RNS Number : 1893R
BSF Enterprise PLC
02 February 2026

30 January 2026

BSF Enterprise PLC

("BSF" or the "Company")

Publication of Annual Report and Accounts

BSF Enterprise PLC (LSE: BSFA), a leading innovator in tissue-engineered materials, is pleased to announce that its Annual Report and Consolidated Financial Statements for the year ended 30 September 2025 have been published.

The Annual Report is now available to view on the Company's website at: https://bsfenterprise.com/reports-documents-and-presentations#reports

In accordance with Listing Rule requirements, copies of the Annual Report will be submitted to the National Storage Mechanism and will shortly be available for inspection.

Highlights from the period include:

- Significant commercial and technical progress across core subsidiaries: 3D Bio-Tissues Limited (3DBT), Lab-Grown Leather Limited (LGL), and Kerato Limited
- Launch of CytoBoost™ bioactive media additive and continued expansion of City-Mix™ for cost-effective cultivated meat production
- Major breakthrough with the world's first 2mm-thick scaffold-free leather; ongoing collaborations with luxury fashion brands and advancement toward commercial production of T-Rex derived leather product
- Key licensing agreement secured with the University of Montreal for liquid cornea technology, supporting in-situ corneal repair; veterinary clinical trials planned for 2026 and human trials in 2027
- Strategic fundraising initiatives, including shareholder approval for up to £15 million via warrants, to support commercialisation, spin-outs, Greater China expansion, and potential acquisitions
- Reduced net loss to £1,013,527 (2024: £1,672,291) reflecting careful cost control and increased grant income

Engage with the BSF Enterprise management team directly by asking questions, watching video summaries and seeing what other shareholders have to say. Navigate to our Interactive Investor website here:

For further enquiries, please visit www.bsfenterprise.com or contact:

BSF Enterprise PLC Geoff Baker - Chairman Che Connon - CEO & Director We encourage all investors to share questions on this announcement via our investor website.	https://bsfenterprise.com/link/P7b6or
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About BSF Enterprise PLC

BSF Enterprise PLC (BSF) develops and commercialises cutting-edge tissue-engineered solutions, including lab-grown leather, cultivated meat, and corneal repair technologies. By leveraging its proprietary scaffold-free platform, BSF aims to deliver sustainable alternatives to traditional materials and meet global demand for environmentally responsible innovations.

Registered number: 11554014

BSF Enterprise Plc

Annual Report and Consolidated Financial Statements for the year ended 30 September 2025

Company Information

Directors	Geoffrey Baker *(Chairman)* Dennis Kian Jing Ow *(Non-Executive Director)* Dr Che Connon (Chief Executive Officer)
Company Secretary	Orana Corporate LLP
Registered Office	2 Portman Street London W1H 6DU
Registered Number	11554014
Auditors	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus Canary Wharf London E14 4HD
Legal Advisers	Reynolds Porter Chamberlain LLP Tower Bridge House St Katharine's Way London E1W 1AA
Principal Bankers	Bank of China (UK) Limited 1 Lothbury London, EC2R 7DB
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR

Contents

	Page
Chairman's statement	4
Chief Executive's Report	6
Strategic Report	10
Directors' Report	21
Directors' remuneration Report	37
Directors' responsibilities	41
Independent auditor's Report	43
Consolidated statement of comprehensive income	51
Consolidated statement of financial position	52
Consolidated statement of changes in equity	53
Consolidated statement of cash flows	54
Notes to the consolidated financial statements	55
Company statement of financial position	90
Company statement of changes in equity	91
Notes to the Company financial statements	92

Chairman's Statement

On behalf of the Board, I present the annual report and financial statements of BSF Enterprise Plc for the year ended 30 September 2025. This year has been one of significant transformation, driven by operational achievements, strategic fundraising, and progress across our core subsidiaries.

1. Strategic Achievements and Key Milestones

We made substantial progress in 3D Bio-Tissues Limited (3DBT), Lab-Grown Leather Limited (LGL), Kerato Limited (Kerato) , and BSF Enterprise (Hong Kong) Limited (BSF HK) - advancing our mission to commercialise sustainable, tissue-engineered products.

- 3DBT: We launched CytoBoost™ a bioactive media additive targeting the biopharma downstream process, alongside the commercial expansion of CityMix to support cost-effective production of cultivated meat.

- LGL: Our development in 2024 of the world's first 2mm-thick scaffold-free skin/leather marked a major technical breakthrough. Collaborations with luxury fashion brands are underway, and we are moving towards commercial production of our first product based upon T-Rex derived DNA.
- Kerato: We have secured a key licensing agreement with the University of Montreal for liquid cornea technology, a major step towards in-situ corneal repair. Veterinary clinical trials in 2026 and human clinical trials in 2027 are on the roadmap.
- BSF Enterprise (Hong Kong): We expanded our reach in Greater China, laying the foundation for local production of cultivated meat. Our efforts will increase BSF's access to the rapidly growing demand for sustainable protein in Asia.

2. Financial Performance and Fundraising

Strategic fundraising has been essential to our growth. In December 2025, we gained shareholder approval for a £15 million via the placement of warrants exercisable at 2p over 12 months. This funding (once a prospectus is published), combined with our existing funds and grants, provides valuable support to our strategic objectives and strengthens our ability to seize market opportunities.

The funds will support:

- Progress towards the commercialisation of CytoBoost™ and City-mix (3DBT)
- Production of lab-grown leather beach head product (T Rex leather) and securing outward investment into a spin-out of LGL
- Completion of veterinary trials and clinical preparation alongside securing investment into a spin-out of Kerato
- Market expansion in Greater China (BSF Hong Kong)
- Acquisition of compatible businesses if appropriate opportunities are identified

A successful placement reinforces market confidence in our business model, enabling us to meet critical our goals for 2026.

3. Sustainability and ESG Commitments

Our work in cultivated meat, lab-grown leather, and corneal tissue engineering reflects a broader commitment to sustainability. Our approach aligns with the Task Force on Climate-Related Financial Disclosures (TCFD), ensuring that we integrate environmental, social, and governance (ESG) principles into our operations.
Lab-grown leather supports the shift away from traditional animal farming, while our work in cultivated meat offers a sustainable alternative to conventional protein. Our in-situ cornea implants aim to reduce reliance on human donors, supporting more ethical and accessible healthcare solutions.

4. Looking Ahead to 2026

2026 will be an important year for BSF. Our key priorities include:

- Progress towards commercialising CytoBoost™ for the biopharma sector and City-mix for cultivated meat companies.
- Developing plans to scale up lab-grown leather production at the pilot production facility.
- Producing the world's first T-Rex leather for sale
- Completing veterinary clinical trials for corneal implants, advancing toward human clinical trials in 2027.
- Expanding production in Greater China for cultivated meat.
- Identifying opportunities for the acquisition of company/ies with technical and commercial alignment

These will position BSF for long-term growth as a market leader in cultivated meat consumables, lab-grown leather, and regenerative medicine.

This year has been one of transformation and momentum. With a clear strategy, we are well-positioned to execute our goals in 2026. We do not anticipate the need to raise additional funds during the year and our renewed focus on commercialisation, partnerships, and sustainability will continue to drive our long-term value creation strategy.

I would like to thank our shareholders, partners, and employees for their continued support. Together, we are leading the charge towards a more sustainable, ethical, and innovative future.

I look forward to reporting to you on our progress over the coming year.

Geoff Baker
Chairman

Chief Executive's Report

I am pleased to present my report for the Company for the year to 30 September 2025.

Business review and future developments

Financial summary

The net loss for the year ended 30 September 2025 was £1,013,527 (2024: £1,672,291 loss). The decrease in the loss compared with 2024 reflects careful cost control in developing the activities of our subsidiaries, particularly staff costs and our research commitments as well as an increase in grant income. As a result, the loss per share decreased to 0.91 pence (2024: 1.62 pence loss per share).

The Group had cash of £149,020 at 30 September 2025 (2024: £637,656) and approximately £292,000 as of the date of this report.

Over the last year, within BSF significant progress has been made towards its strategic objectives. This includes:

Expansion of subsidiaries

BSF has continued to expand its subsidiaries in order to commercialise its platform for industrial tissue engineering technology and know-how into different markets. Wholly owned subsidiaries continue to include Kerato Ltd, Lab-grown Leather Ltd, Cultivated Meat Technologies Ltd, 3D Bio-Tissues Ltd and BSF Enterprise (Hong Kong) Ltd.

3DBT launched its CytoBoost™ media additive range. Similar to City-mix®, CytoBoost™ is based upon our IP and knowhow in the use of macromolecular crowders in cell culture and is designed to facilitate cell culture processes and the implementation of animal free media for the biopharma industry. Using the same technology as City-mix®, CytoBoost™ can be used for different applications at higher price points. Via an active "research with us" program, initial data has produced reliable and repeatable positive use cases and highlighted the novel use of one formulation in the restoration of cell function following cryo-storage, resulting in the development of new product CytoBoost™ REVIVE.

Kerato, led by Sarah Greenhalgh as Managing Director, has continued to invest in its in-house and IP-protected corneal tissue engineering know-how with new IP on a liquid cornea via an in-licensing opportunity from the University of Montreal. This allows us to expand upon our existing lab-grown corneal tissues technology and enables the tissues to grow inside the patients' ocular surface (in-situ tissue engineering). This will be achieved initially via a joint collaborative grant with the Canadian regional government of Quebec, splitting the costs approximately in half. The veterinary clinical data to be obtained from this will enable us to bring this technology to market, firstly as a veterinary product at end of 2026 and then towards a human product via clinical trials to start in 2027. Exclusive clinical data will strengthen the position of the company towards spinning out.

Kerato has already made significant operational strides in 2025, including progressing with a ISO-13485 quality management system necessary for the supply of medical devices. Its Biosynthetic product can provide an injectable, biosynthetic cornea designed as a single-use, self-sealing gel that mimics the performance of traditional donor grafts. By facilitating tissue remodelling, suppressing inflammation, and enhancing re-epithelization, the next-generation device offers a transformative alternative to corneal transplants.

Chief Executive's Report (continued)

Lab-Grown Leather continued to accelerate commercialisation efforts. It is developing three core product lines based upon its Elemental Leather platform, namely, Elemental Lux™, Elemental+™ and Elemental X™ the latter including the world's first synthetically generated T-Rex DNA, each utilizes a proprietary "scaffold-free" tissue engineering technology. Elemental+™ achieved a key milestone, maintaining comparable strength at a thickness of just>0.04mm. In addition, following the Company's announcement of Elemental X™ and the T-Rex leather collaboration with VML and The Organoid Company, Lab-Grown Leather entered into commercial conversations and agreement with an ultra-luxury brand, three leading fashion, sports and accessories brands regarding the production of the world's first T-Rex leather product.

Patent applications

Region	*Application Number*	*Title*	*Case Status*
Australia	2020399263	Collagen Production	Published
Canada	3163511	Collagen Production	Published
China	2020800965446	Collagen Production	Published
Europe	20828092.5	Collagen Production	Published
Israel	293696	Collagen Production	Published
Japan	2022-535958	Collagen Production	Published
USA	17/782,948	Collagen Production	Published
Canada	3,163,956	Novel tissues and methods of making the same	Published
China	2021800078837	Novel tissues and methods of making the same	Published
Europe	21703537.7	Novel tissues and methods of making the same	Published
USA	17/759,786	Novel tissues and methods of making the same	Published
Australia	2022311206	3DBT Serum Free Media (Meat)	Published
Canada	3225534	3DBT Serum Free Media (Meat)	Published
China	202280061130.9	3DBT Serum Free Media (Meat)	Published
Europe	22747382.4	3DBT Serum Free Media (Meat)	Published
Israel	310014	3DBT Serum Free Media (Meat)	Published
USA	18/578,287	3DBT Serum Free Media (Meat)	Published
Australia	2022310301	3DBT Serum Free Media (Cornea)	Published
Canada	3225535	3DBT Serum Free Media (Cornea)	Published
China	202280061161.4	3DBT Serum Free Media (Cornea)	Published
Europe	22747385.7	3DBT Serum Free Media (Cornea)	Published

Israel	310016	3DBT Serum Free Media (Cornea)	Published
USA	18/578,286	3DBT Serum Free Media (Cornea)	Published

Furthermore, 3DBT has filed Patent Cooperation Treaty (PCT) applications for the following patents which have been published:

Application Number	*Applicant*	*Title*	*Case Status*
PCT/GB2020/053190	3D Bio-Tissues Limited	Collagen Production	Published (in national phase)
PCT/GB2021/050209	3D Bio-Tissues Limited	Novel tissues and methods of making the same	Published (in national phase)
PCT/GB2022/051811	3D Bio-Tissues Limited	3DBT Serum Free Media (Cornea)	Published (in national phase)
PCT/GB2022/051808	3D Bio-Tissues Limited	3DBT Serum Free Media (Meat)	Published (in national phase)
PCT/GB2024/052677	3D Bio-Tissues Limited	Methods for cell culturing	Published (national phase April 2026)

3DBT has also filed additional applications for the following patents which are pending and which are integral to the business:

Region	*Application Number*	*Applicant*	*Title*	*Case Status*	*Remarks*
UK	GB2504463.7	3D Bio-Tissues Limited	Thin and ultra-thin leather and production methods thereof	Pending	PCT filing March 2026

Chief Executive's Report (continued)

Partnership updates

A strategic partnership with VML and The Organoid Company (TOC), was negotiated and a joint agreement to initiate this collaboration by way of a Memorandum of Understanding was agreed in May 2025. By working together, VML, TOC and Lab-Grown Leather (LGL) aim to generate novel T-Rex derived DNA and use this to generate T-Rex leather™, which will be used to create unique fashion items (in collaboration with an ultra-high fashion designer - agreement in place but subject to an embargo) new technologies and methodologies that could significantly impact the scalability and cost effectiveness of lab-grown leather and alternative protein products. As part of the partnership, VML will support LGL with branding and marketing of the T-Rex leather products, initially towards a showcase event to be held in the first half of 2026.

We have added a further leading luxury fashion brand to our LGL development pipeline, whilst maintaining an ongoing commitment from our initial collaborative fashion houses. These partnerships are resulting in significant improvements to our skin and leather development and the production of a minimal viable product.

Further acquisition opportunities

The Board continues to evaluate potential acquisition and spin-out opportunities in line with its strategy to acquire or develop a suite of technologies that underpins the development and commercialisation of industrial tissue engineering by either enhancing the existing technologies' value with support from downstream or upstream processes or bringing new revenue generating technologies to bear.

Outlook

The year has seen significant milestones achieved, with the continued growth of commercial opportunities and new sales channels for 3DBT, the raising of new capital to support the Group's growth strategy.

Our strategy is to develop BSF into an ecosystem of industry-leading tissue engineering companies that can bring transformative products to market. With the product development success in LGL and collaborative grant funded veterinary clinical studies for Kerato, we are making great strides toward our strategic goals. The ability to raise sufficient funds and continue with operational and commercial progress has come in a period of increasing uncertainty from the difficult macro-economic environment, inflation and cost pressures and, as a young business, is testament to the Group for continuing to generate opportunities for bringing our products to market.

I look forward with confidence and to keeping you appraised of our progress throughout the year.

Che Connon, Chief Executive Officer

Strategic Report

Strategy

The fiscal period spanning October 2024 through September 2025 represents a transformative period for BSF Enterprise PLC, characterised by an aggressive transition from a research-centric organization to a commercially oriented leader in tissue-engineered materials. The following provides a detailed synthesis of the commercial and strategic milestones achieved by the Group and its core subsidiaries-3D Bio-Tissues Limited (3DBT), Lab-Grown Leather Limited (LGL), and Kerato Limited-during a year that saw the organisation successfully navigate the complexities of global biotechnology scaling, industrial partnerships, and high-impact branding.

Strategic Context and Corporate Evolution

At the outset of the fourth quarter of 2024, the Group moved to finalise its five-faceted growth-ready restructuring, a move designed to segment its research, development, and commercial operations into distinct, agile subsidiaries. This structural evolution was necessitated by the distinct regulatory and commercial pathways required by its various product streams, ranging from food-grade additives and luxury materials to class III medical devices. The parent company, BSF Enterprise PLC, effectively assumed the role of a strategic holding entity, providing capital allocation, centralised corporate governance, and high-level business development support to its burgeoning portfolio.

The underlying technological advantage that unifies the Group's subsidiaries is the proprietary Advanced Tissue Engineering Platform (ATEP™), which utilises scaffold-free methodologies and macromolecular crowding to produce functional, structured tissues. Unlike first-generation tissue engineering, which often relies on synthetic polymer scaffolds that can interfere with natural tissue structure, the Group's approach enables cells to synthesize their own extracellular matrix (ECM), resulting in materials that are genetically and structurally indistinguishable from their natural counterparts.

Summary of Core Subsidiary Mandates and Market Targeting

Subsidiary Entity	**Primary Technology Stream**	**Target Market Sector**	**Strategic Objective 2025**
3D Bio-Tissues (3DBT)	City-mix & CytoBoost™	Biopharma & Cultivated Meat	Scaling commercial supply and media optimisation.
Lab-Grown Leather (LGL)	Elemental Leather™	Luxury Fashion & Sportwear	Pilot plant development and brand partnerships.
Kerato Limited	LiQD Cornea™	Ophthalmology & Veterinary	Clinical trial initiation and regulatory filing.
BSF Enterprise (Hong Kong)	Regional Licensing/Sales	Greater China & SE Asia	Asia-Pacific market entry and investor relations.

Cultured Meat Technologies	High-Yield Bioprocessing	Food Technology	Process integration with strategic partners.

Chronological Progress: Quarter 1 (October 2024 - December 2024)

The initial quarter of the fiscal year was defined by the prioritisation of high-value, near-term revenue streams and the strengthening of the Group's cash position to support industrial scaling. Analysts noted that this move positioned BSF at the forefront of a biotech space that was rapidly pivoting toward commercial viability rather than purely theoretical research.

During November 2024, the management team executed a critical strategic pivot. Recognising the capital-intensive nature of simultaneous clinical and industrial launches, BSF Enterprise decided to pause its proposed joint venture for Cultured Meat Technologies (CMT). The decision was rooted in a commitment to redirect necessary funds toward Lab-Grown Leather Ltd, which was showing significant traction with major global luxury brands and presented a shorter path to revenue generation. This followed the technical debut of the world's first 2mm-thick scaffold-free leather in May 2024, a breakthrough that demonstrated the ability of ATEP™ to produce materials suitable for traditional craft and heavy-duty luxury applications without the need for synthetic additives.

December 2024 served as a pivotal month for capital formation. The Group successfully completed an oversubscribed fundraising of £500,000 through the placement of 20,000,000 new ordinary shares. The participation of management, who subscribed for 15% of the total raise, underscored a strong internal alignment with the Group's 2025 growth objectives. These funds were specifically allocated to support the commercialization of the CytoBoost™ product line at 3DBT and to advance the planning for the LGL pilot production plant.

Simultaneously, 3D Bio-Tissues secured a £50,000 Northern Accelerator Growth Support Grant in December 2024. This grant, funded by the UK Government's Shared Prosperity Fund, provided the non-dilutive capital necessary to engage external resources for market research and the creation of a technology roadmap. This roadmap was instrumental in identifying high-growth opportunities within the jewellery, automobile and sportswear sectors, moving LGL closer to establishing a scalable, small-scale manufacturing presence.

Chronological Progress: Quarter 2

The second quarter focused on industrial validation and the formalisation of global partnerships and a clear strategy for the upcoming year. The most significant announcement of the period was the signing of a strategic Memorandum of Understanding (MoU) with Sartorius, a global leader in bioprocessing technologies. This collaboration aimed to integrate 3DBT's macromolecular crowders with Sartorius's advanced cell culture platforms, specifically targeting cost-effective and sustainable biotech solutions for the biopharma downstream process.

February and March 2025 were characterised by regulatory and governance milestones. The Group received approval for its Prospectus from the Financial Conduct Authority (FCA), which enabled the issuance of up to 28,926,352 new ordinary shares to support ongoing growth initiatives. This was followed by the successful completion of the Annual General Meeting (AGM) on 5 March, where shareholders approved all proposed resolutions, including those related to capital headroom.

Commercialisation activities at LGL accelerated in March 2025. Leveraging the Northern Accelerator grant, 3DBT and LGL began developing a full business case to position LGL as a stand-alone entity. This strategic move was designed to highlight the intrinsic value of the leather technology to potential investors and partners while minimizing dilution for BSF Enterprise PLC shareholders. Dr. Che Connon, CEO of BSF, noted that these collaborations were the culmination of months of dialogue and were critical for the upcoming launch of commercial-scale manufacturing.

Chronological Progress: Quarter 3 (April 2025 - June 2025)

April 2025 proved to be a landmark month for the Group's public profile and innovative pipeline. Lab-Grown Leather Ltd announced a high-profile partnership with VML and The Organoid Company to develop a next-generation material inspired by the DNA of a *Tyrannosaurus rex*. This project, part of the Elemental X™ product stream, utilised synthetic DNA sequences derived from fossilised collagen to produce a cruelty-free, bio-engineered leather that replicated the structure and durability of traditional materials. The global media reach of this announcement exceeded 500 million people, significantly elevating the LGL brand and leading to direct commercial inquiries from some of the world's most valuable luxury fashion brands.

To capitalise on this momentum, the Group completed a strategic investment round in April 2025, raising £141,750 through a placement of 4,725,000 ordinary shares at 3 pence per share. This raise, again supported by management and the Group's largest shareholder, provided the necessary working capital to advance the Elemental X™ project and maintain the pace of technical development.

In May 2025, technical breakthroughs continued within the leather division. LGL announced the development of Elemental+™, an ultra-thin leather alternative measuring less than 0.04mm in thickness while maintaining high structural integrity. This achievement opened strategic opportunities in weight-sensitive markets, such as the interiors of electric vehicles and high-performance sportswear, where traditional leather is often too bulky or heavy.

Chronological Progress: Quarter 4 (July 2025 - September 2025)

The final quarter of the fiscal year saw a renewed focus on the regenerative medicine portfolio and a transition in corporate leadership. On July 10, 2025, Kerato Limited signed an exclusive worldwide cooperation agreement with the Université de Montréal for the intellectual property supporting LiQD Cornea™. This technology, a novel biosynthetic dropwise treatment for corneal repair, mimics the performance of donor grafts while facilitating tissue remodelling and suppressing inflammation. The agreement set the stage for veterinary trials and the implementation of an ISO-13485 quality management system, essential for the future supply of medical devices.

August 2025 brought a significant shift in the Board's composition. Min Yang resigned as Chairman and Director on August 28, 2025. The Board expressed its gratitude for her contributions and subsequently appointed Geoff Baker as Chairman. This leadership change was viewed as a strategic alignment for the next phase of the Company's growth, which would require extensive engagement with institutional investors and high-level corporate partners.

By September 2025, the Group had finalized its roadmap for the 2026 fiscal year, focusing on the acceleration of commercial rollouts across all three core subsidiaries. The period ended with the Group preparing for a transformative equity fundraise of up to £15 million, intended to support the commercialization of lab-grown leather, cultivated meat, and corneal repair technologies through 2026.

Subsidiary Performance Analysis

3D Bio-Tissues Limited (3DBT)

3DBT remains the technological engine of the Group, focused on the application of macromolecular crowding to create scaffold-free tissues. During the 2024-2025 period, the subsidiary expanded its product portfolio to include CytoBoost REVIVE™, a media additive that improves cell revival post-cryostorage by up to 100%. This product directly addresses the multi-million-dollar cryopreservation market, providing 3DBT with a unique entry point into the biopharma and biomedical research sectors.

The subsidiary also continued to scale the production of City-mix , its flagship animal-free cell growth agent. By the end of the period, 3DBT was in active discussions for commercial supply agreements, including with SeaWith, a South Korean cultivated-meat innovator. This partnership highlights the global demand for 3DBT's technology to reduce the costs of their cultivated meat production by approximately 30%.

Lab-Grown Leather Limited (LGL)

LGL emerged as the Group's most visible commercial subsidiary during 2025. The transition from lab-scale samples to pilot plant planning was a core theme, supported by the Northern Accelerator grant and strategic partnerships with luxury brands. The LGL product hierarchy was formalized into three distinct streams:

Product Stream	Technical Characteristics	Market Application
Elemental Leather™	Premium scaffold-free material, 2mm thickness.	Traditional luxury goods, handbags, footwear.
Elemental+™	Ultra-thin (>0.04mm), high tensile strength.	Sportswear, electric vehicle interiors.
Elemental X™	Engineered via synthetic biology (e.g., T-Rex DNA).	Ultra-luxury bespoke fashion, brand showcases.

The successful development of 2mm-thick leather was particularly noteworthy, as it solved a persistent challenge in the lab-grown material sector: producing materials with enough "substance" for traditional artisanal leatherwork without resorting to plastic lamination.

Kerato Limited

Kerato represents the Group's expansion into the high-margin regenerative medicine market. The 2025 fiscal year was focused on securing the LiQD Cornea™ IP and preparing for clinical trials. The product is designed as a single-use, injectable gel that provides a self-sealing alternative to donor grafts.

The strategic roadmap for Kerato includes:

- **2025:** Secured exclusive license; implemented ISO-13485 QMS.
- **Early 2026:** Commencement of veterinary trials in companion animals and horses.
- **2027:** Targeted recruitment for first-in-human clinical trials.
- **2029:** Planned regulatory approval and commercial launch.

Technological Framework and Scientific Innovation

The scientific success of BSF Enterprise is predicated on the mastery of the Extracellular Matrix (ECM) synthesis. In traditional 2D cell culture, cells are grown on flat surfaces where they lack the physical and chemical cues necessary to form complex tissues. BSF's platform addresses this by utilizing the principle of macromolecular crowding (MMC).

The Mechanism of Macromolecular Crowding

MMC involves the addition of inert polymers (macromolecular crowders) to the cell culture medium. These polymers occupy volume, effectively "crowding" the proteins secreted by the cells into the immediate vicinity of the cell surface. This increased concentration accelerates the enzymatic conversion of procollagen into mature collagen fibres, which then assemble into a structured matrix.

Advanced Tissue Engineering Platform (ATEP™)

ATEP™ integrates MMC with proprietary bioreactor designs to produce large-format tissues. For Lab-Grown Leather, this means producing hides that can be tanned using traditional methods. The platform's ability to "productise creativity"-as seen in the T-Rex leather project-demonstrates the versatility of ATEP™ in engineering tissues from diverse genetic sequences.

Market Outlook and Future Strategic Direction

As BSF Enterprise PLC enters the 2026 fiscal year, it is positioned at the intersection of three high-growth markets: sustainable fashion, alternative proteins, and regenerative medicine.

1. Sustainable Luxury and Sportswear Materials

The leather goods market is projected to reach USD 405 billion by 2030. LGL's ability to produce 100% animal cells, scaffold-free leather addresses the growing consumer demand for ethical luxury without compromising on quality. The planned pilot production facility following successful spinout of LGL will be a critical milestone in moving LGL from a sample-provider to a commercial supplier for global luxury houses and automotive manufacturers.

2. Cultivated Meat and Bioprocessing

The collaboration with SeaWith in South Korea and the ongoing partnership with Sartorius position 3DBT as a key enabler for the global cultivated meat industry. By reducing production costs and increasing cell yields through MMC technology, 3DBT is helping to address the primary barrier to the commercialization of sustainable proteins.

3. Ophthalmology and Bio-Equivalent Devices

The global shortage of donor corneas remains a critical public health challenge. Kerato's LiQD Cornea™ offers a scalable, synthetic solution that could redefine the clinical pathway for corneal repair. The commencement of veterinary trials in 2026 targets a potential market launch by 2027 and will further provide the safety data required to move into human clinical trials the same year.

Principal risks and uncertainties

The Directors have identified the following as the key risks facing the business:

Inability to fund operations

The Company continues to explore additional fundraising options to support its strategic objectives. The Company may be unable to fund growth in its operations if it does not obtain additional funding, however, the Company will seek to ensure that appropriate funding measures are taken to enable minimum commitments are met. In particular, on 1 December 2025, the Company announced a significant equity fundraise of up to £5 million through convertible loan notes and prepaid warrants, with the potential for an additional £10 million from cash warrants, aimed at advancing its tissue-engineered materials business. This initiative was contingent on shareholder approval for a 12:1 capital reorganisation and necessary share headroom for which all resolutions were passed at a general meeting on 17 December 2025. It is expected that the equity fundraise will complete in the first quarter of 2026.

Technical risks

All biotechnology and therapeutic research and development programmes carry technical risks, including the programme undertaken by 3DBT, Kerato and Lab-Grown Leather Limited ("LGL").

These risks include those associated with delays, third party suppliers of research services or materials essential to the programmes, the unpredictability of the biological processes associated with cell and tissue culture and bioprocessing, and outcomes of in vitro, pre-clinical, and clinical testing.

There is no guarantee that these technical risks can be effectively overcome, and a successful, regulatory approved product can be developed. The Group's products are also at risk of technological advancements of competitors who may supersede the Group's technology.

The Company's relationship with the Directors and conflicts of interest

The Company is dependent on the Directors to execute its strategy for 3DBT, Kerato and LGL and to identify additional potential acquisition opportunities.

The Directors are not obliged to commit their whole time to the Company's business; they will allocate a portion of their time to other businesses which may lead to the potential for conflicts of interest in their determination as to how much time to assign to the Company's affairs. However, Dennis Ow has been appointed as an independent director of the Company to manage any such conflicts of interests.

Any matters on which Geoffrey Baker or Che Connon have a conflict of interest will be delegated to and considered by Dennis Ow.

Key performance indicators

At this stage in its development, the Company is focusing on its growth strategy for 3DBT, Kerato and LGL and in particular, the generation of revenues from its research activities.

At present, the Directors are of the opinion that, other than the maintenance of cash and cash equivalents, analysis using KPIs is not appropriate for an understanding of the business at this time.

Gender analysis

The Board recognises the need to operate a gender diverse business and takes into account the necessary diversity requirements and compliance with all employment law. The Board, which currently comprises three males has experience and sufficient training/qualifications in dealing with such issues to ensure they would meet all requirements. In this regard, the Board recognises that the Company does not have 40% of its members being female.

One Board member is of Chinese ethnicity. Additionally, the Company takes advice from suitably qualified advisors to support the decision-making process of the Group.

Corporate social responsibility

The Company aims to conduct its business with honesty, integrity and openness, respecting human rights and the interests of shareholders and employees. The Company aims to provide timely, regular and reliable information on the business to all its shareholders and conduct its operations to the highest standards.

The Company strives to create a safe and healthy working environment for the wellbeing of its staff and to create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company.

The Company aims to establish a diverse and dynamic workforce with team players who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Company and their own potential.

Corporate environmental responsibility

The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environmental matters.

The Company's policy is to minimize the risk of any adverse effect on the environment associated with its activities with a thoughtful consideration of such key areas as energy use, pollution, transport, renewable resources, health and wellbeing.

The Company also aims to ensure that its suppliers and advisers meet with their legislative and regulatory requirements and that codes of best practice are met and exceeded

Climate-related Financial Disclosures

The Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) recommendations serve as a global foundation for effective reporting on the operational and financial implications of the interrelationship between climate change and business, and set out recommended disclosures structured under four core elements:

- Governance - The organisation's governance around climate-related risks and opportunities
- Strategy - The actual and potential impacts of climate-related risks and opportunities for an organisation's businesses, strategy, and financial planning
- Risk Management - The processes used by the organisation to identify, assess, and manage climate-related risks; and
- Metrics and Targets - The metrics and targets used to assess and manage relevant climate-related risks and opportunities.

These are supported by recommended disclosures that build on the framework with information intended to help investors and others understand how reporting companies assess climate-related risks and opportunities. The table below shows our current progress against the TCFD recommendations.

TCFD Pillar	Recommended Disclosure	Company Summary
Governance	• Board's oversight of climate-related risks and opportunities • Management's role in assessing and managing climate-related risks and opportunities	As a research and development business, the Group's operations are at a relatively small scale and so therefore is its environmental impact. Nevertheless, the Board recognises its responsibility to protect the environment (particularly as the business scales up). The Board has oversight of climate-related matters (which include risks and opportunities). The board is supported by the Audit Committee, which is responsible for keeping under review the adequacy and effectiveness of the Group's internal control and risk

		management systems, which consider climate-related risks.
Strategy	● Climate-related risks and opportunities identification ● Climate-related risks and opportunities impacts ● Resilience of the organisation's strategy	BSF is committed to a net zero and healthier planet, and this is part of the Group's strategic long-term priorities. The Board is committed to conserving natural resources and striving for environmental sustainability, by ensuring that its facilities (and the facilities of academic and contracted collaborators) are operated to optimise energy usage; minimising waste production; and protecting nature and people. As BSF enters the next stage of its development, ESG will be at the heart of the Board and management's vision and strategy to enable climate-related risks and opportunities to be identified and suitably mitigated/actioned. The information collected will allow the Board to challenge the Group's strategy to ensure it is as resilient as possible.
Risk Management	● Identifying and assessing climate-related risks ● Managing climate-related risks ● Integration into overall risk management	Given the small scale of its current operations, BSF has the ability to embed climate-related risk management systems into its overall internal control systems from an early stage of its journey, thus almost eliminating the occurrence of transition risk. As operations scale up in the coming years, the identification, assessment and effective management of climate-related risks and opportunities will be actively discussed during Board and management meetings
Metrics and Targets	● Climate-related metrics ● Scope 1, Scope 2, and Scope 3 emissions. ● Climate-related targets	As the Group's operations scale up, it will continue to monitor its energy use. The Group will seek to collect, structure, and effectively disclose related performance data for the material climate-related risks and opportunities identified where relevant. The Board will also look to adopt SASB recommended disclosures in the next 2 years as the Group scales. The Group already minimises business travel, and therefore energy use and emissions, through the use of Internet-based communications tools.

Section 172(1) Statement - Promotion of the Company for the benefit of the members as a whole

When making decisions the Company takes into account the impact of its activities on the community, the environment and the Company's reputation for good business conduct. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term.

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole as required by s172 of the Companies Act 2006. The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between the members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interests of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and
- Consider the impact of the Company's operations on the community and the environment.

The application of the s172 requirements can be demonstrated in relation to some of the key decisions made during the year ended 30 September 2025:

- Any contracts for third-party advisory services provided have been undertaken with a clear cap on financial exposure;
- The issue of employee share options as a means of incentivising, rewarding and retaining talent with the business;
- Collaboration with the Universities of Montreal, Newcastle and Northampton to support product development and research
- As a result of these efforts the Company succeeded in conserving cash resources to fund the Group's strategy.

As a Company, the Board seriously considers its ethical responsibilities to the communities and environment.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006. The Board continuously reflects on how the Company engages with its stakeholders and opportunities for enhancement in the future. As required, the Company's external lawyers and the Company Secretary will provide support to the Board to help ensure that enough consideration is given to issues relating to the matters set out in s172(1)(a)-(f).

The Board regularly reviews the Company's principal stakeholders and how it engages with them. This is achieved through information provided by management via Regulatory News Service announcements, Corporate Presentations, and Shareholder Meetings and teleconferences and also by direct engagement with stakeholders themselves.

This report was approved by the Board of Directors on 30 January 2026 and signed on its behalf by:

…….
Geoffrey Baker, Director

Directors' Report

The Directors present their Annual Report together with the consolidated financial statements of the Company for the year ended 30 September 2025.

An indication of the likely future developments in the business of the Company is included in the Strategic Report and Chairman's Statement.

Principal activities

The Company was formed to undertake the acquisition of a controlling interest in businesses in the biotechnology, innovative marketing and e-commerce sectors. The Company completed its first acquisition in May 2022 of 3DBT and in October 2023, the Company incorporated a new subsidiary, Kerato Limited. Kerato is a corneal biotech company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products into clinical trials, as well as address the growing industrial demand for these products.

In December 2023, Cultivated Meat Technologies Limited was established, to create scaffold-free meat, originally developed by 3DBT.

In February 2024 we completed the formation of Lab-Grown Leather Limited as a subsidiary company of BSF. This will be the vehicle for further customer driven product development of our skin technology.

In June 2023, the Group established BSF Enterprise (Hong Kong) Limited to expand our reach into Greater China.

Results and dividends

The results for the year are set out in the Consolidated Statement of Comprehensive Income. The Directors do not recommend the payment of a dividend on the Ordinary Shares (year ended 30 September 2024: nil).

Financial instruments and risk management

An explanation of the Company's financial risk management objectives, policies and strategies and information about the use of financial instruments by the Company is given in Note 19 to the consolidated financial statements.

Share capital structure

The Company was incorporated on 5 September 2018 under the UK Companies Act 2006.

All of the issued Ordinary Shares are in registered form, and capable of being held in certificated or uncertificated form. The Registrar is responsible for maintaining the share register. Temporary documents of title will not be issued.

The ISIN number of the Ordinary Shares is GB00BHNBDQ51. The SEDOL number of the Ordinary Shares is BHNBDQ5.

Directors' Report (continued)

Directors

The Directors of the Company during the year were as follows:

- Geoffrey Baker
- Dr Che Connon
- Min Yang (resigned 28 August 2025)
- Dennis Kian Jing Ow

Dr Che Connon - Chief Executive Officer

Professor Che Connon was appointed to the Board on 16 May 2022 on completion of the acquisition of 3DBT. Che has over 20 years' experience in extracellular matrix biology and was previously a professor of tissue engineering at the University of Newcastle and its Director of Business Development for the Faculty of Medical Science. Dr Connon is a seasoned entrepreneur within the growing industrial tissue engineering space having previously founded companies that solve critical issues in both production and shipping of cell based products.

Geoffrey Baker - *Chairman*

Mr Baker is a qualified lawyer in Australia and Hong Kong with a Commerce degree (Accounting and Financial Management), a Law degree and Master of Business Administration (MBA).

Mr Baker has extensive corporate and commercial legal and property expertise developed over 40 years of practising law and representing companies in Australia, China, Hong Kong, Japan and recently UK and Europe. Mr Baker has also co-authored a number of books including the critically acclaimed book "Think Like Chinese" first released in June 2008 (Federation Press, 2008).

Mr Baker has commercialised a number of innovations including bio-medical apparatus for sleep-apnoea as well as high-performance engine technology now being developed in China as an auxiliary power unit for electric engines.

Mr Baker is currently also the Non-Executive Director of ASF Group Ltd (ASX: AFA), and ActivEX Limited (ASX: AIV).

Dennis Kian Jing Ow - ***Independent Non-Executive Director***

Mr Ow is an experienced corporate finance executive who has worked in various investment banks in Asia, and has extensive knowledge of capital markets, compliance and corporate governance. He was previously senior business manager of Asia Pacific for the London Stock Exchange.

Independence of the Board

Dennis Ow is considered to be "independent" (using the definition set out in the QCA Corporate Governance Code).

Directors' interests

As at 28 January 2026, the beneficial interests of the Directors and their connected persons in the ordinary share capital of the Company are set out below.

Directors' Report (continued)

Director	Number of Ordinary Shares	% of Ordinary Share Capital
Geoffrey Baker	2,559,699	1.99%
Dr Che Connon	12,927,977	10.07%
Dennis Kian Jing Ow	-	0.00%

None of the Directors hold options, warrants or any form of convertible security in respect of Ordinary Shares.

Substantial shareholders

The following had interests of 3 per cent or more in the Company's issued share capital as at 23 January 2026 as follows:

Party Name	Number of Ordinary Shares	% of Ordinary Share Capital
GHC Nominees Limited	25,004,504	19.48%
BSF Angel Funding Limited	16,610,944	12.94%
Vidacos Nominees Limited	14,951,287	11.65%
Hargreaves Lansdown (Nominees) Limited	12,737,707	9.92%
Platform Securities (Nominees) Limited	6,915,624	5.39%
Pershing Nominees Limited	6,139,000	4.78%
Interactive Investor Services Nominees Limited	5,526,420	4.30%
Advance Plan Investments Limited	5,000,000	3.89%

*Min Yang is the Director and sole shareholder of Advance Plan Investments Ltd.

Capital and returns management

In December 2024, the Company raised £500,000 via a placing. On 28 April 2025, the Company conditionally placed 4,725,000 ordinary shares raising £141,750 at 3 pence per share. and has cautiously managed these funds to support the Group's strategic plans. However, the Directors believe that further equity capital raisings will be required by the Company for working capital purposes as the Company pursues its strategic objectives.

On 23 May 2025, the Company agreed to amend the warrant instrument issued on 26 April 2022 constituting the 2022 Warrants to subscribe for 12,270,217 new Ordinary Shares. The exercise price has been amended from 15 pence to 7.5 pence per Ordinary Share and the exercise term has been extended by 2 years, expiring on 17 May 2027.

On 1 December 2025, the Company announced a significant equity fundraise of up to £5 million through convertible loan notes and prepaid warrants, with the potential for an additional £10 million from cash warrants, aimed at advancing its tissue-engineered materials business. This initiative was contingent on shareholder approval for a 12:1 capital reorganisation and necessary share headroom for which all resolutions were passed at a general meeting on 17 December 2025.

Directors' Report (continued)

The Company has already received £300,000 in immediate working capital via an interest-free convertible loan note, with the full equity fundraise expected to complete around February 2026, following prospectus approval by the FCA.

The Directors are generally empowered to allot shares. Pursuant to Resolutions passed at the Company's General Meeting held on 17 December 2025, the Directors were granted authorities to allot and issue shares in the Company:

a) up to the maximum aggregate nominal value of £300,000 in respect of convertible loan notes;
b) up to the maximum aggregate nominal value of £7,500,000 in respect of the Equity Fundraise Warrants; and
c) up to an aggregate nominal value of £3,803,489.

This authority shall, unless renewed, revoked or varied by the Company, expire on the earlier of (i) 15 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company. The exception to this is that the Directors may allot shares or grant rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired.

This authority is in substitution for all existing authorities to issue shares in the Company or to grant rights to subscribe for or to convert any securities into shares in the Company

The Company expects that any returns for shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy.

Liability insurance for Company officers

The Company has obtained third-party indemnity for its Directors.

Going concern

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2025, the Group had cash and cash equivalents of £149,020. As at the date of this report, cash balances were approximately £292,000 .

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2027 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make and expects to complete the equity fundraise in February 2026. Whilst there can be no guarantee that sufficient funds will be raised, the Board is confident that sufficient additional capital will be raised to ensure adequate funds are available to the Group. As stated in note 2(d), whilst the Directors are confident of raising sufficient funds in the timeframes required, these events or conditions, along with the other matters as set forth in note 2(d), indicate that a material uncertainty exists that may cast significant doubt on the group and parent company's ability to continue as a going concern.

Directors' Report (continued)

The Board has however concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

The Directors are not aware of any other indicators which would give doubt to the going concern status of the Group.

Employee and greenhouse gas (GHG) emissions

The Group believes it uses less than 40,000 kWh of energy per annum. It does not have responsibility for any emissions producing sources under the Companies Act 2006.

Equal opportunity

The Company promotes a policy for the creation of equal and ethnically diverse employment opportunities including with respect to gender. The Company promotes and encourages employee involvement wherever practical as it recognises employees as a valuable asset and is one of the key contributions to the Group's success.

Corporate Governance Framework

Details of the Company's corporate governance framework are set out below.

Corporate Governance Report

BSF Enterprise Plc is committed to maintaining appropriate standards of corporate governance, recognising the importance of good governance in supporting long-term value creation, accountability and transparency for shareholders and other stakeholders.

For the year ended 30 September 2025, the Company has applied the principles of the QCA Corporate Governance Code 2023 (the "QCA Code"), which applies to accounting periods beginning on or after 1 April 2024. The year under review represents a transition year as the Company moves from the 2018 QCA Code to the 2023 QCA Code.

The Board considers the QCA Code, with its flexible and proportionate approach, to be appropriate for a company of BSF Enterprise Plc's size, structure and stage of development.

The QCA Code sets out ten principles and we have outlined below the Group's application of the Code.

1. *Establish a strategy and business model which promote long-term value for shareholders:*

The Company's strategy is focused on identifying, developing and commercialising opportunities in biotechnology and therapeutic research, supported by disciplined investment decision-making.

The Board has set out the vision for the Group for the medium to long term. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. The Company holds Board meetings at least four times each financial year and at other times as and when required. Detailed disclosure on the Company's business model and strategy is disclosed on the Company's website and in the Strategic Report.

Directors' Report (continued)

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

The Board seeks to embody and promote a corporate culture that is based on sound ethical values and behaviours, something we see as being a cornerstone to a strong risk management programme.

Code of Business Ethics

The Board acknowledges the need for continued maintenance of the highest standard of corporate governance practice and ethical conduct by all Directors and employees of the Group.

The Board has approved a code of business ethics for Directors, officers and employees, which describes the standards of ethical behaviour that are required to be maintained. This code was approved pursuant to the Company's readmission. The Group promotes the open communication of unethical behaviour within the organisation. We therefore seek to operate within a corporate culture that is based on sound ethical values and behaviours. We do this using certain rule-based procedures (such as our formal Corporate Code of Conduct) and, more importantly, by the behavioural example of individual Board members and senior managers. These values, which we seek to instil throughout the Company, include integrity, respect, honesty, and transparency. As a small company these characteristics are far more visible to staff than might otherwise be the case. We also hold internal meetings at which Directors and staff discuss matters, both formally and informally. Compliance with the code assists the Company in effectively managing its operating risks and meeting its legal and compliance obligations as well as enhancing the Group's corporate reputation.

The code describes the Group's requirements on matters such as confidentiality, conflicts of interest, use of Group information, sound employment practices, compliance with laws and regulations and the protection and safeguarding of the Group's assets.

An employee who breaches the code of business ethics face disciplinary action. If an employee suspects that a breach of the code has occurred or will occur, he or she must report that breach to the CEO, via the Company's confidential "Whistle Blowing" process.

No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be investigated, acted upon and kept confidential.

Anti-bribery and anti-corruption

The Company has adopted an anti-corruption and bribery policy which applies to the Board and employees of the Company and the Group. It generally sets out their responsibilities in observing and upholding a zero-tolerance position on bribery and corruption in all areas in which the Group operates. It also provides guidance to those working for the Group on how to recognise and deal with bribery and corruption issues and the potential consequences of failing to adhere to this guidance. The Company expects all employees, suppliers, contractors and consultants to conduct their day-to-day business activities in a fair, honest and ethical manner, be aware of and refer to this policy in all of their business activities worldwide and to conduct business on the Company's behalf in compliance with it. Management at all levels are responsible for ensuring that those reporting to them, internally and externally, are made aware of and understand this policy.

Directors' Report (continued)

The Group takes a zero-tolerance approach to acts of bribery and corruption by any Directors, officers, employees and contractors. The Group will not offer, give or receive bribes, or accept improper payments to obtain new business, retain existing business or secure any advantage and will not permit others to do so on its behalf.

3. *Seek to understand and meet shareholder needs and expectations:*

The Company has a Board with experience in understanding the needs and expectations of its shareholder base. It supplements this with professional advisers including public relations company, and legal advisers who provide advice and recommendations in various areas of its communications with shareholders. The Company engages with its shareholders through its website to provide information to shareholders and provides regular updates to the market via the Regulatory News Service.

The Company is committed to listening and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. Understanding what analysts and investors think about us, and in turn, helping these audiences understand our business, is a key part of driving our business forward and we actively seek dialogue with the market. We will do so via retail and institutional investor roadshows, attending and presenting at investor conferences, meeting with independent investment analysts and financial journalists and our regular reporting.

The Directors actively seek to build a relationship with institutional shareholders. The Chief Executive Officer ("CEO") and other directors will make presentations to institutional shareholders and analysts from time-to-time in part to listen to their feedback and have a direct conversation on any areas of concern.

The Board as a whole is kept informed of the views and concerns of major shareholders by briefings from the CEO. Any significant investment reports from analysts will be circulated to the Board. The Non-Executive Chairman is also available to meet with major shareholders if required to discuss issues of importance to them.

The Annual General Meeting ("AGM") is one forum for dialogue with shareholders and the Board. The Notice of Meeting is sent to shareholders at least 21 clear days before the AGM. The chairs of the Board and all committees, together with all other Directors, will routinely attend the AGM and are available to answer questions raised by shareholders.

For each vote, the number of proxy votes received for, against and withheld is announced at the meeting. The results of the AGM are subsequently published on the Company's website.

4. *Take into account wider stakeholder and social responsibilities and their implications for long-term success:*

Engaging with all our stakeholders strengthens our relationships and helps us make better business decisions to deliver on our commitments. The Board is regularly updated on wider stakeholder engagement to stay abreast of stakeholder insights into the issues that matter most to them and our business, and to enable the Board to understand and consider these issues in decision-making. Some examples of stakeholders aside from our shareholders are our partners and our suppliers. The Board therefore closely monitors and reviews the results of the Company's engagement with those groups to ensure alignment of interests.

5. Embed effective risk management, considering both opportunities and threats, throughout the organisation*:*

The Company recognises that risk is inherent in all of its business activities. Its risks can have a financial, operational or reputational impact. A summary of the key risks is set out in the Strategic Report and is provided on the website.

Directors' Report (continued)

The Company's system of risk identification, supported by established governance controls and close management involvement and oversight, ensures it effectively responds to such risks, whilst acting ethically and with integrity for the benefit of all its stakeholders.

The Company's key internal controls procedures include:

The Board is responsible for the Group's system of risk management and internal control and for reviewing its effectiveness. The system is designed to manage rather than eliminate the risk of failure and can only provide reasonable assurance against material misstatement or loss.

The Group has established financial reporting, operational and compliance controls appropriate to its size and complexity. These include regular management reporting, Board review of budgets and forecasts, and oversight by the Audit Committee.

The Company's Audit Committee comprises Dennis Ow (as Chairman) and Min Yang (Non-Executive Director) until her resignation. The Audit Committee meets as often as required and at least twice a year. The Audit Committee's main functions include reviewing the effectiveness of internal control systems and risk assessment, making recommendations to the Board in relation to the appointment and remuneration of the Company's auditors and monitoring and reviewing annually their independence, objectivity, effectiveness and qualifications.

The Audit Committee also monitors the integrity of the financial statements of the Company and Group, including its annual and interim reports and any other formal announcement relating to financial performance. The Audit Committee is responsible for overseeing the Company's relationship with the external auditors, including making recommendations to the Board on the appointment of the external auditors and their remuneration.

The Audit Committee considers the nature, scope and results of the auditors' work and reviews, and can develop and implement policies on the supply of non-audit services that are provided by the external auditors where appropriate.

The Audit Committee focuses particularly on compliance with legal requirements, accounting standards and the relevant Listing Rules for Companies and ensuring that an effective system of internal financial and non-financial controls is maintained. The ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board. The identity of the Chairman of the Audit Committee is reviewed on an annual basis and the membership of the Audit Committee and its terms of reference are kept under review. The Audit Committee members have no links with the Company's external auditors.

Standards and policies

The Board is committed to maintaining appropriate standards for all the Group's business activities and ensuring that these standards are set out in written policies where appropriate.

The Board acknowledges that the Group's operations may give rise to possible claims of bribery and corruption. In consideration of the UK Bribery Act the Board reviews the perceived risks to the Group arising from bribery and corruption to identify aspects of the business which may be improved to mitigate such risk. The Board has adopted a zero-tolerance policy toward bribery and has reiterated its commitment to carry out business fairly, honestly and openly.

The Company has also adopted a share Dealing Code for the Board, in conformity with the requirements of the Listing Rules for Companies and the Market Abuse Regime (MAR) and will take steps to ensure compliance by the Board and senior staff with the terms of the code. In summary, the code stipulates that those covered by it should: not deal in any securities of the Company unless prior written notice of such proposed dealings has been given to the Board and written clearance received from the Board; not purchase or sell any securities of the Company in the two months immediately preceding the announcement of the Company's half-yearly or annual results; not use another person, company or organisation to act as an agent, or nominee, partner, conduit or in another capacity, to deal in any securities on their behalf where that third person would breach obligations under this paragraph; and immediately inform the Board of any dealings in the Company's shares.

All material contracts are required to be reviewed and signed by a senior Director of the Company and reviewed by our external counsel.

The Company has a social media policy. The objective of the policy is to minimise the risks to the Company through use of social media. The policy deals with the use of all forms of social media, all social networking sites, internet postings, the Company's website, non-regulatory news feeds and blogs. It applies to use of social media for business purposes as well as personal use that may affect the Company in any way. The policy covers all employees, officers, consultants, contractors, interns, casual workers and agency workers.

6. *Maintain the Board as a well-functioning, balanced team led by the Chair:*

The Board comprises three Directors; two Executive Directors and one Non-Executive Director, reflecting a blend of different experiences and backgrounds.

The QCA Code states that a company should have at least two independent non-executive directors. At present, the Company has only one independent non-executive director being Mr Dennis Ow. It is the Company's intention to add a second non-executive director in the near term following the completion of its fundraising.

The Board believes that the composition of the Board brings a desirable range of skills and experience in light of the Company's challenges and opportunities, while at the same time ensuring that no individual (or a small group of individuals) can dominate the Board's decision making. The Company will appraise the structure of the Board on an ongoing basis.

The Executive Chairman is primarily responsible for the working of the Board of the Company and for assessing the individual contributions of each Board member to ensure that:

- Their contribution is measurable, timely, relevant and effective
- They commit sufficient time to the business to fulfil their statutory and fiduciary duties
- Where relevant, they maintain their independence
- They function collectively in a coherent and productive manner
- The receive appropriate training to stay up to date and improve performance

The Company has the following appropriately constituted committees, each with formally delegated duties and responsibilities set out in respective written terms of reference:

- Audit Committee;
- Remuneration Committee; and
- Nomination Committee

Details of these committees is set out below on pages 36 and 37 .

The Board is responsible for the overall leadership and effective management of the Company, setting the Company's values and standards and ensuring maintenance of a sound system of internal control and risk management. The Board is also responsible for approving Company policy and its strategic aims and objectives as well as approving the annual operating and capital expenditure budgets. The Board supports the concept of an effective Board leading and controlling the Company and believes the Company has a well-established culture of strong corporate governance and internal controls that are appropriate and proportional, reflecting the Company's culture, size, complexity and risk.

All Directors bring a wide range of skills and international experience to the Board. The non-executive Directors (until Min Yang's resignation) held meetings without the executive Directors present. The Chairman is primarily responsible for the working of the Board of the Company. The CEO is primarily responsible for the running of the business and implementation of the Board strategy and policy. The CEO is assisted in the managing of the business on a day-to-day basis by the Board as a whole.

The Board hold regular meetings where it approves major decisions and utilises its expertise to advise and influence the business. The Board will meet on other occasions as and when the business demands. During the financial year under review the Board met on five occasions.

The Board and its committees are supplied with appropriate and timely information, including detailed financial information, in order to discharge its duties.

All Directors have access to the advice and services of the company secretary, who is responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. Independent professional advice is also available to Directors in appropriate circumstances.

A detailed agenda is established for each scheduled meeting and appropriate documentation is provided to Directors in advance of the meeting.

Regular Board meetings provide an agenda that will include reports from the CEO, reports on the performance of the business and current trading, and specific proposals where the approval of the Board is sought. Areas discussed include, amongst others, matters relating to the performance of the Group, placing and funding arrangements and the strategic direction of the Company. Minutes of the meetings from committees of the Board are circulated to all members of the Board, unless a conflict of interest arises, to enable all Directors to have oversight of those matters delegated to committees.

In accordance with the Company's Articles of Association, those Directors that have been appointed since the previous AGM shall retire from office but shall be eligible for re-appointment. All Directors have access to the advice and services of the company secretary and other independent professional advisers as required. Non-executive Directors have access to key members of staff and are entitled to attend management meetings in order to familiarise themselves with all aspects of the Company. It is the responsibility of the Chairman and the company secretary to ensure that Board members receive sufficient and timely information regarding corporate and business issues to enable them to discharge their duties.

Directors' Report (continued)

Board and committee meetings attendance

During the year under review, two Audit Committee meetings, one Remuneration Committee meeting and one Nomination Committee meeting were held.

During the year there were ten Board meetings by the Directors of the Company. Attendance of Directors and committee members at Board and committee meetings held during the year is set out in the table below.

	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Nomination Committee meetings
Ming Yang	10	2	n/a	n/a
Geoff Baker	10	n/a	1	1
Dennis Ow	10	2	1	1
Che Connon	10	n/a	n/a	n/a

Division of responsibilities

The division of responsibilities between the Chairman and the CEO is clearly defined in writing. However, they work closely together to ensure effective decision making and the successful delivery of the Group's strategy.

The Chief Executive Officer

The CEO is responsible for the running of the Group's business for the delivery of the strategy for the Group, leading the management team and implementing specific decisions made by the Board to help meet shareholder expectations. He also takes the lead in strategic development, by formulating the vision and strategy for the Group.

The CEO reports to each Board meeting on all material matters affecting the Group's performance.

Given the structure of the Board and the fact that the Chairman and CEO roles are fulfilled by two separate individuals, the Board believes that no individual or small group of individuals can disproportionately influence the Board's decision making.

The Chairman

The Chairman leads the Board, ensuring constructive communications between the Board members and that all Directors are able to play a full part in the activities of the Company. He is responsible for setting Board agendas and ensuring that Board meetings are effective and that all Directors receive accurate, timely and clear information. The Chairman officiates effective communication with shareholders and ensures that the Board understands the views of major investors and is available to provide advice and support to members of the executive team.

Directors' Report (continued)

Non-executive Directors

There is currently one non-executive Director who is considered to be independent. The role of the non-executive Director is to understand the Group in its entirety and constructively challenge strategy and
management performance, set executive remuneration levels and ensure an appropriate succession planning strategy is in place.

A non-executive Director must also ensure they are satisfied with the accuracy of financial information and that thorough risk management processes are in place. The non-executive Directors also assist the Board with issues such as governance, internal control, remuneration and risk management. No non-executive Directors are participants in any share option plans of the Company.

Effectiveness

Composition of the Board

The names, skills and short profiles of each member of the Board, are set out on page 23. Each year the Board considers the independence of each non-executive Director in accordance with the Code.

To ensure that they clearly understand the requirements of their role, the Company has a letter of appointment in place with each non-executive Director. Service agreements are entered into with the executive Director and senior executives so that they can clearly understand the requirements of the role and what is expected of them.

Commitment

Each Director commits sufficient time to fulfil their duties and obligations to the Board and the Company. They attend Board meetings and join ad hoc Board calls and offer availability for consultation when needed. The contractual arrangements between the Directors and the Company specify the minimum time commitments which are considered sufficient for the proper discharge of their duties. However, all Board members appreciate the need to commit additional time in exceptional circumstances.

Non-executive Directors are required to disclose prior appointments and other significant commitments to the Board and are required to inform the Board of any changes to their additional commitments.

Before accepting new appointments, non-executive Directors are required to obtain approval from the Chairman and the Chairman requires the approval of the whole Board. It is essential that no appointment causes a conflict of interest or impacts on the non-executive Director's commitment and time spent with the Group in their existing appointment.

Details of executive Director service contracts and of the Chairman's and the non-executive Directors' appointment letters are given on page 38 of the Remuneration Committee Report.

Development

The Board is informed of any material changes to governance, laws and regulations affecting the Group's business.

Directors' Report (continued)

Information and support

All Directors have access to the advice and services of the company secretary and each Director and each Board committee member may take independent professional advice at the Company's expense, subject to prior notification to the other non-executive Directors and the company secretary.

The appointment and removal of the company secretary is a matter for the Board as a whole. The company secretary is accountable directly to the Board through the Chairman.

7. Maintain appropriate governance structures and e*nsure that individual Directors have the necessary up-to-date experience, skills and capabilities:*

The Board believes its governance framework is appropriate and proportionate given the Company's size and complexity.

The Board sets direction for the Company through a formal schedule of matters reserved for its decision. Prior to the start of each financial year, a schedule of dates for that year's Board meetings is compiled to align as far as reasonably practicable with the Company's financial calendar while also ensuring an appropriate spread of meetings across the financial year. This may be supplemented by additional meetings as and when required.

The Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and committee papers are expected to be distributed well before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion.

Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant committee and then followed up by the Company's management.

The Board is responsible for the long-term success of the Company. There is a formal schedule of matters reserved to the Board. It is responsible for overall group strategy; approval of major investments; approval of the annual and interim results; annual budgets; dividend policy; and Board structure. It monitors the exposure to key business risks and reviews the annual budgets and their performance in relation to those budgets. There is a clear division of responsibility at the head of the Company.

The Chairman is responsible for running the business of the Board and for ensuring appropriate strategic focus and direction.

The CEO is responsible for proposing the strategic focus to the Board, implementing it once it has been approved and overseeing the management of the Company through the executive team.

The Board is supported by the Audit Committee, Nomination Committee and the Remuneration Committee. Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties.

The Remuneration Committee ensures remuneration is aligned to the implementation of the Company strategy and effective risk management, taking into account the views of shareholders and is also assisted by executive pay consultants as and when required.

Directors' Report (continued)

The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The role of the Board is as follows:

- To provide direction and entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risks to be appropriately assessed and managed;
- To set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance;
- To demonstrate ethical leadership, setting the Company's value and standards and ensuring that its obligations to its shareholders and others are well understood;
- To create a performance culture that drives value creation without exposing the Company to excessive risk or value destruction;
- To be accountable, and make well-informed and high quality decisions based on a clear understanding of the Company's broader goals and specific objectives;

- To create the right framework for helping Directors meet their statutory duties under the Companies Act 2006, and/or any other relevant statutory and regulatory regimes; and
- To promote its governance arrangements and embrace the evaluation of their effectiveness.

Directors have access to professional advisers where required and are encouraged to undertake training to maintain and enhance their skills and knowledge.

The Board has been assembled to allow each Director to contribute the necessary mix of experience, skills and personal qualities to deliver the strategy of the Company for the benefit of the shareholders over the medium to long term.

Together the Board provide relevant sector skills, the skills associated with running public companies and technical and qualifications to assist the Company in achieving its stated aims.

The Directors keep their skillsets up to date as required through the range of roles they perform with other companies and consideration of technical and industry updates by external advisers.

The Directors receive regular briefing papers on the operational and financial performance of the Company from the executives and senior management.

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

Appointments to the Board

Nomination Committee is responsible for maintaining a Board of Directors that has an appropriate mix of skills, experience and knowledge to be an effective decision-making body, ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance, considering and recommending Board candidates for election or re-election and reviewing succession planning.

The Nomination Committee undertakes a detailed selection process as per the recruitment and diversity policy to appoint or re-appoint a Director to the Board.

Included in this process are appropriate reference checks which include but are not limited to character reference and bankruptcy to ensure that the Board remains appropriate for that of a listed company.

Directors' Report (continued)

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

Executive directors are remunerated in a manner considered appropriate to the Company's size and stage of development.

No share options or warrants were granted to directors during the year. Remuneration decisions are made by the full Board, taking into account performance, market conditions and shareholder interests.

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

Dialogue with shareholders

The Group places considerable importance on effective communications with shareholders.

The Group's communication strategy requires communication with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Group. The strategy provides for the use of systems that ensure a regular and timely release of information about the Group is provided to shareholders.

The Group also posts all reports, stock exchange announcements and media releases and copies of significant business presentations on the Company's website: https://bsfenterprise.com/news/

Constructive use of the AGM

The Board encourages full participation of shareholders at the AGM to ensure a high level of accountability and understanding of the Group's strategy and goals.

The Company provides information in the notice of AGM that is presented in a clear, concise and effective manner. Shareholders are provided with the opportunity to submit questions in relation to each resolution before they are put to the vote and discussion is encouraged by the Board. The board will publish a summary of any questions received which are of common interest, together with a written response on the Company's website as soon as practicable after the conclusion of the AGM and GM (as applicable).

Conflicts of interest

Geoffrey Baker and Dr Che Connon are directors of the Company and are also directors of 3D Bio-Tissues Limited, Lab-Grown Leather Limited, Cultivated Meat Technologies Limited, BSF Hong Kong Limited and Kerato Limited (as was Min Yang until her resignation in August 2025). Min Yang and Geoffrey Baker are also directors of BSF Angel Funding Limited, a shareholder of the Company. Dennis Ow has been appointed as an independent director of the Company to manage any such conflicts of interests. Any matters on which Min Yang, Geoffrey Baker or Dr Che Connon have a conflict of interest will be delegated to and considered by Dennis Ow.

Audit Committee

The Audit Committee has the primary responsibility of monitoring the quality of internal controls to ensure that the financial performance of the Group is properly measured and reported on. It receives and reviews reports from the Group's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group.

Directors' Report (continued)

The Audit Committee will normally meet not less than three times in each financial year and has unrestricted access to the Group's external auditors. In the year ended 30 September 2025, the Committee met twice. The members of the Audit Committee comprises Dennis Ow (as Chairman). Min Yang was a member until her resignation in August 2025.

Remuneration Committee

The Remuneration Committee reviews the performance of the Executive Director, Chairman of the Board and senior management of the Group and make recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee also makes recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time.

The Remuneration Committee meets as and when necessary, but at least twice each year. In exercising this role, the Directors have regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance. The members of the Remuneration Committee comprise Geoff Baker (as Chairman) and Dennis Ow.

Nomination Committee

The Nomination Committee leads the process for board appointments and makes recommendations to the Board. The Nomination Committee evaluates the balance of skills, experience, independence and knowledge on the board and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment.

The Nomination Committee meets as and when necessary, but at least twice each year. The Nomination Committee comprises Geoff Baker (as Chairman) and Dennis Ow. The Directors are responsible for internal control in the Company and for reviewing effectiveness. Due to the size of the Company, all key decisions are made by the Board. The Directors have reviewed the effectiveness of the Company's systems during the year under review and consider that there have been no material losses, contingencies or uncertainties due to weaknesses in the controls. Details of the Company's business model and strategy are included in the Chairman's Statement and Strategic Report.

Statement as to disclosure of information to auditors

The Directors confirm that:

- there is no relevant audit information of which the Company's statutory auditor is unaware; and
- each Director has taken all the necessary steps he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's statutory auditor is aware of that information.

Auditors

The auditors, PKF Littlejohn LLP and have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

Approved on behalf of the Board of Directors on 30 January 2026 by:

……..
Geoffrey Baker, Director

Directors' Remuneration Report

The items included in this report are unaudited unless otherwise stated.

The Directors who held office at 30 September 2025 and who had beneficial interests in the Ordinary Shares of the Company are summarised as follows:

Name of Director	Position
Dr Che Conon	Chief Executive Officer
Geoffrey Baker	Chairman
Dennis Kian Jing Ow	Non-Executive Director

Directors' letters of appointment

Min Yang and Geoffrey Baker were each appointed by the Company pursuant to letters of appointment dated 18 July 2019 for a period of 12 months and thereafter subject to termination by either party on three months' notice. Ms Yang was appointed as

Chairman. The Non-Executive Directors agreed to commit an equivalent of at least one day a week to the Company. Non-Executive Directors are not entitled to any other benefits other than the reimbursement of their reasonable expenses. The letters of appointment are governed by English law.

With effect from 1 November 2024, the remuneration committee approved a temporary reduction from £10,000 to £6,000 per month in the case of the Mr Baker's consulting fee and from £6,000 to £2,000 per month in the case of Ms Yang, as a means of conserving Company funds. Mr Ow reduced his fee from £2,500 to £1,000 per month at the same time.

The letters of appointment of each of the non-executive Directors were amended pursuant to side letters dated 26 April 2022, effective on Admission to provide that each non-executive Director be paid £30,000 per annum (commencing on Admission). As noted above, these were reduced in the year ended 30 September 2024.

Dr Che Connon entered into a service agreement with the Company dated 26 April 2022 under which Dr Che Connon is employed as the Chief Executive Officer of the Company from Admission and thereafter until terminated by either party giving 3 months' prior written notice.

Dr Che Connon receives an annual salary of £144,000. Dr Che Connon is entitled to participate in the Restrictive Share Plan and the EMI Option Plan but has not received any additional shares. He is also entitled to the reimbursement of his reasonable expenses. Dr Che Connon is not entitled to any benefits on termination of employment.

Shareholders' returns

The Company expects that any returns for shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy set out below.

Dividend policy

The Company intends to pay dividends on the Ordinary Shares at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion and in accordance with requirements of the Companies Act 2006.

Directors' Remuneration Report (continued)

Prior to material revenue generation, it is unlikely that the Company will have any earnings but to the extent the Company has any earnings it is the Company's current intention to retain any such earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

During the year ended 30 September 2025, there were no dividends paid (2024: nil).

Particulars of Directors' remuneration (audited)

Year ended 30 September 2025	Fees and salaries £	Totals Year ended 30 September 2025 £
Executive Directors		
Dr Che Connon	135,103	135,103
Geoff Baker	76,000	76,000
Non-executive Directors		

Min Yang	26,000	26,000
Dennis Ow	13,500	13,500
	250,603	250,603

Year ended 30 September 2024	Fees and salaries £	Totals Year ended 30 September 2024 £
Executive Directors		
Dr Che Connon	130,000	130,000
Non-executive Directors		
Geoff Baker	92,000	92,000
Min Yang	47,500	47,500
Dennis Ow	30,000	30,000
	299,500	299,500

Statement of Directors' shareholding and share interests (audited)

The Directors who served during the year ended 30 September 2025, and their interests in the Company's shares are disclosed in the Directors' Report. There were no changes between the reporting date and the date of approval of this report.

Directors' Remuneration Report (continued)

UK Remuneration percentage changes

With effect from 1 November 2024, the remuneration committee approved a temporary reduction of 40% from £10,000 to £6,000 per month in the case of the Mr Baker's consulting fee and from £6,000 to £2,000 per month (a 66.67% reduction) in the case of Ms Yang, as a means of conserving Company funds. Mr Ow's fee was reduced from £2,500 to £1,000 per month at the same time, a 60% reduction.

There were no other changes to the level of remuneration in the year ended 30 September 2025.

UK 10-year performance graph

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed since 2017, is not paying dividends, is currently incurring losses as it gains scale and has only recently completed its first acquisition. In addition, and as mentioned above, the remuneration of Directors is not currently linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

Consideration of shareholder views

The Board considers shareholder feedback received. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

Policy for salary reviews

The Company may from time to time seek to review salary levels of Directors, taking into account performance, time spent in the role and market data for the relevant role.

Other matters

None of the Directors hold options, warrants or any form of convertible security in respect of Ordinary Shares. Save as set out above and below, there is currently no intention for the Company to make incentivisation arrangements for the Directors to be involved in the capital of the Company or otherwise any employee share option arrangements.

On 16 May 2022, the Company resolved to adopt the Restricted Share Plan, which will allow for the grant of shares to directors and selected employees subject to restrictions and forfeiture risks which will be lifted after a certain period. It is intended that participants will be executive directors and senior employees of the Company. No more than 15% of the issued share capital of the Company from time to time can be issued or issuable under the plan and other grant of shares by the Company which are subject to restrictions and forfeiture risks. A total of 7,798,491 shares were issued including 6,623,793 shares issued to directors. Further details are set out in Note 18 to the Consolidated Financial Statements.

On 16 May 2022 the Company resolved to adopt the Employee Share Option Plan ("ESOP") which will allow for the grant of EMI options and non-approved share options over shares in the Company to be granted to selected individuals. An option will become exercisable at some future date and the participant will then have the right to acquire shares at a price (the "option price") fixed when the option was granted.
The ESOP is administered by the board. Further details are set out in Note 18 to the Consolidated Financial Statements.

In June 2024 options were granted in respect of a total of 2,400,000 new Ordinary Shares to employees of BSF and its subsidiaries. These Options represent, in aggregate, 1.87 per cent of the Company's current issued share capital. The Options are exercisable at 15 pence per Ordinary Share. Of these Options, 1,650,000 will vest on the 2nd anniversary of the date of grant and 750,000 options will vest on the 3rd anniversary of the date of grant. An Option may be exercised from the third anniversary of the Date of Grant. An Option shall not be exercisable more than ten years after the Date of Grant.

The Company does not pay pension amounts in relation to any of the Directors remuneration. The Company has not paid out any excess retirement benefits to any Directors.

Approved on behalf of the Board of Directors by:

…….

Geoffrey Baker Director Date: 30 January 2026

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group's and Parent Company's financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards and Company financial statements under FRS 101, both in conformity with the requirements of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the Company and the Group and of the profit or loss for that period.

In preparing these financial statements, the Directors are also required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK-adopted international accounting standards or UK Financial Reporting Standards and with the requirements of the Companies Act 2006; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Directors' responsibility statement pursuant to disclosure and Transparency Rules

The Directors are responsible for preparing the Financial Statements in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ("DTR") and with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006.

Each of the Directors, whose names and functions as listed in the Board of Directors confirm that, to the best of their knowledge:

- the financial statements, prepared in accordance with UK-adopted International Accounting Standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Strategic and Directors' Report include a fair review of the development and performance of the business and the financial position of the Group and Parent Company, together with a description of the principal risks and uncertainties that it faces; and
- the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's and Parent Company's performance, business model and strategy.

Statement of Directors' Responsibilities (continued)

Approved on behalf of the Board of Directors by:

…….
Geoffrey Baker
Director

Date: 30 January 2026

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSF ENTERPRISE PLC

Opinion

We have audited the financial statements of BSF Enterprise Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2025 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in 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 FRS 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 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 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 public interest entities, and we have

fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 2d in the financial statements, which indicates that it will be necessary for the group to obtain additional funding through financial arrangements or the issue of equity in order to continue as a going concern. As stated in note 2d, these events or conditions, along with the other matters as set forth in note 2d, indicate that a material uncertainty exists that may cast significant doubt on the group's and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

- Comparing actual results for the year to previous budgets to assess the accuracy of management's forecasting.
- Assessing whether cash flow forecasts align with management's assumptions regarding the business's future activities, including its path to commercialisation of its products and the strategies to secure further funding.
- Reviewing the post year end cash position as at the end of January 2026 and comparing this against the forecasted position.
- Performing mathematical accuracy check of the cashflow forecasts.
- Corroborating the committed cash flows against contractual arrangements and historic information and comparing general budgeted overheads to current run rates.
- Critically evaluating management's assessment of the reasonableness and sensitivity of the data and assumptions used by stress-testing the going concern cash flow forecasts in order to evaluate the likelihood of potential downside scenarios and the group's and parent company's ability to meet financial obligations as they fall due for a period of at least twelve months from the date of approval of the financial statements.
- Reviewing post year end information such as minutes of board meetings and Regulatory News Service (RNS) announcements.
- Assessing the adequacy of the disclosures in respect of going concern including the uncertainty over the ability to raise additional funds.

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

Our application of materiality

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

Based on our professional judgement, the materiality for the group financial statements as a whole was calculated based on 3% of loss before tax (2024: 3% of loss before tax). We consider loss before tax to be the most significant determinant of the group's financial performance. Materiality of the parent company was based on 1% of net assets (2024:1% of net assets) capped based the allocation of materiality for the whole group and was below the group materiality.

Whilst the materiality for the group financial statements as a whole was £35,500 (2024: £53,000), the significant components of the group were audited to a lower level of materiality. The parent company materiality was £26,600 (2024: £34,400). These materiality levels were used to determine the financial statement areas that are included within the scope of our audit work and the extent of sample sizes during the audit.

Performance materiality is the application of materiality at the individual account or balance level set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality. Performance materiality was set at 75% (2024: 75%) for the group and 75% (2024: 65%) for the parent company, equating to £26,600 (2024: £39,750) and £18,600 (2024: £25,800) respectively, based upon our assessment of the risk of misstatement.

We agreed with management that we would report to the audit committee all individual audit differences identified during the course of our audit in excess of £1,700 (2024: £2,650) for the group financial statements and £1,700 (2024: £2,580) for the parent company financial statements. We also agreed to report differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

Our approach to the audit

Our group audit scope focused on the group's principal operating location being Newcastle which was subject to a full scope audit. Together with the parent company, which was also subject to a full scope audit, these represent the significant components of the group.

The audits of each of the significant components were performed in the United Kingdom. All of the audits were conducted by PKF Littlejohn LLP.

Key audit matters

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

Key Audit Matter	**How our scope addressed this matter**
Valuation of goodwill on acquisition of 3D Bio Tissues Limited	
The Group carries a material amount of goodwill at £2.5m (2024: £2.5m), relating to the subsidiary undertaking acquired in 2022, 3D Bio-Tissues Limited. **3D Bio-Tissues Limited is still in the early stages of their research and development. Though there are multiple products currently under development, there is uncertainty around the ability of one or more products to become commercial.** **There is a significant risk of overstatement of goodwill due to the fact that the investments are loss making.**	Our work in this area included but was not limited to: · Discussions with management with regards to the impairment review of goodwill carried out internally. · Obtaining management's assessment of indicators of impairment along with a formal impairment assessment of the value in use calculations. · Challenging whether the products and concepts within the subsidiaries are directly linked to the carrying value of the goodwill balance as these arose from the technology

Given the aforementioned, goodwill may be impaired, and management need to include significant estimates and judgements in their goodwill impairment assessment and as such the valuation of goodwill was deemed to be a key audit matter.	and know-how on the acquisition of 3D BioTissues Limited. · Challenging the stage of development in the range of products and what has changed in the year (and post year-end) by reviewing developments in the year and assessing their impact. · Reviewing and critically assessing the value in use assessment based on projected future cash flows / future income from 3D Bio Tissues Limited and the relevant products from other subsidiaries within the Group which utilise the originally acquired technology. · Challenging and corroborating the assumptions in respect of future revenue generation within the value in use assessments. · Performing a sensitivity analysis on the value in use calculation. · Considering the Group's ability to obtain additional funding required by the value in use calculation and a review of the post year end activity / management's plans for raising the additional funding required. · Evaluating whether the presentation and disclosures are in accordance with paragraphs 126 to 136 of IAS 36. Key observations: Based on our work, the recoverable amount of the 3DBT CGU exceeded its carrying amount. Management's Value-in-Use (VIU) model is based upon the expected access to the market for the products/technology and is supported by the planned post-year end funding process. Management's impairment assessment has been found to be reasonable based on the evidence obtained.
Carrying value of the investment in and loans due from subsidiary companies in the parent company (Note 5 to the parent company financial statements)	
The carrying value of investments and loans due from subsidiary companies stands at £5.5m (2024: £4.9m). **Under International Accounting Standard 36 'Impairment of Assets', companies are required to assess whether there is any indication that an asset may be impaired at each reporting date.** **The carrying value of investment in subsidiary (3D Bio Tissues Limited) is ultimately dependent on the value of the underlying assets and the subsidiary's ability to generate future cash flows. Since 3D BioTissues Limited is in the research and development phase, it is difficult to definitively determine the value of the investment, therefore is a risk that the investment and loan balances are not fully recoverable.**	Our work in this area included but was not limited to: · Reviewing ownership documents for investment in subsidiaries held by the company. · Reviewing the investment and loan balances for any indicators of impairment in accordance with IAS 36, including a review of the underlying net asset balances in the related entities. · Ensuring intragroup loans have been reconciled and confirming that there are no material differences. · Obtaining management's assessment of the recoverability of these balances and corroborating, as well as challenging, the

Recoverability of the investments in subsidiary is based on significant judgments and estimates made by the directors and as such the carrying value of investments and loans was deemed to be a key audit matter.	key assumptions made by management in arriving at their conclusions. · Obtaining management's value-in-use calculations and critically assessing the value in use assessment based on projected future cash flows / future income from 3D Bio Tissues Limited and the relevant products from other subsidiaries within the Group which utilise the originally acquired technology. · Challenging and corroborating the assumptions in respect of future revenue generation within the value in use assessments. · Performing a sensitivity analysis on the value in use calculation. · Assessing the adequacy of the financial statement disclosures, including the accounting policies. Key observations: Given the early stage nature of the Company, impairment indicators were considered present in line with other pre commercial revenue businesses. We evaluated these within the context of the Group's early-stage business model and the progress made across the Group's commercialisation pathways. Management's VIU model demonstrated that the expected recoverable amount of the CGU exceeds its carrying amount, and management's impairment assessment has been found to be reasonable based on the evidence obtained.

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, and application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from :

- Companies Act 2006;
- UK-adopted International accounting standards;
- Listing rules; and
- Disclosure Guidance and Transparency Rules.

· We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group or parent company with those laws and regulations. These procedures included, but were not limited to:

- Enquiries of management;
- Review of Board minutes and regulatory news service announcements; and
- Review of legal and professional fees.

· We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, there is a presumed risk of fraud in revenue recognition. The potential of management bias was identified in relation to the impairment of goodwill and the carrying value of investments in subsidiaries (including loans to subsidiaries) and we addressed this by challenging the assumptions and judgements made by management when auditing these areas.

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

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

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

Other matters which we are required to address

We were appointed by the Board on 21 November 2019 to audit the financial statements for the period ending 30 September 2019 and subsequent financial periods. Our total uninterrupted period of engagement is 7 years, covering the periods ending 30 September 2019 to 30 September 2025.

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

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's

members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Daniel Hutson (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

15 Westferry Circus
Canary Wharf
London E14 4HD

30 January 2026

Consolidated Statement of Comprehensive Income
for the year ended 30 September 2025

	Note	Year ended 30 September 2025 £	Year ended 30 September 2024 £
Continuing operations			
Revenue	4	52,840	57,821
Cost of sales	6	(70,999)	(84,465)
Gross loss		(18,159)	(26,644)
Other income	5	424,420	158,688
Administrative expenses	6	(1,621,350)	(1,923,404)
Operating loss		(1,215,089)	(1,791,360)
Finance expense - right-of use lease liabilities	6	(2,217)	(6,204)
Finance income		336	58
Loss before taxation		(1,216,970)	(1,797,506)

Taxation credit	8	103,443	125,215
Loss for the year		(1,113,527)	(1,672,291)
Other comprehensive income for the year		4,721	-
Total comprehensive income for the year attributable to the equity owners		(1,108,806)	(1,672,291)
Earnings per share			
Basic and diluted (pence per share)	9	(0.91)	(1.62)

There are no items of other comprehensive income.

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position as at 30 September 2025 (Registered number 11554014)

	Note	2025 £	2024 £
Assets			
Non-current assets			
Property, plant and equipment	11	53,527	81,055
Right-of-use assets	12	-	72,041
Intangible assets	10	2,485,290	2,485,290
Total non-current assets		2,538,817	2,638,386
Current assets			
Cash and cash equivalents	14	149,020	637,656
Trade and other receivables	16	231,915	157,023
Inventory	15	87,143	62,392
Total current assets		468,078	857,071
Total assets		3,006,895	3,495,457
Equity and liabilities			
Capital and reserves			
Share capital - issued and fully paid	18	1,205,759	955,384
Share capital - issued but unpaid	18	77,985	77,985
Share premium	18	6,662,758	6,292,888
Share-based payment reserve	18	54,536	38,478
Foreign currency translation reserve		4,721	-
Retained deficit		(5,287,880)	(4,174,353)
Total equity		2,717,879	3,190,382
Liabilities			
Current liabilities			
Trade and other payables	17	211,953	147,332
Taxes and social security		63,721	64,293
Lease liabilities	13	-	78,050
		275,674	289,675
Non-current liabilities			
Lease liabilities	13	-	-
Deferred tax	8	13,342	15,400
		13,342	15,400
Total liabilities		289,016	305,075
Total equity and liabilities		3,006,895	3,495,457

The accompanying notes form an integral part of these consolidated financial statements**.** This report was approved by the Board of Directors and authorised for issue on 30 January 2026 and signed on its behalf by:

……

Geoffrey Baker, Director

Consolidated Statement of Changes in Equity for the year ended 30 September 2025

	Share capital issued and paid up £	Share capital issued and unpaid £	Share premium £	Share-based payment reserve £	Foreign currency translation reserve £	Retained deficit £	Total £
As at 1 October 2023	955,384	77,985	6,292,888	34,785	-	(2,502,062)	4,858,980
Comprehensive income for the year							
Loss for the year	-	-	-	-	-	(1,672,291)	(1,672,291)
Total comprehensive loss for the year	-	-	-	-	-	(1,672,291)	(1,672,291)
Share-based payment expense	-	-	-	3,693	-	-	3,693
Transactions with shareholders	-	-	-	3,693	-	-	3,693
As at 30 September 2024	955,384	77,985	6,292,888	38,478	-	(4,174,353)	3,190,382
Comprehensive income for the year							
Loss for the year	-	-	-	-	-	(1,113,527)	(1,113,527)
Other comprehensive income	-	-	-	-	4,721	-	4,721
Total comprehensive loss for the year	-	-	-	-	4,721	(1,113,527)	(1,113,806)
Share-based payment expense	-	-	-	16,058	-	-	16,058
Issue of shares	250,375	-	403,875	-	-	-	654,250
Costs of share issues	-	-	(34,005)	-	-	-	(34,005)
Transactions with shareholders	250,375	-	369,870	16,058	-	-	636,303
As at 30 September 2025	1,205,759	77,985	6,662,758	54,536	4,721	(5,287,880)	2,717,879

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

for the year ended 30 September 2025

	Note	Year ended 30 September 2025 £	Year ended 30 September 2024 £
Cash flow from operating activities			
Loss after tax		(1,113,527)	(1,672,291)

Taxation		(103,443)	(125,215)
Depreciation		109,316	111,760
Share-based payment expense	18	16,059	3,693
Tax received		101,385	120,659
Interest received		(90)	-
Changes in working capital:			
Increase / (decrease) in trade and other payables		134,240	(13,112)
Increase / (decrease) in receivables		(127,693)	588
Increase in inventory		(24,751)	(16,581)
Net cash used in operating activities		(1,008,504)	(1,590,499)
Cash flow from investing activities			
Purchase of plant and equipment	11	(10,353)	(12,023)
Proceeds on disposal of plant and equipment		437	-
Interest received		90	-
Net cash used in investing activities		(9,826)	(12,023)
Cash flow from financing activities			
Issue of shares	18	641,750	-
Costs of share issues		(34,005)	-
Repayment of lease liabilities	13	(78,051)	(78,883)
Net cash from financing activities		529,694	(78,883)
Net cash flow for the year		(488,636)	(1,681,405)
Cash and cash equivalents at beginning of the year	14	637,656	2,319,061
Cash and cash equivalents at end of the year	14	149,020	637,656

No net debt reconciliation is provided as the Group has no debt.

The accompanying notes form an integral part of these consolidated financial statements**.**

Notes to the Financial Statements

1. General information

The Company is a public limited liability company, listed on the London Stock Exchange, incorporated and registered in England and Wales on 5 September 2018 with registered company number 11554014. The principal activity of the Company is to undertake the acquisition of businesses in the biotechnology, innovative marketing and e-commerce sectors. The address of the registered office is 2 Portman Street, London W1H 6DU.

On 16 May 2022, the Company completed the acquisition of the entire issued share capital of 3D Bio-Tissues Limited ("3DBT"), (together, the "Group"), a biotechnology start-up and spin-out from the University of Newcastle. 3DBT has developed a propriety platform technology termed "tissue templating" that facilitates the production of a variety of animal tissue types for multiple uses, commonly referred to as "tissue engineering".

The Company has a standard listing on the London Stock Exchange. The Company's Ordinary Shares commenced trading on the OTCQB Venture Market in the United States on 24 May 2023, under the symbol BSFAF.

The consolidated financial statements include the financial statements of the Company and its subsidiary companies (the "Group") as follows:

Name	**Place of incorporation**	**Registered address**	**Principal activity**	**Effective interest**	
				30.09.2025	30.09.2024
3D Bio-Tissues Limited	England and Wales	The Biosphere Draymans Way, Newcastle Helix, Newcastle Upon Tyne, NE4 5BX	Biotechnology start-up	100%	100%
BSF Enterprise (Hong Kong) Limited	Hong Kong	11/F Times Tower, 391-407 Jaffe Road, Causeway Bay Hong Kong	Biotechnology start-up	100%	100%
Kerato Limited	England and Wales	The Biosphere Draymans Way, Newcastle Helix, Newcastle Upon Tyne, NE4 5BX	Lab-grown cornea research	100%	100%
Cultivated Meat Technologies Limited	England and Wales	The Biosphere Draymans Way, Newcastle Helix, Newcastle Upon Tyne, NE4 5BX	Lab-grown meat research	100%	100%
Lab-Grown Leather Limited	England and Wales	The Biosphere Draymans Way, Newcastle Helix, Newcastle Upon Tyne, NE4 5BX	Development of skin technology	100%	100%

Each of the Company's UK subsidiaries are exempt from the requirement to have an audit under the exemption available under s479A of the Companies Act 2006.

2. Accounting policies

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

a) Basis of preparation

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006. The financial statements have been prepared using the historical cost basis.

The financial statements are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operate and its functional currency.

The financial statements are presented in £ unless otherwise stated.

b) New standards, amendments to standards and interpretations:

There were no new standards or interpretations impacting the Group that have been adopted in the annual financial statements for the year ended 30 September 2025, and which have given rise to changes in the Group's accounting policies.

Standards and interpretations in issue but not yet effective or not yet relevant

At the date of authorisation of these financial statements the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

		Effective annual periods beginning before or after
IAS 21	Lack of exchangeability - Amendments to IAS 21	1st January 2025
IFRS 18	IFRS 18 Presentation and Disclosure in Financial Statements	1st January 2027

The Company intends to adopt these Standards for the respective financial years beginning after the effective dates.

The Directors do not anticipate the adoption of any of these standards issued by the IASB, but not yet effective, to have a material impact on the financial statements of the Company.

c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to the end of the reporting period. A subsidiary is an entity over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from the investee, and the ability to use its power to affect those variable returns.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Inter-company balances and transactions between Group companies are therefore eliminated in full. The financial information of subsidiaries is included in the Group's financial statements from the date that control commences until the date that control ceases.

Under the acquisition method, the results of subsidiaries are included from the date of acquisition. At the date of acquisition, the fair values of the net assets of subsidiaries have been determined and these values are reflected in the Consolidated Financial Statements. The cost of acquisition is measured at the aggregate of the fair value of the consideration paid by the Company, at the date of acquisition, in exchange for control of the acquiree. Any excess of the purchase consideration of the business combination over the fair value of the identifiable assets and liabilities acquired is recognised as goodwill. Goodwill, if any, is not amortised but reviewed for impairment at least annually. If the consideration is less than the fair value of assets and liabilities acquired, the difference is recognised directly in the statement of comprehensive income.

Acquisition-related costs are expensed as incurred.

d) Going concern

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2025, the Group had cash and cash £149,020 of cash and cash equivalents.

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2027 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

In particular, on 1 December 2025, the Company announced a significant equity fundraise of up to £5 million through convertible loan notes and prepaid warrants, with the potential for an additional £10 million from cash warrants, aimed at advancing its tissue-engineered materials business. This initiative was contingent on shareholder approval for a 12:1 capital reorganisation and necessary share headroom for which all resolutions were passed at a general meeting on 17 December 2025.

The Company has received £300,000 in immediate working capital via an interest-free convertible loan note, with the full equity fundraise expected to complete in February 2026, following prospectus approval by the FCA.

This injection of capital together with the Company's existing cash reserves, grants, and tax rebates, provides the Company and Group with an operational cash runway for more than 12 months. The funds will support the execution of the Company's strategic business and growth plans, which the directors believe will create the opportunity for significant value inflection points in 2026 and beyond.

Notwithstanding the anticipated equity fundraise, these cashflow forecasts are subject to a number of risks and uncertainties.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2026 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make and expects to complete the equity fundraise described above in February 2026. The equity fundraise amount has been agreed and is merely subject to the Prospectus approval and completion of the transaction. The Board is confident however that completion will be effected in the short term and thus ensure adequate funds will be available to the Group. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

e) Segment reporting

IFRS 8 defines operating segments as those activities of an entity about which separate financial information is available and which are evaluated by the Board of Directors to assess performance and determine the allocation of resources. The Board of Directors is of the opinion that under IFRS 8 the Group has only one operating segment, being that of biotechnology. The Company was incorporated in 2018 with the objective of creating value for its shareholders through an acquisition-led growth strategy

with a focus on acquiring businesses in the biotechnology, innovative marketing and e-commerce sectors. The acquisition of 3DBT is an integral part of the Group's strategy for this sector. The operations of the Company, 3DBT, Kerato, CMT and LGL are within the UK whilst those of BSF (Hong Kong) Limited, which are not yet significant, are conducted in Hong Kong.

The Board of Directors assesses the performance of the operating segment using financial information that is measured and presented in a manner consistent with that in the Financial Statements. Segmental reporting will be reviewed and considered in light of the development of the Group's business over the next reporting period.

f) Revenue

The Group's revenue represents the fair value of the consideration received or receivable for the rendering of services and sale of goods, net of value added tax.

Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer net of sales taxes and discounts.

A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) Performance obligations and timing of revenue recognition

Sales of goods

The Group derives revenue from selling consumables with revenue recognised at a point in time when control of the goods has transferred to the customer. Revenue from sales of consumables to consumers is recognised when the order is despatched. There is limited judgement needed in identifying the point at which the performance obligation is satisfied.

Provision of services

The Group enters into contracts for the provision of research services with its customers. Research revenues are recognised as the services are performed and the obligations are discharged, or if there are no key performance obligations, straight line over the relevant period. This method best depicts the transfer of services to the customer as there is no reliable prediction that can be made as to if and when any individual customer will require the service.

(ii) Determining the transaction price

Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

(iii) Allocating amounts to performance obligations

For most contracts, there is a fixed unit price for each service or product sold. Therefore, there is no judgement involved in allocating the contract price to each sale.

g) Grants receivable

The Group recognises grant income only when there is reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received. Grants are recognised in profit or

loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

h) Employee benefits

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Long-term benefits

Defined contribution plans

The income statement expense for the defined contribution pension plans operated represents the contributions payable for the year. Once the contributions have been paid, the Group has no further liabilities in respect of the defined contribution plans.

i) Property, plant and equipment

Property and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Group.

Property, plant and equipment are generally depreciated on a straight-line basis over their estimated useful live as follows:

Plant and equipment: 20 per cent. straight line

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

j) Intangible assets

Goodwill

Goodwill represents the amount by which the fair value of the cost of a business combination exceeds the fair value of the net assets acquired. Goodwill is not amortised and is stated at cost less any accumulated impairment losses.

The recoverable amount of goodwill is tested for impairment annually or when events or changes in circumstance indicate that it might be impaired. Impairment charges are deducted from the carrying value and recognised immediately in the income statement. For the purpose of impairment testing, goodwill has been assessed as relating to one business unit, being 3DBT, but whose technology has supported all of entities in the Group. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the

carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

k) Research and development expenditure

Research expenditure is recognised as an expense when it is incurred.

Development expenditure is recognised as an expense except that costs incurred on development projects are capitalised as long-term assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalised if, and only if an entity can demonstrate all of the following:-

(i) its ability to measure reliably the expenditure attributable to the asset under development;
(ii) the product or process is technically and commercially feasible;
(iii) its future economic benefits are probable;
(iv) its ability to use or sell the developed asset; and
(v) the availability of adequate technical, financial and other resources to complete the asset under development.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. Development expenditure initially recognised as an expense is not recognised as assets in subsequent periods. No amounts were capitalised in the year.

l) Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Right-of use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

m) Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of 12 months or less.

Identifying leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- there is an identified asset;
- the Group obtains substantially all the economic benefits from use of the asset; and
- the Group has the right to direct use of the asset.

The Directors consider whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits that arise from use of the asset, the Directors consider only the economic benefits that arise from use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Directors consider whether the Group directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Directors consider whether the Group was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16 "*Leases*".

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the company if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

n) Taxation

Tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement 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 Company's 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 statements 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 Company is able to control the reversal of the temporary difference and 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 year 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 Company intends to settle its current tax assets and liabilities on a net basis.

o) Financial instruments

Initial recognition

A financial asset or financial liability is recognised in the statement of financial position of the Company when it arises or when the Company becomes part of the contractual terms of the financial instrument.

Classification

Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms of the financial asset generating cash flows at specified dates only pertain to capital and interest payments on the balance of the initial capital.

Financial assets which are measured at amortised cost, are measured using the Effective Interest Rate Method (EIR) and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial liabilities at amortised cost

Financial liabilities measured at amortised cost using the effective interest rate method include current borrowings and trade and other payables that are short term in nature. Financial liabilities are derecognised if the Company's obligations specified in the contract expire or are discharged or cancelled.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate ("EIR"). The EIR amortisation is included as finance costs in profit or loss. Trade payables other payables are non-interest bearing and are stated at amortised cost using the effective interest method.

Derecognition

A financial asset is derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has undertaken the commitment to fully pay the cash flows received without significant delay to a third party under an arrangement and has either (a) transferred substantially all the risks and the assets of the asset or (b) has neither transferred nor held substantially all the risks and estimates of the asset but has transferred the control of the asset.

Impairment

The Group recognises a provision for impairment for expected credit losses regarding all financial assets. Expected credit losses are based on the balance between all the payable contractual cash flows and all discounted cash flows that the Group expects to receive. Regarding trade receivables, the Group applies the IFRS 9 simplified approach in order to calculate expected credit losses. Therefore, at every reporting date, provision for losses regarding a financial instrument is measured at an amount equal to the expected credit losses over its lifetime without monitoring changes in credit risk. To measure expected credit losses, trade receivables and contract assets have been grouped based on shared risk characteristics.

Trade and other receivables

Trade and other receivables are initially recognised at fair value when related amounts are invoiced then carried at this amount less expected credit losses.

IFRS 9 "Financial Instruments" requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39 "Financial Instruments: Recognition and Measurement". The expected credit loss (ECL) 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. The credit event does not have to occur before credit losses are recognised. IFRS 9 "Financial Instruments" allows for a simplified approach for measuring the loss allowance at an amount equal to lifetime expected credit losses for trade receivables and contract assets.

The Group has one type of financial asset subject to the expected credit loss model: trade receivables.

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The expected credit losses are estimated using a provision based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

As the Group is at an early stage and the volume of sales is very low, it does not have significant amounts of historic information on credit losses. Accordingly, only specific provisions have been made. To analyse and adjust for any expected credit loss would likely skew the reported results for the year.

The Group considers a financial asset in default when contractual payments are between 30 to 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Cash and cash equivalents

The Group considers any cash on short-term deposits and other short-term investments to be cash equivalents.

The Group considers the credit ratings of banks in which it holds funds in order to reduce its exposure to credit risk. The Group will only keep its holdings of cash and cash equivalents within institutions which have a strong credit rating.

Trade payables

These financial liabilities are all non-interest bearing and are initially recognised at the fair value of the consideration payable.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and other costs in bringing them to their existing location and condition.

Provisions

A provision is recognised when the Group has a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Contingent liabilities

Contingent liabilities are possible obligations whose existence depends on the outcome of uncertain future events or present obligations where the outflow of resources is uncertain or cannot be measured reliably. Contingent liabilities are not recognised in the Group's Financial Statements but are disclosed unless they are remote.

p) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.
Ordinary shares are classified as equity.

Share capital account represents the nominal value of the shares issued.

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

Accumulated losses include all current and prior period results as disclosed in the Statement of Comprehensive Income.

q) Earnings per share

Basic earnings per share is calculated by dividing:

- The loss attributable to owners of the Company, excluding any costs of servicing equity other than Ordinary Shares;
- By the weighted average number of Ordinary Shares outstanding during the financial period.

3. Critical accounting estimates and judgements

Preparation of financial information in conformity with UK-adopted International Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In particular:

Key judgements

Impairment reviews

IFRS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No such circumstances have come to management's attention since the acquisition of 3DBT.

The Group prepares and approves a detailed annual budget and longer-term strategic plan for its operations, which are used in the impairment reviews.

Goodwill of £2,485,290 relating to the acquisition of 3DBT was allocated to the 3DBT business and represents a Cash Generating Unit ("CGU") and reviewed for impairment as of the reporting date.

Whilst the Group has identified 3DBT as a single cash-generating unit ("CGU") the impairment testing has not only been based on 3DBT because the technology has been utilised to develop products across the wider Group.

This CGU determination reflects:

- the integrated nature of the Group's tissue engineering platform;
- the absence of separately identifiable cash inflows by individual product line; and
- the manner in which performance is monitored internally by management and reported to the Board.

The CGU identification is consistent with the presentation of operating segments and business activities elsewhere in the annual report.

Management considers that that there are no events or changes in circumstances which would indicate that the carrying amount of goodwill may not be recoverable.

Management has therefore performed an impairment test on the assets that sit in the Group as a whole .

The recoverable amount has been determined using a value-in-use ("VIU") model, based on discounted cash flow projections.

Cash flow projections are derived from Board-approved budgets and forecasts covering a period of 5-10 years, followed by a terminal value. Management has determined that the use of forecast periods longer than five years is appropriate due to:

- the long development and commercialisation timelines inherent in tissue engineering and biotechnology;
- the early-stage nature of the Group's products; and
- the expectation that meaningful commercial cash flows will arise over a longer horizon than is typical for mature businesses.

This approach is consistent with industry practice for comparable early-stage biotechnology companies.

The cash flows assume successful completion of future funding consistent with the Group's historical funding activities and strategic plans. A pre-tax discount rate of 30% has been applied in the base case scenario, derived from a market-based weighted average cost of capital reflecting current assessments of the time value of money and the risks specific to the CGU. A terminal growth rate of 2% has also been applied.

Revenue assumptions reflect management's expectations regarding the timing and scale of commercial adoption of the Group's tissue-engineered products. These assumptions are based on:

- internal development milestones;
- anticipated regulatory pathways for intended end uses; and
- management's assessment of addressable markets.

Given the Group's limited historical trading activity, these assumptions are not based on past experience, but are informed by:

- publicly available data on comparable technologies;
- external market research; and
- discussions with potential commercial partners.

Where assumptions differ from external benchmarks, this reflects the Group's focus on niche, high-value applications rather than mass-market adoption.

The pre-tax discount rate applied reflects:

- the time value of money;
- the specific risks associated with the CGU; and
- the early-stage nature of the business.

The rate is derived from the Group's estimated weighted average cost of capital, adjusted for risks not otherwise reflected in the cash flow projections. This rate is higher than that typically applied to mature businesses and is consistent with external data for comparable early-stage biotechnology companies.

The terminal growth rate does not exceed the long-term growth rate of the markets in which the Group operates and reflects a conservative long-term outlook once the business reaches a more stable phase of operations.

The impairment assessment is most sensitive to the following key assumptions, being those to which the recoverable amount is most sensitive:

- Revenue growth rates
- Timing of commercialisation
- Discount rate
- Terminal growth rate

Management has performed sensitivity analyses on the key assumptions. The recoverable amount is most sensitive to changes in:

- revenue growth rates;
- the timing of commercialisation; and
- the discount rate.

A reasonably possible adverse change in any of the following assumptions would reduce the recoverable amount, but would not result in an impairment on a standalone basis. Accordingly, no impairment losses have been recognised in profit or loss. The sensitivity analysis modelled the following changes in assumptions:

- a delay in commercialisation of 12 months;
- a reduction in forecast revenue growth of 50%; or
- an increase in the discount rate from 30% to 40%.

Management continues to monitor these assumptions closely given the inherent uncertainty associated with early-stage development activities.

Research and development costs

No amounts of research and development costs were capitalised in the year ended 30 September 2025 (30 September 2024: £nil).

Research expenditure is recognised in the "*Statement of Comprehensive Income*" in the period in which it is incurred. Development expenditure is recognised in the "*Statement of Comprehensive Income*" in the period in which it is incurred unless it is probable that economic benefits will flow to the Group from the asset being developed, the cost of the asset can be reliably measured and technical feasibility can be demonstrated, in which case it is capitalised as an intangible asset on the statement of financial position.

Initial capitalisation of costs is based on the Directors' judgement that technological and economic feasibility of the asset is confirmed, usually when a development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, the Directors have made assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. Capitalisation ceases when the asset being developed is ready for use.

The Company has undertaken an assessment of the specific IAS 38 criteria and has concluded that these requirements have not been met. In particular, the Group's products are still at the testing phase with customers and sales to date, which have been at a minimal level, relate to samples and in-house testing by potential customers. The current forecasts prepared by the Company have not anticipated significant revenues as the testing is not complete and there are no sales contracts agreed or in negotiation which would support significant sales levels. Accordingly, the Company does not consider that the capitalisation criteria for development expenditure have not been met and all such expenditure has been expensed to profit and loss.

Cost of internally generated intangible assets comprise of directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by the company. More specifically, time spent that is eligible for capitalisation includes time that is intrinsic to the development of know-how. Development costs that do not meet the above criteria are expensed as it is incurred.

Going concern

As more fully described above, the Directors have prepared forecasts and projections for the Group for the purposes of assessing the Company's going concern assumptions.

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2025, the Group had cash and cash equivalents of £149,020. As at the date of this report, the Group had approximately £292,000 of cash and cash equivalents.

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2027 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

In particular, on 1 December 2025, the Company announced a significant equity fundraise of up to £5 million through convertible loan notes and prepaid warrants, with the potential for an additional £10 million from cash

warrants, aimed at advancing its tissue-engineered materials business. This initiative was contingent on shareholder approval for a 12:1 capital reorganisation and necessary share headroom for which all resolutions were passed at a general meeting on 17 December 2025.

The Company has received £300,000 in immediate working capital via an interest-free convertible loan note, with the full equity fundraise expected to complete in February 2026, following prospectus approval by the FCA.

This injection of capital together with the Company's existing cash reserves, grants, and tax rebates, provides the Company and Group with an operational cash runway for more than 12 months. The funds will support the execution of the Company's strategic business and growth plans, which the directors believe will create the opportunity for significant value inflection points in 2026 and beyond.

Notwithstanding the anticipated equity fundraise, the cashflow forecasts are subject to a number of risks and uncertainties, in particular the ability of the Group to achieve additional funding to support the planned levels of expenditure.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2026 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make and expects to complete the equity fundraise described above in February 2026. The equity fundraise amount has been agreed and is merely subject to the Prospectus approval and completion of the transaction. There can be no guarantee that sufficient funds will be raised and this creates a material uncertainty that may cause significant doubt about the going concern basis of the Group. The Board is confident however that completion will be effected in the short term and thus sufficient additional capital will be raised to ensure adequate funds will be are available to the Group. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

4. Revenue

	2025		2024
	£		£
Consumable sales	52,840	-	57,821
	52,840		57,821

All revenues have been generated in the UK.

5. Other operating income

	2025	2024
	£	£
Grant income	423,700	158,688
Other income	720	-
	424,420	158,688

6. Expenses by nature

Cost of sales	2025	2024
	£	£
Consumables	65,123	81,575
Sub-contracting costs	2,840	2,890
Others	3,036	-
	70,999	84,465

Administrative expenses	2025	2024
	£	£
Legal and professional fees	213,071	281,209
Consulting fees	151,157	- 311,148
Accounting and tax fees	15,611	17,377
Audit fees - fees payable to the Company's auditors for the audit of the Company's annual accounts	52,500	51,000
Stock exchange fees	60,368	41,932
Share registry expenses	7,358	5,539
Directors' remuneration	250,103	299,500
Staff costs	514,543	- 519,865
Management service fees (Note 20)	30,000	60,000
Property costs	34,462	33,138
Marketing	59,131	- 25,361
Bank charges	708	3,419
Depreciation	109,316	111,760
Travel and accommodation	35,971	70,099
Share-based payment expense	16,058	3,693
Other costs	70,993	88,364
	1,621,350	1,923,404

Finance expenses	2025	2024
	£	£
Lease finance expense	2,052	6,204
Other interest charges	165	-
	2,217	6,204

7. Staff costs

Aggregate staff costs (including directors)	2025	2024
	£	£
Wages and salaries	678,173	720,172
Social security and other payroll taxes	58,012	60,035
Pension costs	28,462	17,202
Share-based payment expense	12,143	3,693
	776,790	801,102

Average monthly number of employees	2025		2024
	No.		No.
Directors	4		4
Other	10	-	11
	14		15

Remuneration of key management personnel

Key management personnel of the Group comprised the directors. The emoluments and benefits of key management personal were as follows:

	2025	2024
	£	£
Wages and salaries	250,603	299,500
Social security and other payroll taxes	18,833	16,684
Pension costs	-	-
	269,436	316,184

The remuneration of the highest paid director was £135,103 (2024: £130,000).

8. Taxation

Income taxes are provided for the tax effects of transactions reported in the Group's Financial Statements and consist of taxes currently due, plus deferred taxes related to differences between the basis of assets and liabilities for financial and income tax reporting.

For the year ended 30 September 2025, the Group had a tax credit of £103,443 (30 September 2024: £125,215). The effective tax rate was 8.50 per cent. for the year ended 30 September 2025 (2024: 6.97 per cent.).

The effective tax rate was primarily impacted by R&D tax credits, loss carryovers for which no deferred tax asset was recognised, and other deferred tax and permanent differences, such as disallowable expenditure.

The components of the provision for taxation on income included in the Statement of Comprehensive Income are summarised below. Corporation tax is calculated at 25% of the estimated taxable profit/loss for the year.

The credit for the year is made up as follows:

	2025	2024
	£	£
Current tax		
Research and development tax credit	(101,385)	(120,659)
Deferred tax		
Deferred tax (credit)	(2,058)	(4,556)
Tax credit for the year	(103,443)	(125,215)

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

Year ended 30 September 2025	£	%

Loss before tax on continuing operations	(1,216,970)	
Tax at the UK corporation tax rate of 25%	(304,232)	25.00
Increase/(decrease) in tax resulting from:		
Expenses not deductible	239	(0.02)
Research and development enhanced allowance	(101,385)	8.33
Capital allowances less depreciation	7,049	(0.58)
Deferred tax credit	(2,058)	0.17
Effects of overseas tax rates	2,985	(0.25)
Deferred tax asset not recognised in respect of losses	293,959	(24.16)
Tax credit for the year	(103,443)	8.50

Year ended 30 September 2024	**£**	**%**
Loss before tax on continuing operations	(1,797,506)	
Tax at the UK corporation tax rate of 25%	(449,376)	25.00
Increase/(decrease) in tax resulting from:		
Expenses not deductible	4,890	(0.27)
Research and development enhanced allowance	(120,659)	6.71
Capital allowances less depreciation	23,204	(1.29)
Deferred tax credit	(4,556)	0.25
Effects of overseas tax rates	4,817	(0.27)
Deferred tax asset not recognised in respect of losses	416,465	(23.16)
Tax credit for the year	(125,215)	6.97

The Group has accumulated tax losses of approximately £4.2 million (2024: £3.2 million). No deferred tax asset was recognised in respect of these accumulated tax losses as there is insufficient evidence that the amount will be recovered in future years. The movements in tax receivable balances are summarised as follows:

	2025	**2024**
	£	**£**
Balance brought forward	-	-
R&D tax credit	101,385	120,659
Amounts received	(101,385)	(120,659)
Balance carried forward	-	-

The tax received comprised a claim for research and development tax credits due to 3DBT.

Deferred tax:

The movements in deferred tax liabilities are summarised as follows:

	2025	**2024**
	£	**£**

Balance brought forward	(15,400)	(19,956)
Deferred tax credit / (expense)	2,058	4,556
Balance carried forward	(13,342)	(15,400)

9. Earnings per share

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

	2025	2024
Loss for the year from continuing operations	£(1,113,527)	£(1,672,291)
Weighted average shares in issue	122,116,560	103,336,937
Earnings per share (in pence)	(0.91p)	(1.62p)

The Company presents basic and diluted loss per share information for its ordinary shares. Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the reporting period. Diluted earnings per share are determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

The diluted earnings per share is the same as basic earnings per share as the potential ordinary shares in issue were anti-dilutive and have therefore been excluded from the diluted earnings per share calculation in accordance with IAS 33.

10. Intangible assets

Goodwill	**2025**	**2024**
	£	**£**
Cost:		
Balance brought forward and carried forward	2,485,290	2,485,290
Amortisation:		
Balance brought forward and carried forward	-	-
Net book value:		
As at 30 September	2,485,290	2,485,290

The goodwill relates to the acquisition of 3DBT in May 2022. Goodwill represents the amount by which the fair value of the cost of a business combination exceeds the fair value of the net assets acquired. Goodwill is not amortised and is stated at cost less any accumulated impairment losses.

IFRS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No such circumstances have come to management's attention since the acquisition of 3DBT.
The Group prepares and approves a detailed annual budget and longer-term strategic plan for its operations, which are used in the impairment reviews.

Goodwill of £2,485,290 relating to the acquisition of 3DBT was allocated to the 3DBT business and represents a Cash Generating Unit ("CGU") and reviewed for impairment as of the reporting date.

Whilst the Group has identified 3DBT as a single cash-generating unit ("CGU") the impairment testing has not only been based on 3DBT because the technology has been utilised to develop products across the wider

Group.

This CGU determination reflects:

- the integrated nature of the Group's tissue engineering platform;
- the absence of separately identifiable cash inflows by individual product line; and
- the manner in which performance is monitored internally by management and reported to the Board.

The CGU identification is consistent with the presentation of operating segments and business activities elsewhere in the annual report.

Management considers that that there are no events or changes in circumstances which would indicate that the carrying amount of goodwill may not be recoverable.

Management has therefore performed an impairment test on the assets that sit in the Group as a whole.

The recoverable amount has been determined using a value-in-use ("VIU") model, based on discounted cash flow projections.

Cash flow projections are derived from Board-approved budgets and forecasts covering a period of 5-10 years, followed by a terminal value. Management has determined that the use of forecast periods longer than five years is appropriate due to:

- the long development and commercialisation timelines inherent in tissue engineering and biotechnology;
- the early-stage nature of the Group's products; and
- the expectation that meaningful commercial cash flows will arise over a longer horizon than is typical for mature businesses.

This approach is consistent with industry practice for comparable early-stage biotechnology companies.

The cash flows assume successful completion of future funding consistent with the Group's historical funding activities and strategic plans. A pre-tax discount rate of 30% has been applied in the base case scenario, derived from a market-based weighted average cost of capital reflecting current assessments of the time value of money and the risks specific to the CGU. A terminal growth rate of 2% has also been applied.

Revenue assumptions reflect management's expectations regarding the timing and scale of commercial adoption of the Group's tissue-engineered products. These assumptions are based on:

- internal development milestones;
- anticipated regulatory pathways for intended end uses; and
- management's assessment of addressable markets.

Given the Group's limited historical trading activity, these assumptions are not based on past experience, but are informed by:

- publicly available data on comparable technologies;
- external market research; and
- discussions with potential commercial partners.

Where assumptions differ from external benchmarks, this reflects the Group's focus on niche, high-value applications rather than mass-market adoption.

The pre-tax discount rate applied reflects:

- the time value of money;
- the specific risks associated with the CGU; and
- the early-stage nature of the business.

The rate is derived from the Group's estimated weighted average cost of capital, adjusted for risks not otherwise reflected in the cash flow projections. This rate is higher than that typically applied to mature businesses and is consistent with external data for comparable early-stage biotechnology companies.

The terminal growth rate does not exceed the long-term growth rate of the markets in which the Group operates and reflects a conservative long-term outlook once the business reaches a more stable phase of operations.

The impairment assessment is most sensitive to the following key assumptions, being those to which the recoverable amount is most sensitive:

- Revenue growth rates
- Timing of commercialisation
- Discount rate
- Terminal growth rate

Management has performed sensitivity analyses on the key assumptions. The recoverable amount is most sensitive to changes in:

- revenue growth rates;
- the timing of commercialisation; and
- the discount rate.

A reasonably possible adverse change in any of the following assumptions would reduce the recoverable amount, but would not result in an impairment on a standalone basis. Accordingly, no impairment losses have been recognised in profit or loss. The sensitivity analysis modelled the following changes in assumptions:

- a delay in commercialisation of 12 months;
- a reduction in forecast revenue growth of 50%; or
- an increase in the discount rate of from 30% to 40%.

Management continues to monitor these assumptions closely given the inherent uncertainty associated with early-stage development activities.

11. Property, plant and equipment

Plant and equipment	**2025**	**2024**
	£	**£**
Cost:		
Balance brought forward	157,785	145,762
Additions	10,353	12,023
Disposals	(625)	-
Balance carried forward	167,513	157,785
	-	
Depreciation:		
Balance brought forward	76,730	40,730
Charge for the year	37,443	36,000
Disposals	(187)	-
Balance carried forward	113,986	76,730
	-	
Net book value:		

As at 30 September	53,527	81,055

12. Right-of-use assets

Land and buildings	**2025**	**2024**
	£	**£**
Cost:		
Balance brought forward	237,656	237,656
Additions	-	-
Balance carried forward	237,656	237,656
		-
Depreciation:		
Balance brought forward	165,615	89,855
Charge for the year	72,041	75,760
Balance carried forward	237,656	165,615
Net book value:		
As at 30 September	-	72,041

3DBT leased land and buildings for its offices and laboratory under a five-year agreement which expired in September 2025. .

As at 30 September 2025, the Company was in the process of negotiating a new lease but this had not been concluded**.** A new lease agreement was formally entered into in late 2025.

13. Lease liabilities

Land and buildings	**2025**	**2024**
	£	**£**
Cost:		
Balance brought forward	78,050	156,933
Lease payments	(78,050)	(78,883)
Balance carried forward	-	78,050

The finance expense recognised in respect of these leases amounted to £2,052 in the year ended 30 September 2025 (2024: £6,204).

The expense relating to short-term or low value leases amounted to £13,247 in the year ended 30 September 2025 (year ended 30 September 2024: £9,763).

The total cash outflow for leases in the year ended 30 September 2025 was £93,349 (2024: £94,850).

Minimum lease payments

Future minimum lease payments associated with the land and building leases were as follows:

Land and buildings	**2025**	**2024**
	£	**£**
Not later than one year	-	80,102
Total minimum lease payments	-	80,102
Less: Future finance charges	-	(2,052)
Present value of minimum lease payments	-	78,050

The maturity of lease liabilities is as follows:

Land and buildings	**2025**	**2024**
	£	**£**
Current liabilities	-	78,050
Right-of-use lease liabilities	-	78,050

14. Cash and cash equivalents

	2025	**2024**
	£	**£**
Cash at Bank	149,020	637,656

15. Inventories

	2025	**2024**
	£	**£**
Raw materials and laboratory consumables	87,143	62,392
	87,143	62,392

The cost of inventories recognised in profit and loss for the year ended 30 September 2025 was £65,122 (2024: £81,575).

16. Trade and other receivables

	2025	**2024**
	£	**£**
Trade receivables	25,966	11,917
Less: provision for impairment of trade receivables	-	-
Trade receivables - net	25,966	11,917
Grant income receivable	101,212	-
Prepayments	1,825	36,782
Amounts receivable on issue of restricted shares (Note 18)	77,985	- 77,985
Vat recoverable	23,398	40,703
Other receivables	1,529	1,553
	231,915	157,023

All balances are reviewed specifically due to the limited number of receivables and limited history of average rates of default losses to rely on. No provision was deemed necessary.

17. Trade and other payables (current)

	2025	**2024**
	£	**£**
Trade and other payables	107,508	55,970

Accruals	104,445	91,362
	211,953	147,332

18. Share capital and share premium

Issued Ordinary shares of £0.01 each	Number of shares	Share capital £	Share premium £
At 30 September 2024	103,336,937	1,033,369	6,292,888
Issue of shares for cash consideration	24,725,500	247,250	394,500
Issue of shares to settle liabilities	312,500	3,125	9,375
Costs of share issue	-	-	(34,005)
As at 30 September 2025	128,374,437	1,283,744	6,662,758
Issue and fully paid	120,575,946	1,205,759	6,662,758
Issued and unpaid	7,798,491	77,985	-
As at 30 September 2025	128,374,437	1,283,744	6,662,758

During the year, the Company issued the following shares:

- On 4 December 2024, the Company announced that it had conditionally placed 20,000,000 new ordinary shares of 1p each in the Company ("Placing Shares") raising £500,000 at 2.5p per share in a placing which was oversubscribed ("Placing"). As part of the Placing the Company also issued one warrant for every ordinary share purchased in the Placing at an exercise price of 5p per share. The warrants are exercisable at any time within 3 years of Admission. The Company's management subscribed for Placing Shares representing 15% of the funds raised.

- On 8 November 2024, the Company issued 312,500 ordinary shares to investment podcast firm PR Roast at 4.0p per share in settlement of outstanding liabilities.

- On 28 April 2025, the Company conditionally placed 4,725,000 new ordinary shares in the Company raising £141,750 at 3p per share.

Warrants

Share warrants summary	Year ended 30 September 2025 No.	Year ended 30 September 2024 £
Balance brought forward	21,196,569	21,196,569
Issued in the period (see above)	20,000,000	-
Balance carried forward	41,196,569	21,196,569

On 23 May 2025, the Company agreed to amend the warrant instrument issued on 26 April 2022 ("Warrant Instrument") constituting warrants to subscribe for 12,270,217 ordinary shares of 1.0p each in the capital of the

Company at 15p for a period of 3 years (the "Warrants"). The Warrant Instrument has been amended to reduce the exercise price for each of the Warrants from 15p to 7.5p and extend the exercise term by 2 years, to expire on 17 May 2027. The amendment did not affect any other provisions of the Warrants or any other rights or obligations of the warrant holders.

The fair value of the warrants was measured at the modification date using the Black-Scholes option pricing model, using the following key assumptions:

Assumption	Original Terms	Modified Terms
Share price at modification date	£0.022	£0.022
Exercise price	£0.150	£0.075
Expected volatility	n/a (nil remaining term)	125%
Risk-free rate	4.45%	4.45%
Expected term remaining	nil	2 years
Dividend yield	0%	0%

As only the 447,761 broker warrants fall within the Scope of IFRS 2, the incremental FV recognised was £3,915. This cost has been recognised within the Statement of Comprehensive Income, with a corresponding credit to equity within the share-based payment reserve. No future expense will arise in relation to this modification.

The exercise price of outstanding warrants in issue ranges from 5.00 pence to 34.00 pence (2024: 15.00 pence to 34.00 pence). As at 30 September 2025, the weighted average exercised price of the outstanding warrants in issue was 12.03 pence (2024: 23.00 pence). The weighted average remaining contractual life of warrants outstanding at the end of the year was 829 days (2024: 438 days).

Employee Share Option Plan ("ESOP")

On 16 May 2022, the Company resolved to adopt an Employee Share Option Plan ("ESOP"), which will allow for the grant of EMI options and non-approved share options over shares in the Company to be granted to selected individuals.

An option will become exercisable at some future date and the participant will then have the right to acquire shares at a price (the "option price") fixed when the option was granted. The ESOP will be administered by the board (as defined below).
The principal terms of the ESOP are as follows.

Eligibility
The board of directors of the Company (or its remuneration committee) (the "Board") will select employees (including executive directors) to participate in the ESOP. Options may only be granted within (1) a period of 42 days from the day the ESOP is adopted (2) a period of 42 days immediately after the end of a close period affecting the Company or (3) any other period as the Board decides due to exceptional circumstances.

Option price
The price per share the participant has to pay to acquire the shares on exercise will be no less than the market value of the shares as at the date the option is granted (the "date of grant") or the nominal value of the share (if higher). The market value of a share is the lesser of (a) the average market value of the share determined by reference to the opening price from 1 January to the closing price of 31 December in the year prior to the date of grant or (b) the mid-market value of the share as quoted on the London Stock Exchange on the business day immediately prior to the date of grant or the average mid-market price of the share as quoted on the London Stock Exchange in the three business days prior to the date of grant or (c) such other value as the Board

determines to be the market value. Subject to the requirements of the listing rules, the Board may grant options with an option price which is lower than the market value of the shares as at the date of grant.

Exercise period

The option will first become exercisable on the third anniversary of the date of grant. It can then be exercised at any time up to the day before the tenth anniversary of the date of grant provided it does not lapse early under the terms of the ESOP.

Performance conditions

The Board has power to impose performance conditions which will need to be satisfied before an option can be exercised.

On 12 June 2024, the Company granted 2,400,00 Enterprise Management Incentive options over new ordinary shares to employees of BSF and its subsidiaries at an exercise price of 15 pence each in the Company.

These new Options represent, in aggregate, 1.87 per cent of the Company's current issued share capital.

The Options are exercisable at 15 pence per Ordinary Share. Of these Options, 1,650,000 will vest on the 2nd anniversary of the date of grant and 750,000 options will vest on the 3rd anniversary of the date of grant. An Option may be exercised from the third anniversary of the Date of Grant. An Option shall not be exercisable more than ten years after the Date of Grant.

Using the Black-Scholes pricing model, the valuation of the share options has been calculated at a weighted average of 1.18p each, giving rise to an aggregate value of the options granted of £28,222 and a share-based payment charge for the year ended 30 September 2025 of £12,143 (2024: £3,693).

The inputs in the model were as follows:

- Share price on grant: 5.0 pence
- Exercise price: 15.0 pence
- Expected life of option: 2 and 3 years respectively
- Risk-free rate: 4.13%
- Volatility: 85.0%

No options have been exercised and all 2,400,000 options were outstanding at 30 September 2025 .

Restricted share plan

On 16 May 2022, the Company resolved in General Meeting to adopt the Restricted Share Plan, which allow for the grant of shares to selected employees subject to restrictions and forfeiture risks which will be lifted after a certain period. It is intended that participants will be executive directors and senior employees of the Company. The Restricted Share Plan will be administered by the Board (as defined below).

The principal terms of the Restricted Share Plan are as follows are set out below.

On Admission, the Company issued an aggregate of 7,798,491 Ordinary Shares at a subscription price of £0.01 nominal value per share pursuant to the Restricted Share Plan for a total consideration of £77,985.

Eligibility

The board of directors of the Company (or its remuneration committee) (the "Board") may select employees (including executive directors) to participate in the Restricted Share Plan. It was intended that participants would be executive directors and senior employees of the Company.

Awards may only be granted within:

- a period of 42 days from the day the Restricted Share Plan is adopted
- a period of 42 days immediately after the end of a close period affecting the Company or
- any other period as the Board decides due to exceptional circumstances.

Subscription price

The participant will pay nominal value per share for the shares subject to the award.

Restrictions

For a period of three years from the date of the award (the "employment period"), the participant cannot sell, transfer or otherwise deal with the shares unless the Board agrees in writing. The Board may agree to a transfer subject to such conditions as it sees fit.

Performance conditions

The Board has power to impose performance conditions which will need to be satisfied during the employment period in order for the forfeiture risk to lift.

Voting

During the employment period, unless the Board otherwise decides, the participant cannot vote his shares.

Dividends

During the employment period, the participant will waive entitlement to dividends unless the Board specifies otherwise when the award is granted.

19. Financial instruments

The Group's principal financial instruments comprise cash and cash equivalents, receivables and other payables. The Group's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in note 2. The Group does not use financial instruments for speculative purposes. The principal financial instruments used by the Group, from which financial instruments risk arises, are as follows:

Financial assets at amortised cost	**2025**	**2024**
	£	**£**
Cash and cash equivalents	149,020	637,656
Trade and other receivables	102,741	1,553
Amounts receivable on restricted shares	77,985	77,985
	329,746	717,194

Financial liabilities at amortised cost	**2025**	**2024**
	£	**£**
Payables and accruals	275,674	211,625
	275,674	211,625

a) Financial risk management objectives and policies

The Group's major financial instruments include bank balances and amounts payable to suppliers. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Group has no foreign currency transactions or borrowings. Therefore, it is not exposed to market risk in respect of foreign exchange risk or interest risk.

Risk management is undertaken by the Board of Directors.

b) Liquidity risk

Liquidity risk arises from the Group's management of working capital. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The Directors have considered the liquidity risk as part of their going concern assessment (see Note 2). Controls over expenditure are carefully managed in order to maintain its cash reserves whilst it targets a suitable transaction. With the exception of its lease liabilities disclosed in Note 12, all of the Group's financial obligations fall due for payment in less than 12 months.
As at 30 September 2025 the Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Financial liabilities maturity	**2025**	**2024**
	£	**£**
Amounts due not later than one year:		
Payables and accruals	275,674	211,625
Lease liabilities	-	78,050
	275,674	289,675
Amounts due later than one year and not later than two years:		
Lease liabilities	-	-
Amounts due later than two years and not later than three years:	-	-
	275,674	289,675

c) Credit risk

The Group's credit risk is wholly attributable to its cash balance. The credit risk from its cash and cash equivalents is limited because the counter parties are banks with high credit ratings and have not experienced any losses in such accounts.

d) Interest risk

The Group's exposure to interest rate risk is the interest received on the cash held, which is immaterial.

e) Capital risk management

The Group's objectives when managing capital is to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Group has no borrowings. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Company monitors capital on the basis of the total equity held being £2,717,879 as at 30 September 2025.

f) Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to interest rate risk which result from both its operating and investing activities. The Group does not have any

borrowings other than its lease liabilities and accordingly market risks are not considered to be significant.

g) Fair value of financial assets and liabilities

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

20. Subsequent events

Equity Fundraise

On 1 December 2025, the Company announced a significant equity fundraise of up to £5 million through convertible loan notes and prepaid warrants, with the potential for an additional £10 million from cash warrants, aimed at advancing its tissue-engineered materials business. This initiative was contingent on shareholder approval for a 12:1 capital reorganisation and necessary share headroom for which all resolutions were passed at a general meeting on 17 December 2025. The Company has already received £300,000 in immediate working capital via an interest-free convertible loan note, with the full equity fundraise expected to complete around February 2026, following prospectus approval by the FCA.

BSF has constituted an interest-free CLN for the principal amount of £300,000 and has received conditional placing letters for the notes from the Investors totalling £300,000. The CLN is intended as a working capital bridge until completion of the first phase of financing under the Equity Fundraise. Following the passing of the resolutions at the General Meeting and satisfaction of certain other conditions, the amount of £300,000 has been received in full and will be applied by the Investors to subscribe for the Prepaid Warrants pursuant to the Equity Fundraise on the terms and conditions set out in the Warrant Instrument, following which the CLN will be deemed satisfied in full and terminated.

In the unlikely event the Equity Fundraise does not complete within 180 days from the date of CLN, the notes under the CLN become repayable in cash. Additionally, should the Equity Fundraise not complete within 150 days from the date of CLN, it is convertible (at the Company's election) into shares at the closing share price on the trading day immediately preceding the date of conversion.

The net proceeds from the CLN will be used to cover the transaction costs including the issue of a prospectus and working capital while the parties conclude the Equity Fundraise.

The Company has constituted a warrant instrument and has received conditional placing letters for the Prepaid Warrants from the Investors totalling £4.70 million. The Equity Fundraise was conditional upon, amongst other matters, all the Resolutions being approved at the General Meeting. All Resolutions were duly passed in December 2025.

The material terms of the Equity Fundraise are set out below.

- The Equity Fundraise is structured as Prepaid Warrants and Cash Warrants. Each warrant, on exercise, entitles each subscriber to one new fully paid ordinary share in the capital of the Company.

- In return for their prepayment of an aggregate of £4.70 million (excluding the CLN), each subscriber under the Equity Fundraise is entitled to receive Prepaid Warrants exercisable at a fixed price of £0.02 per warrant with two attaching Cash Warrants, also exercisable at £0.02 per warrant (the Prepaid Warrants and the Cash Warrants together the "Equity Fundraise Warrants"). The Equity Fundraise Warrants are exercisable prior to the expiry of 18 months from the date of satisfaction of the closing conditions set out in the warrant instrument.

- The Equity Fundraise is conditional on, *inter alia*, the following conditions being satisfied within 180 days from the date of CLN:

(i) the Company's ordinary shares continuing to be listed on the Equity Shares (Transition) Category of the Official List maintained by the FCA and the London Stock Exchange;

(ii) the shareholder approval at the General Meeting being granted to the directors of the Company with respect to the share authorities to enable the full and unconditional exercise of the Equity Fundraise Warrants (subject to the relevant terms of the warrant instrument);

(iii) the Capital Reorganisation by consolidating 128,374,437 ordinary shares of £0.01 each on a 12:1 basis and subsequently creating 10,697,869 new ordinary shares of £0.01 each and 10,697,869 deferred shares of £0.11 each;

(iv) the FCA's approval of the prospectus to be issued by the Company;

(v) the entry into a consulting agreement by the Company and Blackstone Mercantile Group Ltd SAC ("Blackstone Mercantile") for provision of markets consulting and investor relations services for a total consideration of (i) £2 million in aggregate (including VAT and any other disbursements) which is payable upon completion of the subscription of the Prepaid Warrants and is to be deducted from the gross proceeds received by the Company under the CLN and pursuant to the exercise of the Prepaid Warrants, and (ii) an amount equal to 20% of the proceeds received by the Company pursuant to the exercise of the Cash Warrants;

(vi) the entry into lock-in deeds with respect to dealings in the Company's shares with BSF Angel Funding Limited, Che Connon, Geoffrey Baker and Ricardo Gouveia; and

(vii) the entry into an orderly market deed with respect to dealings in the Company's shares with Newcastle University.

The Equity Fundraise is expected to be effected as follows: The Investors will, subject to certain conditions, pay the subscription price for the Prepaid Warrants as a pre-payment (at which time the Company will receive the £4.70 million in cash); however, the Prepaid Warrants shall remain unexercised until such time as the Investors provide an exercise notice to the Company and subject to a prospectus being published.

21 Related party transactions

a) Geoff Baker and Min Yang (until her resignation in August 2025) were directors of both BSF Enterprise plc and BSF International Limited. As described above in the Strategic Report, both Geoff Baker and Min Yang who were directors of 3DBT and are directors of BSF Angel Funding Limited which is a shareholder in the Company.

b) Key management are considered to be the directors and their remuneration is disclosed in Note 6 above.

c) BSF International Limited, a shareholder in the Company, provided accounting support and other administration services to the Group during the year ended 30 September 2025 totalling £30,000 (2024: £60,000). These services were made on terms equivalent to those that prevail in arm's length transactions.

d) The Group made payments in respect of professional costs totalling £4,000 to Cellularrevolution Limited, a company of which Che Connon is a director. These services were made on terms equivalent to those that prevail in arm's length transactions.

22 Ultimate controlling party

There is no ultimate controlling party of the Company.

23. Capital commitments

As at 30 September 2025, there were no capital commitments entered into by the Group (30 September 2024: nil).

24. Contingent liabilities

As at 30 September 2025, there were no contingent liabilities (30 September 2024: nil).

Company Statement of Financial Position as at 30 September 2025

	Note	2025 £	2024 £
Assets			
Non-Current assets			
Investment in subsidiaries	5	5,490,337	4,938,610
Total non-current assets		5,490,337	4,938,610
Assets			
Current assets			
Cash and cash equivalents	9	22,071	427,380
Amounts due from subsidiary	7	144,000	72,000
Other receivables and prepayments	8	102,634	107,378
Total current assets		268,705	606,758
Total assets		5,759,042	5,545,368
Equity and liabilities			
Capital and reserves			
Share capital - issued and fully paid	11	1,205,759	955,384
Share capital - issued and unpaid	11	77,985	77,985
Share premium	11	6,662,758	6,292,888
Share-based payment reserve	11	54,536	38,478

Retained deficit		(2,465,374)	(1,962,264)
Total equity		5,535,664	5,402,471
Liabilities			
Current liabilities			
Trade and other payables	10	223,378	142,897
Total liabilities		223,378	142,897
Total equity and liabilities		5,759,042	5,545,368

The accompanying notes to the financial statements form an integral part of these financial statements**.**

The loss attributable to members of the Company for the year ended 30 September 2025 is £503,110 (year ended 30 September 2024: loss of £610,921).

This report was approved by the Board of Directors and authorised for issue on 30 January 2026 and signed on its behalf by;

……

Geoffrey Baker

Director

Registered number: 11554014

Company Statement of Changes in Equity for the year ended 30 September 2025

	Share capital issued and paid £	**Share capital issued and unpaid £**	**Share premium £**	**Share-based payment reserve £**	**Retained deficit £**	**Total £**
As at 1 October 2023	955,384	77,985	6,292,888	34,785	(1,351,343)	6,009,699
Comprehensive income for the period						
Loss during the year	-	-	-	-	(610,921)	(610,921)
Total comprehensive loss for the year	-	-	-	-	(610,921)	(610,921)
Share based payment expense	-	-	-	3,693	-	3,693
Transactions with shareholders	-	-	-	3,693	-	3,693
As at 30 September 2024	955,384	77,985	6,292,888	38,478	(1,962,264)	5,402,471

Comprehensive income for the year						
Loss during the year	-	-	-	-	(503,110)	(503,110)
Total comprehensive loss for the year	-	-	-	-	(503,110)	(503,110)
Share based payment expense	-	-	-	16,058	-	16,058
Issue of shares	250,375	-	403,875	-	-	654,250
Costs of share issues	-	-	(34,005)	-	-	(34,005)
Transactions with shareholders	250,375	-	368,870	16,058	-	636,303
As at 30 September 2025	1,205,759	77,985	6,662,758	54,536	(2,465,374)	5,535,664

The accompanying notes to the financial statements form an integral part of these financial statements.

Notes to the Company Financial Statements for the year ended 30 September 2025

1. General Information

The Company is a public limited liability company, listed on the London Stock Exchange, incorporated and registered in England and Wales on 5 September 2018 with registered company number 11554014.

The principal activity of the Company is to undertake the acquisition of businesses in the biotechnology, innovative marketing and e-commerce sectors. The address of the registered office is 2 Portman Street, London W1H 6DU.

The Company completed its first acquisition in May 2022 of 3DBT and in October 2023, the Company incorporated a new subsidiary, Kerato Limited. Kerato is a corneal biotech company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products into clinical trials, as well as address the growing industrial demand for these products.

In December 2023, Cultivated Meat Technologies Limited was established, to create scaffold-free meat, originally developed by 3DBT.

In February 2024 we completed the formation of Lab-Grown Leather Limited as a subsidiary company of BSF. This will be the vehicle for further customer driven product development of our skin technology.

In June 2023, the Group established BSF Enterprise (Hong Kong) Limited to expand our reach into Greater China.

The Company has a standard listing on the London Stock Exchange. The Company's Ordinary Shares commenced trading on the OTCQB Venture Market in the United States on 24 May 2023, under the symbol BSFAF.

2. Summary of significant accounting policies

(a) Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 101 - 'Reduced Disclosure Framework' applicable in the United Kingdom and Republic of Ireland' ('FRS 101'), and with the Companies Act 2006.

The financial statements have been prepared using the historical cost basis. No fair value adjustments have been applied in the preparation of the Company Financial Information. The financial statements are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operates and its functional currency.

The financial statements are presented in £ unless otherwise stated. The Company has taken advantage of Section 408 of the Companies Act 2006 and has not included a Profit and Loss account in these separate financial statements. The loss attributable to members of the Company for the year ended 30 September 2025 is £503,110 (year ended 30 September 2024: loss of £610,921).

The Company has taken advantage of the following disclosure exemptions in preparing these Financial Statements, as permitted by FRS 101:

- Disclosure exemption allowing no cash flow statement or related notes to be presented;
- Disclosure exemption allowing the Company not to disclose related party transactions when transactions are entered into wholly within the Group;
- Disclosure exemption around Key Management Personnel compensation (though see note 6 of the Group accounts and the Directors' Remuneration Report);
- Capital management disclosures (though see Note 19 of the consolidated financial statements);
- Disclosure exemption on the effect of future accounting standards;
- Disclosure exemption on share-based payment information disclosures (IFRS 2), as this information has been presented for the Group in Note 18 of the consolidated financial statements; and
- Disclosure exemption on financial instrument disclosures (IFRS 7) as this information has been presented for the Group in Note 19 of the consolidated financial statements.

The Company produces true and fair consolidated accounts which include the results of the Company.

Going concern

As at 30 September 2025, the Company had £22,071 (2024: £427,380) in cash which is considered sufficient for its present needs. At the date of this report cash balances were approximately £292,000.

The Company has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2027 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Company's anticipated cash flow requirements to this date.

These cashflow forecasts are subject to a number of risks and uncertainties, in particular the ability of the Company to achieve additional funding to support the planned levels of expenditure.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2026 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Company will need additional funding to finance ongoing operations. Whilst there can be no guarantee that sufficient funds will be raised, the Board is confident that the equity fundraise will be completed to ensure adequate funds are available to the Company. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

The Directors are not aware of any other indicators which would give doubt to the going concern status of the Company.

(b) Fixed asset investments

Fixed asset investments are carried at cost less, where appropriate, any provision for impairment.

(c) Loans to subsidiaries

Loans to subsidiaries are measured at the present value of the future cash payments discounted at a market rate of interest for a similar debt instrument unless such amounts are repayable on demand. The present value of loans that are repayable on demand is equal to the undiscounted cash amount payable reflecting the Company's right to demand immediate repayment.

The Company's loans to its subsidiaries have been included within non-current investments as the Company does not intend to recall the loans for the foreseeable future as the funds are to be used for the long-term development of the subsidiaries' business.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, deposits with financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(e) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(f) Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

(g) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(h) Share capital

Proceeds from issuance of ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares or options are shown in equity as a deduction from the proceeds.

(i) Financial instruments

Financial instruments are recognised in the statements of financial position when the Company has become a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Company has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(i) Financial liabilities

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument.
All financial liabilities are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges. There were no financial liabilities classified under this category.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same party on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

(ii) Equity instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(iii) Other financial instruments

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- investments in equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably shall be measured at cost less impairment; and
- hedging instruments in a designated hedging relationship shall be recognised as set out below.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The key sources of judgment that have a significant effect on the amounts recognised in the financial statements are described below.

Impairment of fixed asset investments and amounts due from subsidiaries

As described in Note 2 to the financial statements, fixed asset investments are stated at the lower of cost less provision for impairment.

At each reporting date fixed asset investments and loans made to subsidiaries are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss. The Directors have carried out an impairment test on the value of the loans due from subsidiaries and have concluded that no impairment provision is necessary.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. Loss before tax

The loss before income tax is stated after charging:

	2025	2024
	£	£
Fees payable to the Company's auditors		
- Audit of the Company's annual accounts	52,500	51,000

5. Fixed asset investments

Investments in subsidiary undertakings

	2025	2024
	£	£
Balance brought forward	4,938,610	3,949,430
Additions	551,727	989,180
Balance at end of year	5,490,337	4,938,610

The Company's investments comprise a 100% holdings in the issued ordinary share capital of 3D-Bio Tissues Limited, BSF Enterprise (Hong Kong) Limited, Cultivated Meat Technologies Limited, Kerato Limited and Lab-Grown Leather Limited.

FRS 101 requires management to undertake an annual test for impairment of indefinite lived assets including its investments and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No such circumstances have come to management's attention since the acquisition and formation of its subsidiaries.

The Group prepares and approves a detailed annual budget and longer-term strategic plan for its operations, which are used in the investment impairment reviews .

As noted in more detail above with regard to its impairment testing of goodwill, whilst the Group has identified 3DBT as a single cash-generating unit ("CGU") the impairment testing was not only based on 3DBT because the technology has been utilised to develop products across the wider Group.

Management considers that that there are no events or changes in circumstances which would indicate that the carrying amount of its investments may not be recoverable.

The recoverable amounts for each balance have been determined using a value-in-use ("VIU") model, based on discounted cash flow projections for each subsidiary.

Cash flow projections are derived from Board-approved budgets and forecasts covering a period of 5-10 years, followed by a terminal value. Management has determined that the use of forecast periods longer than five years is appropriate due to:

- the long development and commercialisation timelines inherent in tissue engineering and biotechnology;
- the early-stage nature of the Group's products; and
- the expectation that meaningful commercial cash flows will arise over a longer horizon than is typical for mature businesses.

This approach is consistent with industry practice for comparable early-stage biotechnology companies.

The cash flows assume successful completion of future funding consistent with the Group's historical funding activities and strategic plans. A pre-tax discount rate of 30% has been applied in the base case scenario, derived from a market-based weighted average cost of capital reflecting current assessments of the time value of money and the risks specific to the CGU.

A terminal growth rate of 2% has also been applied.

Revenue assumptions reflect management's expectations regarding the timing and scale of commercial adoption of the Group's tissue-engineered products. These assumptions are based on:

- internal development milestones;
- anticipated regulatory pathways for intended end uses; and
- management's assessment of addressable markets.

Given the Group's limited historical trading activity, these assumptions are not based on past experience, but are informed by:

- publicly available data on comparable technologies;
- external market research; and
- discussions with potential commercial partners.

Where assumptions differ from external benchmarks, this reflects the Group's focus on niche, high-value applications rather than mass-market adoption.

The pre-tax discount rate applied reflects:

- the time value of money;
- the specific risks associated with the CGU; and
- the early-stage nature of the business.

The rate is derived from the Group's estimated weighted average cost of capital, adjusted for risks not otherwise reflected in the cash flow projections. This rate is higher than that typically applied to mature businesses and is consistent with external data for comparable early-stage biotechnology companies.

The terminal growth rate does not exceed the long-term growth rate of the markets in which the Group operates and reflects a conservative long-term outlook once the business reaches a more stable phase of operations.

The impairment assessment is most sensitive to the following key assumptions, being those to which the recoverable amount is most sensitive:

- Revenue growth rates
- Timing of commercialisation
- Discount rate
- Terminal growth rate

Management has performed sensitivity analyses on the key assumptions. The recoverable amount is most sensitive to changes in:

- revenue growth rates;
- the timing of commercialisation; and
- the discount rate.

A reasonably possible adverse change in any of the following assumptions would reduce the recoverable amount, but would not result in an impairment on a standalone basis. Accordingly, no impairment losses have been recognised in profit or loss. The sensitivity analysis modelled the following changes in assumptions:

- a delay in commercialisation of 12 months;
- a reduction in forecast revenue growth of 50%; or
- an increase in the discount rate from 30% to 40%.

Accordingly, n o impairment provision has been made against the investments in subsidiaries.

Management continues to monitor these assumptions closely given the inherent uncertainty associated with early-stage development activities.

Note 1 to the consolidated financial statements contains further information on the Company's holdings in subsidiaries including their activities and address of registered office.

6. Loans to subsidiaries

	2025 £	2024 £
Balance brought forward at beginning of year	-	-
Amounts advanced	551,727	989,180
Amount reclassified to non-current investments	(551,727)	(989,180)
Balance at end of year	-	-

The Company's loans to its subsidiaries have been transferred to non-current investments as the Company does not intend to recall the loans for the foreseeable future as the funds are to be used for the long-term development of the subsidiaries' business. Accordingly, the loans have been classified as a non-current investments.

7. Amounts due from subsidiary

2025 £	2024 £

Balance at end of year	144,000	72,000

The amounts due from 3DBT are in respect of management service charges and are unsecured and repayable on demand.

8. Other receivables and prepayments

	2025		2024
	£		£
Prepayments	17,515		20,549
Amounts receivable on issue of restricted shares	77,985	-	77,985
Vat recoverable	7,134		8,844
	102,634		107,378

9. Cash and cash equivalents

	2025	2024
	£	£
Bank balances	22,071	427,380
Cash and cash equivalents	22,071	427,380

10. Trade and other payables

	2025	2024
	£	£
Trade payables	61,295	37,627
Accruals	93,633	60,820
Other taxes and social security	68,450	44,450
	223,378	142,897

The directors consider that the carrying amounts of amounts falling due within one year approximate to their fair values.

11. Share capital

Details of the Company's allotted, called-up and fully paid share capital are set out in Note 18 to the Consolidated Financial Statements.

12. Reserves

The share premium account represents the excess of the fair value of the consideration received over the nominal value of shares issued and is not distributable by way of dividends.

The share-based payment reserve arises from the requirement to value options and warrants in existence at the year end at fair value (see Note 18 to the Consolidated Financial Statements).

13. Share based payments

Details of the Company's share option plan and warrants are contained in Note 18 to the Consolidated Financial Statements.

14. Employees

The average monthly number of employees including directors was as follows:

	2025 No.	2024 No.
Management	4	4
	4	4

15. Related party transactions

a) The only key management personnel of the Company are the Directors. Details of their remuneration are contained in Note 7 to the Consolidated Financial Statements and the Remuneration Report.

b) Details of amounts due between the Company and its subsidiary is shown in Note 6 above. The Company also received £120,000 from its subsidiary in respect of management charges (year ended 30 September 2024: £120,000).

c) Geoff Baker and Min Yang (until her resignation in August 2025)

d) were directors of both BSF Enterprise plc and BSF International Limited. As described above in the Strategic Report, both Geoff Baker and Min Yang who were directors of 3DBT and are directors of BSF Angel Funding Limited which is a shareholder in 3DBT.

e) BSF International Limited, a shareholder in the Company, provided services to the Group during the year ended 30 September 2025 totalling £30,000 (2024: £60,000). These services were made on terms equivalent to those that prevail in arm's length transactions.

16. Subsequent events

Details of subsequent events are included in Note 20 to the Consolidated Financial Statements.

17. Ultimate controlling party

There is no ultimate controlling party of the Company.

18. Capital commitments

As at 30 September 2025, there were no capital commitments entered into by the Company (30 September 2024: nil).

19. Contingent liabilities

As at 30 September 2025, there were no contingent liabilities (30 September 2024: nil).

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