RNS Number : 4447O
Built Cybernetics PLC
26 June 2025

26 June 2025

**Built Cybernetics plc (formerly Aukett Swanke Group Plc)**

("Built Cybernetics", the "Company", or, together with its subsidiaries, the "Group")

**Interim results**
**For the six months ended 31 March 2025**

Built Cybernetics (AIM: BUC), the Smart Buildings group, is pleased to announce its interim results for the six months ended 31 March 2025.

**Highlights**

- Revenue from continuing operations increased 12% to £10.6 million (2024: £9.5 million)
- Trading loss for the period reduced to £0.1 million (2024: £0.8 million)
- Post tax loss of £0.1 million (2024: £1.3 million)
- Smart Buildings revenues up 30% to £6.0m on organic growth, aided by cross selling from architecture
- Smart Core deployed at a 0.9 million sq ft City site taking total deployment past 2 million sq feet of commercial floorspace across 14 countries
- Veretec shows good top line growth
- Improved performance of our German investments
- Name change to demonstrate increasing scale of PropTech activities

**Post period**

- Stronger second half underway in both the Smart Buildings and Architecture divisions
- £140,000 raised from warrant exercise by main board directors/PDMR

**Commenting, Chief Executive Nick Clark said,**

*"Our first half trading was substantially better than in the equivalent period last year, and that progress is continuing into the second half with significant positive contributions for the year as a whole expected from both the Smart Buildings and Architecture divisions."*

**For further information, please contact:**


**Investor Enquiries**
We encourage all investors to share questions on this announcement via our investor hub https://builtcybernetics.com/link/Ve9oNP

**Built Cybernetics plc** **+44 (0) 20 7843 3001**
Clive Carver, Chairman
Nick Clark, Chief Executive

**Canaccord Genuity Limited, Nominated Adviser and broker** **+44 (0) 20 7523 8000** Stuart Andrews, Elizabeth Halley-Scott


*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by virtue of the Market Abuse (Amendment) (EU Exit) Regulations 2019.*

An electronic version of the Interim Report is available on the Group's website www.builtcybernetics.com.

## Chairman's Statement

**Introduction**
We are pleased to present these interim results covering the six months ended 31 March 2025.

The Group's performance in the period covered by these interim results was significantly better than the corresponding period ended on 31 March 2024, with turnover 12% ahead at £10.6 million and a much reduced loss before tax of £0.1 million compared to a loss before tax of £1.5 million in the corresponding period.

Key to the improved performance was the continuing progress at our Smart Buildings businesses, where turnover grew 30% to £6.0 million representing 57% of total turnover compared to 49% in the corresponding period.

**Our continued transition to Smart Buildings**
Our journey to become a leading provider of Smart Buildings services began in 2023 with the acquisition of Torpedo Factory Group. Acquisitions of Anders + Kern and ecoDriver followed but it was the acquisition of the Vanti assets in 2024 that has provided the impetus to expand our Smart Buildings activities.

The integration of these acquisitions has been completed and we are again looking to expand to accelerate our growth. The ever-increasing costs associated with being a Group with a London Stock Exchange quotation means we cannot sensibly stay as we are.

**Outlook**
Our intention is that our Smart Buildings activities, and in particular revenues associated with our Smart Core software, will come to form the dominant part of the Group's revenue and profits.

Clive Carver
Non-executive chairman
25 June 2025

## Chief Executive's report

**Introduction**
The six months under review was a period of change - not least that we rebranded during the period, from Aukett Swanke Group Plc to Built Cybernetics plc, to better reflect the Group's focus on its Smart Buildings strategy.

The much-reduced overall loss reflects both our Smart Buildings and Architecture divisions trading profitably before central costs, although the Aukett Swanke business continued to suffer from commencement delays in projects that had been won. As noted below that situation is now much improved.

Actions taken over the past 12 months to address the cost base have started to work through to our published results. Inevitably, it has taken a while to adjust, but by the end of the period under review the benefits are clear, in that we are now a leaner business focused on profitable growth.

The Group's performance has in recent years been skewed towards the second half of the financial year and we expect that pattern to continue this year with stronger performance in both our Smart Buildings and Architecture divisions.

**Overview**

| | Six months to 31 March 2025 | Six months to 31 March 2024 | Year to 30 September 2024 |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| **Revenue** | | | |
| Smart Buildings | 6,007 | 4,631 | 10,152 |
| Architecture | 4,564 | 4,822 | 9,564 |
| Total | 10,571 | 9,453 | 19,716 |
| | | | |
| **Operating profit/(loss) before central costs** | | | |
| Smart Buildings | 267 | (948) | (540) |
| Architecture | 229 | 172 | 454 |
| Total | 496 | (776) | (86) |

**Smart Buildings**
Our Smart Buildings business is increasingly based around our suite of proprietary software products, including Smart Core, and a range of supporting activities. Additionally, our ecoDriver business provides energy management services and our master systems integration business links different building systems together and delivers immersive audio visual and staging experiences. In total 69 staff worked in our Smart Buildings division at the period end.

The Smart Buildings division reported revenue 30% higher at £6.0 million and profit before central costs of £267,000.

***Vanti***
In the period under review Vanti revenue grew by 40% to £4.0 million, helped by a full contribution from the Vanti assets acquired in March 2024, and TFG Stage Technology revenue was at £1.6 million up 54% on the corresponding period.

At the start of the period under review Torpedo Factory Ltd rebranded to Vanti and completed the relocation from Acton to Birmingham, following the sale of our freehold property to reduce debt and improve operating efficiencies.

Project highlights during the period include:
- Informa's Dubai office - a landmark smart building installation.
- A significant commercial development in the City of London.
- For TFG Stage Technology, the successful delivery of technical systems for the newly rebuilt Sainsbury Wing at The National Gallery.

Vanti has continued to strengthen its commercial model through the development and deployment of Smart Core, our proprietary building operating system. This IP-led platform approach complements our core systems integration services. This strategic shift towards platform-based delivery enhances client value by enabling greater automation and building intelligence. It also supports margin expansion through recurring revenue streams such as software licences, and service and support contracts.
Following the period end, Vanti has been in discussions with two prospective clients and is confident of securing significant contracts for system integration work with Smart Core licences, bringing both one off and recurring revenue streams, both with clients known to the Architecture businesses. Additionally, Vanti has internally launched "The AI-Powered Integrator", a transformation programme aimed at driving operational efficiency and embedding artificial intelligence into daily operations to accelerate innovation and productivity.

***ecoDriver***
ecoDriver delivered marked progress with 30% revenue growth compared with the prior period, and an approximately unchanged loss. It was aided by a maturing sales pipeline and several NHS contract wins delivered at short notice in March 2025. It continues to build recurring revenue streams and strategic partnerships have begun to convert into secured opportunities, demonstrating the effectiveness of a channel-led approach.

On the technology front, the launch of EDDIE its retrieval-augmented generative AI chatbot has been well received. It links to users' specific building energy data and local weather conditions, and its advice allows the team to serve more customers than would otherwise be the case. Significant upgrades to the EDDIE platform since the period end have enhanced system intelligence, responsiveness, and user contextualisation - strengthening the value proposition.

The development of a new management portal has also improved customer control and operational efficiency. These advancements collectively position ecoDriver for sustainable, scalable growth for the rest of this financial year and beyond.

**Architecture**
Our architecture division comprises Veretec, an executive architecture business, and Aukett Swanke, a full service design business. Additionally, we hold equity investments in, and receive dividends from, two German architects where we report our share of their profits and the management recharges received, rather than including their revenue and associated costs in our reported results.

In total an average of 89 full time equivalent ("FTE") technical staff worked in our UK Architecture division, supported by 11 FTE administrative staff during the period. However, with recruitment progressing following significant increase in workload, we expect FTE technical staff to exceed 100 for the final quarter of the year to September 2025.

Our UK Architecture businesses reported combined turnover 4.5% lower at £4.56 million with profit before central costs at £75k. This masks differing performances within the two businesses.

***Veretec***
Veretec our executive architecture brand continues to grow both its revenue and profit before central costs, delivering a 15.7% growth in revenue to £3.42 million.

In the period under review it delivered the 41 Lothbury project, creating additional office accommodation whilst refurbishing the existing Grade II* listed former bank in the heart of the City.

Additional significant projects secured in the period include the delivery of a 36-home redevelopment of a one-hectare site on Hampstead's well-known and exclusive The Bishops Avenue.

Veretec's specialist offering is in great demand which is powering its continued growth. They were thrilled to be placed in the AJ100 in their own right - this is the Architects' Journal's list of the largest architecture practices in the UK. Veretec have been ranked at number 73, and are bigger now than the end December position on which the ranking was assessed, so look set to climb further next year.

***Aukett Swanke***
Aukett Swanke struggled in the period under review, with revenues falling by 37.4% to £1.14 million, principally as the result of extended delays in confirmed projects starting.

With a small number of potentially large projects, the performance of Aukett Swanke is vulnerable if the timing of these projects create gaps in workflow. Delays to the start dates for confirmed projects continued to be a problem during the period under review. However, I am pleased to report that during the second half this has been resolved, with a sizeable new build hotel project in MidTown London receiving funding after a two year gap, a major interiors project for a landmark City building getting the go-ahead following delays from a change in management, and a new project with an immediate start arriving with minimal forward visibility. This has transformed Aukett Swanke's order book and prospects, with the strong forward momentum set to continue into the new financial year.

Aukett Swanke is also a valuable bridge to the decision makers for new smart buildings projects and has already introduced several valuable opportunities for Vanti.

***German investments***
In the period under review our German architecture investments traded profitably contributing £154,000 before management charges compared to a £14,000 loss in the corresponding period.

Dividends received in the period of £83,000 are 23% lower than in the corresponding period due to the timing of the Frankfurt annual dividend, which was received in the first half of the year last year. Management recharges received in the period of £64,000 were £2,000 lower than the corresponding period due to foreign exchange movements.

**Group costs**
Group costs fell by 12.4% to £0.6 million largely as the result of lower professional fees. While our bank debt is low, the continued repayment of the remaining facilities across the period to summer 2026 creates a drain on cash, and our project-based turnover means there can be relatively large swings in our cash position intra-month. Vanti draws on a trade finance facility, and has access to significant additional short term lending facilities, but these are drawn relatively sparingly as they are an expensive form of debt.

**Continued growth**
As noted in the chairman's statement, with the costs associated in maintaining a public quote for the Group's shares there is no point staying as we are. We need to continue to grow.

is no point staying as we are. We need to continue to grow.

While much of this growth can come from the development of our existing Smart Buildings activities, and in particular the development of the Smart Core software, we plan to make further acquisitions to build out our Smart Buildings presence. As the largest shareholder I am acutely conscious of the need to avoid dilution by issuing shares at unattractive prices, but we do see opportunities for earnings-enhancing acquisitions.

To that end the Board considered a number of potential acquisitions during the period under review but for various reasons none progressed to agreed heads of terms.

**Outlook**
We expect second half trading in both our divisions to be stronger than both the first half of this year and the second half of last year leading to a much better full year performance than last year.

We expect notable contract wins in both divisions, which in addition to their financial benefits are expected to highlight the Group's capabilities and aid further organic growth.

We continue to review a number of prospective acquisitions, to develop Smart Core, and to increase the rate of deployment of Smart Core and ecoDriver.

Nick Clark
Chief Executive
25 June 2025

## Consolidated income statement

For the six months ended 31 March 2025

| | Note | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|---|
| Continuing Operations | | | | |
| Revenue | 3 | 10,571 | 9,453 | 19,716 |
| Sub consultant costs | | (183) | (47) | (265) |
| Revenue less sub consultant costs | | 10,388 | 9,406 | 19,451 |
| Cost of sales | | (3,113) | (2,525) | (5,198) |
| Gross profit | | 7,275 | 6,881 | 14,253 |
| Personnel related costs | | (5,705) | (5,863) | (11,520) |
| Property related costs | | (867) | (789) | (1,599) |
| Other operating expenses | | (828) | (911) | (1,645) |
| Distribution costs | | (125) | (132) | (233) |
| Other operating income | 4 | 132 | 166 | 500 |
| Operating loss | | (118) | (648) | (244) |
| Finance income | | 5 | 3 | 13 |
| Finance costs | | (106) | (163) | (461) |
| Loss after finance costs | | (219) | (808) | (692) |
| Share of results of associate and joint ventures | | 77 | (1) | 156 |
| Trading loss from continuing operations | | (142) | (809) | (536) |
| Acquisition costs | | - | (27) | (41) |
| Revaluation of freehold property | 10 | - | (585) | (585) |
| Loss on disposal of subsidiary | | - | (83) | (88) |
| Goodwill impairment | | - | - | (260) |
| Supplementary call levy to mutual insurer | | - | - | (264) |
| Loss before tax from continuing operations | 3 | (142) | (1,504) | (1,774) |
| Tax credit | | 39 | 195 | 94 |
| Loss from continuing operations | | (103) | (1,309) | (1,680) |
| Loss from discontinued operations | 5 | - | (8) | (27) |
| Loss for the period | | (103) | (1,317) | (1,707) |
| Loss attributable to: | | | | |
| Owners of Built Cybernetics plc | | (103) | (1,317) | (1,707) |
| Non-controlling interests | | - | - | - |
| Loss for the period | | (103) | (1,317) | (1,707) |
| Earnings per share for loss from continuing operations attributable to the ordinary equity | | | | |

| | | | |
|---|---|---|---|
| holders of the Company: | | | |
| Basic earnings per share | (0.03p) | (0.45p) | (0.53p) |
| Diluted earnings per share | (0.03p) | (0.44p) | (0.49p) |
| | | | |
| Earnings per share for loss attributable to the ordinary equity holders of the Company: | | | |
| Basic earnings per share | (0.03p) | (0.45p) | (0.54p) |
| Diluted earnings per share | (0.03p) | (0.44p) | (0.50p) |

## Consolidated statement of comprehensive income

For the six months ended 31 March 2025

| | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Loss for the period | (103) | (1,317) | (1,707) |
| | | | |
| Other comprehensive income: | | | |
| Revaluation of freehold property | - | (60) | (60) |
| Deferred tax movement on revaluation | - | 15 | 15 |
| Currency translation differences of foreign operations | (16) | (2) | (4) |
| Other comprehensive loss for the period | (16) | (47) | (49) |
| | | | |
| Total comprehensive loss for the period | (119) | (1,364) | (1,756) |
| | | | |
| Total comprehensive loss is attributable to: | | | |
| Owners of Built Cybernetics plc | (119) | (1,364) | (1,756) |
| Non-controlling interests | - | - | - |
| Total comprehensive loss for the period | (119) | (1,364) | (1,756) |
| | | | |
| Total comprehensive loss attributable to the owners of Built Cybernetics plc arises from: | | | |
| Continuing operations | (119) | (1,356) | (1,729) |
| Discontinued operations | - | (8) | (27) |
| | (119) | (1,364) | (1,756) |

## Consolidated statement of financial position

At 31 March 2025

| | Note | Unaudited at 31 March 2025 £'000 | Unaudited at 31 March 2024 £'000 | Audited at 30 September 2024 £'000 |
|---|---|---|---|---|
| Non current assets | | | | |
| Goodwill | | 1,814 | 2,084 | 1,814 |
| Other intangible assets | | 729 | 390 | 573 |
| Property, plant and equipment | | 154 | 239 | 176 |
| Right-of-use assets | | 1,465 | 1,894 | 1,713 |
| Investment in associate and joint ventures | | 992 | 949 | 995 |
| Loans and other financial assets | | 7 | 68 | 7 |
| Trade and other receivables | | 31 | 100 | 61 |
| Deferred tax | | 596 | 699 | 596 |
| Total non current assets | | 5,788 | 6,423 | 5,935 |
| | | | | |
| Current assets | | | | |
| Trade and other receivables | | 4,108 | 3,874 | 5,026 |
| Inventories | | 369 | 471 | 393 |
| Contract assets | | 1,668 | 756 | 1,750 |
| Cash at bank and in hand | 9 | 231 | 279 | 353 |
| | | 6,376 | 5,380 | 7,522 |

| | | | | |
|---|---|---|---|---|
| Assets in disposal groups classified as held for sale | 10 | - | 2,435 | - |
| Total current assets | | 6,376 | 7,815 | 7,522 |
| | | | | |
| Total assets | | 12,164 | 14,238 | 13,457 |
| | | | | |
| Current liabilities | | | | |
| Trade and other payables | | (4,870) | (4,651) | (5,483) |
| Contract liabilities | | (2,161) | (2,284) | (2,585) |
| Borrowings | 8, 9 | (720) | (1,949) | (522) |
| Lease liabilities | | (547) | (495) | (528) |
| Provisions | | (120) | - | (120) |
| | | (8,418) | (9,379) | (9,238) |
| Liabilities directly associated with assets in disposal groups classified as held for sale | | - | - | - |
| Total current liabilities | | (8,418) | (9,379) | (9,238) |
| | | | | |
| Non current liabilities | | | | |
| Trade and other payables | | (86) | (87) | (86) |
| Borrowings | 8, 9 | (9) | (483) | (84) |
| Lease liabilities | | (985) | (1,499) | (1,279) |
| Deferred tax | | (21) | (25) | (23) |
| Provisions | | (354) | (210) | (354) |
| Total non current liabilities | | (1,455) | (2,304) | (1,826) |
| | | | | |
| Total liabilities | | (9,873) | (11,683) | (11,064) |
| | | | | |
| Net assets | | 2,291 | 2,555 | 2,393 |
| | | | | |
| Capital and reserves | | | | |
| Share capital | 11 | 3,411 | 3,207 | 3,411 |
| Merger reserve | | 2,979 | 2,976 | 2,979 |
| Foreign currency translation reserve | | (551) | (533) | (535) |
| Retained earnings | | (5,042) | (4,589) | (4,956) |
| Other distributable reserve | | 1,494 | 1,494 | 1,494 |
| Total equity attributable to equity holders of the Company | | 2,291 | 2,555 | 2,393 |

## Consolidated statement of cash flows

For the six months ended 31 March 2025

| | Note | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|---|
| Cash flows from operating activities | | | | |
| Cash generated from operations | 7 | 275 | 221 | 89 |
| Net cash inflow from operating activities | | 275 | 221 | 89 |
| | | | | |
| Cash flows from investing activities | | | | |
| Purchase of property, plant and equipment | | (45) | (62) | (169) |
| Sale of property, plant and equipment | | - | - | 2,453 |
| Payment of software development costs | | (192) | - | (221) |
| Sale of loans and other financial assets | | - | - | 59 |
| Net cash paid on acquisition of subsidiaries | | - | (52) | (51) |
| Sale of subsidiaries | | 31 | (50) | (52) |
| Dividends received | | 83 | 108 | 192 |
| Net cash (paid)/received from investing activities | | (123) | (56) | 2,211 |
| | | | | |
| Net cash inflow before financing activities | | 152 | 165 | 2,300 |
| | | | | |
| Cash flows from financing activities | | | | |
| Issue of shares | | - | 275 | 482 |
| Principal paid on lease liabilities | | (276) | (248) | (514) |
| Interest paid on lease liabilities | | (28) | (33) | (68) |
| Lease liability additions | | - | - | 79 |
| Proceeds/(repayment) of borrowings | | 118 | (290) | (2,167) |
| Interest received | | 5 | - | 13 |
| Interest paid | | (106) | (106) | (370) |

| | | | | |
|---|---|---|---|---|
| Net cash outflow from financing activities | | (287) | (402) | (2,545) |
| Net change in cash and cash equivalents | | (135) | (237) | (245) |
| Cash and cash equivalents at start of period | | 189 | 430 | 430 |
| Currency translation differences | | 8 | (28) | 4 |
| Cash and cash equivalents at end of period | 9 | 62 | 165 | 189 |
| *Cash and cash equivalents are comprised of:* | | | | |
| Cash at bank and in hand | | 231 | 279 | 353 |
| Net cash included in assets held for sale | | - | - | - |
| Secured bank overdrafts | | (169) | (114) | (164) |
| Cash and cash equivalents at end of year | | 62 | 165 | 189 |

## Consolidated statement of changes in equity

For the six months ended 31 March 2025

| | Share capital | Foreign currency translation reserve | Retained earnings | Other distributable reserve | Merger reserve | Revaluation reserve | Total equity |
|---|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| At 1 October 2024 | 3,411 | (535) | (4,956) | 1,494 | 2,979 | - | 2,393 |
| Loss for the period | - | - | (103) | - | - | - | (103) |
| Other comprehensive income | - | (16) | - | - | - | - | (16) |
| Total comprehensive loss | - | (16) | (103) | - | - | - | (119) |
| Share based payment value of employee services | - | - | 17 | - | - | - | 17 |
| At 31 March 2025 | 3,411 | (551) | (5,042) | 1,494 | 2,979 | - | 2,291 |

For the six months ended 31 March 2024

| | Share capital | Foreign currency translation reserve | Retained earnings | Other distributable reserve | Merger reserve | Revaluation reserve | Total equity |
|---|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| At 1 October 2023 | 2,754 | (531) | (3,272) | 1,494 | 2,883 | 45 | 3,373 |
| Loss for the period | - | - | (1,317) | - | - | - | (1,317) |
| Other comprehensive income | - | (2) | - | - | - | (45) | (47) |
| Total comprehensive loss | - | (2) | (1,317) | - | - | (45) | (1,364) |
| Issue of ordinary shares in relation to business combination | 178 | - | - | - | 93 | - | 271 |
| Share subscription | 275 | - | - | - | - | - | 275 |
| At 31 March 2024 | 3,207 | (533) | (4,589) | 1,494 | 2,976 | - | 2,555 |

## Consolidated statement of changes in equity - continued

For the year ended 30 September 2024

| | Share capital | Foreign currency translation reserve | Retained earnings | Other distributable reserve | Merger reserve | Revaluation reserve | Total equity |
|---|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| At 1 October 2023 | 2,754 | (531) | (3,272) | 1,494 | 2,883 | 45 | 3,373 |
| Loss for the period | - | - | (1,707) | - | - | - | (1,707) |
| Other comprehensive income | - | (4) | - | - | - | (45) | (49) |
| Total comprehensive loss | - | (4) | (1,707) | - | - | (45) | (1,756) |
| Issue of ordinary shares in | 178 | - | - | - | 93 | - | 271 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| [illegible] relation to business combination | [illegible] | | | | [illegible] | | [illegible] |
| Share subscription | 479 | - | - | - | 3 | - | 482 |
| Share based payment value of employee services | - | - | 23 | - | | - | 23 |
| At 30 September 2024 | 3,411 | (535) | (4,956) | 1,494 | 2,979 | - | 2,393 |

# Notes to the Interim Report

## 1 Basis of preparation

The financial information presented in this Interim Report has been prepared in accordance with the recognition and measurement principles of international accounting standards in conformity with the requirements of the Companies Act 2006 that are expected to be applicable to the financial statements for the year ending 30 September 2025 and on the basis of the accounting policies expected to be used in those financial statements.

## 2 New accounting standards, amendments and interpretations applied

A number of new or amended standards and interpretations to existing standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

## 3 Operating segments

The Group's reportable operating segments have previously been based on the geographical areas in which its studios are located (together with a Group costs segment), as each reportable operating segment provided the same type of service to clients, namely integrated professional design services for the built environment. Internally the Group prepares discrete financial information for each of its geographical professional design service segments.

The Group now further divides its business by types of service, with reporting segments expanded as professional design service regions, TFG, A+K and ecoDriver.

The Group's professional service design regions consist of the United Kingdom, the Middle East and Continental Europe. Continental Europe includes the Group's investments in its joint venture and associate in Germany and in the prior period the subsidiary in Turkey (sold in December 2023).

The Middle East segment has been re-presented as a discontinued operation.

| **Segment revenue** | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| United Kingdom Architecture | 4,564 | 4,780 | 9,525 |
| Torpedo Factory Group | 5,466 | 3,834 | 8,592 |
| Anders + Kern | 261 | 581 | 1,083 |
| ecoDriver | 280 | 216 | 477 |
| Continental Europe | - | 42 | 39 |
| Revenue from continuing operations | 10,571 | 9,453 | 19,716 |
| Discontinued operations | - | - | - |
| Revenue | 10,571 | 9,453 | 19,716 |

| **Segment revenue less sub consultant costs** | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| United Kingdom Architecture | 4,381 | 4,733 | 9,260 |
| Torpedo Factory Group | 5,466 | 3,834 | 8,592 |
| Anders + Kern | 261 | 581 | 1,083 |
| ecoDriver | 280 | 216 | 477 |
| Continental Europe | - | 42 | 39 |
| Revenue less sub consultant costs from continuing operations | 10,388 | 9,406 | 19,451 |
| Discontinued operations | - | - | - |
| Revenue less sub consultant costs | 10,388 | 9,406 | 19,451 |

| **Segment result before tax** | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| United Kingdom Architecture [E] | (195) | (39) | (20) |
| Continental Europe [A] | 77 | (80) | 73 |
| Torpedo Factory Group [B D] | 244 | (905) | (625) |
| Anders + Kern | (79) | (154) | (215) |
| ecoDriver | (68) | (62) | (48) |
| Group costs [C] | (121) | (264) | (679) |
| Goodwill impairment | - | - | (260) |
| Loss before tax from continuing operations | (142) | (1,504) | (1,774) |
| Loss from discontinued operations | - | (8) | (27) |
| Total loss before tax | (142) | (1,512) | (1,801) |

| **Segment result before tax (before reallocation of group management charges)** | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| United Kingdom Architecture [E] | 75 | 186 | 250 |
| Continental Europe [A] | 154 | (14) | 204 |
| Torpedo Factory Group [B D] | 362 | (779) | (373) |
| Anders + Kern | (54) | (128) | (162) |
| ecoDriver | (41) | (41) | (5) |
| Group costs [C] | (638) | (728) | (1,428) |
| Goodwill impairment | - | - | (260) |
| Loss before tax from continuing operations | (142) | (1,504) | (1,774) |
| Loss from discontinued operations | - | (8) | (27) |
| Total loss before tax | (142) | (1,512) | (1,801) |

**Segment result before tax (before reallocation of group management charges) - Continued**

[A] Sep-24 segmental results before tax includes the £88k loss on disposal of the Turkish subsidiary Aukett Swanke Mimarlik AS.

[B] Sep-24 segmental results before tax includes the £585k loss on revaluation of The Old Torpedo Factory freehold property asset sale allocated within Torpedo Factory Group.

[C] Sep-24 segmental results before tax includes £27k of exceptional costs being transactional costs for the acquisition of TRCS (ecoDriver) allocated within Group costs.

[D] Sep-24 segmental results before tax includes £14k of exceptional costs being transactional costs for the acquisition of certain assets from the liquidator of RTS Technology Solutions Limited which formerly traded as Vanti ("RTS") allocated within Torpedo Factory Group.

[E] Sep-24 United Kingdom Architecture result before tax includes a provision of £264k relating to a levy by The Wren, the Group's UK architecture businesses professional indemnity insurer. The Wren is an industry led mutual insurance organisation of which the Group's UK architecture businesses are members. The levy was triggered by The Wren's reassessment of cladding-related claims, which reduced its solvency ratio below its regulatory requirements, necessitating additional member contributions.

## 4 Other operating income

| Continuing operations | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Property rental income | 50 | 79 | 139 |
| Management charges to associate and joint ventures | 64 | 66 | 131 |
| Government grant | - | - | 128 |
| Other sundry income | 18 | 21 | 102 |
| Total other operating income | 132 | 166 | 500 |

## 5 Discontinued operations

### 5 (a) Description

In April 2022, the Group sold assets, as part of the Group's disposal of JRHP constituting its John R

In April 2022, the Group sold assets, as part of the Group's disposal of JRHP constituting its John R Harris & Partners Limited (Cyprus) subsidiary and John R Harris & Partners (Dubai) entity, for a cash consideration of AED 5,000,000, comprising AED 4,250,000 cash upfront and a further AED 750,000 deferred consideration paid over a 5 year period. This marked the sale of the main trading operations in the Group's Middle East segment. With closure costs incurred in the period relating to the planned termination of a number of trading licenses in the Middle East operations, the Middle East segment is presented as a discontinued operation in the current and comparative period.

**5 (b) Financial performance and cash flow information**

**Result of discontinued operations**

| | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Revenue | - | - | - |
| Sub consultant costs | - | - | - |
| Revenue less sub consultant costs | - | - | - |
| Expenses | - | (8) | (27) |
| Loss before tax | - | (8) | (27) |
| Tax charge | - | - | - |
| Loss from discontinued operations | - | (8) | (27) |
| Exchange differences on translation of discontinued operation | - | - | - |
| Other comprehensive loss | - | (8) | (27) |

**Earnings per share from discontinued operations**

| | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Basic and diluted loss per share | (0.00p) | (0.00)p | (0.01)p |

**Statement of cash flows**

The statement of cash flows includes the following amounts relating to discontinued operations:

| | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Net cash inflow from operating activities | - | - | - |
| Net cash inflow from investing activities | - | - | - |
| Foreign exchange movements | - | - | - |
| Net cash inflow from discontinued operations | - | - | - |

**6 Earnings per share**

The calculations of basic and diluted earnings per share are based on the following data:

| **Earnings** | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Continuing operations | (103) | (1,309) | (1,680) |
| Discontinued operations | - | (8) | (27) |
| (Loss) for the period | (103) | (1,317) | (1,707) |

| **Number of shares** | Unaudited six months to 31 March 2025 '000 | Unaudited six months to 31 March 2024 '000 | Audited year to 30 September 2024 '000 |
|---|---|---|---|
| Weighted average number of shares | 341,072 | 293,253 | 315,833 |
| Adjustments for calculation of diluted earnings per share: | | | |
| - Effect of dilutive warrants | 37,377 | - | 19,356 |
| - Effect of dilutive options | 10,000 | - | 6,399 |
| Diluted weighted average number of shares | 388,449 | 293,253 | 341,588 |

| | | | |
|---|---|---|---|
| Diluted weighted average number of shares | 388,449 | 295,255 | 341,588 |

The Company has granted options over 29,716,666 of its ordinary shares. These have been included in the calculation of diluted earnings per share. The amount of the dilution is based on the average market price of ordinary shares during the period minus the exercise price.

In prior year the Company issued 42,500,000 warrants exercisable for 3 years at a price of 1 penny per share. As 5,000,000 were exercised during the prior year the effect of dilutive warrants includes the effect of the remaining 37,500,000 warrants that were un-exercised at 31 March 2025.

## 7 Reconciliation of profit before tax to net cash from operations

| | Unaudited six months to 31 March 2025 £'000 | Unaudited six months to 31 March 2024 £'000 | Audited year to 30 September 2024 £'000 |
|---|---|---|---|
| Loss before tax | (142) | (1,512) | (1,801) |
| Share based payment value of employee services | 17 | - | 23 |
| Finance income | (5) | (3) | (13) |
| Finance costs | 106 | 163 | 461 |
| Share of results of associate and joint ventures | (77) | 1 | (156) |
| Intangible amortisation | 37 | 17 | 62 |
| Depreciation | 66 | 61 | 134 |
| Goodwill impairment | - | - | 260 |
| Amortisation of right-of-use assets | 250 | 240 | 499 |
| Loss on revaluation of freehold property | - | 585 | 585 |
| Loss on disposal of property, plant & equipment | - | - | (3) |
| Decrease in trade and other receivables | 1,036 | 124 | (1,981) |
| Decrease/(increase) in inventories | 24 | (99) | (21) |
| (Decrease)/increase in trade and other payables | (1,037) | 644 | 1,776 |
| Change in provisions | - | - | 264 |
| Net cash generated from operations | 275 | 221 | 89 |

## 8 Borrowings

| | Unaudited at 31 March 2025 £'000 | Unaudited at 31 March 2024 £'000 | Audited at 30 September 2024 £'000 |
|---|---|---|---|
| Secured bank overdrafts | (169) | (114) | (164) |
| Unsecured bank loan (Lloyds) | (17) | (31) | (25) |
| Mortgage | - | (1,399) | - |
| Secured bank loan (NatWest) | (303) | (846) | (417) |
| Secured bank loan (Coutts) | - | (42) | - |
| Other loans | (240) | - | - |
| Total borrowings | (729) | (2,432) | (606) |
| | | | |
| Amounts due for settlement within 12 months | (720) | (1,949) | (522) |
| Current liability | (720) | (1,949) | (522) |
| | | | |
| Amounts due for settlement between one and two years | (9) | (364) | (84) |
| Amounts due for settlement between two and five years | - | (119) | - |
| Non current liability | (9) | (483) | (84) |
| | | | |
| Total borrowings | (729) | (2,432) | (606) |

The Coutts overdraft is secured by debentures over all the assets of the Company and certain of its United Kingdom subsidiaries. The overdraft carry interest at 3% above the Coutts Base rate for the relevant currency.

The NatWest bank loan is a CBILS-backed loan secured by a debenture and cross guarantee from Torpedo Factory Group Limited, Vanti Ltd (formerly Torpedo Factory Ltd) and TFG Stage Technology Ltd. The bank loan initially drawn at £1.75m was being repaid at £29k per month. Following the sale of the freehold property in the prior year a prepayment was made against the CBILS loan. Whilst the term of the loan remains unchanged, monthly repayments have reduced to £19k per month. The loan is at a fixed rate of interest of 3.66%pa.

The mortgage was fully repaid in prior year on completion of the sale of The Old Torpedo Factory freehold property in September 2024.

## 9 Analysis of net deficit

| | Unaudited at 31 March 2025 £'000 | Unaudited at 31 March 2024 £'000 | Audited at 30 September 2024 £'000 |
|---|---|---|---|
| Cash at bank and in hand | 231 | 279 | 353 |
| Cash held within assets classified as held for sale | - | - | - |
| Secured bank overdrafts | (169) | (114) | (164) |
| Cash and cash equivalents | 62 | 165 | 189 |
| Mortgage | - | (1,399) | - |
| Secured bank loans | (303) | (888) | (417) |
| Unsecured bank loans | (17) | (31) | (25) |
| Other loans | (240) | - | - |
| Net debt | (498) | (2,153) | (253) |

## 10 Assets and liabilities classified as held for sale

| | Unaudited at 31 March 2025 £'000 | Unaudited at 31 March 2024 £'000 | Audited at 30 September 2024 £'000 |
|---|---|---|---|
| Non-current assets held for sale (i) | - | 2,435 | - |
| Total assets held for sale | - | 2,435 | - |

(i) Freehold Property

During the prior year, the board decided to market the freehold property of The Old Torpedo Factory in west London as the property was larger than was needed for the Group following the disposal of the Live Events business. Commercial property agents were instructed in October 2023, the property having been valued in July 2023 by a third-party firm of surveyors at £3.08m. The freehold property sale was completed in September 2024 at a price of £2.50m (plus VAT). Allowing selling costs of £65k, the fair value of the freehold property was adjusted to £2,435k in the comparative period at 31 March 2024.

## 11 Share capital

| | Unaudited at 31 March 2025 £'000 | Unaudited at 31 March 2024 £'000 | Audited at 30 September 2024 £'000 |
|---|---|---|---|
| Allocated, called up and fully paid 341,072,100 (31-Mar-2024: 320,655,938 & 30-Sep-2024: 341,072,100) | | | |

| | | | |
|---|---|---|---|
| 341,072,100) ordinary shares of 1p each | 3,411 | 3,207 | 3,411 |

| | Number |
|---|---|
| At 1 October 2023 | 275,355,938 |
| Issue for acquisition of subsidiary | 17,800,000 |
| Share subscription | 27,500,000 |
| At 31 March 2024 | 320,655,938 |
| issue of shares to AESOP | 416,162 |
| Warrant exercise | 5,000,000 |
| Share subscription | 15,000,000 |
| At 30 September 2024 and 31 March 2025 | 341,072,100 |

The Company's issued ordinary share capital comprises a single class of ordinary share. Each share carries the right to one vote at general meetings of the Company.

In October 2023, the acquisition of TR Control Solutions Limited resulted in an increase in the share capital of 17,800,000 new ordinary shares of 1p,

In March 2024, the Group announced a share subscription raising an aggregate up to £425,000 through the issue and allotment of a total of up to 42,500,000 new ordinary shares of 1p. £275,000 was raised by way of direct subscriptions of 27,500,000 new ordinary shares by certain existing and institutional investors (the "Investors"). £150,000 was raised by way of direct subscriptions of 15,000,000 new ordinary shares by certain directors and managers of the Group on the same terms as the Investors (the "Subscription"). This subscription was completed in April 2024.

In aggregate the Subscription resulted in the issue and allotment of a total of up to 42,500,000 new ordinary shares of 1 penny each in the Company (the "Subscription Shares") at an issue price of 1 penny. Subscribers received warrants, exercisable for 3 years, to be issued (subject to certain conditions) on the basis of one warrant for every one Subscription Share with an exercise price of 1 penny. The Subscription Shares were issued under the Company's existing share authorities; the warrants required a specific authority to be sought which was approved at the annual general meeting in April 2024.

On 29 May 2024 the Company issued 416,162 new ordinary shares of 1p to the trustees of the Company's All-Employee Share Option Scheme ("AESOP") to satisfy monthly allocations under the AESOP for the month of May 2024. The new Ordinary Shares were issued at 1.7p per share, being the midmarket closing price on the trading day prior to the date of the purchase.

On 28 June 2024 the Company received a warrant exercise notice to subscribe for 5,000,000 new ordinary shares of 1p and received proceeds of £50,000.

## 12 Employee Share Plans and Share Options

The Company has implemented two share plans and one share option plan.

The Company has granted options over its Ordinary Shares to Group employees as follows:

| Granted | At 1 October 2023 Number | Granted Number | Surrendered Number | At 30 September 2024 and 31 March 2025 Number | Exercise price Pence | Earliest exercisable date | Latest exercisable date |
|---|---|---|---|---|---|---|---|
| 24 Aug 2020 | 1,000,000 | - | (1,000,000) | - | 3.60 | 24 Aug 2022 | 24 Aug 2026 |
| 29 Jun 2021 | 1,000,000 | - | (1,000,000) | - | 1.60 | 29 Jun 2023 | 29 Jun 2027 |
| 20 Mar 2023 | 8,400,000 | - | (8,400,000) | - | 1.00 | 20 Mar 2025 | 20 Mar 2029 |
| 22 Dec 2023 | - | 24,591,666 | - | 24,591,666 | 1.00 | 22 Dec 2026 | 22 Dec 2033 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 2023 | | | | | | | |
| 22 Dec 2023 | - | 1,000,000 | - | 1,000,000 | 1.60 | 22 Dec 2026 | 22 Dec 2033 |
| 08 Apr 2024 | - | 4,125,000 | - | 4,125,000 | 1.25 | 08 Apr 2027 | 08 Apr 2033 |
| Total | 10,400,000 | 29,716,666 | (10,400,000) | 29,716,666 | | | |

The weighted average remaining contractual life of share options outstanding as at 31 March 2025 was 8.7 years.

The fair value of these share options has been estimated at £40,000 (Sep-24: £23,000) using the Black-Scholes option pricing models model with the following inputs:

| Input | Value 1<br>22 Dec 2023 | Value 2<br>22 Dec 2023 | Value 3<br>08 Apr 2024 |
|---|---|---|---|
| Share price at date of grant | 0.85 pence | 0.85 pence | 1.25 pence |
| Exercise price | 1.00 pence | 1.60 pence | 1.25 pence |
| Expected option life | 5 years | 5 years | 5 years |
| Expected volatility | 50% | 50% | 50% |
| Expected dividends | Nil | Nil | Nil |
| Risk free interest rate | 4.24% | 4.24% | 4.24% |

The expected volatility was estimated based on the historical volatility over the three years prior to grant.

**All Employee Share Option Plan**

In November 2023 the Company implemented an All-Employee Share Ownership Plan ("AESOP"). The AESOP is a Share Incentive Plan which entitles all eligible employees to invest between £10 and £150 per month in purchasing shares in the Group from their pre-tax salary. The Group matches this contribution pound-for-pound on the first £50 per month by purchasing matching shares for the relevant employee as a staff retention tool. These are ordinarily forfeit if the relevant employee leaves within 3 years.

**Management Share Ownership Plan**

In December 2023 the Company created a Management Share Ownership Plan ("MSOP"). The Company recognised that the management of the Group's businesses wished to build an ownership stake in excess of the limits the Government imposes on the AESOP scheme. Therefore, 34 members of the senior management of the Company and UK subsidiaries were invited to commit to purchasing shares. 32 of the 34 agreed and made a contractual commitment to spend an amount typically equivalent to either 2.5% or 5% of their gross annual salary on the purchase of Company shares, until such time as each of them own a minimum of either 0.25% or 0.5% of the Company's issued share capital - though they are free to acquire larger stakes if they wish. The shares are generally purchased on the open market.

MSOP members have made purchases within their pension plans from their Employer pension contributions, as their investments are intended to build long term stakes in the business.

**Company Share Option Plan and surrender of existing EMI options**

In December 2023 the Company created a Company Share Option Plan ("CSOP"). Pursuant to the CSOP, an aggregate 25,591,666 options were granted to members of the senior management team of the company and UK subsidiaries who made commitments under the MSOP. The CSOP options are exercisable at 1.0p, being the nominal value of each share and a 17.6% premium to the closing mid-market price on 22 December 2023 (save for 1,000,000 CSOP replacement options granted to Antony Barkwith, Director, as detailed below). A further 4,125,000 options were granted to additional joiners of the MSOP scheme in April 2024 with an exercise at 1.25p, being the closing mid-market price on the day prior to the date of grant.

Additionally, the Company agreed with option holders in the Company's pre-existing EMI option scheme for the surrender of their options, comprising in aggregate 10.4m EMI options. The replacement options are included within the CSOP grants detailed above.

A total of 8.4m CSOP options were granted at an exercise price of 1.0p per share to Freddie Jenner

A total of 8.4m CSOP options were granted at an exercise price of 1.0p per share to Freddie Jenner (Group COO) and Jason Brameld (Group CTO, a non-board PDMR) to replace 8.4m EMI options that were issued on the purchase of Torpedo Factory Group Limited ("TFG"). The EMI options surrendered had an exercise price of 1.0p.

Antony Barkwith (Group Finance Director) surrendered 1,000,000 EMI options with an exercise price of 1.6p which were replaced with 1,000,000 CSOP options with an exercise price of 1.6p. He also surrendered 1,000,000 EMI options with an exercise price of 3.6p which were not replaced.

Nick Clark, Freddie Jenner, Jason Brameld and Antony Barkwith also each received CSOP options in their capacity as parties who made the MSOP commitment.

CSOP Options granted to Directors/PDMRs were as follows:

| Name | Number of CSOP options | Exercise Price | Notes |
|---|---|---|---|
| Nick Clark | 2,000,000 | 1.0p | |
| Freddie Jenner | 4,700,000 | 1.0p | Of which 3.7m replace EMI |
| Jason Brameld (PDMR) | 5,700,000 | 1.0p | Of which 4.7m replace EMI |
| Antony Barkwith | 1,000,000 | 1.0p | |
| | 1,000,000 | 1.6p | Replacing EMI |

All CSOP options vest between the third and tenth anniversary of grant. The total 29,716,666 CSOP options now outstanding represent 8.71% of the shares currently in issue. There are no EMI options outstanding and the company's EMI scheme will be closed.

**13 Post balance sheet events**

On 20 May 2025 the Company announced that five directors/PDMRs had exercised 14m warrants and that the Company had received proceeds of £140,000. The warrants had been allotted to them in return for participation in the 2023 fundraise to support the Vanti acquisition.

**14 Status of Interim Report**

The Interim Report covers the six months ended 31 March 2025 and was approved by the Board of Directors on 25 June 2025. The Interim Report is unaudited.

The interim condensed set of consolidated financial statements in the Interim Report are not statutory accounts as defined by Section 434 of the Companies Act 2006.

Comparative figures for the year ended 30 September 2024 have been extracted from the statutory accounts of the Group for that period.

The statutory accounts for the year ended 30 September 2024 have been reported on by the Group's auditors and delivered to the Registrar of Companies. The audit report thereon was unqualified, did not include references to matters to which the auditors drew attention by way of emphasis without qualifying the report, and did not contain a statement under Section 498 of the Companies Act 2006.

**15 Further information**

An electronic version of the Interim Report is available on the Group's website (www. builtcybernetics.com).

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