

9 October 2026

PRISTINE CAPITAL PLC
(“Pristine” or the “Company”)

Unaudited interim results

Pristine Capital Plc, the Main Market cash shell, is pleased to announce its unaudited interim results for the six months ended 30 April 2026.

Chairman's statement

I present Pristine's unaudited interim results for the six months ended 30 April 2026.

The period under review was one of repair rather than expansion. The proposed acquisition of a regional property portfolio, which was formally aborted shortly after the last financial year end, left the Company with liabilities materially in excess of its cash resources, principally professional fees incurred in progressing that transaction. The Board's work during the period was directed at two things: establishing the extent of the Company's indebtedness by engaging with each of its creditors, and identifying an investor prepared to recapitalise the Company.

Both of those workstreams have now concluded. Today the Company has announced a proposed £500,000 fundraise, comprising a subscription for new ordinary shares and a convertible loan note, together with settlement arrangements under which the Company's creditors have agreed to accept a combination of cash and convertible loan notes in full and final settlement of their claims. The proposals are conditional on the approval of shareholders at a general meeting. Full details are set out in the circular published by the Company today, which shareholders should read in full.

Financial review

The Company reported a loss for the six months ended 30 April 2026 of £170,905 (six months ended 30 April 2025: loss of £98,902). The increase reflects the professional costs of the creditor negotiations and of developing the proposals, together with the ongoing costs of maintaining the Company's listing. Finance income fell to £533 (six months ended 30 April 2025: £5,395), reflecting the lower average cash balance through the period.

Cash at 30 April 2026 stood at £178,536, against £302,707 at 30 October 2025, a net outflow of £124,171 over the six months. Trade and other payables were £567,259 at 30 April 2026 (30 October 2025: £479,024) and the Company had net liabilities of £252,579 (30 October 2025: net liabilities of £81,674). The Board has managed the Company's cash tightly and its creditors have been constructive throughout, which has allowed the Company to reach agreed positions with them ahead of today's announcement.

The Directors are clear that the Company cannot meet its liabilities as they fall due without the proposals. The interim financial statements have accordingly been prepared on a going concern basis on the assumption that the proposals are implemented. Should they not be, it is likely that the Company would be placed into administration or liquidation, in which case the Directors do not expect that there would be any return to shareholders. Shareholders' attention is drawn to the going concern disclosure in note 2 and Paragraph 17 of the circular.

If the resolutions are passed, the Company will emerge with its creditor position settled, working capital of approximately £339,680.04 and a reconstituted board, and will be in a position to pursue an initial transaction. I encourage shareholders to vote in favour of the resolutions.

Responsibility statement

We, the Directors of the Company, confirm that to the best of our knowledge:

- the interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting, as adopted by the UK;
- give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Interim report includes a fair review of the information required by DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the set of interim financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and

The interim report was approved by the Board of Directors and the above responsibility statement was signed on its behalf by:

Neil Sinclair
Executive Chairman

9 October 2026

For further information please visit www.pristinecapitalplc.com or contact:

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CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	6 months to 30 April 2026 Unaudited £	12 months to 30 October 2025 Audited £	6 months to 30 April 2025 Unaudited £
Administration expenses		(171,438)	(881,210)	(104,297)
Operating loss before tax		(171,438)	(881,210)	(104,297)
Finance income		533	10,558	5,395
Loss before income tax		(170,905)	(870,652)	(98,902)
Income tax		-	-	-
Loss after tax and total comprehensive income for the period		(170,905)	(870,652)	(98,902)
Loss per share				
Basic (pence per share)	5	(0.11)p	(0.54)p	(0.06)p

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 April 2026 Unaudited £	As at 30 October 2025 Audited £	As at 30 April 2025 Unaudited £
Current Assets				
Trade and other receivables		136,144	94,643	34,529
Cash and cash equivalents		178,536	302,707	666,564
		314,680	397,350	701,093
Total Assets		314,680	397,350	701,093
Current Liabilities				
Trade and other payables		(567,259)	(479,024)	(11,017)
		(567,259)	(479,024)	(11,017)
Total Liabilities		(567,259)	(479,024)	(11,017)
Net Assets/liabilities		(252,579)	(81,674)	690,076
Capital and Reserves				
Share capital	6	1,607,241	1,607,241	1,607,241
Warrant reserve		862,448	862,448	862,448

Retained losses	(2,722,268)	(2,551,363)	(1,779,613)
Total Equity	(252,579)	(81,674)	690,076

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Share capital £	Other reserves £	Retained losses £	Total equity £
Balance as at 1 November 2024	1,607,241	862,448	(1,680,711)	788,978
Loss for the period	-	-	(98,902)	(98,902)
Total comprehensive income for the year	-	-	(98,902)	(98,902)
Balance as at 30 April 2025	1,607,241	862,448	(1,779,613)	690,076
Balance as at 1 November 2025	1,607,241	862,448	(2,551,363)	(81,674)
Loss for the period	-	-	(170,905)	(170,905)
Total comprehensive income for the year	-	-	(170,905)	(170,905)
Balance as at 30 April 2026	1,607,241	862,448	(2,722,268)	(252,579)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	6 months to 30 April 2026 Unaudited £	6 months to 30 April 2025 Unaudited £
Cash flows from operating activities			
Loss before taxation		(170,905)	(98,902)
Adjustments for:			
Net finance income		(533)	(5,395)
(Increase)/decrease in trade and other receivables		(41,501)	16,149
Increase/(decrease) in trade and other payables		88,235	(15,047)
Net cash used in operations		(124,704)	(103,195)
Cash flows from financing activities			
Net cash generated from financing activities		-	-
Cash flows from investing activities			
Interest paid		533	5,395
Net cash generated from investing activities		533	5,395
Net decrease in cash and cash equivalents		(124,171)	(97,800)
Cash and cash equivalents at beginning of period		302,707	764,364
Cash and cash equivalents at end of period		178,536	666,564

NOTES TO THE INTERIM FINANCIAL STATEMENTS

1. General Information

Pristine Capital Plc (the "Company") is a public limited company incorporated and domiciled in the United Kingdom. The address of its registered office is 6 Heddon Street, London W1B 4BT with registered number 13628889.

The Company was formed on 17 September 2021 as a cash shell with the aim to undertake one or more acquisitions, which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase or a scheme arrangement of a majority interest in a company or business. The Company shares were admitted to trading on the Standard List of the Main Market on the London Stock Exchange on 4 March 2022.

The Company formally changed its name from More Acquisitions Plc to Pristine Capital Plc on 10 June 2024.

2. Basis of Preparation

These condensed interim financial statements are for the six months ended 30 April 2026 and have been prepared in accordance with the accounting policies adopted in the Company's most recent annual financial statements for the year ended 30 October 2025.

The Company has chosen to adopt IAS 34 "Interim Financial Reporting" in preparing this interim financial information as adopted by the United Kingdom and the Disclosure and Transparency Rules of the UK Financial Conduct Authority. They do not include all the information required in annual financial statements, and they should be read in conjunction with the financial statements for the year ended 30 October 2025 and any public announcements made by Pristine Capital Plc during the interim reporting period.

The interim financial information set out above does not constitute statutory accounts within the meaning of the Companies Act 2006. It has been prepared on a going concern basis in accordance with the recognition and measurement criteria of International Financial Reporting Standards (IFRS) as adopted by the United Kingdom.

Statutory financial statements for the period ended 30 October 2025 were approved by the Board of Directors on 9 October 2026 and delivered to the Registrar of Companies. The report of the auditors on those financial statements was unqualified. The condensed interim financial statements are unaudited and have not been reviewed by the Company's auditor.

Going concern

The Company reported a loss for the six months ended 30 April 2026 of £170,905 and, at that date, had cash of £178,536, trade and other payables of £567,259 and net liabilities of £252,579.

The Directors have prepared cash flow forecasts for the period ending 31 October 2027. Those forecasts show that the Company is unable to meet its liabilities as they fall due, or to continue in operational existence, without both a settlement of its existing creditor position and an injection of new capital.

On 9 October 2026 the Company announced a proposed fundraise of £500,000, comprising a conditional subscription for new ordinary shares and a convertible loan note (the "Fundraise"), together with conditional settlement arrangements with its creditors (the "Creditor Settlement" and, together with the Fundraise, the "Proposals"). The Proposals are conditional on, among other things, the approval by shareholders of certain resolutions at a general meeting and the restoration of the listing of, and of trading in, the Company's ordinary shares. A circular convening the general meeting was published on 9 October 2026.

The Directors believe that the Proposals are in the best interests of shareholders, as they would enable the Company to settle its debts and provide it with capital to pursue a future initial transaction. On the basis that the Directors anticipate that the Proposals will be implemented, the condensed interim financial statements have been prepared on a going concern basis.

Should the Proposals not be implemented for any reason, the Company would not be able to meet its liabilities as they fall due and it is likely that the Company would be placed into administration or liquidation. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The condensed interim financial statements do not include any adjustments that would result if the Company were unable to continue as a going concern.

Risks and uncertainties

The Board continuously assesses and monitors the key risks of the business. The key risks that could affect the Company's medium term performance and the factors that mitigate those risks have not substantially changed from those set out in the Company's 2025 Annual Report and Financial Statements, a copy of which is available on the Company's website: www.pristinecapitalplc.com. The key financial risks are market risk, liquidity risk and interest rate risk.

Critical accounting estimates

The preparation of condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period. Significant items subject to such estimates are set out in Note 1 of the Company's 2025 Annual Report and Financial Statements. The nature and amounts of such estimates have not changed significantly during the interim period.

3. Accounting Policies

A number of new standards and amendments became effective on 1 January 2026 and have been adopted by the Company. None of these standards have materially affected the Company.

The same accounting policies, presentation and methods of computation are followed in the interim financial information as were applied in the Company's latest annual audited financial statements except for those that relate to new standards and interpretations effective for the first time for periods beginning on (or after) 1 January 2026 and will be adopted in the 2026 annual financial statements.

4. Dividends

No dividend has been declared or paid by the Company during the six months ended 30 April 2026 (six months ended 30 April 2025: £nil).

5. Loss per Share

The calculation of loss per share is based on a retained loss of £170,905 for the six months ended 30 April 2026 (six months ended 30 April 2025: loss £98,902) and the weighted average number of shares in issue in the period ended 30 April 2026 of 160,724,100 (six months ended 30 April 2025: 160,724,100).

No diluted earnings per share is presented for the six months ended 30 April 2026 or six months ended 30 April 2025 as the effect on the exercise of share options would be to decrease the loss per share.

6. Share capital and cost of capital

Company	Number of shares		
	No.	Nominal value £	£
Ordinary shares	160,724,100	0.01	1,607,241
Total	160,724,100		1,607,241

	Number of Ordinary shares	Share capital £	Total £
Issued at 0.01 pence per share			
As at 30 October 2025	160,724,100	1,607,241	1,607,241
As at 30 April 2026	160,724,100	1,607,241	1,607,241

7. Events after the balance sheet date

On 9 October 2026 the Company announced a proposed fundraise of £500,000, comprising a conditional subscription by RareWorld Limited for 688,500 new ordinary shares at 10 pence per share, raising £68,850, and the issue to it of an interest free convertible loan note in a principal amount of £431,150.

On the same date the Company announced conditional settlement arrangements with its creditors, under which creditors with an aggregate agreed position of £486,465.41 (inclusive of VAT) will receive an aggregate cash payment of £238,069.96 and interest free convertible loan notes in an aggregate principal amount of £248,395.45 in full and final settlement of their claims.

The proposals are conditional on, among other things, the approval by shareholders at a general meeting of resolutions to effect a capital reorganisation, to adopt new articles of association and to grant the Directors authority to allot shares and to disapply statutory pre-emption rights, and on the restoration of the listing of, and of trading in, the Company's ordinary shares. A circular convening the general meeting was published on 9 October 2026.

The Company's ordinary shares have remained suspended from listing and from trading since 27 June 2025. Restoration is expected to take effect following the general meeting, although restoration of the listing is a matter for the Financial Conduct Authority and restoration of trading is a matter for the London Stock Exchange, and neither is within the Company's control.

8. Approval of interim financial statements

The Condensed interim financial statements were approved by the Board of Directors on 9 October 2026.

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