which expired during the year. The remaining awards qualify as Enterprise Management Incentives ('EMI') with a three-year share price performance condition. The price of the Company's Ordinary Shares must reach £15 in year 1, £20 in year 2 and £30 in year 3 for a minimum of 30 consecutive days.

Share options that are not exercised within 10 years from the date of grant will expire.

Long-Term Incentive Plan ('LTIP')
The Company operates an LTIP share option plan, under which Directors and certain employees have been granted options to subscribe for the Company's Ordinary Shares.

Awards vest based on a three-year performance period and are granted in two tranches:

- Tranche 1 - awards vest according to a market-related performance condition which is based on the growth in the Company's Total Shareholder Return ('TSR') over the performance period. The percentage of the TSR tranche awards that vest is as follows:

Company's TSR growth	Percentage of TSR tranche awards that vest
Less than 50%	Nil
At least 50% but less than 75%	25%
At least 75% but less than 100%	50%
100% or more	100%

The Board may use its discretion to adjust the percentage of TSR awards that are deemed to vest at the end of the vesting period. A likely reason is that the Board considers that the Group's strong operating performance is not reflected in the Company's share price due to prevailing market conditions outside the Company's control.

- Tranche 2 - awards vest according to non-market performance conditions as follows:

  20% based on annual revenue targets;

  20% based on annual profitability targets; and

  20% based on personal performance targets.

Awards made under all plans are equity-settled. The Company has no legal or constructive obligation to repurchase or settle the options in cash, but the Board may, in exceptional circumstances decide to settle some or all of the awards in cash.

Share options that are not exercised within 10 years from the date of grant will expire.

At 31 December 2025, 716,408 awards had been granted with market-related performance conditions (tranche 1) and 1,074,610 awards had been granted with non-market performance conditions (tranche 2).

Shares held in employee benefit trust ('EBT')
The Company also operates a jointly owned EBT share scheme for senior management, under which the trustee of the Company-sponsored EBT has acquired shares in the Company, jointly with a number of employees. The shares were acquired pursuant to certain conditions, set out in Jointly Owned Equity agreements ('JOEs'). Subject to meeting the performance criteria conditions set out in the JOEs, the employees are able to benefit from most of any future increase in the value of the jointly owned EBT shares. The portion available is calculated based on the price of the Company's Ordinary Shares at the time the employee wishes to take their portion.

Grant of LTIP options
On 1 July 2025, the Company issued 1,514,114 share options with an exercise price of 0.1 pence per Ordinary Share under the LTIP.

- 605,646 of the awards were issued with a market related performance condition (tranche 1).
- 908,468 of the awards were issued with non-market performance conditions (tranche 2).

The performance period is the three years from 1 January 2025 to 31 December 2027.

The fair value of the market related performance options has been calculated using the Monte Carlo model as it is considered to be a more appropriate model for options granted with multiple performance conditions. The fair value of the options granted with non-market performance conditions has been calculated using the Black-Scholes model.

The significant inputs into the models for the IFRS 2 valuation were as follows:

	Grants in year 1,514,114 Options
Exercise price (pence)	0.1
Expected volatility (%)	30
Expected life (years)	3
Risk-free rates (%)	3.74
Expected dividends	–

The expected volatility was calculated using the historic volatility of the Company's TSR for the period 2015 to 2025.

The fair value of the options granted during the year was USD0.3 million. The share price at the date of grant was 29.5 pence per Ordinary Share. The Directors consider it extremely unlikely that the options granted during the year will vest and, accordingly, no charge has been recognised in the year. See note 4.

In the year ended 31 December 2025, the Company recognised a fair value credit of USD0.5 million (2024: expense of USD0.4 million) in respect of employment-related securities. USD0.3 million credit in respect of options which had lapsed prior to vesting, on the basis that the performance conditions had not been met, and USD0.2 million credit in respect of options which were forfeit by employees who did not meet the employment conditions.

Warrants
In 2019, warrants were issued to MidCap as part of the Group's new borrowing facilities. Options over 30,968 shares were granted at an exercise price of £5.74. These options are equity-settled and remain exercisable. The weighted average remaining contractual life is 3.5 years (2024: 4.5 years).

29. Financial instruments

Financial risk management objectives
Management provides services to the business; coordinates access to domestic and international financial markets and monitors and manages the financial risks relating to the operations of the Group. These risks include capital risk, cash flow interest rate risk, credit risk, liquidity risk and foreign currency risk.

The policies for managing these risks are regularly reviewed and agreed by the Board.

The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Capital risk management
The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy is to minimise costs and liquidity risk.

The capital structure of the Group consists of cash and cash equivalents, interest-bearing loans and borrowings (including leases) and equity attributable to owners of the parent company, issued share capital, reserves and retained earnings.

The Group plans its capital requirements on a regular basis and, as part of this review, the Directors consider the cost of capital and the risks associated with each class of capital.

Notes to the Consolidated Financial Statements

continued

Categories of financial instruments

	2025 USD'000	2024 USD'000
Financial assets measured at amortised cost		
Cash and cash equivalents	6,123	4,650
Trade receivables	3,357	3,027
Other receivables	169	77
	9,649	7,754

	2025 USD'000	Restated 2024 USD'000
Financial liabilities measured at amortised cost		
Trade payables	3,455	3,051
Other payables	167	–
Accruals	1,946	3,476
Loans and borrowings	17,934	10,587
	23,502	17,114

Fair value of financial instruments
The Directors consider that the carrying amount of its financial instruments approximates to their fair value.

Interest rate risk management
The Group's policy on interest rate management is agreed at Board level and is reviewed on an ongoing basis.

The risk in the potential movement in interest received on cash surpluses held is limited due to little movement on deposit interest rates.

The Group's main interest rate risk arises from long-term loans and borrowings that incur interest charges at a fixed rate above established parameters. See note 23. The Directors have performed a sensitivity analysis for the impact of changes in the interest rate charged on its loans and borrowings from MidCap and have determined that a 1% (increase)/decrease in the interest rate would result in an additional (charge)/credit to the income statement of USD0.07 million (2024: USD0.07 million).

Credit risk management
Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss to the Group.

The maximum exposure to credit risk at the reporting date in respect of recognised financial assets is the carrying amount, net of any provisions for impairment of those assets. The Group does not hold any collateral.

Credit risk arising from trade receivables is mitigated by a robust procedure including credit reviews on all customers and establishing a credit allowance that reflects any known risk.

Generally, financial assets are written off when there is no reasonable expectation of recovery.

The credit risk on liquid funds (cash) is considered to be limited as a result of the Group's policy that the counterparties are financial institutions with an A rating or higher, assigned by international credit rating agencies.

Liquidity risk management
Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short-medium and long- term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash reserves and by continually monitoring forecast and actual cash flow. Given the Company's financial performance and position during the year ended 31 December, the current board and management have implemented enhanced monitoring of operational performance and liquidity.

With the exception of loans and borrowings, outlined in note 23, the Group's financial liabilities mature within six months.

The Group does not face a significant liquidity risk with regard to its lease liabilities, which are monitored by the Board.

At 31 December 2025, the Group was in breach of the covenants in respect of its facilities from MidCap and the Bank of San Antonio. However, the Group triggered the cure available to it post year end by depositing funds to cover 6 months of interest, thereby making them compliant.

Foreign currency risk management
The Group undertakes certain transactions denominated in foreign currencies, with the result that exposure to exchange rate fluctuations arises.

Other than small amounts of cash balances that are held in currencies other than the functional currency of the relevant entity, the majority of its monetary assets and monetary liabilities are denominated in the functional currency of the relevant entity. As a result, there is limited exposure to fluctuations in exchange rates that would impact the income statement of the Group.

The financial statements of certain of the Group's foreign subsidiaries are denominated in currencies that differ from the Group's presentation currency. As a result, the Group is exposed to movements in USD in respect of foreign exchange differences arising on the translation of recognised assets and liabilities, which may impact equity.

The Group does not normally hedge against the effects of movements in exchange rates.

Foreign currency sensitivity analysis
The carrying amounts of the Group's monetary assets and liabilities that are denominated in a different currency to the functional currency of the relevant entity are immaterial, and, as a result, the Group has not undertaken foreign currency sensitivity analysis in respect of the income statement.

The carrying amounts of the Group's assets and liabilities, including intercompany loans that may give rise to net gain/(loss) on the hedge of net investment in foreign subsidiaries in individual entities, denominated in currencies that differ from the Group's presentation currency, and that, which, may therefore, have an impact on equity, are as follows:

	2025		2024	
	GBP USD'000	Euro USD'000	GBP USD'000	Euro USD'000
Assets	62,442	2,503	57,493	629
Liabilities	(15,964)	(427)	(8,591)	(87)
	46,478	2,076	48,902	542

Sensitivity analysis has been performed to indicate how equity would have been affected by changes in the exchange rate between GBP/Euro and USD. The analysis is based on the weakening and strengthening of USD by 5%. The sensitivity analysis includes assets and liabilities denominated in a currency that differs from the Group's presentation currency and adjusts their translation at the period end for a 5% change in foreign currency rates.

The table below details the Group's sensitivity to a 5% decrease in USD against GBP/Euro. A negative number below indicates a decrease in equity where USD weakens 5% against GBP/Euro. For a 5% strengthening of USD, there would be an equal and opposite impact on equity, and the balance below would be positive.

	2025 USD'000	2024 USD'000
Equity	3,245	2,472

30. Related party transactions

Amounts due from subsidiaries
The Group has taken advantage of the exemptions contained within IAS 24 *Related Party Disclosures* from the requirement to disclose transactions between group companies as these have been eliminated on consolidation.

Loans and borrowings
On 23 December 2025, the Company raised the sum of USD10.1 million (£7.5 million) by way of the issue of convertible loan notes to a substantial shareholder of the Company and the Company's controlling party, Harwood Private Equity V1 LP. A further USD13.4 million (£10 million) is available to the Company for drawdown, subject to the relevant approvals. Third party costs of USD0.1 million, in relation to the transaction was paid by the Group on behalf of Harwood.

The amount outstanding at 31 December 2025 was USD7.9 million and other reserves include USD2.2 million in respect of the equity component of the loan notes. See note 23.

No further drawdowns have been made since 31 December 2025.

Remuneration of key management personnel
Key management personnel are regarded as being members of the Company's Board of Directors.

The remuneration of key management personnel of the Group is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2025		2024	
	Charges for the year USD'000	Amounts owing USD'000	Charges for the year USD'000	Amounts owing USD'000
Salary and other benefits	809	39	943	136
Social security costs	70	–	23	–
	879	39	966	136
Share-based payments	(297)	–	179	–
	582	39	1,145	136

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

The remuneration of the highest paid Director was USD0.28 million (2024: USD0.56 million).

During the year ended 31 December 2025, there was an average of 2 Directors in respect of whose services, shares were receivable under long term incentive schemes.

All transactions with related parties have been conducted on an arm's length basis.

31. Ultimate controlling party

Until 6 January 2026, the Directors believe that there was no ultimate controlling party. Following the conversion of the convertible loan notes on 6 January 2026, the Company's controlling party became Harwood Private Equity VI LP.

32. Events after the year end

Delisting of the Company

On 7 January 2026, the Company delisted from AIM and re-registered as a private limited company, Tissue Regenix Group Limited. The Company's shares continue to be traded on a secondary trading platform, Asset Match, which allows investors to buy and sell shares, providing liquidity for its Shareholders.

Issue of equity

In December 2025, the holders of the convertible loan notes gave notice of their intention to convert USD1.1 million (£0.8 million) of the notes currently in issue and, on 6 January 2026, the Company issued 800 million Ordinary Shares of 0.1 pence each at a price of 0.1 pence. See notes 23 and 25.

Convertible loan notes

On 27 May 2026, the Group drew a further USD2.6 million (£1.9 million) under the terms of the convertible loan facility. The proceeds were used to fund capital incentive programmes designed to support the Group's future growth and strategic objectives. This event does not affect the amounts recognised in the financial statements at the reporting date.

Company Statement of Financial Position

As at 31 December 2025

	Notes	2025 £'000	2024 £'000
Assets			
Non-current assets			
Investment in subsidiary companies	C4	19,029	19,427
Intercompany loans	C5	45,006	47,461
		64,035	66,888
Current assets			
Trade and other receivables	C6	67	146
Cash and cash equivalents		635	28
		702	174
Total assets		64,737	67,062
Liabilities			
Non-current liabilities			
Loans and borrowings	C7	(5,869)	–
Current liabilities			
Trade and other payables	C8	(869)	(327)
Total liabilities		(6,738)	(327)
Net assets		57,999	66,735
Equity			
Share capital	C9	11,724	11,724
Share premium	C10	94,434	94,434
Merger reserve	C10	10,884	10,884
Other reserves	C10	1,631	–
Share-based payment reserve	C10	295	801
Retained deficit	C10	(60,969)	(51,108)
Total equity		57,999	66,735

The Company has elected to take the exemption permitted by section 408 of the Companies Act 2006 not to present the parent company's Statement of Income or Statement of Comprehensive Income.

The parent company's loss for the year ended 31 December 2025 is £9.9 million (2024: profit £10.2 million).

The Company financial statements were approved by the Board of Directors and authorised for issue on 26 June 2026 and are signed on its behalf by:

KM Lund

Chief Financial Officer

Company number: 05969271

The notes on pages 77 to 82 form part of the financial statements.

Company Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital £'000	Share premium £'000	Merger reserve £'000	Other reserves £'000	Share–based payment reserve £'000	Retained deficit £'000	Total £'000
At 31 December 2023	11,723	94,353	10,884	–	814	(61,569)	56,205
Transactions with owners in their capacity as owners:							
Exercise of share options	1	81	–	–	–	–	82
Transfer to retained reserves in respect of exercised share options	–	–	–	–	(297)	297	–
Share–based payments	–	–	–	–	284	–	284
Total transactions with owners in their capacity as owner	1	81	–	–	(13)	297	366
Profit for the year	–	–	–	–	–	10,164	10,164
At 31 December 2024	11,724	94,434	10,884	–	801	(51,108)	66,735
Transactions with owners in their capacity as owners:							
Equity component of convertible loan note	–	–	–	1,631	–	–	1,631
Transfer to retained reserves in respect of expired share options	–	–	–	–	(17)	17	–
Transfer to retained reserves in respect of lapsed share options	–	–	–	–	(64)	64	–
Share–based payments	–	–	–	–	(425)	–	(425)
Total transactions with owners in their capacity as owner	–	–	–	1,631	(506)	81	1,206
Loss for the year	–	–	–	–	–	(9,942)	(9,942)
At 31 December 2025	11,724	94,434	10,884	1,631	295	(60,969)	57,999

The notes on pages 77 to 82 form part of the financial statements.

C1. Principal accounting policies

At 31 December 2025, Tissue Regenix Group Limited (formerly Tissue Regenix Group plc), (the 'Company') was a public company limited by shares, domiciled and incorporated in England and Wales under the Companies Act 2006.

On 7 January 2026, the Company delisted from AIM and re-registered as a private limited company, Tissue Regenix Group Limited. The Company's shares continue to be traded on a secondary trading platform, Asset Match, which allows investors to buy and sell shares, providing liquidity for its Shareholders.

The address of the registered office is Unit 3, Phoenix Court, Lotherton Way, Garforth LS25 2GY. The Company's shares were admitted to trading on AIM.

The presentation currency of these financial statements is pound sterling ('£'), which is the currency in which the Company raises funds. The functional currency is pound sterling.

These financial statements were prepared in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework ('FRS 101').

In preparing these financial statements, the Company applies the recognition and measurement requirements of UK-adopted International Accounting Standards, amended where necessary to comply with the Companies Act 2006.

Under section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own statement of income.

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

- Cash flow statement and related notes;
- Disclosure in respect of transactions with wholly owned subsidiaries;
- Disclosure in respect of capital management;
- The effects of new but not yet effective IFRS; and
- Disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 *Share-based payments* in respect of group settled share-based payments; and
- Certain disclosures required by IFRS 13 *Fair value measurement* and the disclosures required by IFRS 7 *Financial instrument disclosures*.

The principal accounting policies adopted are the same as those set out in the Group's consolidated financial statements and have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Judgements made by the Directors in the application of these accounting policies that have a significant effect on the financial statement and estimates with a significant risk of material adjustment in the next year are discussed in C2.

Investments
Investments, including investments in subsidiaries, are stated at cost and reviewed for impairment if there are any indications that the carrying value may not be recoverable.

Share-based payment charges/credits in respect of the grant of options and share-based compensation plans over the Company's equity instruments to the employees of subsidiary undertakings is treated as a capital contribution and included within investments.

C2. Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Recoverability of investments and loans to subsidiary undertakings

Estimates
The Company has investments and outstanding loans from its subsidiary undertakings and there is a risk that the carrying amount of the Company's investments and loans will exceed the recoverable amount.

In accordance with IFRS 9 *Financial Instruments*, as the subsidiary undertakings cannot repay the loans at the reporting date, the Directors have made an assessment of expected credit losses ('ECL'). Having considered multiple scenarios on the manner, timing, quantum and probability of recovery on the receivables, cumulative lifetime ECL of £46.2 million have been recognised at 31 December 2025 (2024: £36.7 million), resulting in a charge of £9.5 million (2024: credit £10.1 million).

The calculation of the allowance for lifetime ECL requires a significant degree of estimation, in particular in determining the probability-weighted likely outcome for each scenario considered. The Directors assessment of ECL included repayment through future cash flows over time (which are inherently difficult to forecast for the Company at its current stage of development).

It is possible that any or all of these key assumptions may change, which may then impact the estimated future cash flows expected to arise within the Company and may then require a material adjustment to the carrying value of the investments and loans in future periods.

The carrying value of investments and amounts owed by subsidiary undertakings at 31 December 2025 are disclosed in notes C4 and C5 to the Company financial statements respectively.

C3. Staff costs

The average monthly number of employees (including Directors) was:

	2025 Number	2024 Number
Directors	5	6
Administration staff	1	1
	6	7

Their aggregate remuneration comprised:

	2025 £'000	2024 £'000
Wages and salaries	373	439
Social security costs	(10)	50
Other pension costs	10	10
Share-based payments	(27)	22
	346	521

C4. Investment in subsidiary companies

	2025 £'000	2024 £'000
At 1 January	19,427	19,164
Share-based payment (credits)/charges	(398)	263
At 31 December	19,029	19,427

The Company had investments in the following subsidiary undertakings at 31 December 2025:

	Place of incorporation (or registration) and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
Directly held				
Tissue Regenix Limited	UK	100%	100%	Holding company
Indirectly held				
TRX Wound Care Limited	UK	100%	100%	Holding company
TRX Orthopaedics Limited	UK	100%	100%	Regenerative medicine
TRX Cardiac Limited	UK	100%	100%	Regenerative medicine
Tissue Regenix Holdings Limited	UK	100%	100%	Holding company
Tissue Regenix Wound Care Inc	US	100%	100%	Regenerative medicine
TRX Orthopedics Inc	US	100%	100%	Dormant
Tissue Regenix Holdings Inc	US	100%	100%	Holding company
CellRight Technologies LLC	US	100%	100%	Regenerative medicine

The registered office address for all companies incorporated in the UK is Unit 3, Phoenix Court, Lotherton Way, Garforth, Leeds LS25 2GY.

The registered office address for all companies incorporated in the US is 1808 Universal City Boulevard, Universal City, Texas 78148.

The Company has a 50% equity holding in a joint venture, GBM-V GmbH, a Company incorporated in Germany whose principal activity is that of regenerative medicine. The registered office address of GBM-V GmbH is Schillingallee 68, 18057, Rostock, Germany.

C5. Intercompany loans

	2025 £'000	2024 £'000
Intercompany loans	91,184	84,192
Expected credit losses	(46,178)	(36,731)
	45,006	47,461
Non-current assets	45,006	47,461

The Company has entered into a number of unsecured related party transactions with its subsidiary undertakings.

Intercompany loans include a gross sum of £0.8 million (2024: £0.8 million) before a provision of £0.7 million (2024: £0.7 million) due from the Group's EBT.

The Company has made loans to its subsidiary undertakings which are interest free and recoverable on demand, other than an unsecured loan of £13.2 million to one of its subsidiary undertakings on which interest is charged at 4% above the Bank of England base rate. Loan interest is rolled up into the loan, and the loan and accrued interest are due for repayment in August 2031.

The Company has given an undertaking to its subsidiaries undertakings that it will continue to provide financial support to its subsidiary undertakings and will not demand repayment of the loans within at least 12 months following 31 December 2025. As a result, the loans have been classified as non-current assets.

The Directors have made an assessment of ECL and have determined that a cumulative lifetime ECL of £46.2 million should be recognised at 31 December 2025 (2024: £36.7 million). See note C2.

C6. Trade and other receivables

	2025 £'000	2024 £'000
Prepayments	27	109
VAT recoverable	40	37
	67	146

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

C7. Loans and borrowings

Convertible loan notes

On 23 December 2025, the Company raised the sum of £7.5 million by way of the issue of convertible loan notes to a substantial shareholder of the Company. A further £10 million is available to the Company for drawdown, subject to the relevant approvals. See note 23 in the Notes to the Consolidated Financial Statements for further details.

	2025 £'000	2024 £'000
Loans and borrowings		
Convertible loan notes	5,869	–
Non-current		
Convertible loan notes	5,869	–

Notes to the Company Financial Statements

continued

Remaining contractual maturity analysis
The following table details the Company's remaining contractual maturity for its loans and borrowings. The table has been drawn up based on the undiscounted cash flows based on the earliest date on which the loans and borrowings are required to be paid. The table includes both principal and interest cash flows.

	2025 £'000	2024 £'000
Maturity analysis		
Over 5 years	14,615	–

C8. Trade and other payables

	2025 £'000	2024 £'000
Trade payables	396	202
Taxes and social security	33	17
Accruals	440	108
	869	327

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

C9. Share capital

	2025 £'000	2024 £'000
Allotted, issued and fully paid		
Ordinary Shares of 0.1 pence	72	72
Deferred Shares of 0.4 pence	4,687	4,687
Deferred Shares of 9.9 pence	6,965	6,965
	11,724	11,724

As permitted by the provisions of the Companies Act 2006, the Company does not have an upper limit to its authorised share capital.

The Ordinary Shares are fully paid and entitle the holder to full voting rights, to full participation and to distribution of dividends.

The Deferred Shares were not listed on the Alternative Investment Market ('AIM') of the London Stock Exchange and are not traded on the Asset Match platform. They do not give the holders any right to receive notice of, or to attend or vote at, any general meetings, and have no entitlement to receive a dividend or other distribution other than to a return of capital in the event of a winding up (and only after the holders of the Ordinary Shares have received the sum of £1 million per share).

Issued Ordinary Share capital
On 27 June 2024, the Company issued 821,167 Ordinary Shares of 0.1 pence each at a price of 10 pence per share, raising gross proceeds of £82,117, in respect of the exercise of share options.

Movements in share capital during the period were as follows:

	Ordinary Shares of 0.1p Number	Deferred Shares of 9.9p Number	Deferred Shares of 0.4p Number
At 31 December 2023	70,574,468	70,357,949	1,171,971,322
Allotment of shares	821,167	–	–
At 31 December 2024 and 31 December 2025	71,395,635	70,357,949	1,171,971,322

On 22 December 2025, the Company raised the sum of £7.5 million by way of the issue of convertible loan notes which are convertible into New Ordinary Shares of the Company at a price of 0.1 pence for each New Ordinary Share. Shortly after issue, the holders of the notes gave notice of their intention to convert £0.8 million of the notes issued and, on 6 January 2026, the Company issued 800 million Ordinary Shares of 0.1 pence each at a price of 0.1 pence. See note C11.

On 7 January 2026, the Company delisted from AIM. The Company's shares continue to be traded on a secondary trading platform, Asset Match, which allows investors to buy and sell shares, providing liquidity for its Shareholders.

C10. Reserves

Reserves of the Company represent the following:

Share premium
Consideration paid in excess of the nominal value of shares allotted, net of the costs of issue.

Merger reserve
Consideration and nominal value of the shares issued during a merger where the fair value of the assets transferred differ.

Other reserves
Equity component of convertible loan notes

Share-based payment reserve
Accumulated charges/(credits) made under IFRS 2 in respect of share-based payments.

Retained deficit
All current and prior period retained profits and losses.

C11. Events after the year end

Refer to note 32 in the Notes to the Consolidated Financial Statements.

Company and Adviser Information

DIRECTORS

JC LeCoque	Executive Chair and Chief Executive Officer
KM Lund	Chief Financial Officer
J Madden	Chief Operating Officer
T Sturm	Non-Executive Officer
G Gorman	Non- Executive Director

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KM Lund

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