

GenIP[®]

Annual Report and Financial Statements

| 31st December 2024



Annual Report 2024

MISSION

Our mission is to accelerate technology commercialisation responsibly and intelligently at scale.

GenIP[®] exists to help organisations assess and commercialise technology discoveries. We harness the power of Generative AI and human expertise to enhance organisations' evaluation of new technological discoveries and early-stage companies, recruit world-class leadership, and forge partnerships.

	Page
Strategic report	2
Directors' report	12
Directors' responsibilities statement	15
Corporate governance statement	16
Independent auditor's report	21
Statement of comprehensive income	28
Statement of financial position	29
Statement of changes in equity	30
Statement of cash flows	31
Notes to the financial statements	32

Financial Highlights

The directors present their strategic report for the period ended 31 December 2024

Financial highlights for the period ended 31 December 2024

US\$123,015

Revenue

US\$(888,545)

Operating loss

US\$(886,829)

Loss before taxation



US\$(0.051)

Basic earnings per share

US\$(0.037)

Diluted earnings per share

STRATEGIC REPORT

Chairman's Statement

INTRODUCTION

It is my pleasure to present GenIP Plc's inaugural Annual Report and Accounts following our successful admission to trading on AIM in October 2024. As a start-up and newly listed company, we have taken significant steps towards positioning ourselves as a leader in technology transfer, leveraging AI-driven solutions to support universities, research organisations, and technology companies.

2024 was a year of foundational progress, marked by the acquisition of our core business assets, an IPO that raised £1.75 million before costs, and early commercial traction across our two core products—Invention Evaluator and Vortechs.

PERFORMANCE

During our first financial period from 23 February 2024 to 31 December 2024, GenIP generated \$123,015 in revenue while incurring a loss before taxation of \$886,829, reflecting the early-stage investment in building our business and scaling operations. The operating loss of \$888,545 primarily stemmed from administrative expenditure, including infrastructure setup, talent acquisition, and share-based payments associated with our IPO and broader employee incentive programmes. While 2024 included substantial share-based payments, our future financial strategy will pivot toward marketing efforts and team expansion, emphasising smart, targeted investments to drive scalable and profitable growth.

The successful IPO enabled us to establish a strong financial position, with net assets of \$1,272,122 and cash reserves of \$972,364 at year-end, providing liquidity to fund future growth initiatives.

SINCE YEAR-END AND OUTLOOK

We are encouraged by the development of GenIP's business and optimistic about the opportunities ahead in 2025. The integration of AI into our technology evaluation platform and the use of AI tools in our executive recruitment processes continues to enhance the value we deliver to clients, while sector trends point to increasing demand for university-led commercialisation and executive matchmaking in innovation-focused enterprises.

Our ability to expand client relationships, refine our service offerings, and drive operational efficiencies will be key focus areas in the coming year. The Board remains committed to prudent financial management while supporting strategic investments that will accelerate revenue growth and enhance shareholder value.

ANNUAL GENERAL MEETING

GenIP Plc's first Annual General Meeting will be held on 26 June 2025. The resolutions set forth are designed to support the company's continued growth and governance, and the Board unanimously recommends shareholders vote in favour of all resolutions.

On behalf of the Board, I would like to thank our shareholders for their support, our management team for their vision and dedication, and our employees for their commitment to GenIP's success.

I look forward to updating you on our progress in the coming year.

Lord DL Willetts

Independent Non-Executive Chairman

Date: 3 June 2025

STRATEGIC REPORT CONTINUED

Chief Executive's Summary

INTRODUCTION

2024 marked a pivotal year for GenIP Plc as we seek to establish ourselves as a global leader in Generative AI analytical services, operating at the critical intersection of technology commercialisation and the complimentary executive recruitment service.

Our business model is built upon creating value for stakeholders by empowering research institutions, universities, and private enterprises to evaluate breakthrough innovations and accelerate commercial success. Through our AI-powered Invention Evaluator platform, which provides deep market insights, and use of AI tools to drive the Vortechs process, which connects executive talent with emerging technology ventures, we facilitate informed decision-making and leadership placement, enabling organisations to maximize their potential.

To measure our effectiveness and value creation, we track key performance metrics, including:

- Revenue distribution by customer type – Universities and research institutions contribute 60.4% of total revenue, while private enterprises account for 39.6%, reflecting our broad stakeholder impact.
- Geographic expansion – With 68.2% of revenue derived from North America, 16.6% from South America, and 9.2% from Asia, our strategy focuses on further penetration in high-growth regions.
- Platform adoption & engagement – Measuring the growth in the number of institutions and corporate partners utilising our platforms.
- Executive placement success – Tracking the effectiveness of leadership matchmaking in driving commercialisation of disruptive innovations.
- AI-driven analytical accuracy – Regular benchmarking ensures our models deliver precise and actionable insights.

These principles guide our strategy and performance evaluation as we continue to grow and refine our offering to meet the evolving needs of our stakeholders.

STRATEGY

GenIP Plc's strategic priorities for 2025 and beyond focus on sustainable growth through:

- Enhancing AI capabilities – Investing in our technology infrastructure and refining our predictive models for deeper market insights.
- Scaling executive recruitment – Strengthening our services to ensure high-growth technology ventures have access to world-class leadership.
- Expanding international presence – With increasing demand in South America and Asia, we aim to further penetrate these key markets.
- Optimising operational efficiency – Maintaining financial sustainability while strategically investing in technological innovation and talent.

These objectives position GenIP Plc to drive long-term shareholder value through innovation, strategic expansion, and operational excellence.

PERFORMANCE

Our success is defined by both financial and operational performance, ensuring sustained business growth. Key non-financial performance indicators include:

- Customer engagement & retention – A strong, repeat-client base demonstrates trust in our services, with universities favouring Invention Evaluator and private enterprises leveraging Vortechs for executive placement.
- Geographic growth – North America remains our largest market, with substantial traction in South America and Asia, highlighting our expansion potential.
- Leadership placement effectiveness – Matching top-tier executive talent with emerging technology ventures ensures successful commercialisation of breakthrough innovations.
- AI-driven insights & accuracy – Our services continuously evolve to provide the most comprehensive market intelligence.
- Commitment to ethical AI & sustainability – We maintain transparency and adhere to responsible AI standards to build trust with stakeholders.

With strong industry demand, a resilient business model, and a commitment to continuous innovation, GenIP Plc is well-positioned to deliver sustainable value for shareholders.

STRATEGIC REPORT CONTINUED

STAKEHOLDER ENGAGEMENT

GenIP Plc recognizes that sustained success is built on strong and meaningful relationships with our key stakeholders. We proactively engage with customers, suppliers, employees, investors, and shareholders to foster collaboration, enhance transparency, and drive mutual value creation.

Customers

Our AI-powered services – Invention Evaluator and Vortechs – are designed to serve the unique needs of universities, research institutions, and private enterprises worldwide. GenIP actively engages with customers through:

- Tailored AI solutions – Continuous refinement of our analytical models based on direct client feedback ensures high-value insights.
- Industry Events and Sponsorships – Attendance and sponsorship at key industry events have enhanced market accessibility and are opening opportunities for strategic partnerships with innovation hubs and technology accelerators.

Outcome: Increased adoption across South America, and Asia, with repeat business from North American research institutions and technology ventures, reinforcing trust in GenIP's offerings.

Suppliers & Technology Partners

GenIP's business model relies on collaboration with specialist technology firms, AI developers, and data providers to optimise platform capabilities. Our engagement initiatives include:

- Strategic supplier agreements – Long-term partnerships ensure access to cutting-edge AI technologies.
- Sustainability-focused sourcing – Ethical AI implementation is a priority in supplier selection, supporting responsible tech development.

Outcome: Increased platform precision and industry relevance, strengthening GenIP's competitive advantage in AI-driven technology assessment.

Employees

Talent is central to GenIP's success. We prioritise employee engagement, professional development, and workplace well-being through:

- Performance-driven culture – Career progression and leadership development pathways foster long-term retention.
- Flexible & inclusive workplace policies – Our commitment to diversity, equity, and inclusion enhances team collaboration and innovation.

Outcome: High employee satisfaction and an innovative workplace culture, enabling sustained business growth.

Investors & Shareholders

GenIP maintains open and transparent communication with investors and shareholders, ensuring alignment with long-term value creation. Engagement efforts include:

- Regular financial & operational updates – Clear reporting on business performance, including revenue trends and expansion strategies.
- Investor briefings & shareholder meetings – Providing insights into growth initiatives, market opportunities, and risk management strategies.
- Governance & ethical AI commitment – Strong adherence to corporate governance standards reinforces investor confidence.

Outcome: Continued investor trust, strategic growth investments, and a robust financial position, supporting GenIP's expansion objectives.

With strong stakeholder engagement, GenIP Plc is well-positioned for sustained success, ensuring that all partners—from customers to shareholders—benefit from our commitment to innovation, collaboration, and responsible growth.

CLOSING REMARKS

GenIP Plc's first financial period has been transformative, and our focus in 2025 is clear—accelerate revenue, optimise operations, and drive innovation.

I thank our shareholders, employees, and clients for their trust and support. We are excited about the future and look forward to delivering continued success.

Ms M Cruz

Chief Executive Officer

Date: 3 June 2025

STRATEGIC REPORT CONTINUED

SECTION 172(1) STATEMENT

The Board of Directors of GenIP Plc (see Board of Directors pages for details on individual Directors) is committed to making decisions that promote the long-term success of the Company. In doing so, it ensures the highest standards of corporate governance and ethical conduct. The Board acknowledges that sustainable growth is achieved by understanding and respecting the interests of investors, customers, employees, suppliers, stakeholders, and the broader environment in which the Company operates.

Each Director undertakes their duties with diligence, ensuring their actions align with the Company's purpose and long-term objectives. In accordance with Section 172(1) of the Companies Act 2006, the Board has due regard for the following key considerations:

a) Long-Term Consequences of Decisions

GenIP Plc's strategic vision is centered on generating sustainable value through innovation. By facilitating research institutions, universities, and enterprises in assessing groundbreaking discoveries, the Company advances commercial success in emerging markets.

The Board maintains a forward-looking approach, considering the broader implications of its decisions, ensuring resilience and adaptability in a dynamic global landscape. Investment decisions integrate these considerations, safeguarding the Company's long-term sustainability.

b) Interests of Employees

GenIP Plc is dedicated to fostering an inclusive workplace culture where employees feel valued and engaged. The Board prioritises health, safety, and wellbeing in its decision-making, reinforcing measures that enhance working conditions and support professional development.

Employee feedback is actively encouraged, informing the evolution of business processes and workplace policies. Wellbeing initiatives are continuously refined based on workforce input, ensuring the Company nurtures talent while driving collective success.

c) Business Relationships with Suppliers, Customers, and Stakeholders

The Board recognizes the importance of maintaining strong relationships with customers, suppliers, and other stakeholders. GenIP Plc is committed to improving the world through university discoveries, investing in innovations that enhance societal wellbeing and technological advancement.

Delivering high-quality, reliable services to customers remains a priority, alongside ensuring collaborative and ethical engagement with suppliers to sustain operational excellence.

d) Impact on the Community and the Environment

The Board carefully considers the environmental and social impact of the Company's operations. As part of responsible corporate governance, GenIP Plc integrates sustainability considerations into investment screening processes.

Environmental responsibility is embedded in decision-making, ensuring business activities align with broader societal needs.

e) Reputation for High Standards of Business Conduct

GenIP Plc upholds the highest standards of corporate integrity, ensuring ethical considerations guide Board decision-making and business activities. Culture, values, and governance are key drivers in how the Company creates long-term value and maintains its reputation.

The Board enforces rigorous ethical principles that apply to Directors, employees, and associated stakeholders, ensuring accountability and compliance with regulatory expectations.

f) Fair and Equitable Treatment of Shareholders

GenIP Plc maintains a single class of ordinary shares, providing equal voting rights, distributions, and liquidation entitlements. The Board ensures equitable treatment of all shareholders, recognising the alignment between management and investor interests.

Management are also significant shareholders in the Company, holding approximately 4.8% of the register. On this basis the Board feels that the Management and Directors are fully aligned with shareholders. The Board remains confident that continued investment in GenIP Plc is essential to fostering long-term growth and expansion in 2025 and beyond.

STRATEGIC REPORT CONTINUED

CFO's Statement and Financial Review

FINANCIAL OVERVIEW

GenIP Plc presents its first financial results for the period 23 February 2024 to 31 December 2024. Key milestones in that period include the acquisition of the business and assets of Invention Evaluator and Vortechs on 4 June 2024 and successful admission to AIM and completion of fundraising by way of placing and subscription for shares, on 2 October 2024 raising gross proceeds of £1.75m.

The financial statements are presented in US Dollars which is the Company's presentational and functional currency.

FINANCIAL HIGHLIGHTS - PERIOD ENDED 31 DECEMBER 2024

	US\$
Revenue	123,015
Cost of Sales	(107,857)
Operating Loss	(888,545)
Loss Before Taxation	(886,829)
Net Assets	1,272,122
Cash and Cash Equivalents	972,364

Revenue

Revenue in the period was \$123k, generating a gross profit of £15k (a gross profit margin of 12.3%). Invention Evaluator turnover was \$99k and Vortechs \$24k.

Turnover reflects the trading since acquisition of the Invention Evaluator and Vortechs businesses in June 2024 and the launch of enhanced AI driven services in September 2024 just prior to the AIM listing. The Company has delivered Invention Evaluator reports to organisations across six continents, and the order pipeline continues to expand into new territories.

Administrative Expenses

Administrative expenses were \$904k, made up of \$120k of Director and staffing costs (of which \$88k related to the Directors remuneration), \$59k of exchange losses, \$65k of audit fees, \$54k of amortisation on intangible fixed assets and \$359k of share-based payment expenses. Marketing and advertising costs amounted to \$52k with marketing campaigns launching post fundraising in December 2024.

Operating Loss

Operating loss was \$889k, after the \$904k administrative expenses and \$108k cost of sales. While our loss before taxation of \$887k reflects early-stage investment, it aligns with our scaling strategy to strengthen our offerings and market position.

Intangible Assets

Intangible assets are made up of the technology assets transferred upon acquisition in June 2024 – Invention Evaluator platform (NBV of \$79k at the date of transfer) and Vortechs (NBV of \$104k at the date of transfer) and development costs of \$120k incurred on Invention Evaluator after the transfer. After the balance sheet date Tekcapital PLC agreed to reimburse the Company \$100k of the \$120k IT development costs incurred. The Company continues to benefit from the expenditure which remains capitalised as an Intangible Asset.

Cash flows

Cash raised through the initial subscription shares and the issue of shares and placing upon admission to AIM was \$2,396k before share issue costs of \$839k. Cash absorbed by operations was \$557k resulting in cash and cash equivalents at the balance sheet date of \$972k.

Debt financing and liquidity

Upon incorporation of the Company in February 2024, the Company entered into a Convertible Loan Note agreement with Tekcapital Europe Ltd to enable costs of the Company to be paid prior to the IPO in October 2024. The balance on the Convertible Loan Note at the balance sheet date was \$134k. After the Balance Sheet date the Convertible Loan Note was offset against receivables due from Tekcapital LLC and the CLN was closed.

STRATEGIC REPORT CONTINUED

The Company has no other debt.

In October 2024, the Company raised £1.75m (\$2,296k) by way of an issue and placement of shares upon admission to AIM. Costs associated with the fundraising were \$839k, leaving net proceeds of \$1,457k, ensuring liquidity to support growth initiatives and strategic investments.

Share-Based Payments

Share based payments to incentivise and retain key personnel, together with options and warrants granted have been valued using the Black-Scholes model with the fair value of these payments, warrants and options being expensed over the vesting period. The assumptions inherent in the use of this model are set out in detail in the financial statements and include the following:

- Total share-based payment expense: \$358,924 recognized in the period ended 31 December 2024.
- Phased vesting over a three-year period, aligning incentives with long-term growth.
- Fair value assessed using the Black-Scholes model, factoring in:
 - Share price at grant
 - Exercise price
 - Volatility (72%)
 - Risk-free interest rate (4.25%)

This ensures cost efficiency while rewarding performance, enhancing alignment between management and shareholders.

Performance against KPI's

GenIP Plc tracks several financial and operational metrics, including:

- Revenue Growth: Expanding client acquisition
- Gross Margin: Improving cost efficiency
- Cash Flow Management: Maintaining liquidity
- Client Engagement: Strengthening relationships across sectors

The Key Performance Indicators (KPI's) listed below represent those that are typically applied to technology service companies and serve as a starting point for evaluating the Company's performance and guide decision making, to ensure long-term sustainability.

KPI	Description	2024
Total Income	Total Income including revenue from Invention Evaluator and Vortechs sales	\$123,015
Gross Profit Margin	Percentage of revenue remaining after deducting cost of sales	12.3%
Operating Cash Flow	Net cash generated (absorbed) from business operations before financing activities	(\$556,642)

CONCLUSION

With strong liquidity and a clear strategy, GenIP Plc is well-positioned to scale operations and optimise financial performance.

We remain focused on growth, operational efficiency, and shareholder value creation, ensuring sustainable returns in the years ahead.

Mr K Fitzpatrick

Chief Financial Officer

Date: 3 June 2025

STRATEGIC REPORT CONTINUED

Principal Risks and Uncertainties

The Board recognises that operating in the rapidly evolving AI-driven technology sector presents a range of financial and non-financial risks. The Company maintains a proactive risk management framework to identify, assess, and mitigate these risks effectively. The specific financial risks are discussed in the notes to the financial statements. Other risks and mitigating actions include the following:

1) Operational Risk

The principal operational risk of the business is management's ability to grow the business and achieve our goals with a small team. Management's strategy of early detection and remediation includes continuous monitoring of sales performance and expenses, intellectual property position and strategic direction, as well as ongoing recruitment as the need arises, amongst others.

2) Finance and Liquidity Risk

The Company requires adequate financial resources to fund ongoing operations, research and development, and strategic growth initiatives. Adverse movements in interest rates, foreign exchange volatility, and liquidity constraints could impact profitability and financial stability. The Directors monitor rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs. During the period, the Company obtained sufficient capital through Convertible Loan Note draw down with Tekcapital Europe Limited and the placing and subscription for shares and Admission to trading on AIM. All amounts shown in the statement of financial position under current assets and current liabilities mature for payment within one year.

The Company has no borrowings other than the Convertible Loan Note with Tekcapital Europe Limited which carries an interest rate of 10% per annum. After the Balance Sheet date the Convertible Loan Note was terminated and repaid by offset against receivables from Tekcapital LLC, thus mitigating any interest rate risk.

Foreign exchange risk arises when the Company enters into transactions in a currency other than their functional currency. The Company's policy is, where possible, to settle liabilities denominated in a currency other than its functional currency with cash already denominated in that currency.

3) Dependence on Phosphorix Limited

Phosphorix Limited, a company incorporated in the United Kingdom, is a key software provider to GenIP Plc. The Company is substantially dependent on the continued services and performance of Phosphorix for the integration and maintenance of GenAI into the Invention Evaluator software and the management and provision of Invention Evaluator reports. The Company has mitigated this risk by entering into a three-year agreement with Phosphorix Limited for the provision of these services. This agreement can be terminated by either side after the first anniversary by giving three months' notice in writing. Additionally, Phosphorix has granted the Company an indefinite, worldwide, non-exclusive, perpetual and irrevocable licence to use, adapt, develop modify and maintain the GenIP Software including all Intellectual Property Rights for any commercial or non-commercial purpose, together with the right to sublicense these rights to any third party.

4) Market Competition

The AI industry is highly competitive, with established players and new entrants continually innovating. The Company faces the risk of losing market share or failing to differentiate its offerings effectively. Continuous investment in cutting-edge AI research and product innovation ensures technological leadership. Strategic partnerships, customer engagement, and an adaptive business model help the Company remain competitive and responsive to market needs.

5) Technology and IT Infrastructure

Dependence on complex IT infrastructure and evolving AI models poses risks such as system failures, cybersecurity threats, and obsolescence. The Company prioritises robust cybersecurity measures, regular system audits, and strategic investment in scalable infrastructure to support long-term technological resilience.

6) Geopolitical and Macroeconomic Risks

Geopolitical and macroeconomic events such as the recent US tariff increases, the ongoing Russia/Ukraine conflict and the Israel/Gaza conflict may, over time, contribute to inflation of energy and other costs and other supply chain disruption for a number of clients, which may have a knock-on impact on affordability of 3rd party services such as GenIP's services. Additionally, due to the conflict and the uncertainty it has introduced to the capital markets, whilst large cap stocks have progressed well, small cap stocks worldwide are still feeling the pinch.

We are grateful for the patience and support of our shareholders. We are also sincerely appreciative of our dedicated, creative and incredibly hardworking team, without whom, these reported results would not be possible.

STRATEGIC REPORT CONTINUED

CONCLUSION

With strong liquidity and a clear strategy, GenIP Plc is well-positioned to scale operations and optimise financial performance.

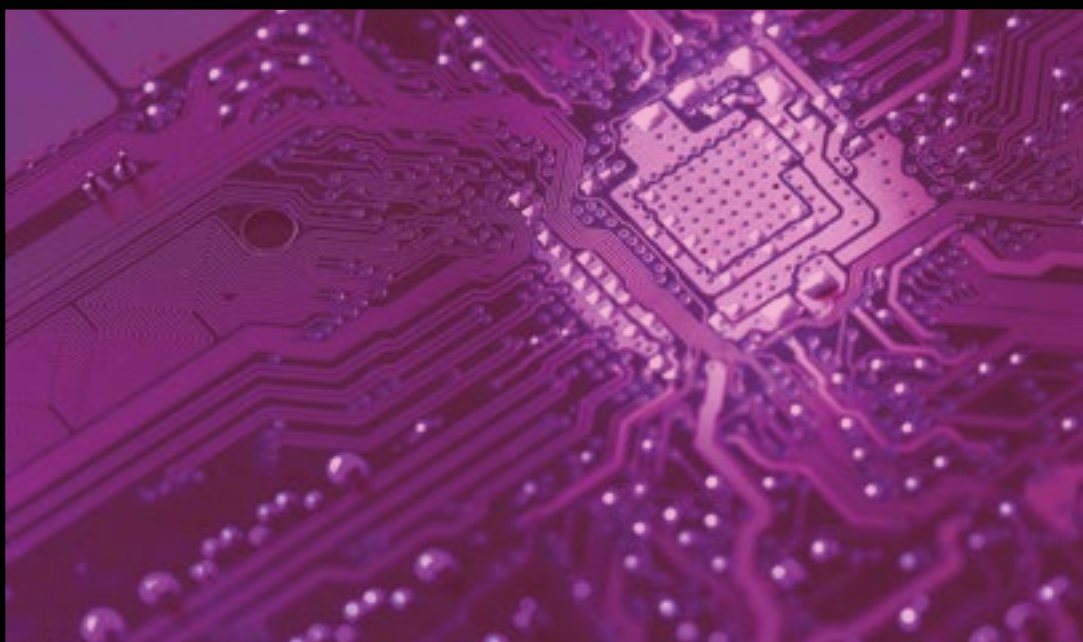
We remain focused on growth, operational efficiency, and shareholder value creation, ensuring sustainable returns in the years ahead.

The strategic report has been approved by the Board and signed on its behalf by:

Ms M Cruz

Director

Date: 3 June 2025



Invention Evaluator

GenIP's Innovation Analytics Platform for R&D Decisions

Invention Evaluator (IE) is GenIP's flagship technology evaluation service, delivering rapid, expert-driven analysis to help research institutions, corporations, and government labs make informed decisions about early-stage technologies. Each evaluation is completed within just a few business days and provides an independent, structured report tailored to support R&D investment, IP protection, and commercialisation strategy.

Invention Evaluator deploys AI to automate and optimise key aspects of the research process, including data extraction, competitive landscape mapping, and technology clustering across scientific domains. By employing natural language processing (NLP), domain-specific entity recognition, and semantic pattern matching, the platform reduces the manual effort required to analyse prior art, identify market signals, and benchmark IP relevance.

We strike a balance between rigorous human expertise and scalable proprietary systems to deliver insight that is both technically deep and decision-ready. Our analysts, holding advanced degrees across life sciences, engineering, and physical sciences, use proven frameworks to assess technologies across all maturity levels and scientific domains.

Invention Evaluator supports a global client base that includes leading organisations across North America, Europe, the Middle East, and Asia-Pacific.



Vortechs

GenIP's Strategic Talent Solution for Innovation Leaders

Vortechs is GenIP's strategic talent and insight division, created to help clients build world-class innovation teams and identify valuable external partners. We specialise in recruiting for mission-critical roles that require individuals with a rare mix of scientific expertise and entrepreneurial skill.

GenIP's AI roadmap prioritises enhancements and developments in multilingual processing, adaptive scoring algorithms, and knowledge model enrichment, enabling the delivery of more context-aware, scalable, and intelligent outputs. These initiatives support a broader vision of providing on-demand, dynamically generated insights that evolve alongside global technology trends and institutional research priorities. Our process combines high-touch human engagement with data-enhanced search tools, allowing us to rapidly identify, assess, and attract high-impact candidates and strategic partners.

Beyond executive search, Vortechs has ambitions to expand into strategic company scouting, identifying startups, spinouts, or academic teams for potential acquisition, and licensing. These functions will complement our recruitment work, offering clients a more complete solution for innovation-driven growth.

DIRECTORS' REPORT

The directors present their annual report and audited financial statements for the period ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is to empower organisations to better evaluate and commercialise their discoveries through two distinct, yet complementary, services:

- Invention Evaluator - providing bespoke enhanced research reports assessing the market potential for new technological innovations and discoveries by utilising artificial intelligence driven proprietary software; and
- Vortechs - providing executive recruitment services to match technology organisations with experienced executives and business leaders also using utilising artificial intelligence driven software and proprietary data.

INCORPORATION

The Company was incorporated in England as a private company limited by shares on 23 February 2024 with the registered number 15517400.

On 23 August 2024, the Company re-registered as a public company and changed its name from GenIP Limited to GenIP Plc.

The Company's shares were admitted to trading on AIM on 2 October 2024 following a placing and subscription for shares.

RESULTS AND DIVIDENDS

The results for the period are set out on page 28.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

DIRECTORS

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Rt Hon Lord DL Willetts	(Appointed 20 September 2024)
Professor DM Gann	(Appointed 20 September 2024)
Mr K Fitzpatrick	(Appointed 15 August 2024)
Ms M Cruz	(Appointed 9 September 2024)
Dr C M Gross	(Appointed 23 February 2024 and resigned 9 September 2024)

Rt Hon Lord David Willetts and Prof. David Gann are Non-Executive Directors and are considered to be independent.

DIRECTORS' BIOGRAPHICAL DETAILS:

Lord David Lindsay Willetts – Non-Executive Chairman

Date of Appointment as Director: 20 September 2024

The Rt Hon Lord Willetts FRS is Chairman of the U.K. Space Agency, President of the Resolution Foundation and former U.K. Minister for Universities and Science. He served as the Member of Parliament for Havant (1992-2015) and previously worked at HM Treasury and the No. 10 Policy Unit.

Lord Willetts is a visiting Professor at King's College London and former Chair of the British Science Association. He is also an Honorary Fellow of Nuffield College, Oxford.

Lord Willetts has written widely on economic and social policy. His book 'The Pinch', which focused on intergenerational equity, was published in 2010, and in 2017 'A University Education' was published.

Lord Willetts is a graduate of Oxford University and has been awarded numerous honorary doctorates.

Melissa Mariel Cruz Calderon – Chief Executive Officer

Date of Appointment as Director: 9 September 2024

Melissa Cruz has a background in international business, marketing, and technology commercialisation. She has worked with a wide range of organisations across the United States, China, Europe, and Latin America, with a focus on facilitating technology transfer between developed and developing economies.

Melissa plays a key role in supporting the growth and effectiveness of clients' in-house technology transfer teams. As a client advocate, she collaborates closely with executive search and innovation strategy teams to ensure tailored support for commercialisation goals. She has also contributed to the delivery of international business development programmes and events across Latin America.

DIRECTORS' REPORT CONTINUED

Melissa holds a B.A. in International Business and an M.S. in Marketing from Florida International University.

Kevin Fitzpatrick – Chief Financial Officer

Date of Appointment as Director: 15 August 2024

Kevin Fitzpatrick is a Chief Financial Officer with over 30 years' experience in small and medium enterprises and entrepreneurial businesses. He has experience working with FTSE, NASDAQ, AIM and SME businesses across Service, Technology, SaaS, Media and Online industries. He has held numerous board positions with both quoted public and private businesses with full executive responsibility for finance, legal and corporate finance matters. He has extensive international experience, having operated successfully in Europe, USA, and Africa.

Kevin is a Fellow of the Institute of Chartered Accountants in Ireland. He graduated from University College Dublin with a BA in Economics.

Prof. David Michael Gann – Independent Non-Executive Director

Date of Appointment as Director: 20 September 2024

Professor David Gann CBE is a business leader, chairperson, former University leader, and non-executive director with a reputation for creating and supporting innovation and growth, and mentoring science-based start-ups. He is a leader in the development of fusion energy, as Chair of UK Industrial Fusion Solutions, and previously Chair of the UK Atomic Energy Authority.

David is Professor of Innovation & Entrepreneurship at the Saïd Business School, Oxford University and a visiting fellow of the Oxford Martin School. Until recently, David was Pro-Vice-Chancellor Development & External Affairs at Oxford University, and prior to that Vice-President (Innovation) at Imperial College London.

He is a non-executive director of VenCap International plc, a leading venture fund-of-funds. David is an entrepreneur, having formed several companies, mentors start-ups, and advises Boards. He has been nonexecutive director of Directa Plus plc, currently on the Advisory Board of Euroclear and was Group Innovation Executive at Laing O'Rourke plc.

David frequently advises governments and was a member of the UK Government's Innovation Expert Group and the Ministry of Defence's Technology and Innovation Board.

His pro bono work includes co-founding the Villars Institute, a Swiss foundation focusing on systems leadership to halt climate change and bio-diversity loss; and he is a board member of the London Symphony Orchestra.

David publishes widely on technology management and innovation strategy, authoring nine books to date.

He has a PhD in Industrial Economics, is a Chartered Civil Engineer, Fellow of the Institution of Civil Engineers and is an Honorary Fellow of the Royal College of Art.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Company has made qualifying third-party indemnity provisions for the benefit of its directors during the period, which were made during the period and remain in force at the date of this report.

The Company has purchased and maintained throughout the period Directors & Officers liability insurance in respect of itself and its directors.

BUSINESS REVIEW

Included within the Strategic Report is a fair review of the business of the Company during the period ended 31 December 2024 and the position of the Company at the end of the year. This review is contained in the Chairman's Statement on page 2 and the CFO's statement and finance review on pages 6-7.

POLITICAL DONATIONS

The Company made no political donations during the period.

RESEARCH AND DEVELOPMENT

Costs associated with research and development relate to internal web development and incorporation of Generative AI technology to the Company's products and services (Invention Evaluator and Vortechs). Research and development costs are capitalised in the year incurred and are disclosed in note 12.

GOING CONCERN

As more fully explained in note 1 to the financial statements, the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the Going Concern basis in preparing the financial statements.

DIRECTORS' REPORT CONTINUED

ACQUISITION OF OWN SHARES

The Company did not purchase any of its shares for cancellation during the period.

SUBSTANTIAL SHAREHOLDINGS

As at 31 December 2024, the Company had been notified of the following interests in 3% or more of its issued share capital:

- Tekcapital Europe Limited 63.0%
- Dr C M Gross 6.85%

Please see note 25 for further details on Dr C M Gross' shareholding.

CAPITAL STRUCTURE

Details of the issued share capital are set out in note 18 to the financial statements. The Company has one class of share being Ordinary Shares with a par value of £0.00425 each. This entitles the holder to participate in dividends in proportion to the number of shares held. The holder is also entitled to, on a show of hands of shareholders present at a general meeting in person or by proxy, one vote and upon a poll each share is entitled to one vote.

Subject to the Companies Act 2006 and the provisions of the Articles of Association, the Directors are generally and unconditionally authorised to exercise all powers of the Company to issue such number of shares as the Company may from time to time by Ordinary Resolution determine. A resolution of the Company on 15 August 2024 authorised the Directors to allot shares in the capital of the Company within certain limits. A renewal of this authority will be proposed at the forthcoming first Annual General Meeting.

FUTURE DEVELOPMENTS

No changes in the nature of the business is expected in the foreseeable future.

Information has been included in the strategic report in relation to disclosures under S414C(11) of the Companies Act 2006.

ARTICLES OF ASSOCIATION

In accordance with the Companies Act 2006, the Company's Articles of Association may only be amended by a Special Resolution of the Company's shareholders.

INDEPENDENT AUDITORS

HW Fisher Audit were appointed by the Directors and have expressed their willingness to continue as auditors. A resolution to reappoint them as auditors of the Company and to authorise the Directors to fix their remuneration will be proposed at the forthcoming first Annual General Meeting.

EMISSIONS

As the Company has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

STATEMENT OF DISCLOSURE TO AUDITOR

Each Director in office at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the Director has taken all the steps that he / she ought to have taken as a Director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Statutory information contained elsewhere in the annual report

- Financial risk management, including credit risk, interest risk, foreign exchange risk and liquidity risk - note 22 to the financial statements;
- Events subsequent to the year-end date - note 24 to the financial statements;
- Engagement with key stakeholders and others with business relationships with the company - pages 4-5;
- Directors' interests, including directors' shares and share options - pages 19-20.

On behalf of the board

Ms M Cruz

Director

Date: 3 June 2025

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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

CORPORATE GOVERNANCE STATEMENT

CORPORATE GOVERNANCE STATEMENT

The GenIP board is committed to maintaining high standards of corporate governance. In accordance with AIM Rule 26, AIM quoted companies are required to adopt and give details of the corporate governance code which they have adopted and to show how they are following it. The board has adopted the Quoted Companies Alliance's (QCA) Corporate Governance Code for small and mid-size quoted companies (the "QCA Code"). Of the recognised codes generally adhered to by AIM companies, the QCA Code has been drafted with smaller businesses in mind, with a pragmatic and principles-based approach. It was therefore deemed by the board to be the most suitable.

Solid corporate governance is the foundation on which the business is managed, and this is supported by the range of talents of the directors. Biographies of the directors appear on pages 12-13 and demonstrate a range of experience and calibre to bring the right level of independent judgment to GenIP's business. Ensuring financial strength alongside the growth of the business are key guiding principles, supported by an effort to ensure solid communication with shareholders.

The chairman is responsible for leading the board and for its overall effectiveness in directing the Company. The board members ensure that the board implements, maintains and communicates effective corporate governance processes and promotes a culture of openness and debate designed to foster a positive governance culture in the Company.

The board is responsible for the Company's system of internal control and for reviewing its effectiveness. Such a system can only provide reasonable, but not absolute, assurance against material misstatement or loss. The board believes that the Company has internal control systems in place appropriate to the size and nature of its business. The board is satisfied that the scale of the Company's activities does not warrant the establishment of an internal audit function.

The board is also responsible for identifying the major business risks faced by the Company and for determining the appropriate course of action to manage those risks. Formal board meetings are held monthly to review strategy, management and performance of the Company, with additional meetings between those dates convened as necessary. During 2024, there were 7 board meetings (4 prior to the IPO and 3 after the IPO on 2 October 2024). The QCA Code identifies ten principles that focus on the pursuit of medium to long-term value for shareholders without stifling entrepreneurial spirit. GenIP's adoption of the QCA principles is summarized in the table below. Further details are made available on our website at www.genip.ai

1	Establish a strategy and business model which promotes long-term value for shareholders	GenIP's mission is bridge the gap between groundbreaking ideas and commercial success. By helping its clients assess the viability of innovations and connect them with leadership needed to take them to market and crystallise substantial shareholder value. Our investment objective is to achieve long-term growth of net assets and returns on invested capital through assisting clients to commercialise their innovations. We believe the combination of these factors will maximize long-term value for shareholders.
2	Seek to understand and meet shareholder needs and expectations	The board engages with shareholders and the broader investment community via a variety of channels and activities including the annual general meeting, updates to shareholders via reporting and the regulatory news service, and institutional presentations. The Chairman and CEO are the primary contacts for investor interaction alongside UK Investor Group.
3	Take into account wider stakeholder and social responsibilities and their implications for long-term success	GenIP's culture is very open, and this includes reaching out and seeking feedback and insights from our various stakeholders. In addition to the investor outreach described above, key practical elements of this philosophy for other stakeholders include having a flat organization with few tiers of management, meeting regularly; all-hands communications via web-meetings; engagement with clients through regular meetings and satisfaction surveys.
4	Embed effective risk management, considering both opportunities and threats, throughout the organisation	The board is responsible for identifying the major business risks faced by the Company and for determining the appropriate course of action to manage those risks. The board has adopted a framework for the effective identification, assessment, and management of risks to the achievement of corporate objectives. The risks that the board consider to be principal risks to the Company's business and how they are mitigated are set out on page 8 of the Strategic report.

CORPORATE GOVERNANCE STATEMENT CONTINUED

5	Maintain the board as a well-functioning, balanced team led by the chair	The QCA Code requires that boards have an appropriate balance between executive and non-executive directors and that each board should have at least two independent directors. The board is made up of two executive directors and two non-executive directors. The non-executive directors are mature, experienced and independent persons who have each succeeded in their own businesses and are not dependent upon income from the Company. They include Rt Hon Lord David Willetts and Prof. David Gann who attended 6 and 4 Board of Directors meetings in 2024, respectively. They have developed a strong and detailed understanding of the business and are prepared and able to intervene and challenge the executive directors. Melissa Cruz and Kevin Fitzpatrick, the two executive directors, attended 6 and 4 Board of Directors meetings in 2024, respectively.
6	Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities	Details of the background and experience of the directors of the Company are set out on pages 12-13 of this report. These demonstrate that our team collectively has the necessary skills and experiences, as well as the required calibre, to carry out the Company's strategy and business model effectively. The non-executive directors comprise a professor and engineering specialist, and a former minister for universities and science. Both have experience of working in a public Company environment. Each Director maintains their skillset by participating in industry events, online trainings as well as experience on other boards seats they occupy.
7	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	A board self-evaluation process led by the chairman will take place every three years, using a QCA-sponsored questionnaire and process. Low scoring or divergent scoring responses will be discussed, with gaps and actions for improvement identified.
8	Promote a corporate culture that is based on ethical values and behaviours	GenIP's core values statement and guiding principles, developed by the extended management team, support the Company's culture with a strong footing in ethical values. These are reinforced in the staff handbook and the staff appraisal and development process, which formally embeds cultural and ethical considerations as part of each employee's self-evaluation.
9	Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	Formal board meetings are held monthly to review strategy, management and performance of the Company, with additional meetings between those dates convened as necessary. We have two board committees, the Audit Committee and the Remuneration Committee.
10	Communicate how the Company is governed and is performing by maintaining a dialog with shareholders and other relevant stakeholders	The Company's approach to investor and shareholder engagement is described under Principle 2 above. Annual reports, Annual General Meeting notices, regulatory announcements, trading updates and other governance-related statements and updates are available from the Company's website.

Directors Statement

A director of a company must act in the way he or she considers, in good faith, would likely promote the success of the company for the benefit of the shareholders. In doing so, the director must have regard, amongst other matters, to the following issues:

- Likely consequences of any decisions in the long term;
- Interests of the Company's staff and employees;
- Need to foster the company's business relationships with suppliers / customers and others;
- Impact of the company's operations on the community and environment; and
- The company's reputation for high standards of business conduct.

Culture

The Company's values and leadership behaviours are a vital part of our culture to ensure that through good governance, conduct and decision making we do the right thing for the business and our stakeholders. The Board acknowledges that every decision it makes may not necessarily result in a positive short-term outcome for all of the Company's stakeholders. We believe in creating solid foundations for the future, so there is a balance between short term success and longer-term prosperity.

CORPORATE GOVERNANCE STATEMENT CONTINUED

Shareholders

The primary mechanism for engaging with our shareholders is through the Company's AGM, RNS notices to the Stock Market, virtual Investor Conferences and through the publication of the Company's financial results for the half year and full year. We encourage shareholders to ask questions at the AGM and participate in discussion about our performance and products.

Customers

Understanding our customers and what matters to them is key to the success of the company. We listen and talk to them at every opportunity, including many opportunities to meet with them as we attend Conferences, Exhibitions and Symposiums around the world. In addition to direct contact, we have increased the flow of digital communications.

Suppliers / Vendors

We operate in a way that safeguards against unfair business practices and encourages suppliers to adopt reasonable business practices for mutual benefit. Relationships are the key to building a successful business and vendors are a valued partner in our success.

Employees

We have an experienced, skilled and dedicated workforce which we recognise as a crucial asset of the Company. The company's directors alongside our management teams, work hard to provide a positive working environment. The company operates a flexible working policy due to the remote nature of some of the staff and employees. Regular update emails have been circulated together with online briefings. It is important for us to provide opportunities for all our staff to allow them grow and achieve their potential.

Community and environment

We are proud to employ people in the communities that we operate. We use environmentally friendly suppliers and products where possible.

AUDIT COMMITTEE REPORT

The Audit Committee is comprised of the Non-Executive Directors and the Chief Financial Officer.

The Committee was formed following the IPO in October 2024 and did not meet during the financial period to 31 December 2024 but has met before signing these Report and Accounts.

The Audit Committee has written terms of reference setting out its responsibilities that include:

- Monitoring the financial reporting process, the integrity of the company's financial statements and announcements relating to financial performance and reviewing significant financial judgements contained within them;
- Keeping under review the Company's internal controls and risk management systems;
- Considering annually the need for a separate internal audit function and making recommendations to the Board;
- Making recommendations to the Board regarding the appointment, re-appointment or removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor; and
- Reviewing and monitoring the external auditor's independence and the effectiveness of the audit process.

In addition, the Board requested that the committee advise them on whether they believe the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. The Committee has concluded that this is the case and has reported this to the Board.

During the period, the external auditors also acted as Reporting Accountants for the transition from private company to public company and the placing and subscription for shares and admission to trading on AIM. There were no other non-audit services during the period.

In the course of its work the Audit Committee meets with the external auditors and reviews the reports from them relating to the financial statements. It also reviews the likely significant issues in advance of publication both of the half and full year results and in particular any critical accounting judgements identified by both the Company and the external auditors, most of which are disclosed in note 3 to the Financial Statements (Critical Accounting Estimates and Judgements).

The Audit Committee also reviews updates on significant accounting policies and the impact that this has on the Company.

Members of the Audit Committee at the date of this report were Rt Hon Lord D Willetts, Prof. D Gann and K Fitzpatrick FCA.

REPORT ON REMUNERATION

The Remuneration Committee comprises only Non-Executive Directors. It has written terms of reference setting out its responsibilities. It reviews the performance of the Executive Directors and sets the scale and structure of their remuneration and the basis of their service agreements with due regard to the interests of the shareholders.

CORPORATE GOVERNANCE STATEMENT CONTINUED

The Remuneration Committee has responsibility for making recommendations to the Board on the Company's general policy on remuneration and also specific packages for individual Directors. It carries out the policy on behalf of the Board.

Members of the Remuneration Committee at the date of the report were Rt Hon Lord David Willetts and Prof. David Gann. Neither of the members of the Committee have day to day involvement in the running of the business.

Policy on Executive Director's Remuneration

The Committee reviews remuneration of Executive Directors and senior management each year. The main aim of the Company's executive pay policy is to provide an appropriate reward for their work which is sufficient to attract and retain the Directors needed to meet the Company's objectives and satisfy shareholders expectations.

Share Grants and Share Options

Share grants and share options were granted to Directors and other staff and employees at various dates around the time when the company listed on the AIM Stock Market in October 2024.

The share grants have lock-in restrictions attached and the share options vest over a three-year period to ensure this spreads any reward over a number of years, allied to the growth in shareholder value over the longer term.

The share grants and share options are not subject to a performance condition.

The company will consider establishing share option schemes as the company grows.

Bonuses

There were no bonus schemes in operation during the period.

The Company will consider establishing annual bonus schemes to be calculated on the basis of defined criteria relating to the Company's performance compared to prior years and budget and other objectives which contribute to growth in earnings per share, cash generation and return on capital employed.

Service Contracts

No Director has a notice period exceeding six months.

Directors' Remuneration

For each Director remuneration for the period to 31 December 2024 can be analysed as follows:

	Salary & Fees (US\$)
Lord David Willetts	7,635
Melissa Cruz	49,139
Kevin Fitzpatrick	23,678
Prof. David Gann	8,429
Total	88,881

The periods each Director has served during the period are given on page 12.

Directors' shares and share options

	# of Shares	# of Options
Lord David Willetts	–	215,917
Melissa Cruz	240,000	–
Kevin Fitzpatrick	–	332,200
Prof. David Gann	–	215,917

CORPORATE GOVERNANCE STATEMENT CONTINUED

	# of Options	Exercise Price (£)	Grant Date	Earliest exercise date	Life
Lord David Willetts	215,917	0.39	9 August 2024	9 August 2025	3 years
Melissa Cruz	–	–	–	–	–
Kevin Fitzpatrick	332,200	0.39	5 August 2024	5 August 2025	3 years
Prof. David Gann	215,917	0.39	17 July 2024	17 July 2025	3 years

Share Price

The Company's shares were admitted to trading on AIM on 2 October 2024 following a placing and subscription for shares at £0.39 per ordinary share.

The closing market price of the Company's shares on 31 December 2024 was £0.26 and the range of market prices during the period from listing on 2 October and 31 December 2024 was between £0.17 and £0.39 per share.

This Corporate Governance Report has been approved by the Board and signed on its behalf by:

Prof D. Gann

Director

Date: 3 June 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC

OPINION

We have audited the financial statements of GenIP Plc (the 'Company') for the period ended 31 December 2024, which comprise:

- the Statement of Comprehensive Income;
- the Statements of Financial Position;
- the Statement of Changes in Equity;
- the Statement of Cash Flows; and
- the related notes to the financial statements including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK-adopted International Accounting Standards ('IAS').

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of its loss for the period then ended;
- have been properly prepared in accordance with IAS; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

SUMMARY OF OUR AUDIT APPROACH

Key audit matters

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

The key audit matters that we identified in the current period were:

- Revenue recognition arising from occurrence, completeness and cut-off in the period.
- Management override of controls.
- Share based payments.
- Completeness of related party transactions.
- Going concern.
- Recoverability of accounts receivable and loan balances.
- Treatment of IT development costs.
- Treatment of IPO and other related costs.
- Completeness of expenses.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

The key audit matters identified above are discussed further in this section. This is not a complete list of all risks identified by our audit.

We identified going concern as a key audit matter and have detailed our response in the conclusions relating to going concern section below.

Key Audit Matters	How our audit addressed this matter
<p>Revenue recognition arising from occurrence, completeness and cut-off in the period</p> <p>There is a presumed risk of misstatement arising from lack of completeness or inaccurate cut-off relating to revenues.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We evaluated the sales controls system in place to determine the controls surrounding income. • We checked a sample of the Vortechs sales agreements and contracts through to the income recognised in the financial statements and to invoices. Our findings indicated that improvements could be made to ensure all documentation is in place for sales linked to related parties. Our testing did not highlight material misstatement to the figures presented in the financial statements. • We checked a sample of sales from the Invention Evaluator "IE" platform through to the income recognised in the financial statements. • We also completed checks on deferred IE income which included reviewing entitlement, based on the terms and conditions set out under the platform. • We reviewed the revenue recognition accounting policy to ensure the application was consistent for both revenue streams. <p>Based on our audit work detailed above, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Management override of controls</p> <p>Management is in a unique position to override controls that otherwise appear to be operating effectively.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We undertook a review to gain an understanding of the overall governance and oversight process surrounding management's review of the financial statements. Our findings did indicate that not all processes are accurately documented in the Financial position and prospects procedures "FPPP" and some processes in the FPPPs are not fully introduced. Our testing did indicate shortcomings in the existing controls. We note GenIP is a new company and management recommendations have been made. Our review did not indicate material misstatement as a result of the controls implementation. • We examined the significant accounting estimates and judgements relevant to the financial statements, for evidence of bias by the directors. • We reviewed the financial statements and considered whether the accounting policies are appropriate and have been applied consistently. • We undertook a review of the journals posted through the nominal ledger for significant and unusual transactions and investigated them, reviewing and confirming the journal entry postings. • We undertook a detailed review of the share-based payments made to management to ensure these were in line with their contracts. • We undertook a review of related party transactions to ensure accurate reflection within the financial statements. <p>Based on our audit work detailed above, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

Key Audit Matters	How our audit addressed this matter
<p>Share based payments</p> <p>There were multiple share-based payments issued around the time of the listing. Therefore, there is a risk that these have not been recorded and recognised accurately. The fair value, measurement and treatment of these will be reviewed.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We obtained and reviewed the Company's share-based payment workings. The Company determined the charge associated with the options and warrants by utilisation of a Black Scholes Model. We reviewed the Company's key estimates and reviewed support for reasonableness. • We undertook a recalculation of the charge for the options and warrants. • We obtained and reviewed the underlying contracts to ensure the inputs had been correctly reflected in line with the contracts. • We reviewed the spread of the charge in line with vesting conditions. • For services settled by shares, we obtained the underlying invoices and original contracts to support the values. • We reviewed the appropriateness of the disclosure notes, to ensure these were in line with the underlying transactions. • We reviewed the sensitivities included within the estimates and judgements notes. • Where required, we proposed audit adjustments to better reflect the presentation and spread of the charges calculated. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Completeness of related party transactions</p> <p>There is a risk that related party transactions may not be complete due to the large amount of recharged expenses from Tek Capital Plc.</p> <p>In addition, the period-end balances are material to the financial statements.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We made written enquiries with key management employees. • We examined transactions through our analytics software for key searches on key management and their highlighted related parties. • We made general enquiries of management. • We reviewed agreements and performed checks to follow through to the underlying transactions. • We reviewed the related party transactions disclosure in the financial statements. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Going concern</p> <p>The Company is loss making in its first period of trade. Therefore, there is a risk that the financial statements are prepared on a going concern basis when the Company is not a going concern.</p> <p>To review management's assessment of the going concern assumption, including a review of their cashflow forecasts, management accounts, pipeline orders and cash balances along with any new financing arrangement if applicable.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We obtained and reviewed management's assessments including future forecasts. • We performed a range of sensitivities to review what impact an erosion in the forecast results would have on the headroom to the working capital available. • We obtained an understanding of key contracts and considered the termination clauses and impact assessment on the forecasts. • We enquired with management into their risk mitigation strategies for key contracts. • We reviewed key pipeline orders and obtained purchase orders where available. <p>Based on our audit work, we confirm that we have nothing material to report, or draw attention to in respect of these matters.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

Key Audit Matters	How our audit addressed this matter
<p>Recoverability of accounts receivable and loan balances</p> <p>There is a risk that the receivables are not recoverable.</p> <p>In addition, there is a loan balance due from Tek Capital LLC, reflected in amounts owed by related parties which is material to the financial statements.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We obtained the accounts receivables and reviewed aging, and provisions applied in line with the FPPP's. • We reviewed post period end clearance of the receivables. • We undertook a review of the receivables in line with the underlying terms and conditions to ensure recognition criteria was met. • We obtained and reviewed confirmations of material receivables balances with related parties and considered their recoverability. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Treatment of IT development costs</p> <p>There is a risk that the IT development costs that have been capitalised during the period have not met the criteria to be recognised as an intangible asset in line with IAS 38. Therefore, the treatment and initial recognition of these costs is to be considered.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We examined the detailed cost and supporting invoices. • We made direct enquires with the suppliers to provide further detail on the work undertaken and conducted. • We reviewed the treatment in accordance with IFRS recognition criteria. • We reviewed the intangibles for indications of impairment. • We obtained and reviewed the impairment assessments, considering the expected cash inflow for each cash generating unit. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Treatment of IPO and other transaction related costs</p> <p>There is a risk that the IPO and other transaction related costs have not been recognised in line with accounting standards. Therefore, the treatment of these costs is to be reviewed.</p> <p>The balance is also material to the financial statements.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We obtained detail of the capitalised costs against share premium and sampled to underlying audit support. • We reviewed the capitalised costs against share premium to ensure they met the recognition criteria for capitalisation. • We reviewed for completeness and ensured costs settled by way of shares were correctly treated. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>
<p>Completeness of expenses</p> <p>There is a risk that expenses are not complete due to a large amount of expenses being recharged from the majority shareholder, following separation. Therefore, there is a risk that these have not all been recharged.</p>	<p>Our audit work included, but was not restricted to the following:</p> <ul style="list-style-type: none"> • We performed an analytical review in considering expenditure items verses expectation. • We examined the movements on the loan notes and related party balances to ensure corresponding cost recognition. • We obtained circularisation confirmation of the related party and loan note positions to ensure the period end positions were complete and no omitted entries. • We obtained and reviewed post period end transaction movements for indication of expenses relating to the period. <p>Based on our audit work, we confirm that we have nothing material to report or draw attention to in respect of these matters.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

OUR APPLICATION OF MATERIALITY

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements to be \$44,340 based on 5% of loss before tax and performance materiality was \$35,473 based on 80% of materiality.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included obtaining and reviewing the financial cash flow forecasts.

Management prepared a financial forecast for the future business incorporating the planned expansion of advertising spend to accelerate the sales revenue. As part of their assessment, the forecast drives from revenue growth assumptions based on previous performance for the existing client base plus growth assumptions based on forecast additional marketing spend.

In the forecast scenarios the Company has sufficient working capital based on the existing funds held to meet its working capital requirements for at least 12 months from date of sign off.

Our evaluation of the directors' assessment of the Company's ability to continue to adopt the going concern bases of accounting included but was not restricted to the following:

- Challenging and assessing the forecasts prepared by management, and assumptions used, including those around revenue growth rates and the resulting cashflows within the assessment period.
- We challenged the assumptions based on a review of the historical results to 31 December 2024 and available management information for the business post period-end.
- We performed a range of sensitivities to review what impact an erosion in the forecast results would have on the headroom to the working capital available.
- We reviewed the committed expenditure for 12 months from date of our audit opinion against the sensitised cash inflows and working capital available.
- We enquired with management as to cash outflow mitigations which could be made, reviewing the practicality of the cost mitigations identified by management.
- We reviewed the Company's announcements and considered if any items will have a financial impact on the going concern basis.
- We reviewed the appropriateness of the going concern disclosures included in the financial statements and considered its adequacy and consistency with our knowledge of the business.
- We enquired into key supply contracts and expectations of continuation.
- We reviewed the latest management accounts available post period end, to consider the current trading position.
- We considered the risks inherent in the Company's operations and business model and the evaluation of the risks on the Company's financial resources.
- We enquired with management as to the availability of funds required to settle obligations as they fall due.

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

OTHER INFORMATION

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

We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

- the information given in the strategic report and the directors' report for the financial period 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

RESPONSIBILITIES OF DIRECTORS

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

As part of our planning process:

- We enquired of management the systems and controls the Company has in place, the areas of the financial statements that are most susceptible to the risk of irregularities and fraud, and whether there was any known, suspected or alleged fraud. The Company did not inform us of any known, suspected or alleged fraud.
- We obtained an understanding of the legal and regulatory frameworks applicable to the Company. We determined that the following were most relevant: UK-adopted International Accounting Standards and the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GENIP PLC CONTINUED

- We considered the incentives and opportunities that exist in the Company, including the extent of management bias, which present a potential for irregularities and fraud to be perpetuated, and tailored our risk assessment accordingly.
- Using our knowledge of the Company, together with the discussions held with the Company at the planning stage, we formed a conclusion on the risk of misstatement due to irregularities including fraud and tailored our procedures according to this risk assessment.

The key procedures we undertook to detect irregularities including fraud during the course of the audit included:

- Identifying and testing journal entries and the overall accounting records, in particular those that were significant and unusual.
- Reviewing the financial statement disclosures and determining whether accounting policies have been appropriately applied.
- Reviewing and challenging the assumptions and judgements used by management in their significant accounting estimates which include considerations around the estimates in the share-based payments and the cost capitalisation and impairment reviews of intangible assets.
- Assessing the extent of compliance, or lack of, with the relevant laws and regulations.
- Testing key revenue lines, in particular cut-off, for evidence of management bias.
- Obtaining third-party confirmation of material bank and loan balances.
- Documenting and verifying all significant related party and transactions.
- Reviewing documentation such as the Company's board minutes for discussions of irregularities including fraud.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements even though we have properly planned and performed our audit in accordance with auditing standards. The primary responsibility for the prevention and detection of irregularities and fraud rests with the directors.

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

USE OF OUR AUDIT 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.

Tanya Craft (Senior Statutory Auditor)
For and on behalf of HW Fisher Audit
Chartered Accountants
Statutory Auditor

Acre House
11/15 William Road
London
NW13ER
United Kingdom
Date: 3 June 2025

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2024

	Notes	Period ended 31 December 2024 \$
Revenue	4	123,015
Cost of sales		(107,857)
Gross profit		15,158
Administrative expenses		(903,703)
Operating loss	6	(888,545)
Investment revenues		1,813
Finance costs		(97)
Loss before taxation		(886,829)
Income tax expense	10	–
Loss and total comprehensive income for the period		(886,829)

	Notes	Period ended 31 December 2024 \$
Earnings per share	11	
Basic		(0.051)
Diluted		(0.037)

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 32 to 51 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

	Notes	2024 \$
Non-current assets		
Intangible assets	12	255,366
Current assets		
Trade and other receivables	13	404,128
Cash and cash equivalents		972,364
		1,376,492
Current liabilities		
Trade and other payables	15	147,772
Convertible loan notes	14	133,570
Deferred revenue	16	78,394
		359,736
Net current assets		1,016,756
Net assets		1,272,122
Equity		
Called up share capital	18	102,097
Share premium account	19	1,530,040
Options & warrant reserve	21	335,250
Capital contribution reserve	20	191,564
Retained earnings		(886,829)
Total equity		1,272,122

The notes on pages 32 to 51 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 3 June 2025 and are signed on its behalf by:

Mr K Fitzpatrick
Director

Company registration number 15517400 (England and Wales)

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2024

	Notes	Share capital \$	Share premium account \$	Capital contribution \$	Options & warrant reserve \$	Retained earnings \$	Total \$
Balance at 23 February 2024		–	–	–	–	–	–
Period ended 31 December 2024:							
Loss and total comprehensive income		–	–	–	–	(886,829)	(886,829)
Transactions with owners:							
Issue of share capital	18	102,097	2,426,362	–	–	–	2,528,459
Cost of share issue		–	(896,322)	–	–	–	(896,322)
Share based payment		–	–	–	335,250	–	335,250
Capital contribution	20	–	–	191,564	–	–	191,564
Balance at 31 December 2024		102,097	1,530,040	191,564	335,250	(886,829)	1,272,122

The notes on pages 32 to 51 form part of these financial statements.

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2024

	Notes	2024	
		\$	\$
Cash flows from operating activities			
Cash absorbed by operations	27		(556,642)
Interest paid			(97)
Net cash outflow from operating activities			(556,739)
Investing activities			
Purchase of intangible assets		(126,306)	
Interest received		1,813	
Net cash used in investing activities			(124,493)
Financing activities			
Proceeds from issue of shares		2,358,668	
Share issue costs		(838,642)	
Issue of convertible loans	14	133,570	
Net cash generated from financing activities			1,653,596
Net increase in cash and cash equivalents			972,364
Cash and cash equivalents at beginning of year			–
Cash and cash equivalents at end of year			972,364

The notes on pages 32 to 51 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

1 MATERIAL ACCOUNTING POLICIES

Company information

GenIP plc (Companies House registration number 15517400) is a public company limited by shares and registered and incorporated in England and Wales. The registered office is 12 New Fetter Lane, London, United Kingdom, EC4A 1JP.

The principal activity of the Company is to empower organisations to better evaluate and commercialise their discoveries through two distinct, yet complementary, services:

- Invention Evaluator - providing bespoke enhanced research reports assessing the market potential for new technological innovations and discoveries by utilising artificial intelligence driven proprietary software; and
- Vortechs - providing executive recruitment services to match technology organisations with experienced executives and business leaders also utilising artificial intelligence driven software tools and proprietary data.

Key Dates:

23 February 2024	The Company was incorporated as Gen IP Limited
23 August 2024	The Company was re-registered as GenIP Plc
5 September 2024	The Company entered into an Asset Purchase Agreement with Tekcapital Plc and Tekcapital LLC. In accordance with the terms of the Agreement, and effective 4 June 2024, the Company acquired certain assets and liabilities related to Invention Evaluator and Vortechs business in exchange for a capital contribution
2 October 2024	The Company was admitted to trade on the AIM market of the London Stock Exchange, following a placing and subscription of shares

Accordingly, no comparative financial information is included in these financial statements.

1.1 Reporting period

As mentioned, the company was incorporated on 23 February 2024. As such, these financial statements cover the period from 23 February 2024 to 31 December 2024. All future financial statements will be made up to 31 December.

1.2 Accounting convention

The financial statements have been prepared in accordance with UK adopted international accounting standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements have been prepared on a going concern basis under the historical cost convention, unless otherwise stated within the material accounting policies adopted set out below. The financial statements are prepared in US Dollars which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \$, except when otherwise indicated.

The Company's shares were admitted to trading on AIM, a market operated by the London Stock Exchange on 2 October 2024. These financial statements have also been prepared in accordance with AIM Rules.

1.3 Going concern

The Directors have conducted a detailed assessment of the Company's ability to continue as a going concern, leveraging detailed cash flow forecasts. Weekly monitoring of cash balances and burn rates ensures proactive financial oversight, allowing management to identify potential cash or revenue shortfalls early. To mitigate financial risks, the Company has established contingency measures, including cost controls on forward commitments, revenue diversification strategies, and access to capital markets for additional funding if required. Pricing reviews and new product launches are strategically managed to support sustainable revenue growth. The Company remains dependent on Phosphorix as an IE platform operator and is in the process of reviewing alternative contingency plans to address the risk of potential operational disruptions. Directors are confident that these measures, combined with the funds raised through the placement and subscription for shares and Admission to trade on AIM, together with cash generated from operations, provide sufficient resources for at least 12 months from the financial statement's approval date.

While mindful of inflationary pressures, the Board is satisfied that appropriate mitigations are in place. Accordingly, the Financial Statements continue to be prepared on a going concern basis.

1.4 Revenue

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for the services supplied, stated net of discounts, and value added taxes.

In accordance with IFRS 15 *Revenue from Contracts with Customers*, the Company recognises revenue when the contract is identified, performance obligation is determined, transaction price (as defined for each service below) is determined and allocated to the relevant

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

performance obligations. Due to the nature of the services provided by the company, customers do not have a right to return once the service has been provided. As such, there is no provision for returns recognised in the accounts.

The Company provides two distinct, yet complementary services to its customers and revenue is recognised on the supply of these services as follows:

1) Invention Evaluator services:

The Company provides reports to its customers assessing the potential of new technology.

Performance obligations are met, and revenue is recognised, when the Company provides the complete report to the customer. The transaction price, and thus amount of revenue to be recognised, is defined within the customer contract and payment of a fixed fee for the report is made in advance the delivery of the report. Amounts received in advance of the delivery of the report are recorded as deferred revenue and recognised when the performance obligation is met.

2) Vortechs recruitment services:

The Company provides recruitment services specialising in technology transfer executives.

Performance obligations are met, and revenue is recognised, upon placement of an executive. Transaction price, and thus amount of revenue to be recognised, is clearly determined when both parties agree the placement fee for each successful hire. Amounts which are received in advance of a placement are initially recorded within deferred income and subsequently recognised as revenue when the placement occurs and performance obligations have been met.

Other income

Finance income relates to interest income on bank deposits. Interest income is recognised in the period the interest is earned.

1.5 Intangible assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is charged to administrative expenses in the Statement of comprehensive income over the intangible assets useful economic life. The Company has no assets with indefinite useful lives.

Intangible assets are amortised from the date they are available for use. The estimated useful lives of intangible assets are as follows on a straight-line basis:

Invention Evaluator - 10 years

Vortechs - 10 years

Website developments costs - 3 years

As outlined at 1.7 Business Combinations below, the Company acquired certain assets relating to the Invention Evaluator and Vortechs business during the period. The remaining amortisation periods at the point of acquisition and as stated in the Historical Financial Information of the company's AIM admission document were as follows:

Invention Evaluator – 2 years

Vortechs – 5 years

1.6 Impairment of intangible assets

At each reporting end date, the Company reviews the carrying amounts of its intangible assets to determine whether there is any indication that the assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

1.7 Business combinations

In accordance with the terms of the Asset Purchase Agreement dated 14 August 2024, effective 4 June 2024, the Company acquired certain assets and liabilities related to Invention Evaluator and Vortechs businesses, as specified in note 25 of this report. The Company accounted for this transaction using a predecessor value method and accounted for the assets and liabilities acquired using existing carrying values as disclosed in Note 12 of this report.

1.8 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

1.9 Financial assets

Financial assets are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

Financial assets held at amortised cost

The Company's financial assets held at amortised cost include trade receivables, other receivables and cash and cash equivalents.

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest.

They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

Financial assets carried at amortised cost are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

For trade receivables, the simplified approach permitted by IFRS 9 is applied, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.10 Financial liabilities

The Company recognises financial debt when the Company becomes a party to the contractual provisions of the instruments. The company classified its financial liabilities as 'other financial liabilities' and measures them at amortised cost.

Other financial liabilities

Other financial liabilities, including trade payables, other short-term monetary liabilities, and convertible loan notes are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the Company's obligations are discharged, cancelled, or they expire.

1.11 Equity instruments

Equity instruments include the following:

- Ordinary share capital represents the nominal value of equity shares;
- 'Share premium' represents amount paid for shares in excess of their nominal value;
- 'Capital contributions' represents amounts provided to the Company by Shareholders;
- 'Options & warrant reserve' represents the value of share options and share warrants granted; and
- 'Retained earnings' represents the retained earnings less retained losses

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

1.12 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or 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 reporting end date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable 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 goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, 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 the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.14 Share-based payments

The Company operates a share-based compensation plan, under which the Company receives services from suppliers and employees as consideration for equity instruments.

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.15 Foreign exchange

Transactions in currencies other than US Dollars are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.16 Earnings per share

Basic Earnings per share

Basic earnings per share is calculated by dividing the loss after tax for the period attributable to the owner of the Company by the weighted average number of ordinary shares outstanding during the financial period.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the loss after tax for the period attributable to owners of the Company by the weighted average number of ordinary shares outstanding plus the dilutive potential ordinary shares outstanding.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

2 ADOPTION OF NEW AND REVISED STANDARDS AND CHANGES IN ACCOUNTING POLICIES

The following new standards and amendments are effective for the first time for the period commencing 23 February 2024:

- IFRS 17 Insurance Contracts
- Definition of Accounting Estimates - amendments to IAS 8;
- International Tax Reform - Pillar Two Model Rules - amendments to IAS 12;
- Deferred Tax relates to Assets and Liabilities arising from a Single Transaction - amendments to IAS 12; and
- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2.

The amendments listed above did not have any impact on current period results and are not expected to significantly affect the current or future periods.

There are a number of standards, amendments to standards, and interpretations which have been issued that are effective in future accounting periods that the Company has decided not to adopt early as they will not have a significant impact on the presentation of the Company's financial statements.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Directors also make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The Directors identified the following judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of the assets and liabilities.

Share based payments

The company granted share options and warrants during the year. The fair value of the share options and warrants at their grant date has been determined using the Black-Scholes model. The assumptions used in the model are as follows:

Share price volatility: 72%

Risk free rate: 4.5%

Expected life of the options and warrants: 1.5 years 4 years

The expense relating to share based payments in the year was \$358,924. The share-based payment expense in the year is sensitive to changes in the assumptions mentioned above. A change in these assumptions can have a material impact on the share-based payment charge for the year. Details of the effect of changes in these assumptions can be found in note 17.

Intangible Assets

IAS 38 "Intangible Assets" requires that developments costs, arising from the application of research findings or other technical knowledge to a plan or design of a new or substantially improved product are capitalised, subject to certain criteria being met. Determining the technical feasibility and estimating the future cash flows generated by the products in development requires judgements which may differ from the actual outcome.

The estimates and judgements made in relation to both acquired intangible assets and capitalised development costs, cover future growth rates, expected inflation rates, re-assessing useful life of the assets and the discount rate used. An impairment assessment has been performed on intangible assets using a weighted average cost of capital of 13.5%.

Capitalisation of IPO costs

The company has applied IAS 32 – Financial Instruments: Presentation in determining the capitalisation of IPO costs. Under this standard, only incremental costs directly attributable to the issuance of new shares can be deducted from equity. Judgements were required in identifying costs directly related to the IPO, including legal and professional fees, regulatory filing costs, and advisory expenses related to admission to AIM and the business transfer.

The directors have exercised judgement to capitalise such costs against share premium. This approach was applied in the company's first financial year, reflecting its primary purpose of raising funds through its admission to AIM, following its acquisition of the Invention Evaluator and Vortechs businesses.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

4 REVENUE

	2024 \$
Revenue analysed by class of business	
Invention Evaluator	99,349
Vortechs	23,666
	123,015
Revenue analysed by geographical market	
Europe	2,985
North America	83,897
South America	20,405
Asia	11,329
Rest of the World	4,399
	123,015

There was one customer from which the Company earned 11% of its revenues.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

5 SEGMENTAL ANALYSIS

IFRS 8 requires operating segments to be identified based on internal reporting. Accordingly, the determination of the Company's operating segments is based on the following organisation units for which management accounting information is reported to the Company's management and used to make strategic decisions:

- Invention Evaluator
- Vortechs

The activities, products and services of the reportable segments are detailed in the Strategic report.

Segmental income statement	Invention Evaluator US \$	Vortechs US \$	Unallocated US \$	Total US \$
23 February to 31 December 2024				
Revenue	99,349	23,666	–	123,015
Cost of sales	(98,655)	(9,202)	–	(107,857)
Administrative Expenses	(117,463)	(11,066)	(720,987)	(849,516)
Depreciation and amortisation	(27,192)	(26,995)		(54,187)
Operating loss	(143,961)	(23,597)	(720,987)	(888,545)
Interest income/(expense)	–	–	1,716	1,716
Loss on ordinary activities before tax	(143,961)	(23,597)	(719,271)	(886,829)
Tax	–	–	–	–
Loss on ordinary activities after tax	(143,961)	(23,597)	(719,271)	(886,829)
Segmental balance sheet				
As at 31 December 2024				
Assets	175,027	77,357	1,124,108	1,376,492
Liabilities	(111,450)	(308)	(247,978)	(359,736)
Net current assets/(liabilities)	63,577	77,049	876,130	1,016,756
Other segmental items				
Capital expenditure	119,655		6,651	126,306

6 OPERATING LOSS

Operating loss for the period is stated after charging:

	2024 \$
Exchange losses	58,656
Amortisation of intangible assets (included within administrative expenses)	54,187
Share-based payments	358,924

7 AUDITOR'S REMUNERATION

Fees payable to the Company's auditor and associates:

	2024 \$
For audit services	
Audit of the financial statements of the Company	64,450

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

8 EMPLOYEES

Until October 2024, the Company had no employees. The average monthly number of employees (including executive directors) during the period was as follows:

	2024 Number
Management and administration	1

Their aggregate remuneration comprised:

	2024 \$
Wages and salaries	45,468
Social security costs	6,530
Share option cost	13,103
Share based payments	135,760
	200,861

Included within the wages and salaries expense is an amount of \$ 24,188 of deferred salaries payable to key management personnel.

9 DIRECTORS' REMUNERATION

	2024 \$
Remuneration for qualifying services	88,881

The detailed analysis of Directors' remuneration, including details of share grants and share options granted to Directors during the period, is included in the Report on Remuneration on pages 19-20.

The number of directors who are entitled to receive shares under long term incentive schemes during the period was 3.

The charge to profit in respect of share options, awards and share based payments issued to the Directors was \$120,789.

Management considered that the key management personnel comprise the Directors.

10 INCOME TAX EXPENSE

The charge for the period can be reconciled to the loss per the income statement as follows:

	2024 \$
Loss before taxation	(886,829)
Expected tax credit based on a corporation tax rate of 25.00%	(221,707)
Effect of expenses not deductible in determining taxable profit	15,108
Share based payment charge	89,731
Deferred tax asset on trading losses carried forward not recognised	116,869
Taxation charge for the period	—

No deferred tax asset has been recognised in respect of tax losses carried forward amounting to \$467,475, due to uncertainty over the recoverability of those losses through future profits. The unused tax losses can be carried forward indefinitely.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

11 EARNINGS PER SHARE

	2024 Number
Number of shares	
Weighted average number of ordinary shares for basic earnings per share	17,517,461
Effect of dilutive potential ordinary shares	
- Weighted average number outstanding share options	5,629,417
- Convertible debt	629,800
Weighted average number of ordinary shares for diluted earnings per share	23,776,678

	2024 \$
Earnings	
Loss for the period from continued operations	(886,869)

	2024 \$ per share
Earnings per share for continuing operations	
Basic earnings per share	(0.051)
Diluted earnings per share	(0.037)

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

12 INTANGIBLE ASSETS

	Website \$	Vortechs \$	Invention Evaluator \$	Total \$
Cost				
Additions - purchased	6,651	–	119,655	126,306
Transfer of assets	–	462,771	397,773	860,544
At 31 December 2024	6,651	462,771	517,428	986,850
Amortisation and impairment				
Charge for the period	–	26,995	27,192	54,187
Transfer of assets	–	358,418	318,879	677,297
At 31 December 2024	–	385,413	346,071	731,484
Carrying amount				
At 31 December 2024	6,651	77,358	171,357	255,366

Please refer to note 25 for details on the transfer of intangible assets.

The Company has no intangible assets with indefinite lives. Intangible assets are amortised in accordance with the applicable amortisation policies as disclosed in note 1. As at the reporting date, the website was still under development. In accordance with the Company's amortisation policy, the website costs will be amortised over 3 years once the website is available for use.

13 TRADE AND OTHER RECEIVABLES

	2024 \$
Trade receivables	23,558
Provision for bad and doubtful debts	(19,888)
	3,670
VAT recoverable	196,588
Amounts owed by related parties	120,383
Prepayments	83,487
	404,128

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current. The Company's impairment and other accounting policies for trade and other receivables are outlined in note 1.

The amounts owed by related parties of US\$120,383 represents trade receivables paid to Tekcapital LLC and not yet passed on to the Company.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

14 CONVERTIBLE LOAN NOTES

	2024 \$
Net proceeds of issue of convertible loan note	133,570
Equity component	–
Liability component at date of issue	133,570

Movements and balance at the period end

	Liability \$
Issue of convertible loan notes	133,570
Liability component at 31 December 2024	133,570
Liability component due within 12 months	133,570

Included within convertible loan notes ("CLN") is a CLN issued on 24 February 2024 with a principal amount of £150,000 (\$205,189) of which US\$133,570 was drawn and outstanding at 31 December 2024. The CLN incurs interest of 10% per annum and is repayable one year after commencement or can be converted into shares of GenIP Plc upon certain conversion events, at the option of the noteholder.

During the period ended 31 December 2024, \$nil of the CLN was converted into shares of GenIP Plc. The maximum amount of the CLN that was drawn in the period was \$195,191. Repayments of \$104,328 were made towards the CLN during the period.

There were no non-cash movements in the CLN in the period.

15 TRADE AND OTHER PAYABLES

	2024 \$
Trade payables	25,406
Accruals	117,983
Social security and other taxation	4,383
	147,772

The Directors consider that the carrying amounts of financial liabilities carried at amortised cost in the financial statements approximate to their fair values.

Trade payables represent liabilities for goods and services provided to the Company prior to the end of the financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

16 DEFERRED REVENUE

	2024 \$
Arising from Invention Evaluator receipts	78,394

All deferred revenues are expected to be settled within 12 months from the reporting date.

The Company's deferred revenue balance of US\$78,394 is made up of receipts for Invention Evaluator reports to be delivered after 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

17 SHARE-BASED PAYMENTS

	Number of share options 2024 Number	Average exercise price 2024 \$
Outstanding at 23 February 2024	–	–
Granted in the period	764,034	0.58
Outstanding at 31 December 2024	764,034	0.58
Exercisable at 31 December 2024	0	0.58

	Number of Share warrants 2024 Number	Average exercise price 2024 \$
Outstanding at 23 February 2024	–	–
Granted in the period	4,865,383	0.58
Outstanding at 31 December 2024	4,865,383	0.58
Exercisable at 31 December 2024	4,865,383	0.58

Options and warrants granted during the period

Options and warrants granted in the period are set out below. The options and warrants were granted on several dates throughout the period, the grant dates are disclosed below. Fair value was measured using Black-Scholes Model.

	2024
Weighted average fair value	\$0.085 per option/ warrant
Inputs for model:	
- Asset price at date of grant	\$0.53 (£0.39)
- Weighted average exercise price	\$1.34 (£1.03)
- Expected volatility	72%
- Expected life	1.5 years - 4 years
- Risk free rate	4.5%
- Expected dividends yields	0

Volatility was determined using the share price volatility of a listed company operating in a similar industry to that of the Company.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

Options and warrants outstanding

Share options and warrants outstanding at the end of the year have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	2024 Number
17 July 2024	17 July 2027	£0.39 (\$0.53)	215,917
5 August 2024	5 August 2027	£0.39 (\$0.53)	332,200
9 August 2024	9 August 2027	£0.39 (\$0.53)	215,917
26 September 2024	2 October 2029	£0.39 (\$0.53)	217,949
26 September 2024	2 October 2027	£0.39 (\$0.53)	160,256
26 September 2024	2 October 2027	£0.43 (\$0.59)	4,487,179
			5,629,418

Expenses

Related to equity settled share-based payments	358,924
--	----------------

The share-based payment expense of \$358,924 is sensitive to changes in the underlying assumptions inputted into the Black-Scholes model, namely the expected volatility and expected life assumptions. Changes to these assumptions can have a material effect on the share-based payment expense. If volatility was to be increased to 82%, the share-based payment expense would be \$361,799. If the volatility was to be decreased to 62%, the share-based payment expense would be \$355,870. Similarly, if the expected life of the options was to decrease by 1 year, the share-based payment expense would be \$355,337. If the expected life of the options was to increase by 1 year, the share-based payment expense would be \$361,855.

\$304,968 of fair value costs relating share warrants granted during the year have been capitalised against share premium. Changes to the volatility and expected life of the warrants would have a material effect on the value of costs capitalised against share premium. If volatility was to increase to 82%, the costs capitalised would be \$421,730, resulting in a share premium balance of \$1,413,278 at the reporting date. If volatility was to decrease to 62%, the costs capitalised would be \$202,723, resulting in a share premium balance of \$1,632,285. Similarly, if the expected life of the warrants was to decrease by 1 year, the capitalised costs would be \$61,904, resulting in a share premium balance of \$1,773,104 at the reporting date. If the expected life of the warrants was to increase by 1 year, the capitalised costs would be \$580,097, resulting in a share premium balance of \$1,254,911.

During the year, the company granted shares in exchange for services provided by employees and suppliers. Please see note 18 and note 19 for further details.

18 SHARE CAPITAL

	2024 Number	2024 \$
Ordinary share capital		
Issued, allotted and fully paid		
Ordinary of \$0.00581 (£0.00425) each	17,517,462	102,097

Reconciliation of movements during the period:

	Ordinary Shares Number
Share issue	594,752,780
Sud-division of shares	11,000,000
Consolidation of shares	(588,235,318)
At 31 December 2024	17,517,462

Ordinary shares entitle the holder to have full voting rights, dividend rights and capital distribution rights (including on winding up); they do not confer any rights of redemption.

Included within share capital issued, allotted and fully paid is \$5,867 relating to 1,030,282 ordinary shares granted to a director, employees and suppliers in exchange for services provided.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

19 SHARE PREMIUM ACCOUNT

	2024 \$
At the beginning of the period	–
Issue of new shares	2,673,650
Cost of share issue and warrants	(1,143,610)
At the end of the period	1,530,040

Included within share premium is \$409,990 relating to 1,030,282 ordinary shares granted to a directors, employees and suppliers in exchange for services provided. The capitalised costs set against the Share Premium Account includes \$304,968 in relation to the fair value of the warrants capitalised.

20 CAPITAL CONTRIBUTIONS

	2024 \$
At the beginning of the period	–
Contributions	191,564
At the end of the period	191,564

In accordance with the terms of an Agreement with Tekcapital PLC effective 4 June 2024 assets and liabilities were transferred to the Company by Tekcapital Plc, for total consideration of \$1, as part of a capital contribution of US\$191,564.

21 OPTIONS & WARRANT RESERVE

	2024 \$
At the beginning of the period	–
Additions	335,250
At the end of the period	335,250

22 FINANCIAL RISK MANAGEMENT

In pursuing its objectives, the Company holds financial instruments which comprise of:

- Trade & other receivables;
- Cash at bank and in hand;
- Borrowings;
- Trade and other payables;
- Accruals

The main risks arising from holding the Company's financial instruments are detailed below together with the policies adopted to manage the risk.

(a) Market risk

(i) Price risk

The Company does not hold any securities or investments that would expose it to the price risk.

(ii) Interest rate risk

The Company has no borrowings other than convertible loan note with Tekcapital Europe Ltd. The interest rate is set at 10% per annum and in the Directors assessment, no material impact exists on this exposure. It is the Company's policy to settle payables within the credit terms allowed and the Company does therefore not incur interest on overdue balances.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

(b) Credit risk

In order to minimise this risk, the Company endeavours to only deal with companies that are demonstrable creditworthy, and the Directors continuously monitor the exposure. The Directors determine the default as lack of payment after more than 180 days and or counter party's bankruptcy filings. The Company's maximum exposure to credit risk for the components of financial position at 31 December 2024 is the carrying amount of its current trade and other receivables as illustrated in Note 13.

(c) Liquidity risk

The Directors monitor rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs. During the period, the Company obtained sufficient capital through Convertible Loan Note draw down with Tekcapital Europe Ltd and the placing and subscription for shares and Admission to trading on AIM. All amounts shown in the statement of financial position under current assets and current liabilities mature for payment within one year.

A summary table of the undiscounted contractual cash flow maturity profile of current financial assets and liabilities presented below is used by the Company to manage liquidity risks:

	Within 1 year US\$	1 to 5 years US\$	5 years US\$	Total US\$
Financial assets:				
Trade receivables	3,670	–	–	3,670
Other receivables	328,214	–	–	328,214
	331,884	–	–	331,884
Financial liabilities:				
Trade and other payables	147,772	–	–	147,772
Interest bearing loan notes	133,570	–	–	133,570
	281,342	–	–	281,342

(d) Fair value risk

The carrying amount of the Company's financial instrument (convertible loan note) approximates fair value and accordingly, no fair value risk was assessed in connection with them.

(e) Foreign exchange risk

Foreign exchange risk arises when the Company enter into transactions in a currency other than their functional currency. The Company's policy is, where possible, to settle liabilities denominated in a currency other than its functional currency with cash already denominated in that currency.

23 CAPITAL RISK MANAGEMENT

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

In order to adjust or maintain the capital structure, the Company may adjust the level of future dividends paid to its shareholders, return capital to shareholders, issue new shares or sell assets to reduce borrowings. The Company has no external borrowings other than the convertible loan note with Tekcapital Europe Limited. This policy is periodically reviewed by the Directors, and the Company's strategy remains unchanged for the foreseeable future.

The capital structure of the Company initially consisted of cash derived from drawdowns from the Convertible Loan Note as disclosed in note 14 and equity consisting of issued share capital, reserves and retained losses. The Directors regularly review the capital structure of the Company and consider the cost of capital and the associated risks with each class of capital.

The Company's cost of capital has been the cost of convertible loan note, which have averaged an interest rate of 10%. The Company's long-term financial goal is to optimise its returns on invested capital (ROIC) in excess of our weighted average cost of capital (WACC) and as such create value for our shareholders. The method the Company seeks to employ for achieving this is to utilise its structural intellectual capital developed through its Invention Evaluator service and its Vortechs service to mitigate selection bias and improve returns on invested capital.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

24 EVENTS AFTER THE REPORTING DATE

Development Costs

After the reporting date, Tekcapital PLC agreed to reimburse the Company \$100,000 of the \$119,665 IT development costs incurred in 2024. The Company retains responsibility for the remaining \$19,665 and continues to benefit from the expenditure, which remains capitalised as an Intangible Asset. This agreement constitutes a non-adjusting post balance sheet event, as the costs were incurred before the reporting date and the subsequent reimbursement clarifies the financial position.

Convertible Loan Note

After the reporting date, Tekcapital Group agreed to offset the balances owed and owing on the Convertible Loan Note and the Inter-company Receivable and transfer any residual amount to the Inter-company balance and close the Convertible Loan Note with an effective date of 31 December 2024. IFRS requires the position at 31 December 2024 to be disclosed and accounted for as the balances at 31 December, before the offset and closure of the Convertible Loan Note. Accordingly, this is a non-adjusting post balance sheet event.

	31 Dec 2024 US\$	Offset US\$	Adjustment US\$	31 Dec 2024 US\$
Tekcapital Europe	133,570	(120,383)	(13,187)	–
Tekcapital LLC	(120,383)	120,383	13,187	13,187

25 RELATED PARTY TRANSACTIONS

Remuneration of key management personnel

The remuneration of key management personnel is set out in notes 8 and 9 in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

Other transactions with related parties

Tekcapital Plc

On 5 September 2024, the Company entered into an Asset Purchase Agreement with Tekcapital Plc, the Company's ultimate parent company and ultimate controlling party.

In accordance with the terms of the Agreement, effective 4 June 2024, the Company acquired certain assets and liabilities related to Invention Evaluator and Vortechs business. The following assets and liabilities were transferred to the Company by Tekcapital Plc, for total consideration of \$1, as part of a capital contribution of US\$191,564:

Assets:

Intangible Assets of \$183,247, representing the Net Book Value of Invention Evaluator (US\$78,876) and Vortechs (\$104,353).

Trade Receivables of US\$50,035 representing trade receivable of Invention Evaluator and Vortechs businesses.

Liabilities:

Deferred income of US\$50,035 representing prepayments made in 2023 and 2024 by customers of Invention Evaluator before the reports were delivered.

Tekcapital Europe Ltd

On 23 February 2024, the Company entered into a management service agreement with Tekcapital Europe Ltd, its parent company, for a number of support services for a charge of US\$35,000 per quarter. This agreement expired effective 26 July 2024, with US\$ 38,845 charged to the CLN (note 14).

Tekcapital Europe Ltd issued a Convertible Loan Note ("CLN") to the Company on 24 February 2024 with a principal amount of £150,000 (\$205,189) of which US\$133,570 was drawn and outstanding at 31 December 2024. (Note 14). The CLN was settled after the balance sheet date (Note 24).

Tekcapital LLC

The company was owed \$120,383 from Tekcapital LLC at the reporting date, a related party by virtue of common control. The total movement in the period was \$120,383 and the amount owed relates to sales receipts due to the company.

Phosphorix Ltd

The Company entered into a master services agreement with Phosphorix Ltd, a company owned and operated by the CTO of GenIP Plc. Phosphorix Ltd operates the Invention Evaluator platform and provides IT development services to the Company. Pricing and costing is on an arm's length basis. In the period, the company incurred \$90,204 of cost of sales of which \$30,561 was outstanding at the reporting date. The company also incurred \$119,655 of development costs from Phosphorix Ltd during the period which have been capitalised (note 12). Since the reporting date, Tekcapital PLC have agreed to contribute \$100k towards this spend over 24 months.

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE PERIOD ENDED 31 DECEMBER 2024

Guident Limited and Innovative Eyewear Inc

During the period, all of the Vortechs sales amounting to \$23,666 were made to Guident Limited and Innovative Eyewear Inc, related parties by virtue of common control. As at 31 December 2024, \$4,333 of the balance was outstanding and has been fully provided against.

Director transactions:

Dr C M Gross is a director of Tekcapital Plc the ultimate controlling party of the Company and acquired 1,200,000 shares in GenIP Plc at a cost of £5,100. Dr C M Gross was a director of the company between 23 Feb 2024 and 9 September 2024.

During the period \$11,403 was paid to Virtual FD Limited, a company controlled by K Fitzpatrick.

26 CONTROLLING PARTY

In the opinion of the Directors the controlling party of the Company is Tekcapital Europe Limited. The Company's ultimate parent company and ultimate controlling party is Tekcapital PLC, a company incorporated in England and Wales and listed on the London Stock Exchange (AIM). Copies of the financial statements of Tekcapital PLC are available from Companies House, Crown Way, Cardiff CF14 3UZ or www.tekcapital.com.

27 CASH ABSORBED BY OPERATIONS

	2024 \$
Loss for the period before taxation	(886,829)
Adjustments for:	
Finance costs	97
Investment income	(1,813)
Amortisation and impairment of intangible assets	54,187
Equity settled share-based payment expense	358,924
Movements in working capital:	
Increase in trade and other receivables	(257,329)
Increase in trade and other payables	147,772
Increase in deferred revenue outstanding	28,349
Cash absorbed by operations	(556,642)

Non-cash equity settled share-based expenses relate to the following:

- \$120,789 for directors' share options and warrants granted during the period.
- \$226,266 for shares issued to employees.
- \$11,650 for shares issued in exchange for advertising services.

There were no changes in liabilities arising from financing activities except those detailed in Note 14.

COMPANY INFORMATION

DIRECTORS

Rt Hon Lord DL Willets
Professor DM Gann
Mr K Fitzpatrick
Ms M Cruz

(Appointed 20 September 2024)
(Appointed 20 September 2024)
(Appointed 15 August 2024)
(Appointed 9 September 2024)

SECRETARY

MSP Corporate Services Limited

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