

Report of the Independent Auditor to the members of eEnergy Group plc

Opinion

We have audited the financial statements of eEnergy Group plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 which comprise the Consolidated statement of comprehensive income, the Consolidated and Company statement of financial position, the Consolidated and Company statements of changes in equity, the Consolidated statement of cashflows and the notes to the financial statements, including a summary of material accounting policies. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (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 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.

An overview of the scope of our audit

We adopted a risk based audit approach. We gained a detailed understanding of the Group's business, the environment it operates in and the risks it faces. The key elements of our audit approach were as follows:

In order to assess the risks identified, the engagement team performed an evaluation of the identified risks of the consolidated financial statements and considered the risk of material misstatement at the assertion level of the consolidated financial statements to determine the planned audit responses based on a measure of materiality.

We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

"We performed a full-scope audit of the financial statements of the parent company, eEnergy Group plc. We determined that the trading business operations, a collection of separate legal entities, represent one component and performed a full-scope audit over the eEnergy trading business. The operations that were subject to full-scope audit procedures made up 100% of consolidated revenues and 100% of consolidated net assets. Analytical procedures were applied over the remaining Group entities."

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition (including Project Accounting)

Matter

The Group's primary trading activities involve the installation of green energy solutions in the form of LED lighting and solar panels. Revenue on contracts is recognised based on progress towards satisfaction of performance obligations included in the contracts undertaken, by reference to costs incurred through start and end dates of each contract. There is judgement involved in determining the percentage completion as well as in estimating the expected outcome of the contract, this is particularly relevant to contracts which are incomplete at the year-end. In the prior year there was a disclaimer of opinion relating to revenue and cost recognition in 2023 and 2024 and as a result, there is also increased risk over the 2025 opening balances relating to accrued income and accrued costs. Given the above, there is a risk that revenue and associated accrued income and costs are not accounted for appropriately and we have identified revenue recognition including project accounting to be a key audit matter.

Report of the Independent Auditor to the members of eEnergy Group plc continued

Revenue Recognition (including Project Accounting) continued

Response

In line with the requirements of IFRS 15, we have assessed the appropriateness of revenue recognition through the following procedures:

- Performed a walkthrough of revenue processes, systems and key controls;
- Reviewed a sample of contracts with customers (including terms and conditions) to ensure revenue is recognised appropriately and in accordance with IFRS 15;
- Reviewed the basis for management's policy of revenue recognition, with particular focus on the point at which a contract is identified and when performance obligations are satisfied;
- Assessed the costs of obtaining a contract and the appropriateness of associated contract assets recognised;
- Performed a detailed analytical review of the key revenue streams (Solar, LED, EV and Battery), including building a base for expectations and explaining any variances outside of this expectation;
- Performed substantive testing agreeing a sample of projects completed during the year to signed contract and signed completion certificate or alternative completion evidence, to verify customer acceptance of the complete project;
- Performed substantive testing agreeing a sample of projects in both opening and closing accrued income to assess the appropriateness of revenue recognised in line with underlying project completion. Obtained the signed contract and supporting documents around stage of completion for both the 2024 and 2025 year-end;
- Tested the allocation of costs to contract with reference to third party contracts/invoices and tested completeness of costs through review of actual cost post year-end;
- Reviewed projects to assess whether all loss-making contracts have been appropriately identified;
- Reviewed journals posted to revenue accounts for any indication of unexpected revenue entries.

Based on the evidence obtained from the above procedures and the subsequent prior year restatements detailed in note 3, we concluded on the appropriateness of the revenue of contract revenues and costs and of the amounts held as contract assets and liabilities under management's revised revenue recognition policy. Given the degree of estimation, we also reviewed the disclosures regarding significant judgements and estimates included in note 2 to the financial statements and in note 3 in relation to the restatement of the comparative figures. We concluded the disclosures in note 2 and note 3 relating to significant judgements and estimates and prior year restatements are appropriate.

Carrying value and impairment of goodwill

Matter

The Group's intangible assets comprise of goodwill arising on business acquisitions made historically and internally developed software. The Group's assessment of carrying value requires significant judgement, in particular regarding the identification of appropriate cash generating units, future cash flows, growth rates and discount rates. The carrying value of goodwill at 31 December 2025 was £3.1m (31 December 2024: £3.1m). Due to the judgement involved and the potential impact on the financial statements, we considered the impairment of goodwill and other intangibles to be a key audit matter.

Response

In line with the requirements of IAS 36, we have evaluated the assessment prepared by management as to whether goodwill is impaired:

- We assessed the appropriateness of CGU ('Cash Generating Unit') identification.
- We challenged the key assumptions used in the discounted cashflow models, which are described in note 2.
- We considered historical trading performance by comparing recent growth rates of both revenue and gross profit.
- We assessed the appropriateness of the assumptions concerning growth rates and inputs to the discount rates against latest market expectations.
- We performed sensitivity and breakeven analysis on growth rates and the discount rate.

Based on the evidence obtained from the above procedures we concluded on the appropriateness of the carrying value of goodwill and other intangible assets. Given the degree of estimation, we also reviewed the disclosures regarding significant judgements and estimates included in note 2. We concluded the disclosures in note 2 relating to significant judgements and estimates are appropriate.

Recoverability of deferred tax assets

Matter

The Group recognises deferred tax assets, primarily arising from carried forward tax losses and other temporary differences. The recoverability of these deferred tax assets depends on the availability of sufficient future taxable profits against which the losses and temporary differences can be utilised. Assessing whether sufficient future taxable profits will be generated involves significant management judgement, particularly in relation to forecast revenue growth, profitability, timing of profit generation and the continued availability of tax losses under relevant tax legislation. Small changes in these assumptions could result in a material change to the amount of deferred tax assets recognised. The value of deferred tax assets recognised at 31 December 2025 was £1.5m (31 December 2024: £2.5m). Due to the judgement involved and the potential impact on the financial statements, we considered the recoverability of deferred tax assets to be a key audit matter.

Response

In line with the requirements of IAS 12, we have evaluated the assessment prepared by management as to the recoverability of deferred tax assets:

- We assessed the period over which the deferred tax asset is expected to be utilised and considered the probability of future cashflows in that period;
- We challenged the key assumptions used in the discounted cashflow models, which are described in note 2.

Recoverability of deferred tax assets continued

Response continued

- We considered historical trading performance by comparing recent growth rates of both revenue and gross profit.
- We performed sensitivity and breakeven analysis on key assumptions in the model.

Based on the evidence obtained from the above procedures we concluded that the final deferred tax position is recoverable. Given the degree of estimation, we also reviewed the disclosures regarding significant judgements and estimates included in note 2. We concluded the disclosures in note 2 relating to significant judgements and estimates are appropriate.

Our application of materiality

The materiality for the Group financial statements as a whole was set at £189,500. This has been determined with reference to the benchmark of the Group's revenue and represents 1% of Group revenue as presented in the Group income statement. In determining the level of testing to be performed during our audit work, we applied performance materiality of £123,000.

The materiality for the parent Company financial statements as a whole was set at £150,000. This has been determined with reference to the parent Company's net assets and represents 0.5% of total assets as presented on the face of the parent Company's Balance sheet. In determining the level of testing to be performed during our audit work, we applied performance materiality of £50,000, reflecting a reduced component performance materiality in light of the group audit.

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 entity's ability to continue to adopt the going concern basis of accounting included:

- reviewing management's cash flow forecasts for a period of 12 months from the date of approval of these financial statements and challenging the underlying assumptions;
- assessing the numerical accuracy of management's cash flow forecasts;
- performing a retrospective review of prior year forecasts to actual results in order to assess management's budgeting accuracy;
- reviewing the terms of bank loans and other finance agreements in order to assess available funds and future repayments;
- applying reasonable "worst case" sensitivities to management's forecasts and assessing remaining cash headroom within those scenarios;
- reviewing results post year end to the date of approval of these financial statements and assessment against original budgets; and
- assessing the completeness and accuracy of disclosures made in respect of managements assessment of going concern in note 2.

From our work we noted that forecasts support the directors' assessment that the Group will continue to be able to meet its liabilities as they fall due.

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 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 audit report thereon. The Directors are responsible for the other information. 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 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, 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.

Report of the Independent Auditor to the members of eEnergy Group plc continued

Responsibilities of Directors

As explained more fully in the statement of Directors' responsibilities set out on page 42, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Our assessment focused on key laws and regulations the Group and parent company have to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, UK adopted international accounting standards, United Kingdom Generally Accepted Accounting Practice (UK GAAP), and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detecting irregularities included, but was not limited to, the following:

- obtaining an understanding of the legal and regulatory framework applicable to the entity and how the entity is complying with that framework;
- obtaining an understanding of the entity's policies and procedures and how the entity has complied with these, through discussions and sample testing of controls;
- obtaining an understanding of the entity's risk assessment process, including the risk of fraud;
- designing our audit procedures to respond to our risk assessment; and
- performing audit testing over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.

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

Other matter

A disclaimer of opinion was issued on the financial statements for the year ended 31 December 2024 due to lack of appropriate audit evidence obtained relating to revenue and cost of sales between 2023 and 2024 and the corresponding impact on opening reserves in those periods.

The matters that lead to the disclaimer have been resolved for the financial statements for the year ended 31 December 2025 as access to sufficient appropriate audit evidence has been obtained relating to revenue and cost of sales therefore our opinion on the financial statements for the year ended 31 December 2025 is not modified in respect of this matter.

Use of our report

This report is made solely to the parent 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 parent 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 parent Company and the parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Melanie Hopwell (Senior Statutory Auditor)
for and on behalf of Cooper Parry Group Limited
Statutory Auditor
29 April 2026

Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

Consolidated statement of comprehensive income

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated ⁽ⁱ⁾ £'000
Continuing operations			
Revenue	6	19,001	22,495
Cost of sales		(12,711)	(16,755)
Gross profit		6,290	5,740
Administrative expenses	7	(5,200)	(13,241)
Distribution costs	7	(740)	(1,270)
Operating profit/(loss)		350	(8,771)
Finance income	10	21	257
Finance expense	10	(2,802)	(2,446)
Loss before tax		(2,431)	(10,960)
Taxation	11	(962)	1,644
Loss for the year from continuing operations		(3,393)	(9,316)
Result from discontinued operations	5	–	(325)
Loss for the year		(3,393)	(9,641)
Other comprehensive income			
Items that may subsequently be reclassified to profit or loss			
Translation of foreign operations		(361)	317
Total other comprehensive (expense)/income		(361)	317
Total comprehensive loss for the year		(3,754)	(9,324)
Basic and diluted loss per share from continuing operations	12	(0.88)p	(2.41)p

The accompanying notes on pages 53 to 93 form part of the financial statements

(i) Following the identification of material accounting misstatements, the Directors have restated the prior year comparatives. See note 3 for further details and analysis.

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated ⁽ⁱ⁾ £'000
Reconciliation to Adjusted EBITDA (Non-GAAP Measure)			
Operating profit/(loss)		350	(8,771)
Adjustments for:			
Depreciation and amortisation	7	1,011	480
Adjusting items	7	798	7,591
Adjusted EBITDA (Non-GAAP Measure)		2,159	(700)

Consolidated statement of financial position

Company number: 05357433

	Note	As at 31 December 2025 £'000	Year ended 31 December 2024 Restated ⁽ⁱ⁾ £'000	Period ended 31 December 2023 Restated ⁽ⁱ⁾ £'000
NON-CURRENT ASSETS				
Property, plant and equipment	13	183	227	292
Intangible assets	14	3,321	3,443	3,465
Right of use assets	19	888	1,360	502
Trade and other receivables		—	—	818
Financial assets	26	4,743	12,717	8,086
Deferred tax asset	21	1,150	2,540	1,138
		10,285	20,287	14,301
CURRENT ASSETS				
Inventories		—	—	177
Trade and other receivables	16	3,514	2,730	2,134
Financial assets	26	1,584	2,179	1,530
Deferred tax asset	21	359	—	—
Cash and cash equivalents	17	921	2,317	597
		6,378	7,226	4,438
Disposal group classified as held for sale	5	—	—	34,997
		6,378	7,226	39,435
TOTAL ASSETS		16,663	27,513	53,736
CURRENT LIABILITIES				
Trade and other payables	18	(5,714)	(8,277)	(14,540)
Lease liabilities	19	(388)	(428)	(189)
Provisions	22	(71)	(510)	(646)
Financial liabilities	26	(2,443)	(1,943)	(1,507)
Borrowings	20	—	(490)	(7,479)
		(8,616)	(11,648)	(24,361)
Disposal group classified as held for sale	5	—	—	(7,852)
		(8,616)	(11,648)	(32,213)
NET CURRENT (LIABILITIES)/ASSETS		(2,238)	(4,422)	7,222
NON-CURRENT LIABILITIES				
Lease liabilities	19	(536)	(1,073)	(384)
Borrowings	20	(1,288)	(3,265)	—
Deferred tax liability	21	(46)	(115)	(944)
Provisions	22	(305)	(394)	—
Financial liabilities	26	(5,420)	(7,776)	(9,249)
		(7,595)	(12,623)	(10,577)
TOTAL LIABILITIES		(16,211)	(24,271)	(42,790)
NET ASSETS		452	3,242	10,946
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT				
Issued share capital	23	16,494	16,494	16,494
Share premium	23	49,319	49,319	49,319
Other reserves	24	3,276	2,443	2,585
Reverse acquisition reserve	24	(35,246)	(35,246)	(35,246)
Foreign currency translation reserve		(243)	118	(199)
Accumulated losses		(33,148)	(29,886)	(22,007)
TOTAL EQUITY		452	3,242	10,946

The accompanying notes on pages 53 to 93 form part of the financial statements

(i) Following the identification of material accounting misstatements, the Directors have restated the prior year comparatives. See note 3 for further details and analysis.

The financial statements were approved by the Board of Directors for issue on 29 April 2026 and were signed on their behalf by:

John Gahan
Director

Company statement of financial position

Company number: 05357433

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated ⁽ⁱ⁾ £'000	Period ended 31 December 2023 Restated ⁽ⁱ⁾ £'000
NON-CURRENT ASSETS				
Property, plant and equipment	13	23	19	26
Intangible assets	14	44	70	75
Right of use assets	19	686	620	128
Trade and other receivables	16	23,133	23,963	24,574
Investment in subsidiary	15	6,574	6,574	6,574
		30,460	31,246	31,377
CURRENT ASSETS				
Trade and other receivables	16	164	307	426
Cash and cash equivalents	17	30	175	56
		194	482	482
TOTAL ASSETS		30,654	31,728	31,859
CURRENT LIABILITIES				
Trade and other payables	18	(9,058)	(8,851)	(1,854)
Lease liabilities	19	(316)	(272)	(132)
Borrowings		–	–	(2,409)
		(9,374)	(9,123)	(4,395)
NET CURRENT LIABILITIES		(9,180)	(8,641)	(3,913)
NON-CURRENT LIABILITIES				
Lease liabilities	19	(398)	(357)	–
Borrowings	20	(1,288)	–	–
		(1,686)	(357)	–
TOTAL LIABILITIES		(11,060)	(9,480)	(4,395)
NET ASSETS		19,594	22,248	27,464
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT				
Issued share capital	23	16,494	16,494	16,494
Share premium	23	49,319	49,319	49,319
Other reserves	24	3,242	2,409	2,551
Accumulated losses		(49,461)	(45,974)	(40,900)
TOTAL EQUITY		19,594	22,248	27,464

The accompanying notes on pages 53 to 93 form part of the financial statements

(i) Following the identification of material accounting misstatements, the Directors have restated the prior year comparatives. See note 3 for further details and analysis.

A separate Statement of comprehensive income for the Parent Company has not been presented, as permitted by Section 408 of the Companies Act 2006. The Company's loss for the period was £3,618,000 (2024: restated loss of £6,836,000).

The financial statements were approved by the Board of Directors for issue on 29 April 2026 and were signed on their behalf by:

John Gahan
Director

Consolidated statement of cashflows

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated ⁽ⁱ⁾ £'000
Operating profit/(loss)		350	(8,771)
Adjustments for:			
Add back EBITDA from discontinued operations	4	—	8
Depreciation and amortisation	7	1,011	480
Share based payment expense	7	798	1,620
Capitalisation of staff time	7	(68)	—
Operating cashflow before working capital movements		2,091	(6,663)
(Increase) in trade and other receivables	16	(968)	(55)
(Decrease) in trade and other payables	18	(2,859)	(3,371)
Decrease/(increase) in financial assets	26	8,569	(5,153)
(Decrease) in financial liabilities	26	(3,484)	(1,808)
Decrease in inventories		—	177
(Decrease)/increase in provisions	22	(528)	258
Net cash inflow/(outflow) from operating activities		2,821	(16,615)
Cashflow from investing activities			
Cash on disposal of discontinued operations	5	—	22,874
Expenditure on intangible assets	14	(139)	(18)
Purchase of plant, property and equipment	13	(24)	(13)
Net cash (outflow)/inflow from investing activities		(163)	22,843
Cashflow from financing activities			
Interest paid	10	(603)	—
Repayment of lease liabilities	19	(641)	(439)
Proceeds from NatWest customer funding facility	20	2,341	4,603
Proceeds from Harwood facility	20	1,500	—
Repayment of NatWest client borrowings	20	(6,651)	(8,707)
Net cash outflow from financing activities		(4,054)	(4,543)
Net (decrease)/increase in cash and cash equivalents		(1,396)	1,685
Cash and cash equivalents at the start of the period	17	2,317	632
Cash and cash equivalents at the end of the period	17	921	2,317

(i) Following the identification of material accounting misstatements, the Directors have restated the prior year comparatives. See note 3 for further details and analysis.

Consolidated statement of changes in equity

	Share capital £'000	Share premium £'000	Other reserves £'000	Reverse acquisition reserve £'000	Foreign currency reserve £'000	Accumulated losses £'000	Total equity £'000
Balance as at 1 January 2024	16,494	49,319	2,017	(35,246)	(199)	(21,060)	11,325
Opening reserves restatement	–	–	568	–	–	(947)	(379)
Balance as at 1 January 2024 (restated)	16,494	49,319	2,585	(35,246)	(199)	(22,007)	10,946
Loss for the year (restated)	–	–	–	–	–	(9,641)	(9,641)
Other comprehensive income	–	–	–	–	317	–	317
Total comprehensive income/(loss) for the year attributable to the equity holders of the parent (restated)	–	–	–	–	317	(9,641)	(9,324)
Recycling of share-based payment reserve	–	–	(1,762)	–	–	1,762	–
Equity settled share based payments	–	–	1,620	–	–	–	1,620
Transactions with owners	–	–	(142)	–	–	1,762	1,620
As at 31 December 2024 (restated)	16,494	49,319	2,443	(35,246)	118	(29,886)	3,242
Loss for the year	–	–	–	–	–	(3,393)	(3,393)
Other comprehensive loss	–	–	–	–	(361)	–	(361)
Total comprehensive loss for the year attributable to the equity holders of the parent	–	–	–	–	(361)	(3,393)	(3,754)
Warrants	–	–	166	–	–	–	166
Recycling of share-based payment and warrants reserves	–	–	(131)	–	–	131	–
Equity settled share based payments	–	–	798	–	–	–	798
Transactions with owners	–	–	833	–	–	131	964
As at 31 December 2025	16,494	49,319	3,276	(35,246)	(243)	(33,148)	452

The accompanying notes on pages 53 to 93 form part of the financial statements

Company statement of changes in equity

	Share capital £'000	Share premium £'000	Other reserves Restated ⁽ⁱ⁾ £'000	Accumulated losses Restated ⁽ⁱ⁾ £'000	Total equity Restated ⁽ⁱ⁾ £'000
As at 1 January 2024	16,494	49,319	1,983	(40,692)	27,104
Restatement of opening reserves	–	–	568	(208)	360
As at 1 January 2024 (restated)	16,494	49,319	2,551	(40,900)	27,464
Loss for the year (restated)	–	–	–	(6,836)	(6,836)
Total comprehensive loss for the year attributable to the equity holders of the parent (restated)	–	–	–	(6,836)	(6,836)
Equity settled share based payments	–	–	1,620	–	1,620
Recycling of share-based payment reserve	–	–	(1,762)	(1,762)	–
Transactions with owners	–	–	(142)	1,762	1,620
As at 31 December 2024 (restated)	16,494	49,319	2,409	(45,974)	22,248
Loss for the year	–	–	–	(3,618)	(3,618)
Total comprehensive loss for the year attributable to the equity holders of the parent	–	–	–	(3,618)	(3,618)
Warrants	–	–	166	–	166
Equity settled share based payments	–	–	798	–	798
Recycling of share-based payment and warrants reserves	–	–	(131)	131	–
Transactions with owners	–	–	833	131	964
As at 31 December 2025	16,494	49,319	3,242	(49,461)	19,594

The accompanying notes on pages 53 to 93 form part of the financial statements

(i) Following the identification of material accounting misstatements, the Directors have restated the prior year comparatives. See note 3 for further details and analysis.

Notes to the financial statements

For the period ended 31 December 2025

1 General information

eEnergy (AIM: EAAS) is a UK-based Energy-as-a-Service (EaaS) provider, funding and delivering energy-saving and energy-generating solutions across multi-site public sector and commercial portfolios—helping customers cut energy waste, reduce operating costs, and improve building resilience with zero upfront cost.

eEnergy delivers four core solutions:

- **Reduce:** LED lighting and controls
- **Generate:** Solar PV (rooftop, ground mount, and carport)
- **Store:** Battery storage (store onsite generation and reduce peak-time import costs)
- **Charge:** EV charging infrastructure and management

Projects are funded through dedicated facilities, including up to £100m of project funding via eEnergy's partnership with Redaptive, and a £40m NatWest facility supporting public sector deployments.

eEnergy's routes to market include direct sales, public sector frameworks, tenders and strategic partnerships. The Group holds positions on five major procurement frameworks—CCS (Crown Commercial Service), LASER, Lexica/NHS London, NHS Commercial Solutions Framework, and Proactis (YPO)—and is an Office for Zero Emission Vehicles (OZEV) approved EV charge point installer.

The Group has delivered over 1,300 projects and has installed c.590,000 LEDs, improving learning environments for c.520,000 students.

eEnergy is a market leader in the education sector and has been awarded the London Stock Exchange's Green Economy Mark. The Company is also recognised in the 2025 UK Fast Growth 50 Index within the Fastest Growing Green Firms 2025 list, and holds an EcoVadis Bronze Medal with a score of 61/100, placing it in the top third of more than 130,000 organisations assessed globally.

The Company is incorporated and domiciled in England and Wales with its registered office at 20 St Thomas Street, London, England, SE1 9RS. The Company's registered number is 05357433.

2 Accounting policies

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

2.1 Basis of preparation

The financial statements have been prepared in accordance with UK adopted international financial reporting standards ('UK IFRS') and with the requirements of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention as modified by financial assets at fair value through profit or loss and other comprehensive income, and the recognition of net assets acquired under the reverse acquisition at fair value.

The preparation of financial statements in conformity with UK IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts in the financial statements. The areas involving a higher degree of judgement or complexity, or areas where assumptions or estimates are significant to the financial statements, are disclosed in note 2.26.

The financial statements present the results for the Group and the Company for the 12-month period ended 31 December 2025. The comparative period is for the 12 months ended 31 December 2024, and those results have been restated as outlined further in note 3.

The principal accounting policies are set out below and have, unless otherwise stated, been applied consistently in the financial statements. The consolidated financial statements are prepared in Pounds Sterling, which is the Group and Company's functional and presentation currency, and are presented to the nearest £'000.

During the prior year, the Energy Management Division was disposed. In accordance with IFRS 5, this is disclosed separately as a discontinued operation.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. During the prior period eEnergy Group plc has adopted Financial Reporting Standard 101 Reduced Disclosure Framework for the presentation of the single entity financial statements, having previously presented under IFRS. There was no impact as a result in the adoption of this accounting framework to the single entity financial statements, other than the disclosure exemptions applied.

The Company only financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payment, financial instruments, capital management and presentation of comparative information in respect of certain assets, presentation of a cashflow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the consolidated Group accounts.

The Directors have taken advantage of the exemption available under section 408 of the Companies Act and not presented a profit and loss account for the Company alone. The Company had a loss for the year of £3,618,000 (2024: restated loss of £6,836,000) and the Company received no dividend income in the current or prior year.

2.2 New standards, amendments and interpretations

The Group has not adopted any new standards and interpretations for the first time for the annual reporting period commencing 1 January 2025.

Notes to the financial statements continued

For the period ended 31 December 2025

2 Accounting policies continued

2.3 New standards and interpretations not yet adopted

New standards and interpretations that are in issue but not yet effective are listed below:

- Amendments to IAS 21: Lack of Exchangeability;
- Amendments to IFRS 9 and IFRS 7: Classification and Measurement of Financial Instruments;
- 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 Disclosure in Financial Statements; and
- IFRS 19: Subsidiaries without Public Accountability: Disclosures.

With the exception of the adoption of IFRS 18, the adoption of the above standards and interpretations is not expected to lead to any changes to the Group's accounting policies nor have any other material impact on the financial position or performance of the Group.

IFRS 18 was issued in April 2024 and is effective for periods beginning on or after 1 January 2027. Early application is permitted and comparatives will require restatement. The standard will replace IAS 1 Presentation of Financial Statements and although it will not change how items are recognised and measured, the standard brings a focus on the Statement of comprehensive income and reporting of financial performance. Specifically, it classifies income and expenses into three new defined categories – operating, investing and financing and two new subtotals operating profit and loss and profit or loss before financing and income tax, introduces disclosures of management defined performance measures (MPMs) and enhances general requirements on aggregation and disaggregation. The impact of the standard on the Group is currently being assessed and it is not yet practicable to quantify the effect of IFRS 18 on these consolidated financial statements; however there is no impact on presentation for the Group in the current year given the effective date – this will be applicable for the Group's Annual Report for the year ended 31 December 2027.

2.4 Going concern

The financial information has been prepared on a going concern basis, which assumes that the Group and Company will continue in operational existence for the foreseeable future. In assessing whether the going concern assumption is appropriate, the Directors have taken into account all relevant information about the current and future position of the Group and Company, including the current level of resources and the trading outlook over the going concern period, being at least 12 months from the date of approval of the financial statements. Management has stress tested the forecasted financial performance of the Group over the going concern period, including the preparation of a three statement financial model at monthly rests. The forecast cashflow was subject to management's reasonable worst case scenario alongside a range of key sensitivities. Under these conditions the Group modelling still produced sufficient cashflows in order to meet liabilities as and when they fell due without any additional external support.

During the current financial year, the Group settled all outstanding balances due under the NatWest customer facility. On 13 November 2025 eEnergy Group plc agreed a £1.5m facility with Harwood Holdco Limited. The facility is repayable on or before 12 November 2026 with an option to extend for a further 6 months to 12 May 2027 with a second 6 month extension option to 12 November 2027 with the agreement of Harwood. On 23 February 2026, eEnergy Group plc agreed a further £1m facility with Harwood Holdco Limited repayable on or before 31 July 2026. Harwood are recognised as a minority shareholder in eEnergy Group plc with Board representation via Nicholas Mills. Both facilities were utilised in order to strengthen the Group's balance sheet and enhance financial flexibility during the delivery of the Mace contract.

The Directors note that particularly at the current time there is a continued significant macroeconomic and geo-political uncertainty. eEnergy is a contracting business and carefully manages its sales pipeline to ensure new sales opportunities convert into revenue in sufficient quantities and at sufficient margins to allow the business to generate positive cash. The Directors believe the business is well placed to continue to deliver strong growth in revenue and cash flow, demonstrating the ability to win large projects at scale such as the Mace Award, as well as maintaining a significant order book as at the date of this report.

Taking these matters into consideration alongside the financial modelling that has been undertaken, the Directors consider that the continued adoption of the going concern basis is appropriate. The financial statements do not reflect any adjustments that would be required if they were to be prepared other than on a going concern basis.

2.5 Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Specifically, the results of subsidiaries disposed of during the prior year are included in the Consolidated statement of comprehensive income until the date when the Group ceased to control those companies, as presented within the share of results from discontinued operations prior to the sale of the Energy Management business.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Potential contingent consideration to be paid by the Group is assessed and recognised at fair value at the acquisition date. Subsequent changes to the fair value of contingent consideration is recognised either in profit or loss or as a change to other comprehensive income.

Acquisition-related costs are expensed as incurred. Intercompany transactions, intercompany balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are also eliminated.

2 Accounting policies continued

2.6 Foreign currency translation

(i) Functional and presentation currency

Items included in the individual financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in Pounds Sterling, which is the presentation and functional currency for eEnergy Group plc. The individual financial statements of each of the Company's wholly owned subsidiaries are prepared in the currency of the primary economic environment in which it operates (its functional currency). IAS 21 The Effects of Changes in Foreign Exchange Rates requires that assets and liabilities be translated using the exchange rate at the period end and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (i.e. the average rate for the period).

(ii) Transactions and balances

Transactions denominated in a foreign currency are translated into the functional currency at the exchange rate at the date of the transaction. Assets and liabilities in foreign currencies are translated to the functional currency at rates of exchange ruling at the balance sheet date. Gains or losses arising from settlement of transactions and from translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income for the period.

(iii) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;
- Income and expenses for each Statement of comprehensive income are translated at approximately the average exchange rate during the period; and
- All resulting exchange rate differences are recognised as a separate component of equity.

On consolidation, exchange rate differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed or sold, exchange differences that were recorded in equity are recognised in the Statement of comprehensive income as part of the gain or loss on sale.

2.7 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 performance of the operating segments, has been identified as the Board of Directors.

The Board reviews the Group's internal reporting in order to assess performance of the Group and has determined that in the period ended 31 December 2025 the Group had two operating segments, being Energy Services and Group Central.

On 9 February 2024, the Group sold its Energy Management business segment, hence the results and net asset position for Energy Management being reported as a discontinued operation, as presented in note 5. This was considered as a separate third business unit as part of the prior year comparatives.

The Directors also undertake analysis of the Group in order to identify plc related costs from Group operating costs, in order to separately present the specific costs to the Group as a result of being AIM listed.

2.8 Impairment of non-financial assets

Non-financial assets and intangible assets not subject to amortisation are tested annually for impairment at each reporting date and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment review is based on discounted future cash flows at an assumed post-tax discount rate of 12%. If the expected discounted future cash flow from the use of the assets and their eventual disposal is less than the carrying amount of the assets, an impairment loss is recognised in profit or loss and not subsequently reversed.

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

2.9 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and demand deposits with banks and other financial institutions and bank overdrafts.

2.10 Financial instruments

IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

a) Classification

The Group classifies its financial assets in the following measurement categories:

- Those to be measured at amortised cost; and
- Those to be measured through other comprehensive income.

The Group classifies financial assets as at amortised cost only if both of the following criteria are met:

- The asset is held within a business model whose objective is to collect contractual cash flows;
- The contractual terms give rise to cash flows that are solely payment of principal and interest; and
- Those to be measured subsequently at fair value through profit or loss.

Notes to the financial statements continued

For the period ended 31 December 2025

2 Accounting policies continued

2.10 Financial instruments continued

a) Classification continued

Financial instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income ('FVTOCI'):

- The financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- The contractual terms of the financial asset give rise to specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash payments to eEnergy from customer installations funded using third-party finance are recognised at amortised cost which is the net present value of those cash flows to eEnergy. The financial asset is unwound over time as the cash is received from the customer; the 'unwind' element is recognised as revenue through the Statement of comprehensive income.

Amounts owed to funders reflect the capital obligation of the committed future cashflows. The financial liabilities are 'unwound' over time via interest expense recognised through the Statement of comprehensive income.

Loans from funders accrue interest which is recorded as an interest expense. There are some timing differences between the recognition of interest as income and the recognition of the interest expense.

b) Recognition

Purchases and sales of financial assets are recognised on the date of the trade (that is, the date on which the Group commits to purchase or sell the asset). Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ('FVPL'), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

d) Debt instruments

Debt instruments are recorded at amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses.

e) Impairment

The Group assesses, on a forward-looking basis, the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Impairment losses are presented as a separate line item in the Statement of profit or loss.

2.11 Revenue recognition

Under IFRS 15: Revenue from Contracts with Customers, five key points to recognise revenue have been assessed:

Step 1: Identity the contract(s) with a customer;

Step 2: Identity the performance obligations in the contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognises revenue when the amount of revenue can be reliably measured (i.e. there is a signed contract), it is probable that future economic benefits will flow to the entity, and specific criteria have been met for each of the Group's activities, as described below.

Where estimates are made, these are based on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Where the Group makes sales relating to a future financial period, these are deferred and recognised as 'contract liabilities' on the Statement of financial position, with associated costs recognised as contract assets/accrued costs based on the pro-rating for the stage of completion of an installation.

Signed customer contracts reflect the value of revenue.

2 Accounting policies continued

2.11 Revenue recognition continued

Energy Services Division (continuing operations)

Historically, on signing a contract, the Group recognised 30% of the contract net revenue, together with 30% of the expected project costs associated with delivering the contract. During the current financial period management have changed their accounting policy in order to better represent the satisfaction of performance obligations under each project. This follows the input method which is based on the Group's efforts towards satisfying a performance obligation relative to the total expected inputs into the satisfaction of that performance obligation. Due to the relatively short duration for installation works to be completed, this is based on time elapsed from the start on site ('SOS') date to the expected finish on site ('FOS') date. Upon signing, the Group will now recognise 5% of revenue for Solar PV/Battery projects and 0% of revenue for LED/EV projects, which has led to the restatement of the prior period results to provide a true and fair comparative under this new accounting policy (see note 3 for further details). Following review by management this is judged to be a more true and fair representation of the costs incurred prior to the start of site ('SOS') date in order to deliver an investment grade, fully costed, planned and funded installation with key details set out in the customer contract. Once the project is underway, further revenue and project costs are recognised each month by pro-rating revenue between the SOS and expected FOS dates. This substantially reduces the potential for management override of controls as the revenue to be recognised is based on the SOS and FOS dates agreed with the client. Given the number of parties involved, the SOS and expected FOS dates are important milestones on the project. The estimated FOS date still represents an area of management judgement when a project is still incomplete as at the reporting date. An estimate must be made as finishing dates are not fixed by nature and therefore require an estimate based on a projects critical path, estimated installation timeline and further input from the operations team. There is more judgement applied over Solar installations than LED projects given the longer average duration per install.

The Group now also recognises the internal costs such as staff time, travel, subsistence and accommodation and internal design and development costs as part of the cost of sale for each project. As such, balances that were historically presented as administrative expenses are now presented within cost of sales and recognised as part of the input required to satisfy the relevant performance obligations.

Where costs have been incurred prior to the signing of a contract with a customer, the Group will recognise a contract asset where it is probable that the balance will be recovered through the satisfaction of contractual performance obligations. The costs of obtaining a contract are those costs that are incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained. Costs that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred. Contract assets are amortised over the life of the contract, releasing to the income statement as a cost of sale in line with the satisfaction of performance obligations. Should management become aware of any contract assets pertaining to lost work or projects that are known not to be proceeding, the full value of the contract asset is recognised in the income statement immediately.

Completion of the project is evidenced by a signed customer 'certificate of acceptance' ('COA') at the end of funded projects, or as agreed with the customer for capex projects. The COA is shared with the third-party funder as evidence that the project has been accepted by the client and the funder then advances any remaining funding to eEnergy.

Where estimates on variation revenue (and variation project costs) are made, these are based on analysis of the additional work being requested which are agreed with the client and with any third-party contractors in advance in writing. All contractors require a purchase order ('PO') from eEnergy before they are permitted to commence work, including any work on variation orders. eEnergy's tight control of POs ensures that the contractors work to a simple message of 'no PO no go' which prevents unauthorised third-party project costs being incurred on projects.

There is typically a relatively small service and maintenance undertaking included within the customer agreement and this may require the repair or replacement of faulty products during the term of the agreement, typically 7-10 years. This performance obligation is not a material element of the client agreement, so the revenue is not separately recognised. A provision for potential future warranty costs is typically recognised as part of the cost of sale.

Customers either contract to make payments to the Group as capex payments, or to pay over the term of the contract (typically 7-10 years) to match their usage of the technology. In the latter case, the Group may assign the majority or all of its rights and obligations under a client agreement to a finance partner. Neither that assignment, nor the timing of the customer payments, changes the recognition of revenue under the contract. The installation revenue will have been recognised in full by completion. Historically, where the customer had entered into a LaaS or SaaS contract via a special purpose vehicle ('SPV') the Group recognises the interest income (and interest expense) over the life of the contract. Further details are set out in 2.12 Special Purpose Vehicle Accounting.

2.12 Special Purpose Vehicle ('SPV') accounting

Introduction

Historically the Group has operated a number of Special Purpose Vehicles (SPVs) alongside each Buildco (the company that installs the projects). SPVs contract directly with third-party customers for Lighting and Solar-as-a-Service contracts ('LaaS/SaaS'), while also contracting directly with funders in order to finance these cashflows. Installations are subcontracted internally to a Buildco within the eEnergy Group. Management has identified that the SPVs operate as principal under the LaaS and SaaS contracts and as such revenue is presented gross, as are balances due from customers and due to funding providers. The SPVs hire equipment to the end customer and incur VAT liabilities as they invoice for collections under each LaaS/SaaS contract across the duration of the agreement. The Buildco will recognise the associated build and installation costs for each project, with internal revenue that eliminates upon consolidation against equivalent cost of sales in the associated SPV.

The financing component is solely recognised in the SPVs over the life of the contract. The financing component is recognised over time as the interest revenue unwinds via the principal of amortised cost into the Statement of comprehensive income as 'financing revenue'. As each SPV is set up to facilitate an individual funding relationship, all contracts secured by that SPV include this financing element. As this is considered to be part of the business-as-usual operations for each SPV the financing component is recognised as revenue within the statement of comprehensive income.

The SPVs recognise financial assets in relation to the long term contractual cashflow due from the customer, with the balance analysed between less than one year and greater than one year.

Notes to the financial statements continued

For the period ended 31 December 2025

2 Accounting policies continued

2.12 Special Purpose Vehicle ('SPV') accounting continued

Introduction continued

The SPVs contract with third-party funders who advance funds to that SPV which enables the SPV to pay the cost of the installation to one of the Group's two Buildco businesses. The SPV remains responsible for the repayment of the advance from the funder. If there is a shortfall in customer repayments, the SPV must make up that difference to the funder. Essentially, the SPV typically just makes a relatively small margin on the interest finance charged by the funder.

For Buildco, the funded project revenue approach follows the same accounting treatment for customer-funded capex installation revenue. The project accounting in Buildco is now treated consistently across both types of contracted revenue (capex and funded). Under the current funding arrangements with Redaptive for example, the Group no longer uses its SPVs for funded projects with customers paying the third party funder directly over the life of the contract without recourse to eEnergy for any credit risk.

Funding liabilities

In summary, there are three categories of funding which we recognise as being distinct from each other. These are as follows:

Where the SPV sells the customer receivable to the funder but retains the financial obligations to the funders with recourse. This scenario covers the SOLAS, SUSI and Aquila SPV arrangements. Funders make an upfront payment to the SPV upon the completion of the installation and are subsequently repaid by the SPV on an agreed monthly/quarterly basis over the term of the contract as the SPV receives cash from the customer. The SPV has an obligation to make repayments in line with the funders' payment schedules and as such, the SPV recognises a financial liability at the amortised cost of the future payments to the funder. Should a customer not pay the SPV, the SPV would need to keep the funder 'whole' for the cost of the finance.

The income stream from the customer is presented separately on the balance sheet at amortised cost as a financial asset and the interest revenue is recognised in the SPV over time with an interest expense below EBITDA reflecting the interest charge on the third-party funding.

Where funders (e.g. Siemens or Redaptive) advance funds to a Buildco but without recourse to eEnergy re non-payment by customers.

In this scenario, Buildco contracts with each third-party funder and each customer directly. This is because once the project is complete, eEnergy passes the customer details onto the third-party funder and the customer pays the third-party funder directly until the end of the contract. There is no recourse for non-payment by the customer back to eEnergy.

With the NatWest facility, the structure of the funding arrangement is that NatWest provides a loan/debt facility directly to eEnergy secured against customer receivables. This loan requires eEnergy to service the facility itself directly with NatWest. There is no sale of customer receivables to NatWest as there is in the first category above. Effectively the NatWest customer contracts are collateralised as security and if eEnergy defaults on the loan, NatWest may seize and sell the assets to offset its loss.

Warranty obligations

Product vendors to the Group provide a wide-ranging warranty over products over the duration of the project life. The cost of any replacement materials and their installation costs in the first few years of the contract are typically covered by vendors and subsequent to that, the materials are still typically covered by the vendor. The risk and reward for warranty work is not held by the SPV but is held by Buildco. As essentially most of the risk for warranty costs is contracted back-to-back with the vendors, the element of the revenue for warranty is considered immaterial and as such, no separate performance obligation is recognised for provision of O&M and warranty services.

2.13 Share-based payments

The cost of equity-settled transactions with employees and Directors is measured by reference to the fair value of the equity instruments at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of a Group company (market conditions) and non-vesting conditions. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other vesting conditions are satisfied. At each balance sheet 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 of the number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the Statement of comprehensive income, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified, or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the profit and loss account for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value expensed in the profit and loss account.

2 Accounting policies continued

2.14 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. When the Group acquires any plant and equipment it is stated in the financial statements at its cost of acquisition.

Depreciation is charged to write off the cost less estimated residual value of property, plant and equipment on a straight-line basis over their estimated useful lives which are:

- Plant and equipment 4 years
- Computer equipment 3-4 years

Estimated useful lives and residual values are reviewed each year and amended as required.

2.15 Intangible assets

Intangible assets acquired as part of a business combination or asset acquisition, other than goodwill, are initially measured at their fair value at the date of acquisition. Intangible assets acquired separately are initially recognised at cost.

Amortisation is charged to write off the cost less estimated residual value of intangible assets on a straight line basis over their estimated useful lives which are:

- Brand and trade names 10 years
- Customer relationships 11 years
- Software (including in-house developed software) 3-10 years

Estimated useful lives and residual values are reviewed each year and amended as required.

Indefinite life intangible assets comprise goodwill which is not amortised and are subsequently measured at cost less any impairment annually.

The gains and losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset.

Other intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units) which is essentially the results of the Group.

Goodwill impairment reviews are undertaken at the half year and for the annual results, or more frequently if events or changes in circumstances indicate a potential impairment. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

2.16 Inventories

The Group no longer maintains any inventory. Products are shipped directly to the client site (hence the importance of the SOS date) and with any surplus stock typically returned to vendors post project completion.

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour and other direct costs. It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.17 Leases

The Group leased two properties in Ireland (which were disposed of in the current year), the head office in London and the electric motor vehicle fleet. Leases are recognised as a right of use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Group.

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

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable by the Group under residual value guarantees;
- The exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Notes to the financial statements continued

For the period ended 31 December 2025

2 Accounting policies continued

2.17 Leases continued

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period. Right of use assets are measured at cost which comprises the following:

- The amount of the initial measurement of the lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

Right of use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right of use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases (term less than 12 months) and all leases of low-value assets (generally less than £5,000) are recognised on a straight-line basis as an expense in profit or loss.

Under the terms of the contracted leases, no break clauses exist.

2.18 Equity

Share capital is determined using the nominal value of shares that have been issued.

The share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium account, net of any related income tax benefits.

The reverse acquisition reserve includes the accumulated losses incurred prior to the reverse acquisition, the share capital of eLight Group Holdings Limited at acquisition, the reverse acquisition share-based payment expense as well as the costs incurred in completing the reverse acquisition.

Put options in relation to acquisitions where it is determined that the non-controlling interest has present access to the returns associated with the underlying ownership interest the Group has elected to use the present-access method. This results in the fair value of the option being recognised as a liability, with a corresponding entry in other equity reserves.

Accumulated losses includes all current and prior period results as disclosed in the Statement of comprehensive income other than those transferred to the reverse acquisition reserve.

2.19 Taxation

Taxation comprises current and deferred tax.

Current tax is based on taxable profit or loss for the period. Taxable profit or loss differs from profit or loss as reported in the Statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The asset or liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and where it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Organisation for Economic Co-operation and Development ('OECD') G20 Inclusive Framework on Base Erosion and Profit Sharing published the Pillar Two model rules designed to address the tax challenges arising from the digitalisation of the global economy. In response to this complex new tax legislation and to allow stakeholders time to assess its implications, on 23 May 2023, the IASB issued amendments to IAS 12 Income Taxes introducing a mandatory temporary exemption to the requirements of IAS 12 under which a company does not recognise or disclose information about deferred tax assets and liabilities related to the proposed OECD/G20 BEPS Pillar Two model rules.

The Group has applied the temporary exemption at 31 December 2025.

2 Accounting policies continued

2.20 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs. Borrowings are subsequently carried at amortised cost.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Statement of comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are capitalised as a prepayment for liquidity services and amortised over the period of the loan to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.21 Warrants

Warrants are recognised as a financial instrument under IFRS 9. On recognition, where a liability is anticipated to be settled via equity a warrant reserve is recognised within other reserves equal to the fair value of the instrument as at date of issue. Where the liability is expected to be cash settled a liability is recognised as a current/non-current financial liability. The expense is recognised as a finance cost within the Comprehensive Income Statement.

Where warrants are associated with a borrowing instrument, these are then capitalised and recognised as a debit to reduce the borrowings balance on the statement of financial position. The capitalised balance is then unwound at amortised cost in line with the duration of the associated borrowing arrangement.

2.22 Adjusting items and non-Generally Accepted Accounting Principles ('GAAP') performance measures

Adjusting items are those items which, in the opinion of the Directors, should be excluded in order to provide a consistent and comparable view of the underlying performance of the Group's ongoing business. Generally, Adjusting items include those items that do not occur often and are material.

Adjusting items include i) the costs incurred in delivering the 'Buy & Build' strategy associated with acquisitions and strategic investments; (ii) incremental costs of restructuring and transforming the Group to integrate acquired businesses; (iii) costs incurred with regards the disposal of the Energy Management Division during the prior period; and (iv) share-based payments.

We believe the non-GAAP performance measures presented, along with comparable GAAP measurements, are useful to provide information to shareholders with which to measure the Group's performance, and its ability to invest in new opportunities. Management uses these measures with the most directly comparable GAAP financial measures in evaluating operating performance and value creation. The primary measure is Earnings before Interest, Tax, Depreciation and Amortisation ('EBITDA') and Adjusted EBITDA, which is the primary measure adopted by the Board to assess the profitability of the Group before Adjusting items. These measures are also consistent with how the underlying business performance is measured internally. The Group also reports profit or loss before Adjusting items which is net income, before tax and before Adjusting items as a secondary measure of the underlying financial performance of the Group.

The Group separately reports Adjusting items within their relevant Statement of comprehensive income line as it believes this helps provide a better indication of the underlying performance of the Group. Judgement is required in determining whether an item should be classified as an Adjusting item or included within underlying results. Reversals of previous Adjusting items are assessed based on the same criteria.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP.

2.23 Assets and liabilities classified as held for sale and discontinued operations

Assets and liabilities are classified as held for sale if their carrying amount will be recovered or settled principally through a sale transaction rather than through continuing use and a sale is considered highly probable. Assets are measured at the lower of their carrying value and fair value less costs to sell. An impairment loss is recognised for any subsequent write-down of the asset to fair value less costs to sell.

A discontinued operation is a component of the Group that has disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations. The results of discontinued operations are presented separately in the Statement of comprehensive income, including comparatives.

2.24 Non-current investments in subsidiaries

Investments in subsidiaries are held in the Company's financial statements at cost less any accumulated impairment losses.

The cost of an investment in subsidiary is the aggregate of the fair value, at the date of exchange, or assets given, liabilities incurred or assumed and equity instruments issued by the Company in exchange for control of the subsidiary. Costs directly attributable to the acquisition are capitalised as part of the investment.

Investments are reviewed for impairment on at least an annual basis, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the carrying amount of the investment is recognised as exceeding the recoverable amount (higher of value in use and fair value less cost of disposal) an impairment expense is recognised.

2.25 Employee benefits

The Group makes contributions on behalf of employees to an independent, defined contribution pension scheme. The Group has no further legal obligation to pay contributions after the payment of its fixed contribution that is matched by an employee. These contributions are recognised as an expense in the period the relevant employee services are received.

A liability is recognised for the benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the relevant service.

Notes to the financial statements continued

For the period ended 31 December 2025

2 Accounting policies continued

2.26 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the entity's accounting policies, management makes estimates and assumptions that have an effect on the amounts recognised in the financial statements. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. The following are the critical judgements the Directors have made in the process of applying the Group's accounting policies:

Project accounting and accrued income

Management makes a number of judgements within the project accounting process and recognition of accrued income. This is specifically focused on the initial recognition of costs incurred upon the initiation of a project, which during the current year has been revised from 30% to 5% for Solar PV/Battery projects and 0% for LED/EV projects. In addition, estimates by management over the anticipated finish on site (FOS) date for all open projects as at the reporting date is recognised as a key management estimate. These figures are based on project timelines with further inputs from the operational team, with the anticipated end date of a project noted to have a potentially material impact on revenue and cost of sales recognised during the reporting period. This is only relevant for projects that remain open at the reporting date, as all completed projects can be agreed to separate documentation confirming completion.

Impairment assessment

In accordance with its accounting policies, each CGU is evaluated annually to determine whether there are any indications of impairment and a formal estimate of the recoverable amount is performed. The recoverable amount is based on value in use which require the Group to make estimates regarding key assumptions regarding forecast revenues, costs and post-tax discount rate. Further details are disclosed within note 14. Uncertainty about these assumptions could result in outcomes that require a material adjustment to the carrying amount of goodwill in future periods.

Deferred tax asset

As at 31 December 2025, the Group has recognised a deferred tax asset of £1,509,000 (2024: £2,521,000) in relation to historic losses, of which £359,000 has been recognised as being current (2024: £nil recognised as being current). The balance represents the historic losses of the Group, which can be used in order to offset future taxable profits in order to reduce the cash tax payable by the Group, currently at a forecast rate of 25%. Following a review by management the calculation for the deferred tax asset was reduced to a 2 year outlook, which resulted in a decrease in the value of the deferred tax asset recognised in relation to Group losses. Management are confident in the forecast future profitability of the Group in the short term which would then lead to the utilisation of the historic tax losses available.

3 Restatement of prior periods

Following review of the financial statements, the Directors have decided to restate the prior period comparatives in order to appropriately reflect the nature of business including a revision in revenue accounting policy (IFRS 15), corrections to the recognition of special purpose vehicle financial assets and liabilities (IFRS 9), corrections for the recognition of warrant costs and capitalised debt fee amortisation (IFRS 9) and the recognition of additions to the leased electric vehicle fleet which were not previously recognised in the prior year (IFRS 16). The change in presentation and results gives financial statements that provide more reliable and relevant information about the effects of transactions and the operations of the eEnergy Group. Therefore the prior year financial statements have been restated in relation to three groups of adjustments, as detailed below:

- **IFRS 15. Change in Revenue Accounting Policy and correction of historic errors.** The net impact of the restatement is a reduction in revenue of £2,722,000, an increase in cost of sales by £254,000, offset by a decrease in administrative expenses of £1,600,000. This leads to an increase in the loss before tax by £1,376,000 in the prior period comparative, a decrease in opening prior period comparative net assets by £97,000 and a decrease in closing prior period net assets by £1,473,000 as at 31 December 2024.
- **IFRS 9. Corrections to SPV Financial Assets and Liabilities and corrections for capitalised debt fee unwinds and warrants.** The net impact of the restatement is to increase prior period revenue by £160,000, increase in cost of sales by £127,000, increase in interest costs by £104,000 leading to an increase in the loss before tax by £71,000. The prior period comparative opening assets are reduced by £282,000 and the prior period closing net assets are reduced by £581,000 as at 31 December 2024.
- **IFRS 16. Recognition of additions to electric vehicle fleet in 2024.** Net impact reduces administrative expenses by £14,000, which is offset by an increase in finance costs by £25,000, leading to an increase in the comparative loss before tax by £11,000. There is no impact to opening comparative reserves, with a reduction to the prior period closing net assets by £11,000 as at 31 December 2024.

During the current year the cumulative impact of restatements to the prior period comparatives are as follows:

	Previously reported	Restatements			Restated
	Year ended 31 December 2024 £'000	IFRS 15 £'000	IFRS 9 £'000	IFRS 16 £'000	Year ended 31 December 2024 £'000
Consolidated statement of comprehensive income					
Revenue	25,057	(2,722)	160	—	22,495
Cost of sales	(16,374)	(254)	(127)	—	(16,755)
Administrative expenses	(14,855)	1,600	—	14	(13,241)
Operating profit	(7,442)	(1,376)	33	14	(8,771)
Finance costs	(2,317)	—	(104)	(25)	(2,446)
Loss for the year from continuing and discontinued operations	(8,183)	(1,376)	(71)	(11)	(9,641)

The table above only presents the financial statement line items impacted by the restatement

3 Restatement of prior periods continued

	Previously reported	Restatements			Restated
	As at 31 December 2024 £'000	IFRS 15 £'000	IFRS 9 £'000	IFRS 16 £'000	As at 31 December 2024 £'000
Consolidated statement of financial position					
NON-CURRENT ASSETS					
Right of use assets	560	—	—	800	1,360
Financial assets	12,848	—	(131)	—	12,717
CURRENT ASSETS					
Trade and other receivables	5,424	(2,457)	(237)	—	2,730
CURRENT LIABILITIES					
Trade and other payables	(9,261)	984	—	—	(8,277)
Lease liabilities	(189)	—	—	(239)	(428)
Financial liabilities	(435)	—	(1,508)	—	(1,943)
NON-CURRENT LIABILITIES					
Lease liabilities	(501)	—	—	(572)	(1,073)
Borrowings	(3,543)	—	278	—	(3,265)
Financial liabilities	(8,793)	—	1,017	—	(7,776)
NET ASSETS	5,307	(1,473)	(581)	(11)	3,242
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT					
Other reserves	2,103	—	340	—	2,443
Accumulated losses	(27,481)	(1,473)	(921)	(11)	(29,886)
TOTAL EQUITY	5,307	(1,473)	(581)	(11)	3,242

The table above only presents the financial statement line items impacted by the restatement

	Previously reported	Restatements			Restated
	As at 31 December 2023 £'000	IFRS 15 £'000	IFRS 9 £'000	IFRS 16 £'000	Year ended 31 December 2023 £'000
Consolidated statement of financial position					
NON-CURRENT ASSETS					
Financial assets	8,286	—	(200)	—	8,086
CURRENT ASSETS					
Trade and other receivables	2,422	(97)	(191)	—	2,134
Financial assets	1,621	—	(91)	—	1,530
CURRENT LIABILITIES					
Financial liabilities	—	—	(1,507)	—	(1,507)
Borrowings	(8,030)	—	511	—	(7,479)
NON-CURRENT LIABILITIES					
Financial liabilities	(10,405)	—	1,156	—	(9,249)
NET ASSETS	11,325	(97)	(282)	—	10,946
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT					
Other reserves	2,017	—	568	—	2,585
Accumulated losses	(21,060)	(97)	(850)	—	(22,007)
TOTAL EQUITY	11,325	(97)	(282)	—	10,946

The table above only presents the financial statement line items impacted by the restatement

Notes to the financial statements continued

For the period ended 31 December 2025

3 Restatement of prior periods continued

The individual restatements are detailed as follows:

IFRS 15. Change in Revenue Accounting Policy and correction of historic errors

Historically, on signing a contract, the Group recognised 30% of the contract net revenue, together with 30% of the expected project costs associated with delivering the contract. During the current financial period management have changed their accounting policy in order to better represent the satisfaction of performance obligations under each project.

This follows the input method which is based on the Group's efforts towards satisfying a performance obligation relative to the total expected inputs into the satisfaction of that performance obligation. Due to the relatively short duration for installation works to be completed, this is based on time elapsed from the start on site ('SOS') date to the expected finish on site ('FOS') date. Upon signing, the Group will now recognise 5% of revenue for Solar PV/Battery projects and 0% of revenue for LED/EV projects, which has led to the restatement of the prior period results to provide a true and fair comparative under this new accounting policy (see note 2.11 for further details). Following review by management this is judged to be a more true and fair representation of the costs incurred prior to the start of site ('SOS') date in order to deliver an investment grade, fully costed, planned and funded installation with key details set out in the customer contract.

Due to the change in accounting policy, a number of LED projects previously recognised as being 30% complete at 31 December 2024 were reduced to 5% complete, while Solar projects recognised at 30% complete were reduced to 0% complete. These projects were recognised as having been signed by 31 December 2024, but had not passed their start on site ('SOS') date. The net impact of this adjustment reduced revenue by £959,000 and cost of sales by £534,000, with a corresponding decrease in accrued income and accrued costs respectively. LED and Solar projects that had passed start on site date, but had not yet reached the finish on site ('FOS') date also saw a corresponding reduction in their percentage completion, as a result of the decrease in the initial 30% recognition percentage. This resulted in a reduction in revenue by £1,395,000 and a decrease in cost of sales by £812,000, with a corresponding decrease in accrued income and accrued costs respectively, further impacted by adjustments for finish on site dates that were judged to have been inaccurate. This increased the loss after tax and decreased net assets by £1,008,000 as at 31 December 2024.

With internal costs now presented as cost of sales having been previously been allocated within administrative expenses, there was a reclassification of £1,600,000 from administrative expenses to cost of sales. This adjustment has no impact on the loss after tax or net assets as at 31 December 2024.

Alongside the change in accounting policy, a material solar contractor error was recognised for a series of projects. This led to a decrease in the opening net assets as at 1 January 2024 by £97,000 due to a decrease in accrued income. The comparative revenue for the year ended 31 December 2024 was reduced by £368,000, with a decrease in accrued income of £465,000. As at 31 December 2024 the loss after tax was increased by £368,000 and the net assets were decreased by £305,000.

IFRS 9. Corrections to SPV Financial Assets and Liabilities and corrections for capitalised debt fee unwinds and warrants.

Following a review of the financial asset and liability schedules by management, the unwind of both financial assets and liabilities were restated, in order to correct identified mechanical errors and unwind the financial assets and liabilities at amortised cost. These corrections led to an increase in financing revenue by £48,000 from the SPVs and an increase in the non-current financial assets by £48,000. This was offset by an increase in the financing expense for the unwind of funder liabilities by £25,000, leading to an increase in the non-current financial liability by £25,000. This led to a net decrease in the loss after tax of £23,000 as at 31 December 2024 and a corresponding increase in net assets.

On review, one financial asset associated with a Lighting-as-a-Service contract was recognised as not being recoverable due to the customer having gone into administration in a prior period. This led to a reduction in the opening net assets as at 1 January 2024 by £291,000. As a result, the financing revenue of £15,000 recognised for the unwind of the financial asset was reversed in the prior period income statement, increasing the loss after tax by £15,000. The non-current financial asset as at 31 December 2024 was reduced by £306,000, leading to a decrease in closing net assets of £306,000.

On confirming SPV funder repayments, it was recognised that there was an historic cut off error in the opening periods. As such management recalculated the financial liability unwind schedules based on actual cash transfer dates. This led to a reduction in the opening net assets as at 1 January 2024 by £351,000, with a corresponding decrease in the finance expense for the recalculated unwinding of SPV funder liabilities by £12,000. This led to a decrease in the loss after tax by £12,000. As at 31 December 2024 the non-current financial liabilities due to SPV funders were increased by £339,000, leading to a decrease in closing net assets of £339,000.

An additional drawdown tranche for one of the SPVs was noted to have been presented net upon review and therefore was corrected in order to gross out the impact on the income statement and balance sheet. This led to the recognition of £127,000 of additional revenue and cost of sales, in addition to an uplift to both the financial asset and financial liability by £127,000. This had no impact on the net asset position as at 31 December 2024.

Following the repayment of the NatWest customer financing facility, management undertook a review of the associated capitalised debt fees. These costs were incorrectly recognised through the income statement on a straight line basis and as such the charge was recalculated, leading to a decrease in the finance costs by £41,000 and corresponding improvement in the loss after tax by £41,000. On the statement of financial position, the capitalised debt fees were reclassified from prepayments (reduction by £237,000) and instead included as part of the borrowing figures for the NatWest customer financing facility (decreased by £278,000). The net impact was an increase in net assets by £41,000 as at 31 December 2024.

3 Restatement of prior periods continued

IFRS 9. Corrections to SPV Financial Assets and Liabilities and corrections for capitalised debt fee unwinds and warrants continued

After entering the warrant arrangement associated with the Harwood Loan, management reviewed the historic accounting treatment for warrants. Previous recognition followed an interpretation similar to IFRS 2, recognising costs on a straight-line basis over the duration of an associated borrowing arrangement. This was recognised as an error. Historically, the Group has issued warrants as part of raising borrowing facilities and as such the associated cost can be allocated against the borrowing facility in question and recognised at amortised cost over the duration of the associated borrowing facility. On recognition, where a liability is anticipated to be settled via equity a warrant reserve is recognised within other reserves equal to the fair value of the instrument as at date of issue. Where the liability is expected to be cash settled a liability is recognised as a current/non-current financial liability. The expense is recognised as a finance cost within the Comprehensive Income Statement.

Where warrants are associated with a borrowing instrument, these are then capitalised and recognised as a debit to reduce the borrowings balance on the statement of financial position. The capitalised balance is then unwound at amortised cost in line with the duration of the associated borrowing arrangement.

As such the unwind for warrants following IFRS 9 methodology at amortised cost led to the recognition of £197,000 of historic finance expenses within opening reserves as at 1 January 2024. This was offset by the increase in warrant reserve by £329,000 for the full initial recognition of the fair value of warrants in existence. The interest expense in the prior period comparative was increased by £132,000 in recognition of the release in full of capitalised debt fees for warrants associated with borrowing facilities repaid following the sale of the Energy Management Division. The warrant reserve remains in place within the other reserves. The net impact as at the close of 31 December 2024 was £nil, with additional finance within closing accumulated losses of £329,000 offsetting against the increase in the warrant reserve of £329,000.

The Company only impact for the correction of the IFRS 9 accounting for the treatment of warrants increased the opening warrant reserve within other reserves by £568,000 as at the close of December 2023. This also reduced the retained earnings by £208,000, with a corresponding decrease by £360,000 to borrowings as the capitalised warrant costs were recognised. This led to an increase in the net assets as at 31 December 2023 by £360,000. As at 31 December 2024 the warrant reserve balance had been increased by £340,000 and retained earnings decreased by £340,000 due to the additional release of £132,000 of finance costs as the capitalised warrant fees associated with historic Group funding were released in full. This had £nil impact on the close net assets.

IFRS 16. Recognition of additions to electric vehicle fleet in 2024

On review of the electric vehicle fleet during the current year, management noted that a number of vehicles were additions in the prior financial year, for which rental expense had been recognised through the income statement, as opposed to the correct recognition of a right of use asset and lease liability under the requirements of IFRS 16. While the change in net assets is trivial, management elected to restate the prior period comparatives due to the material size for the gross right of use asset and gross lease liability on the statement of financial position.

Right of use asset additions of £868,000 were recognised in the prior period, with £68,000 of depreciation recognised. This offset against rental expenses previously recognised of £82,000 leading to a reduction in administrative expenses of £14,000. Lease additions of £868,000 were recognised in the prior period, with an additional interest expense of £25,000. As at 31 December 2024, additional right of use assets with a net book value of £800,000 and associated lease liabilities of £811,000 had been recognised, generating a decrease in net assets as at 31 December 2024 of £11,000.

The Company only impact of the IFRS 16 restatement led to the recognition of £491,000 of additional right of use assets net book value as at 31 December 2024, which was offset by an additional £497,000 of lease liabilities. This led to a decrease in net assets by £6,000.

Notes to the financial statements continued

For the period ended 31 December 2025

4 Segmental reporting

The following information is given about the Group's reportable segments:

The Chief Operating Decision Maker is the Board of Directors. The Board reviews the Group's internal reporting in order to assess performance of the Group and has determined that in the period ended 31 December 2025 the Group had two operating segments, being Energy Services and Group's Central.

On 9 February 2024, the Group sold its Energy Management business segment, hence the results and net asset position for Energy Management being reported as a discontinued operation, as presented in note 5. This was considered as a separate third business unit as part of the prior year comparatives. Prior year comparatives have been restated, please see note 3 for further information.

2025	Energy Services £'000	Group Central £'000	Energy Management (Discontinued) £'000	Total £'000
Revenue	19,001	—	—	19,001
Cost of sales (third party)	(10,511)	—	—	(10,511)
Gross profit (third party)	8,490	—	—	8,490
Cost of sales (Internal)*	(2,200)	—	—	(2,200)
Gross profit (Statutory)	6,290	—	—	6,290
Administrative expenses	(1,704)	(1,687)	—	(3,391)
Distribution costs	(456)	(284)	—	(740)
Adjusted EBITDA	4,130	(1,971)	—	2,159
Adjusting items	—	(798)	—	(798)
EBITDA	4,130	(2,769)	—	1,361
Amortisation	(379)	(26)	—	(405)
Depreciation	(168)	(438)	—	(606)
Operating profit/(loss)	3,583	(3,233)	—	350
Finance income	17	4	—	21
Finance costs	(2,417)	(385)	—	(2,802)
Profit/(loss) before tax	1,183	(3,614)	—	(2,431)
Taxation	(962)	—	—	(962)
Profit/(loss) after tax	221	(3,614)	—	(3,393)

* Cost of sales (internal) is a non-GAAP measure recognised by management in order to identify the separation between project costs satisfied by third parties external to the Group (including commission costs) and project costs satisfied internally by staff within the Group (for example undertaking survey, design and project implementation activities).

4 Segmental reporting continued

2024	Energy Services (Restated) £'000	Group Central (Restated) £'000	Energy Management (Discontinued) £'000	Total Restated £'000
Revenue	22,495	–	1,239	23,734
Cost of sales (third party)	(15,155)	–	(280)	(15,435)
Gross profit (third party)	7,340	–	959	8,299
Cost of sales (Internal)*	(1,600)	–	–	(1,600)
Gross profit (Statutory)	5,740	–	959	6,699
Administrative expenses	(2,917)	(2,253)	(940)	(6,110)
Distribution costs	(991)	(279)	(11)	(1,281)
Adjusted EBITDA	1,832	(2,532)	8	(692)
Adjusting items	5,339	(12,930)	–	(7,591)
EBITDA	7,171	(15,462)	8	(8,283)
Amortisation	–	(28)	–	(28)
Depreciation	(148)	(304)	(40)	(492)
Operating profit/(loss)	7,023	(15,794)	(32)	(8,803)
Finance income	105	152	–	257
Finance costs	(1,507)	(939)	–	(2,446)
Profit/(loss) before tax	5,621	(16,581)	(32)	(10,992)
Taxation	1,644	–	(293)	1,351
Profit/(loss) after tax	7,265	(16,581)	(325)	(9,641)

* Cost of sales (internal) is a non-GAAP measure recognised by management in order to identify the separation between project costs satisfied by third parties external to the Group (including commission costs) and project costs satisfied internally by staff within the Group (for example undertaking survey, design and project implementation activities).

For further details on the discontinued operations, see note 5.

Notes to the financial statements continued

For the period ended 31 December 2025

5 Discontinued operations

During the prior year, the Group disposed of its wholly owned Energy Management Division to Flogas Britain Limited. The Energy Management Division within the Group comprised the following subsidiaries:

- eEnergy Consultancy Limited;
- eEnergy Insights Limited; and
- Energy Management Limited.

In accordance with IFRS 5, the Energy Management Division was classified as a disposal group held for sale and as a discontinued operation, with results below:

Statement of financial performance

	Year ended 31 December 2024 £'000
Sales revenue	1,239
Cost of sales	(280)
Gross profit	959
Adjusted administrative expenses and distribution costs	(951)
Adjusting items – added back	–
Adjusted earnings before interest, taxation, depreciation and amortisation	–
Earnings before interest, taxation, depreciation and amortisation	8
Depreciation, amortisation and impairment	(40)
Interest expense	–
Loss before tax	(32)
Tax	(293)
Loss after tax	(325)

Statement of cashflows

	Year ended 31 December 2024 £'000
Adjusted earnings before interest, taxation, depreciation and amortisation	8
Adjusting items	–
Earnings before interest, taxation, depreciation and amortisation	8
Movements in working capital	283
Net cash flows from operating activities	291
Net cash flows from investing activities	–
Net cash flows from financing activities	–
Net decrease in cash and cash equivalents	291
Cash and cash equivalents at the start of the period	35
Cash and cash equivalents at the end of the period	326

5 Discontinued operations continued

Statement of cashflows continued

Assets and liabilities of the Energy Management Division classified as held for sale in the prior year:

	As at 9 February 2024 £'000
Non-current assets classified as held for sale	
Property, plant and equipment	146
Intangible assets	25,048
Right of use assets	68
Deferred tax liability	(449)
	24,813
Current assets classified as held for sale	
Inventories	224
Trade and other receivables	9,903
Other current assets	44
Cash and cash equivalents	326
	10,497
TOTAL ASSETS	35,310
Current liabilities classified as held for sale	
Trade and other payables	8,111
Lease liability	75
Borrowings	2
	8,188
TOTAL LIABILITIES	8,188
NET ASSETS OF THE DISPOSAL GROUP	27,122

Loss on disposal of Energy Management Division

	Year ended 31 December 2024 £'000
Consideration received and to be received	25,000
Net assets disposed of as at date of sale	(27,122)
Disposal costs	(1,800)
Loss on disposal	(3,922)
Consideration consists of:	
Cash	25,000
Deferred consideration	—
Total consideration	25,000

Net cashflow arising on disposal

	Year ended 31 December 2024 £'000
Consideration received	25,000
Cash and cash equivalents disposed of	(326)
Cash outflows for disposal transaction fees and bonuses	(1,800)
Net cashflow arising on disposal	22,874

Notes to the financial statements continued

For the period ended 31 December 2025

5 Discontinued operations continued

Disposal costs included:

	Year ended 31 December 2024 £'000
Third-party adviser fees	(764)
Bonuses	(1,036)
Net cashflow arising on disposal	(1,800)

6 Revenue

Geographical analysis of Group revenue

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
United Kingdom	18,704	21,621
Republic of Ireland	297	874
Total	19,001	22,495

During the current and prior year all revenue was generated at a point in time for the installation of LED and Solar systems at customer sites. Included within revenue is £1,349,000 (2024: £1,059,000 restated) of financing revenues recognised on historic LaaS and SaaS contracts within the Group's SPVs.

In the current year there were no customers (2024: nil) accounting for greater than 10% of the Group's revenue. Included within the current year revenue recognised is a balance of £392,000 which had been recognised as contract liabilities at the close of the prior period (2024: £1,689,000).

Group	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Accrued revenue	16	1,330	1,190
Contract assets	16	756	—
Contract liabilities	18	(465)	(392)

As at 31 December 2025, the Group recognised a contract asset of £756,000 (2024: £nil), primarily in relation to the Mace contracts for which work had been undertaken prior to year end, for which contractual documents were signed post 31 December 2025.

During the current period the Group has changed revenue accounting policy, leading to a restatement of the prior period comparatives (see note 3 for further details). Historically, on signing a contract, the Group recognised 30% of the contract net revenue, together with 30% of the expected project costs associated with delivering the contract. Upon signing, the Group now recognises 5% of revenue for Solar PV/Battery projects and 0% of revenue for LED/EV projects (see note 2.11 for further details). Following review by management this is judged to be a more true and fair representation of the costs incurred prior to the start of site ('SOS') date in order to deliver an investment grade, fully costed, planned and funded installation with key details set out in the customer contract.

7 Administration and distribution costs

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Wages and salaries	9	5,101	4,997
Rent, utilities and office costs		23	68
Capitalised staff costs	7	(68)	nil
Professional fees		651	915
Adjusting items	7	798	7,591
Amortisation	14	405	28
Depreciation	13, 19	606	452
Distribution costs		740	1,270

Wages and salaries does not include staff commissions costs, which are separately included as part of the cost of sales. Capitalised staff costs relate to work undertaken internally on the development of Phase 2 of the Lighting Survey App. During the current year, a total of £2,200,000 (2024 restated: £1,600,000) was reclassified from administration expenses to cost of sales in relation to costs directly attributable to projects.

Adjusting items – Non-GAAP Measure

The business is managed and measured on a day-to-day basis using underlying results (Adjusted EBITDA), a non-GAAP measure. This is an important metric utilised within the business to monitor performance and guide strategic business decisions. The metric captures the Group's view of underlying trading performance after excluding non-recurring items and initial investment/set-up costs related to establishing the Group's warehousing and logistics facilities. Further details of the categories considered as adjusting items are detailed in the table below.

Management applies judgement in determining which items should be excluded from Adjusted EBITDA. The considerations factored into this judgement include, but are not limited to:

- The nature of the item;
- The significance of the item on the financial results; and
- Management's expectation on the recurring or non-recurring nature of the item.

These are items which are material in nature and include, but are not limited to, changes in the initial recognition of contingent consideration, integration and restructuring costs, acquisition and disposal related costs, loss on disposal of the Energy Management Division in the prior year comparative and share-based payment expense.

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Share based payment expense	28	798	1,620
Integration and restructuring costs		–	2,049
Loss on disposal of Energy Management Division		–	3,922
Total		798	7,591

8 Auditor's remuneration

During the current year the Group appointed Cooper Parry Group Limited as auditors, replacing PKF Littlejohn LLP.

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Fees payable to the Company's auditor for the audit of Parent Company and consolidated financial statements	130	120
Overruns from prior period	40	45
Audit related assurance	18	–
Total	188	165

Audit overruns incurred in the current and prior year relate to work undertaken by PKF Littlejohn LLP.

Prior to the appointment of Cooper Parry Group Limited as the Group's auditors, 3RP (a member of the Cooper Parry Group) were engaged in a technical advisory and support capacity to assist with the Group's NetSuite ERP. Following the appointment of Cooper Parry Group Limited as auditors the Group has terminated this engagement with 3RP.

Notes to the financial statements continued

For the period ended 31 December 2025

9 Staff costs and Directors' remuneration

The Directors' remuneration for the Group and the Company is set out in the Directors' Remuneration Report on page 39.

The aggregate staff costs for the year were as follows:

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Wages and salaries		4,815	4,869
Social security costs		641	524
Pension costs		58	98
Share based payment expense	7	798	1,620
Total		6,312	7,111

Included within the wages and salaries figure is a total of £413,000 (2024: £494,000) in relation to sales commissions, which are included within cost of sales. In the current year, £68,000 (2024: £nil) of internal staff time was capitalised in relation to work undertaken internally on the development of Phase 2 of the Lighting Survey App.

Average Headcount was as follows:

	Year ended 31 December 2025 No.	Year ended 31 December 2024 No.
Technical	24	25
Sales	9	13
Admin	22	35
	55	73

On average, excluding Non-Executive Directors, the Group and Company employed 55 members of staff in the current year (2024: 73). Headcount figures for the prior year include staff within the Energy Management business which was reported as part of the discontinued operation (see note 5), who left the Group following the completion of the sale transaction on 9 February 2024. The Group also wound down its Irish operations as at December 2024, further contributing to the year on year reduction in headcount.

10 Finance income and expenses

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Interest expense – borrowings	357	441
Refinancing of NatWest financial assets	789	–
Unwind of financial liabilities	533	653
Finance charge on leased assets	132	119
Loss on foreign exchange	456	794
Warrants issued	12	360
Other finance costs	523	79
	2,802	2,446
Interest income	(21)	(257)
Net finance costs	2,781	2,189

11 Taxation

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
The (charge)/credit for period is made up as follows:			
Current tax charge/(credit)			
Adjustments in respect of prior years		–	(18)
Group relief adjustment in respect of prior years		–	219
Deferred tax (charge)/credit	21		
Origination and reversal of temporary differences		(962)	1,443
Total tax (charge)/credit for the year		(962)	1,644
Reconciliation of effective tax rate			
Loss before income tax		(2,431)	(10,960)
Income tax applying the UK corporation tax rate of 25% (2024: 25%)		607	2,741
Effect of tax rate in foreign jurisdiction		(42)	(217)
Non-deductible expenses		(130)	(1,095)
Movement in unrecognised deferred tax asset		(1,363)	185
Prior year adjustment		(34)	202
Other tax differences		–	(172)
Total tax (charge)/credit for the year		(962)	1,644

The movements in deferred tax are described in note 21.

Factors affecting the future tax charge

The standard rates of corporation tax in Ireland is 12.5% and the main rate of corporation tax in the UK is 25% and a 19% small profits rate of corporation tax was introduced for companies whose profits do not exceed £50,000.

This main rate applies to companies with profits in excess of £250,000. For UK resident companies with augmented profits below £50,000 a lower rate of 19% is generally applicable. For companies with augmented profits between £50,000 and £250,000, there is a sliding scale of tax rates. For corporate companies, both profit limits are divided by the number of active companies worldwide.

12 Earnings per share

The calculation of the basic and diluted earnings per share are calculated by dividing the profit or loss for the year by the weighted average number of ordinary shares in issue during the period.

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Earnings per share		
Loss for the period	(3,393)	(9,641)
Weighted number of ordinary shares in issue	387,224,625	387,224,625
Basic and dilutive earnings per share – pence	(0.88)	(2.49)
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Earnings per share – continuing operations		
Loss for the period	(3,393)	(9,316)
Weighted number of ordinary shares in issue	387,224,625	387,224,625
Basic and dilutive earnings per share – pence	(0.88)	(2.41)

Notes to the financial statements continued

For the period ended 31 December 2025

12 Earnings per share continued

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Earnings per share – discontinued operations		
Loss for the period	–	(325)
Weighted number of ordinary shares in issue	387,224,625	387,224,625
Basic and dilutive earnings per share – pence	–	(0.08)

13 Property, plant and equipment

Group	Property, plant and equipment £'000	Computer equipment £'000	Total £'000
Cost			
As at 1 January 2024	624	39	663
Additions	10	3	13
Gain on foreign exchange	41	6	47
Disposals	(30)	–	(30)
Transfers	14	(14)	–
As at 31 December 2024	659	34	693
Additions	–	24	24
Gain on foreign exchange	–	–	–
Disposals	(146)	(20)	(166)
Transfers	(136)	136	–
As at 31 December 2025	377	174	551
Accumulated Depreciation			
As at 1 January 2024	(348)	(23)	(371)
Charge for the year	(73)	(3)	(76)
Loss on foreign exchange	(40)	(6)	(46)
Disposals	27	–	27
As at 31 December 2024	(434)	(32)	(466)
Charge for the year	(50)	(14)	(64)
Gain on foreign exchange	–	–	–
Disposals	142	20	162
Transfers	120	(120)	–
As at 31 December 2025	(222)	(146)	(368)
Net Book Value			
As at 31 December 2024	225	2	227
As at 31 December 2025	155	28	183

13 Property, plant and equipment continued

Company	Property, plant and equipment £'000	Computer equipment £'000	Total £'000
Cost			
As at 1 January 2024	126	–	126
Additions	19	–	19
As at 31 December 2024	145	–	145
Additions	–	12	12
Transfers	(145)	145	–
As at 31 December 2025	–	157	157
Accumulated Depreciation			
As at 1 January 2024	(100)	–	(100)
Charge for the year	(26)	–	(26)
As at 31 December 2024	(126)	–	(126)
Charge for the year	–	(8)	(8)
Transfers	126	(126)	–
As at 31 December 2025	–	(134)	(134)
Net Book Value			
As at 31 December 2024	19	–	19
As at 31 December 2025	–	23	23

14 Intangible assets

The intangible assets primarily relate to the goodwill and separately identifiable intangible assets arising on the Group's acquisitions. The Group tests the intangible asset for indications of impairment at each reporting period, in line with accounting policies.

Group	Goodwill £'000	Software £'000	Total £'000
Cost			
As at 1 January 2024	3,010	496	3,506
Additions	–	18	18
Gain on foreign exchange	–	(12)	(12)
As at 31 December 2024	3,010	502	3,512
Additions	–	283	283
As at 31 December 2025	3,010	785	3,795
Accumulated Amortisation			
As at 1 January 2024	–	(41)	(41)
Charge for the year	–	(28)	(28)
As at 31 December 2024	–	(69)	(69)
Charge for the year*	–	(405)	(405)
As at 31 December 2025	–	(474)	(474)
Net Book Value			
As at 31 December 2024	3,010	433	3,443
As at 31 December 2025	3,010	311	3,321

* In the current year the Group commenced Phase 2 of the development of the Lighting Survey app. Following review, the remaining net book value associated with Phase 1 of the app was fully amortised within the year.

Notes to the financial statements continued

For the period ended 31 December 2025

14 Intangible assets continued

The recoverable amount of each cash generating unit was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management which are built 'bottom up' for the next three years. The annual discount rate applied to the cash flows is 12% (2024: 12%) which is a similar discount rate used by our valuation adviser in the previous year, to value the separably identifiable intangible assets in the prior year. Management applied a 0% long term growth rate when undertaking this modelling. The main sensitivity was noted to be the change in future revenue and application of debtor days. Further reductions in the modelled profit before tax by 5% would not result in the reduction of the recoverable amount to a figure lower than the carrying amount recognised.

All goodwill recognised as at 31 December 2025 relates to the Energy Services cash generating unit.

The Directors have considered and assessed reasonably possible changes in key assumptions and have not identified any instances that could cause the carrying amount to exceed recoverable amount.

Company	Software £'000	Total £'000
Cost		
As at 1 January 2024	109	109
Additions	12	12
As at 31 December 2024	121	121
Additions	—	—
As at 31 December 2025	121	121
Accumulated Amortisation		
As at 1 January 2024	(34)	(34)
Charge for the year	(17)	(17)
As at 31 December 2024	(51)	(51)
Charge for the year	(26)	(26)
As at 31 December 2025	(77)	(77)
Net Book Value		
As at 31 December 2024	70	70
As at 31 December 2025	44	44

15 Investments in subsidiaries

Company only	£'000
As at 31 December 2024	6,574
As at 31 December 2025	6,574

As at 31 December 2025, management of the Company undertook an impairment analysis for the investments held by the Company for which no impairment was required (2024: no impairment required).

15 Investments in subsidiaries continued

As at 31 December 2025, the Group held interests in the following subsidiary undertakings, which are included in the consolidated financial statements:

Name	Holding 2025	Holding 2024	Business activity	Country of incorporation	Registered address
Direct subsidiary undertaking					
eEnergy Holdings Limited	100%	100%	Holding Company	England & Wales	20 St Thomas Street, London, SE1 9RS
Indirect subsidiary undertakings					
e-Light Group Holdings Limited	100%	100%	Holding Company	Ireland	1-3 The Green, Malahide, Co. Dublin K36 N153
e-Light Ireland Limited	100%	100%	Trading Company	Ireland	1-3 the Green, Malahide, Co. Dublin K36 N153
eLight EAAS Projects Limited	100%	100%	Trading Company	Ireland	1-3 the Green, Malahide, Co. Dublin K36 N153
eLight EAAS Projects II Limited	100%	100%	Trading Company	Ireland	1-3 the Green, Malahide, Co. Dublin K36 N153
eEnergy Services UK Limited	100%	100%	Trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy UK Projects Limited	100%	100%	Trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy UK Projects SPV 1 Limited	100%	100%	Trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Aquila Projects Ltd	100%	100%	Trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy EAAS Projects Limited	100%	100%	Trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Services RSL Limited	100%	100%	Non-trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Services N.I. Limited	100%	100%	Trading Company	Northern Ireland	19 Arthur Street, Belfast, BT1 4GA
Smartech Energy Projects Limited	100%	100%	Non-trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
Energy Centric Limited	100%	100%	Non-trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
Zero Carbon Projects Ltd	100%	100%	Non-trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Management Topco Limited	100%	100%	Holding Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Management Holdings Limited*	100%	100%	Holding Company	England & Wales	20 St Thomas Street, London, SE1 9RS
eEnergy Management USA Limited	100%	100%	Non-trading Company	England & Wales	20 St Thomas Street, London, SE1 9RS
Utility Team US Inc	100%	100%	Non-trading Company	United States	919 North Market Street, Suite 950 - Wilmington Delaware 19801

* On 9 February 2024, the Group completed the sale of the Energy Management business to Flogas Britain (see note 5 for further information). This resulted in the disposal of three indirect 100% owned subsidiaries: Equity Energies Limited (formerly eEnergy Management Limited), eEnergy Insights Limited and eEnergy Consultancy Limited.

All subsidiary entities incorporated in England and Wales are exempt from the requirements of the Companies Act 2006 related to the audit of individual accounts by virtue of Section 479A CA2006. eEnergy Group plc has provided a guarantee in accordance with s479C.

Notes to the financial statements continued

For the period ended 31 December 2025

16 Trade and other receivables

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Trade receivables	782	420
Prepayments	197	476
Accrued revenue	1,330	1,190
Contract assets	756	–
VAT	–	344
Other receivables	449	300
Total	3,514	2,730

All trade receivables are short term and due from counterparties with acceptable credit ratings so there is no expectation of a credit loss. Accordingly, the Directors consider that the carrying value amount of trade and other receivables approximates to their fair value. See note 26 for further details.

As at 31 December 2025, the Group recognised a contract asset of £756,000 (2024: £nil), primarily in relation to the Mace project for which work had been undertaken prior to year end, for which contractual documents were signed post 31 December 2025.

The prior period comparatives has been restated to represent the correct IFRS 9 accounting treatment for capitalised debt fees. £237,000 formerly presented within prepayments has been recalculated as £278,000 and reclassified to borrowings in relation to fees incurred in establishing the NatWest Customer Funding Facility. As at 31 December 2025 a balance of £254,000 is recognised in other receivables for these capitalised debt fees as the NatWest facility had been fully repaid as at 31 December 2025, but remained available for utilisation.

Company only	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Non-current		
Intercompany receivables	23,133	23,963
Current		
Prepayments	12	212
VAT	57	71
Other receivables	95	24
	164	307
Total	23,297	24,270

All intercompany receivables are non-interest bearing, unsecured and repayable on demand. Management do not anticipate recalling balances due from other Group undertakings within the next 12 months, as such the balance has been classified as non-current.

17 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and short-term deposits. The carrying value of these approximates to their fair value. Cash and cash equivalents included in the Cashflow statement comprise the following balance sheet amounts:

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Cash and cash equivalents	921	2,317
Total	921	2,317
Company only	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Cash and cash equivalents	30	175
Total	30	175

18 Trade and other payables

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Trade payables	3,630	3,519
Accrued expenses	857	2,136
Contract liabilities	465	392
Social security and other taxes	140	—
Other payables	622	2,230
Total	5,714	8,277

Trade payables and accruals principally comprise amounts outstanding for trade purchases and continuing costs. The Directors consider that the carrying value amount of trade and other payables approximates to their fair value. Please refer to note 25.

Contract liabilities represent revenues collected but not yet earned as at the year end.

Company only	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Trade payables	484	159
Accrued expenses	303	540
Intercompany payables	8,057	7,821
Other payables	214	331
Total	9,058	8,851

All intercompany payables are non-interest bearing, unsecured and repayable on demand. Management do not anticipate balances due to other Group undertakings being recalled within the next 12 months, but have elected to present them as current liabilities as they are repayable on demand.

19 Leases

On review of the electric vehicle fleet during the current year, management noted that a number of vehicles were additions in the prior financial year, for which rental expense had been recognised through the income statement, as opposed to the correct recognition of a right of use asset and lease liability under the requirements of IFRS 16. While the change in net assets is trivial, management elected to restate the prior period comparatives due to the material size for the gross right of use asset and gross lease liability on the statement of financial position.

Right of use asset additions of £868,000 were recognised in the prior period, with £68,000 of depreciation recognised. This offset against rental expenses previously recognised of £82,000 leading to a reduction in administrative expenses of £14,000. Lease additions of £868,000 were recognised in the prior period, with an additional interest expense of £25,000. As at 31 December 2024, additional right of use assets with a net book value of £800,000 and associated lease liabilities of £811,000 had been recognised, generating a decrease in net assets as at 31 December 2024 of £11,000. See note 3 for further information.

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Right of use assets		
Properties	129	559
Motor vehicles	759	801
Total	888	1,360

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Lease Liabilities		
Current	388	428
Non-current	536	1,073
Total	924	1,501

Notes to the financial statements continued

For the period ended 31 December 2025

19 Leases continued

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Lease Liabilities – Maturity Analysis		
Current	388	428
Between 1-5 years	536	1,073
Beyond 5 years	–	–
Total	924	1,501

Movement on Lease Liabilities	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
As at 1 January	(1,501)	(573)
Additions	(518)	(1,281)
Interest	(134)	(119)
Repayments	641	440
(Loss)/gain on foreign exchange	(29)	32
Disposals	617	–
As at 31 December	(924)	(1,501)

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
A reconciliation of the carrying amount of each class of right of use asset is as follows:		
Properties		
As at 1 January	559	497
Additions	257	385
Disposals	(424)	–
Depreciation	(286)	(304)
Gain/(loss) on foreign exchange	23	(19)
As at 31 December	129	559
Motor Vehicles		
As at 1 January	801	5
Additions	261	868
Disposals	(47)	–
Depreciation	(256)	(72)
As at 31 December	759	801

19 Leases continued

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Company only		
Right of use assets		
Properties	129	129
Motor vehicles	557	491
Total	686	620
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Company only		
Lease Liabilities		
Current	316	272
Non-current	398	357
Total	714	629
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Company only		
Lease Liabilities – Maturity Analysis		
Current	316	272
Between 1-5 years	398	357
Beyond 5 years	–	–
Total	714	629
	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Company only		
Movement on Lease Liabilities		
As at 1 January	(629)	(132)
Additions	(514)	(781)
Interest	(69)	(49)
Repayments	473	333
Disposals	25	–
As at 31 December	(714)	(629)

Notes to the financial statements continued

For the period ended 31 December 2025

19 Leases continued

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Company only		
A reconciliation of the carrying amount of each class of right of use asset is as follows:		
Properties		
As at 1 January	129	128
Additions	257	257
Depreciation	(257)	(256)
As at 31 December	129	129
Motor Vehicles		
As at 1 January	491	5
Additions	257	522
Disposals	(24)	–
Depreciation	(167)	(36)
As at 31 December	557	491

20 Borrowings

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Group		
Current		
COVID Bounce Back Loan	–	29
NatWest Customer Funding Facility	–	461
	–	490
Non-current		
Harwood Facility	1,288	–
NatWest Customer Funding Facility	–	3,265
	1,288	3,265
Total borrowings	1,288	3,755
Company		
Non-current		
Harwood Facility	1,288	–
Total borrowings	1,288	–

20 Borrowings continued

In February 2024 eEnergy Projects SPV 1 Limited, a subsidiary of the eEnergy Group entered into a Customer Funding Facility with National Westminster Bank plc ('NatWest') with the capacity to draw down up to £40m of funding to support public sector customers and provide credit for their LaaS and SaaS contracts. The facility has a 10 year duration and is drawn down in tranches against completed LaaS and SaaS installations, with a revolving credit facility that can be drawn against signed SaaS contracts. Interest is calculated on a drawdown by drawdown basis calculated from the compound reference rate for that date and an agreed margin figure. The balance was repaid in full post year end. A debenture establishes security over the SPV's present and future assets to secure obligations under the Facilities Agreement. The debenture includes provisions for fixed and floating charges and mechanisms for enforcement in case of default. In June 2025 following the Redaptive purchase of all of eEnergy Projects SPV 1 Limited's long term LaaS and SaaS contracts, the NatWest facility was repaid in full. The facility remains open and unutilised as at year end and continues to incur quarterly commitment fees. The prior period comparative has been restated in order to recognise £278,000 of capitalised debt fees alongside the outstanding facility balance. As at 31 December 2025 the facility has been fully repaid and a balance of £254,000 has been recognised in other debtors in relation to the capitalised debt fees.

On 13 November 2025 eEnergy Group plc completed a utilisation request for £1,500,000 from Harwood Holdco Limited. This facility incurs interest at 10% per annum with a repayment date of 12 November 2026. eEnergy Group plc has the option to extend the loan facility for a further 6 month period to 12 May 2027 with an increased interest rate of 12.5%. A final 6 month extension is optional to 12 November 2027 incurring interest at 15% per annum. Alongside the loan instrument, eEnergy Group plc has issued warrants to Harwood Holdco Limited, further detailed in note 28. As at 31 December 2025, capitalised debt fees of £212,000 were recognised alongside the Harwood Facility balance, in relation to the warrant costs and other capitalised debt fees incurred when establishing the facility.

eEnergy Services RSL Limited, a subsidiary within the eEnergy Group holds an outstanding COVID Bounce Back Loan facility secured via Barclays Bank. The facility was established in February 2021 and has a term of 6 years, accruing interest at 2.5% per annum. As at 31 December 2025 a balance of £29,000 remained outstanding (2024: £29,000). During the current financial year the balance has been reclassified from borrowings to other creditors, as eEnergy Services RSL Limited does not currently hold any active Barclays banking facilities.

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Maturity on the borrowings is as follows:		
Current	–	465
Due between 1-2 years	1,288	929
Due between 2-5 years	–	1,613
Due beyond 5 years	–	748
Total	1,288	3,755

Company	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Maturity on the borrowings is as follows:		
Current	–	–
Due between 1-2 years	1,288	–
Due between 2-5 years	–	–
Due beyond 5 years	–	–
Total	1,288	–

21 Deferred Tax

Deferred tax assets and liabilities are attributable to the following:

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Tangible assets	(28)	(115)
Losses	1,509	2,521
Other	(18)	19
Total	1,463	2,425

Notes to the financial statements continued

For the period ended 31 December 2025

21 Deferred Tax continued

Movement in temporary timing difference during the period:

The following are the major deferred tax liabilities and assets recognised by the Group and the movements thereon during the current and prior reporting period:

Group	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
As at 1 January		2,425	194
Transfer to discontinued operation		—	788
(Charge)/credit for the year to income statement	11	(962)	1,443
As at 31 December		1,463	2,425

Unrecognised deferred tax assets

As at 31 December 2025, the Group had tax losses in the UK and Ireland totalling £17.8m and £3.5m respectively (2024: £15.4m and £3.2m) for which deferred tax assets have been recognised to the extent that it is expected to be future taxable profits against which the Group can use the benefit therefrom.

22 Provisions

	Restructuring £'000	O&M and Warranty £'000	Onerous contract £'000	Total £'000
As at 1 January 2024	—	(15)	(631)	(646)
Transfer from payables	—	(49)	—	(49)
Charged to Statement of comprehensive income	(190)	(443)	(222)	(855)
Utilised	—	15	631	646
As at 31 December 2024	(190)	(492)	(222)	(904)
Transfer from payables	—	(9)	—	(9)
Charged to Statement of comprehensive income	—	(244)	—	(244)
Utilised	190	369	222	781
As at 31 December 2025	—	(376)	—	(376)
	Restructuring £'000	O&M and Warranty £'000	Onerous contract £'000	Total £'000
Current	(190)	(98)	(222)	(510)
Non-current	—	(394)	—	(394)
As at 31 December 2024	(190)	(492)	(222)	(904)
Current	—	(71)	—	(71)
Non-current	—	(305)	—	(305)
As at 31 December 2025	—	(376)	—	(376)

The Group maintains several different classifications in relation to provisions balances.

On 9 February 2024 the Group disposed of the Energy Management Division and has subsequently been through a restructuring process in order to streamline the remaining Energy Services Operations. A balance of £190,000 was utilised during the current period, clearing the provision to £nil as at 31 December 2025.

The Group maintains an Operations & Maintenance ('O&M') and Warranty provision for all installations, which unwinds across the contract duration for each project. A charge of £244,000 (2024: £443,000) was recognised in the period, while £369,000 (2024: £15,000) was utilised, primarily on legacy Lighting-as-a-Service contracts prior to the standardisation of key components. In the current period a further balance of £9,000 (2024: £49,000) was reclassified from the payables balances where it had been previously presented in order to consolidate the provision balance.

The onerous contract provision recognises contracts at the point they are identified as being loss making, for which the brought-forward balance of £222,000 was fully utilised via the Statement of comprehensive income to offset against costs incurred as part of the winding down of the Irish operations following the Group's restructuring exercises in the prior period.

During the current and prior year eEnergy Group plc did not hold any provision balances.

23 Share capital and share premium

	Ordinary shares No.	Share capital £'000	Deferred share capital £'000	Total share capital £'000	Share premium £'000
As at 1 January 2024	387,224,625	1,161	15,333	16,494	49,319
As at 31 December 2024	387,224,625	1,161	15,333	16,494	49,319
As at 31 December 2025	387,224,625	1,161	15,333	16,494	49,319

The deferred shares have no voting, dividend, or capital distribution (except on winding up) rights. They are redeemable at the option of the Company alone.

Details of share options and warrants issued during the year and outstanding at 31 December 2025 are set out in note 28.

The share premium represents the difference between the nominal value of the shares issued and the actual amount subscribed less: the cost of issue of the shares, the value of the bonus share issue, or any bonus warrant issue.

24 Other reserves

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Share based payment reserve	2,345	1,630
Warrant reserve	897	779
Revaluation reserve	34	34
Other reserves	3,276	2,443

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Reverse acquisition reserve	(35,246)	(35,246)
Total	(35,246)	(35,246)

Company	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Share based payment reserve	2,345	1,630
Warrant reserve	897	779
Total	3,242	2,409

The other reserves consist of the share based payment reserve, warrant reserve and revaluation reserve. During the current year the warrant accounting treatment under IFRS 9 has been reviewed, resulting in a restatement to increase the prior period balance by £329,000 (see Note 3 for further information). The warrant reserve has also been separately disclosed, having previously been included within the share based payment reserve balance.

The warrant reserve represents the fair value for all open equity settled liabilities in relation to warrants issued by the Group. The 'liability' is recognised on inception at the fair value of the total instrument and remains in place until the instrument either lapses or is vested.

The share based payment reserve represents the fair value for all share settled share based payment schemes, which builds up throughout the vesting period of each respective share scheme. The balance remains in place until either the scheme vests or lapses.

The revaluation reserve represents the historic fair value increase assets in the carry value of other current assets.

Notes to the financial statements continued

For the period ended 31 December 2025

25 Financial instruments and risk management

Capital risk management

The Company manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders. The overall strategy of the Company and the Group is to minimise costs and liquidity risk.

The capital structure of the Group consists of equity attributable to equity holders of the Parent, comprising issued share capital, foreign exchange reserves and retained earnings as disclosed in the Consolidated statement of changes in equity.

The Group is exposed to a number of risks through its normal operations, the most significant of which are interest, credit, foreign exchange and liquidity risks. The management of these risks is vested to the Board of Directors.

The sensitivity has been prepared assuming the liability outstanding was outstanding for the whole period. In all cases presented, a negative number in profit and loss represents an increase in finance expense/decrease in interest income.

Fair value measurements recognised in the Statement of financial position

The following provides an analysis of the Group's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 & 2 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 2 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).
- Level 3 assets are assets whose fair value cannot be determined by using observable inputs or measures, such as market prices or models. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates or risk-adjusted value ranges.

Equity price risk

The Group is exposed to equity price risks arising from equity investments. Equity investments are held for strategic purposes.

Interest rate risk

The Group is exposed to interest rate risk whereby the risk can be a reduction of interest received on cash surpluses held and an increase in interest on borrowings the Group may have. The maximum exposure to interest rate risk at the reporting date by class of financial asset was:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Group		
Cash and cash equivalents	921	2,317
Total	921	2,317

Given the low interest rate environment on bank balances, any probable movement in interest rates would have an immaterial effect. The maximum exposure to interest rate risk at the reporting date by class of financial liability was:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Total borrowings	1,288	3,755

Assuming the amount at period end was held for a year, a 10% movement in this rate would have a £26,000 (2024: £220,000) effect on the amount owing.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers. Indicators that there is no reasonable expectation of recovery include, amongst others, failure to make contractual payments for a period of greater than 120 days past due.

The carrying amount of financial assets represents the maximum credit exposure.

The principal financial assets of the Company and Group are bank balances, trade receivables and long term cashflows on historic LaaS and SaaS contracts within the Group's SPVs. The Group deposits surplus liquid funds with counterparty banks that have high credit ratings and the Directors consider the credit risk to be minimal.

25 Financial instruments and risk management continued

Credit risk continued

The Group's maximum exposure to credit by class of individual financial instrument is shown in the table below:

Group	2025 Carrying value £'000	2025 Maximum exposure £'000	2024 Carrying value Restated £'000	2024 Maximum exposure Restated £'000
Cash and cash equivalents	921	921	2,317	2,317
Trade receivables	782	782	420	420
Financial assets – customer receivables	6,327	6,327	14,896	14,896
	8,030	8,030	17,633	17,633
Company	2025 Carrying value £'000	2025 Maximum exposure £'000	2024 Carrying value £'000	2024 Maximum exposure £'000
Cash and cash equivalents	30	30	175	175
	30	30	175	175

Trade receivables

The Group has applied IFRS 9 Financial Instruments and the related consequential amendments to other IFRSs. IFRS 9 introduces requirements for the classification and measurement of financial assets and financial liabilities as well as the impairment of financial assets.

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a loss event to have occurred before credit losses are recognised.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. During the period, there were no credit losses experienced and no loss allowance being recorded. As part of the IFRS 9 restatement for the SPVs, one customer was recognised to have moved to administration in the prior prior period and the opening financial asset was restated accordingly, see note 3 for further information.

Currency risk

The Group operates in a global market with income and costs arising in a number of currencies and is exposed to foreign currency risk arising from commercial transactions, translation of assets and liabilities and net investment in foreign subsidiaries. Exposure to commercial transactions arise from sales or purchases by operating companies in currencies other than the Company's functional currency. Currency exposures are reviewed regularly.

The Group has a limited level of exposure to foreign exchange risk through its foreign currency denominated cash balances, trade receivables and payables:

Euro	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Cash and cash equivalents	279	64
Trade receivables	25	110
Financial asset – customer receivables	1,991	2,377
Financial liabilities	(6,955)	(7,768)
Trade payables	(95)	(151)
Total	(4,755)	(5,368)

Euro currency risk arises from the eLight Group operations in Ireland, which includes Euro denominated cash balances and working capital, in addition to Euro denominated financial assets in relation to contracted future cashflows from LaaS contracts and the associated financial liabilities for the commitments to funding partners SUSI and SOLAS. Financial liabilities include Euro denominated liabilities due to SUSI and SOLAS funding partners in Ireland. Additionally, SUSI also act as a funding partner for UK operations with a Euro denominated funding cash commitment, which is matched against Sterling denominated contracted future cashflows from Lighting-as-a-Service contracts. As at 31 December 2024 the Group held a number of Euro forward contracts, all of which were closed out in the current financial year.

Notes to the financial statements continued

For the period ended 31 December 2025

25 Financial instruments and risk management continued

Currency risk continued

The table below summarises the impact of a 10% increase/decrease in the relevant foreign exchange rates versus the Euro rate for the Group's pre-tax earnings for the period and on equity:

Euro	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Impact of 10% change	31	158
Total	31	158

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group seeks to manage liquidity risk by regularly reviewing cash flow budgets and forecasts to ensure that sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Group deems there is sufficient liquidity for the foreseeable future.

The Group had cash and cash equivalents at period end as below:

Group	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Cash and cash equivalents	921	2,317
Total	921	2,317

26 Financial assets and financial liabilities

SPV funding liabilities

Management recognise SPVs as principal for the delivery of historic LaaS and SaaS contracts. In order to provide contracts with payment terms that extend over 5 to 10 years, the SPVs engaged directly with funding partners in order to provide financing for installations and extend credit to the customer. Third-party funding can be split into three separate categories, as detailed below.

Sale of contracted future cashflows, including obligation for cash collection

In this scenario, the SPV completes the installation project, then sells the LaaS/SaaS contract to a third-party in exchange for cash consideration which is used to fund the installation works. The customer contract is then novated to the third-party funder, who retains the risks and rewards for collection of future contracted cashflows. In this instance the financial asset arising from future contracted cashflows is disposed of in exchange for cash, with any gain or loss recognised through financing expense in the Statement of comprehensive income. Under this model, no financial assets or liabilities are recognised by the SPV following the novation of the contract to the funder.

Sale of contracted future cashflows, retaining the obligation for cash collection

In this scenario, the SPV sells the rights to future cashflows under LaaS and SaaS contracts to a third-party funder in exchange for cash, but retains the obligation and associated liabilities for the collection of future contracted cashflows. As such a financial asset is recognised which represents the contracted future cashflows due under each contract, which is unwound via financing income changed to the Statement of comprehensive income. A financial liability is also recognised presenting the agreed payments due to the third-party funder in order to meet the obligation due under the sale of rights to future cashflows. The financial liability is unwound via interest expense in the Statement of comprehensive income. This is relevant for funding provided by SUSI, SOLAS and Aquila. As at 31 December 2025 a financial liability of £7,863,000 (2024: £9,284,000 restated) was recognised in relation to these funders, offset against a financial asset of £6,327,000 (2024: £8,577,000 restated).

Drawdown of loan facility collateralised against contracted future cashflows due to the SPV

During 2024, the Group entered into a funding facility with NatWest in order to finance public sector customers under LaaS and SaaS contracts. The loan facility is drawn down against individual project balances upon agreed contractual performance conditions. The SPV recognises a financial asset which represents the contracted future cashflows due under each contract, which is unwound via financing income changed to the Statement of comprehensive income. The NatWest customer financing facility is recognised within borrowings, with interest accruing charged to the Statement of comprehensive income. As at 31 December 2025, the total balance outstanding on the NatWest facility was £nil (2024: £3,726,000 restated) following the repayment of the facility after the purchase of the contracts by Redaptive. As such there was no financial asset as at 31 December 2025 (2024: £6,319,000).

26 Financial assets and financial liabilities continued

Drawdown of loan facility collateralised against contracted future cashflows due to the SPV continued

Analysis of funding related financial assets and financial liabilities:

Group	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 Restated £'000
Financial assets – customer receivables		6,327	14,896
Financial liabilities due to funders		(7,863)	(9,284)
NatWest Customer Funding Facility	20	–	(3,726)
Total		(1,536)	1,886

Derivative financial instruments

As at 31 December 2024, the Group held a number of open Euro forward foreign exchange rate contracts with HSBC, all of which were closed out during the current financial year. These forwards are used by the Group to hedge Euro currency payments to SUSI who act as a funding partner for UK operations with a Euro denominated funding cash commitment, which is matched against Sterling denominated contracted future cashflows from Lighting-as-a-Service contracts. The forward foreign exchange contracts resulted in the recognition of a derivative liability of £435,000 as at 31 December 2024, which had been cleared to Enil as at 31 December 2025.

Group	2025 Fair value £'000	2025 Notional value £'000	2024 Fair value £'000	2024 Notional value £'000
Forward foreign exchange contracts	–	–	(435)	5,235

The Group holds the following financial instruments at amortised cost:

2025 – Group	Financial assets at amortised cost £'000	Financial liabilities at amortised cost £'000	Total £'000
Trade and other receivables	1,428	–	1,428
Cash and cash equivalents	921	–	921
Financial assets – customer receivables	6,327	–	6,327
Trade and other payables	–	(4,717)	(4,717)
Lease liabilities	–	(924)	(924)
Financial liabilities to funders	–	(7,863)	(7,863)
Derivative financial liabilities	–	–	–
Borrowings	–	(1,288)	(1,288)
Total	8,676	(14,792)	(6,116)

2024 – Group	Financial assets at amortised cost Restated £'000	Financial liabilities at amortised cost Restated £'000	Total Restated £'000
Trade and other receivables	1,196	–	1,196
Cash and cash equivalents	2,317	–	2,317
Financial assets – customer receivables	14,896	–	14,896
Trade and other payables	–	(6,141)	(6,141)
Lease liabilities	–	(1,501)	(1,501)
Financial liabilities to funders	–	(7,776)	(7,776)
Derivative financial liabilities	–	(435)	(435)
Borrowings	–	(3,755)	(3,755)
Total	18,409	(19,608)	(1,199)

Notes to the financial statements continued

For the period ended 31 December 2025

26 Financial assets and financial liabilities continued

Derivative financial instruments continued

The Company holds the following financial instruments at amortised cost:

	Financial assets at amortised cost £'000	Financial liabilities at amortised cost £'000	Total £'000
2025 - Company			
Trade and other receivables	9	—	9
Cash and cash equivalents	30	—	30
Trade and other payables	—	(8,541)	(8,541)
Lease liabilities	—	(714)	(714)
Borrowings	—	(1,288)	(1,288)
Total	39	(10,543)	(10,504)

	Financial assets at amortised cost Restated £'000	Financial liabilities at amortised cost Restated £'000	Total Restated £'000
2024 - Company			
Trade and other receivables	24,199	—	24,199
Cash and cash equivalents	175	—	175
Trade and other payables	—	(7,980)	(7,980)
Lease liabilities	—	(629)	(629)
Borrowings	—	—	—
Total	24,374	(8,609)	15,765

27 Reconciliation of movement in net debt

	As at 1 January 2025 £'000	New borrowings £'000	Interest added to debt £'000	Debt repaid £'000	Other cashflows £'000	Other adjustments £'000	As at 31 December 2025 £'000
Cash at bank	2,317	3,841	—	(7,292)	2,055	—	921
Borrowings	(3,755)	(3,841)	(357)	6,651	—	14	(1,288)
Net cash (debt) excluding lease liabilities	(1,438)	—	(357)	(641)	2,055	14	(367)
Lease Liabilities	(1,501)	(518)	(134)	641	—	588	(924)
Net cash (debt)	(2,939)	(518)	(491)	—	2,055	602	(1,291)

	As at 1 January 2024 £'000	New borrowings £'000	Interest added to debt £'000	Debt repaid £'000	Other cashflows £'000	Other adjustments £'000	At 31 December 2024 £'000
Cash at bank	597	4,603	—	(9,064)	6,181	—	2,317
Borrowings (restated)	(7,479)	(4,603)	(107)	8,707	—	(273)	(3,755)
Net cash (debt) excluding lease liabilities (restated)	(6,882)	—	(107)	(357)	6,181	(273)	(1,438)
Lease Liabilities (restated)	(573)	(1,281)	(119)	440	—	32	(1,501)
Net cash (debt) (restated)	(7,455)	(1,281)	(226)	83	6,181	(241)	(2,939)

28 Share based payments and share options

(i) Growth Shares

On 7 July 2020, the Company created the eEnergy Group Management Incentive Plan. The MIP is linked to the growth in the value of the Company. The forms of incentive award to be implemented as part of the MIP comprise:

'Growth Share Awards': awards granted in the form of an immediate beneficial interest to be held by participants in a discrete and bespoke class of ordinary shares ('Growth Shares') in eEnergy Holdings Limited, a wholly owned subsidiary of the Company. After a minimum period of three years, the Growth Shares may be exchanged for new ordinary shares of 0.3 pence each in the Company ('Ordinary Shares'), subject to meeting performance conditions.

As at 31 December 2025 the following Directors ('Participants') had subscribed for Growth Shares in eEnergy Holdings Limited for their tax market value as set out in the table below. This value was determined by the Company's independent advisers, Deloitte LLP. Payment of the subscription monies by the Participants is a firm commitment, with payment normally deferred until the MIP matures.

Director	Number of Growth Shares No.	Aggregate subscription price £
Harvey Sinclair	5,500	298,650
Andrew Lawley	1,000	54,300
David Nicholl (former Director)	1,000	54,300
Total	7,500	407,250

The Participants earn a percentage share of the 'Value Created', being the difference between the Group's market capitalisation (one-month average) at the start and end of the measurement period (which is at least three years) adding any returns to shareholders such as dividends and deducting the value of new shares issued for cash or otherwise. The percentage share of the Value Created is subject to a minimum Total Shareholder Return ('TSR') hurdle of 5% and up to 15% TSR is equal to the annual TSR realised by shareholders over the measurement period, and thereafter increased on a straight line basis so that at 25% TSR the share of the Value Created is 20%, which is the maximum percentage of the Value Created allocated to the MIP.

Growth Shares can be exchanged for Ordinary Shares after three or four years at the Company's or Participant's option, based on the Value Created at that time. The value of any EMI Share Options held by a Participant are deducted from the value of their Growth Shares before conversion to Ordinary Shares. The Remuneration Committee must be satisfied that the gains on the Growth Shares are justified by the underlying financial performance of the Group.

Participants were required to hold 50% of any Ordinary Shares acquired on conversion of the Growth Shares until the end of the fourth year (30 June 2025).

On a change of control, the TSR growth rate up to that date is measured and if the 5% minimum is achieved, Participants will share in the value created.

The fair value of the Growth Shares over the vesting period being three years grant date was deemed to be £833,000, with £nil (2024: £nil) fair value expensed during the year as the scheme had been expensed in full by the close of 31 December 2023.

(ii) EMI Share Option Awards and non-advantaged Share Option Awards – 2024 Scheme

Following the lapse of the historic 2021 EMI scheme and other schemes, the Group issued a new 2024 EMI scheme. The scheme will run over a 3-year period with EMI options qualifying under Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003. Options shall vest and become exercisable on the measurement date to the extent that the share price on the measurement date is as follows:

- Share price less than 9.32 pence – nil options exercisable;
- Share price less than 13.00 pence – 38% of options exercisable;
- Share price less than 15.80 pence – 84% of options exercisable; and
- Share price more than 15.80 pence – 100% of options exercisable.

Where the share price falls in between the figures specified above, the number of shares in respect of which the options vest and become exercisable will be determined on a straight-line basis, rounded down to the nearest whole number of shares. The Board may adjust the share price targets to reflect variations in the share capital of the Company, special dividends, rights issues or other events which may in the Board's reasonable opinion affect the current or future value of the shares.

During the current financial year, there have been 2 separate grants issued under the 2024 EMI Scheme, as detailed in the table below.

Under the EMI, the maximum number of shares that are issued on the measurement date cannot exceed 14% of the Company's market capitalisation. During the current financial year a total share-based payment charge of £798,000 (2024: £1,336,000) was recognised in the Statement of comprehensive income in relation to this scheme.

Malus, clawback and leaver provisions apply to the MIP as outlined in the Admission Document.

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28 Share based payments and share options continued

(ii) EMI Share Option Awards and non-advantaged Share Option Awards – 2024 Scheme continued

Date of grant	Number of options originally granted	Contractual life (years)	Share price at date of grant	Number of employees at grant	Exercise price	Expected volatility	Expected life (years)	Risk free rate	Fair Value per option
26 Feb 2024*	28,080,000	3	£0.0655	1	£0.003	56%	3	4.11%	£0.055
26 Feb 2024*	8,000,000	3	£0.0655	1	£0.003	56%	3	4.11%	£0.056
26 Feb 2024*	11,000,000	3	£0.0655	2	£0.003	56%	3	4.11%	£0.052
26 Feb 2024*	7,975,000	3	£0.0655	10	£0.003	56%	3	4.11%	£0.042
19 Dec 2024	3,900,000	3	£0.0455	2	£0.003	56%	3	4.11%	£0.018
5 Feb 2025	500,000	2	£0.0480	1	£0.003	56%	2	4.11%	£0.018
17 Nov 2025	5,650,000	2	£0.0470	5	£0.003	61%	2	3.68%	£0.014

Date of grant	Number of options originally granted	Vested	Lapsed/forfeited	Outstanding as at 31 December 2025
26 Feb 2024*	55,055,000	—	(12,150,000)	42,905,000
19 Dec 2024	3,900,000	—	—	3,900,000
5 Feb 2025	500,000	—	—	500,000
17 Nov 2025	5,650,000	—	—	5,650,000

* 26 February 2024 grant options have been corrected from the 48,055,000 presented in the prior year accounts

(iii) Other share options or warrants

On 9 January 2020 the Company issued 1,575,929 warrants to a number of advisers as part of the reverse acquisition transaction completed on that date which are exercisable for the 4 years following the anniversary of the date of issue at 7.5p per share. These adviser warrants had an estimated value of £45,544 which is based on the Black-Scholes model which is considered most appropriate considering the effects of vesting conditions, expected exercise period and the payment of dividends by the Company.

These warrants lapsed in the current year and as a result £45,544 was recycled from the warrant reserve to the accumulated losses account. On 25 November 2022, the Group secured £2,525,000 in secured debt financing being structured as secured discounted capital bonds. In connection to this debt financing, the subscribers of the bonds were granted 42,083,328 warrants in the Company which are exercisable for 5 years following the issue of the bonds. These bond warrants had an estimated value of £631,788 which is based on the Black-Scholes model which is considered the most appropriate considering the effects of vesting conditions, expected exercise period and the payment of dividends by the Company.

32,791,216 of the bond warrants were granted on or around 25 November 2022, with the remaining 9,292,112 granted on or around 20 December 2022, following the receipt of shareholder approval at the Company's 2022 AGM.

Date of grant	Number of warrants	Share price	Exercise price	Expected volatility	Expected life	Risk free rate	Expected dividends
25 Nov 2022	32,791,216	£0.0581	£0.060	45.00%	5	3.28%	0.00%
20 Dec 2022	9,292,112	£0.0320	£0.060	45.00%	5	3.50%	0.00%

On 13 November 2025 eEnergy Group plc completed a utilisation request for £1,500,000 from Harwood Holdco Limited. The Company agreed to grant warrants over 8,653,846 ordinary shares of 0.3 pence each in the capital of the Company to Harwood at a strike price of 5.2 pence per Ordinary Share. The Warrants will be exercisable, in whole or in part, at any time until 12 November 2030. In the event that the Company raises funds by way of an equity financing round where Ordinary Shares are issued in exchange for cash at a price per Ordinary Share of less than £0.052, the strike price will be amended to reflect the issue price per Ordinary Share, provided that this shall not, for the avoidance of doubt, apply to any funds raised from (a) any subscription monies for the Warrant Shares pursuant to this instrument; or (b) any Ordinary Shares issued on the exercise of any option granted to an employee, officer or consultant of the Company. Any Warrants that remain unexercised at the end of the Subscription Period shall lapse and terminate immediately on such expiry without further notice and shall be of no further force or effect.

Date of grant	Number of warrants	Share price	Exercise price	Expected volatility	Expected life	Risk free rate	Expected dividends
13 Nov 2025	8,653,846	£0.0480	£0.052	62.00%	5	3.65%	0.00%

The total fair value of the warrants was recognised as £164,000, which was recognised as an addition to the warrant reserve in the current year. The expense was then capitalised against the Harwood borrowings balance to be recognised at amortised cost matched over the life of the agreement.

Total contingently issuable shares

	Year ended 31 December 2025	Year ended 31 December Restated 2024
Executive Share Option Plan	—	471,000
Other Share Options and Warrants	103,692,174	92,164,257
	103,692,174	92,635,257

28 Share based payments and share options continued

(iii) Other share options or warrants continued

Total contingently issuable shares continued

The number and weighted average exercise price of the share options and warrants are as follows:

	2025		2024	
	Weighted average exercise price	No. of share options	Weighted average exercise price (restated)	No. of share options
Outstanding at the beginning of the year	3.012 pence	92,635,257	3.988 pence	68,125,177
Granted during the year	3.164 pence	14,803,846	0.300 pence	58,955,000
Lapsed during the year	3.328 pence	(3,746,929)	5.606 pence	(34,444,920)
Outstanding at the end of the year	3.022 pence	103,692,174	3.012 pence	92,635,257
Exercisable at the end of the year	–	–	0.300 pence	175,000

Share options and warrants outstanding as at 31 December 2025 had a weighted average exercise price of 3.022 pence (2024 restated: 3.012 pence) and a weighted average contractual life of 2.69 years (2024: 2.48 years). To date no share options have been exercised.

29 Capital commitments

There were no capital commitments at 31 December 2025 or 31 December 2024.

30 Contingent liabilities

There were no contingent liabilities at 31 December 2025 or 31 December 2024.

31 Related party transactions

The remuneration of the Directors and their interest in the share capital is disclosed in the Remuneration Committee Report.

On 13 November 2023, Luceco plc acquired a 9.0% interest in eEnergy Group plc. On 9 February 2024, John Hornby, Director of Luceco plc was appointed to the Board of Directors of eEnergy Group plc. During the current year Luceco divested of their stake in eEnergy Group plc and on 27 November 2025 John Hornby resigned as Director. During the period, eEnergy acquired £1,930,000 (2024: £1,979,000) of goods and services from Luceco plc (and its wider group of subsidiaries). At the year end the trade creditor balance with Luceco was £395,000 (2024: £502,000).

During the period, the Group acquired £nil (2024: £141,000) of goods and services from Utility Data Intelligence (UDI) Limited, for whom Gary Worby is a mutual Director. At the end of the period, the trade creditor balance with UDI was £nil (2024: £nil), with all transactions being included within the Energy Management Division which was disposed during the prior year.

On 13 November 2025 eEnergy Group plc completed a utilisation request for £1,500,000 from Harwood Holdco Limited. This facility incurs interest at 10% per annum with a repayment date of 12 November 2026. eEnergy Group plc has the option to extend the loan facility for a further 6 month period to 12 May 2027 with an increased interest rate of 12.5%. A final 6 month extension is optional to 12 November 2027 incurring interest at 15% per annum. Alongside the loan instrument, eEnergy Group plc has issued warrants to Harwood Holdco Limited, further detailed in note 28. As at 31 December 2025, capitalised debt fees of £212,000 were recognised alongside the Harwood Facility balance, in relation to the warrant costs and other capitalised debt fees incurred when establishing the facility. Post year end, the Group secured a further £1.0m facility from Harwood Holdco Limited as detailed in note 31. Harwood Holdco Limited is a member of the Harwood Capital LLP Group, which holds a 12.27% stake in eEnergy. Post year end on 19 January 2025, Nicholas Mills who is a Director of Harwood Capital LLP became a Non-Executive Director of eEnergy Group plc.

Balances and transactions between companies within the Group that are consolidated and eliminated are not disclosed in these financial statements.

During 2022, Nigel Burton, Non-Executive Director, provided a £0.5m unsecured loan to the Company for approximately six months. There was no interest due on the loan and the loan was repaid before the end of the financial year.

32 Events subsequent to the period end

On 23 February 2026, eEnergy Group plc secured a loan facility of £1.0m from Harwood Holdco Limited. The £1.0m principal is secured with a floating charge over the Group's assets and is repayable on or before 31 July 2026. Interest accrues at a rate of 12% per annum, with a 2.0% arrangement fee incurred on draw down. The facility provides the necessary liquidity to support delivery of Mace and other significant tender opportunities, without constraining ongoing operations. It also underpins eEnergy's strategic objective of expanding its presence in higher-value contract markets, while maintaining prudent financial discipline.

On 1 April 2026, eEnergy Aquila Projects Limited completed the sale of its long term Energy-as-a-Service contracts to Redaptive Sustainability Services UK Limited. Consideration of £599,000 was received, which was subsequently used to settle the outstanding liability due to the Aquila funder.

On 27 March 2026, the Group terminated the £40m NatWest facility on the grounds that it has secured alternative funding arrangements from Redaptive for funded customer solutions.

33 Control

In the opinion of the Directors as at the period end and the date of these financial statements there is no single ultimate controlling party.