

# **Pyne Gould Corporation Limited**

## **INTERIM REPORT AND UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS**

**For the period ended 31 December 2025**

# PYNE GOULD CORPORATION LIMITED

## CONTENTS

For the period ended 31 December 2025

<b>Company Report</b>	3-7
<b>Unaudited Interim Condensed Financial Statements</b>	
Interim Condensed Statement of Financial Position	8
Interim Condensed Statement of Comprehensive Income	9
Interim Condensed Statement of Changes in Equity	10-11
Interim Condensed Statement of Cash Flows	12
Notes to the Interim Condensed Financial Statements	13-38

# PYNE GOULD CORPORATION LIMITED

## COMPANY REPORT

### Directors' Report

The half year to 31 December 2025 was a transformational period for Pyne Gould Corporation ("PGC" or "the Company").

The period was defined by two events of strategic significance: firstly, the granting of fast-track consent for the Homestead Bay project in Queenstown, New Zealand; and secondly, the decision to bring Torchlight Fund LP ("TFLP") to an orderly conclusion. Together, these investments, given visibility through the Company's transition to investment-entity accounting under IFRS 10, transformed the Company's reported position.

Net assets attributable to shareholders rose to GBP 147.4 million, or 77.63 pence per share (30 June 2025: GBP 7.2 million; 3.81 pence). For the period 1 July to 23 December 2025, on a consolidated basis, the Group recorded revenue of £29.5 million (31 December 2024: GBP 32.7 million) and a loss for the period of £0.4 million (31 December 2024: loss GBP 4.5 million). From 23 December 2025, PGC's financial performance is measured through changes in the fair value of its investment portfolio and the Company reported a profit of GBP 141.1 million for the half year, principally reflecting the GBP 141.5 million gain recognised on transition to an Investment Entity.

The profit in the period is therefore substantially a non-cash gain. On transition to an Investment Entity from 23 December 2025, the Company measures its investments at fair value rather than consolidating the underlying subsidiaries at their lower carrying value, and the GBP 141.5 million difference is recognised in the income statement. It reflects the recognition of value built up over the duration of the Company's investments, made visible by the change in accounting basis, rather than profit earned or realised in cash during the half year.

The first significant event referred to above was the granting of fast-track approval for TFLP's final investment, the Homestead Bay project in Queenstown. TFLP acquired Homestead Bay via its 100% stake in RCL Real Estate Pty Ltd ("RCL") for AUD 70 million in 2021. RCL already owned the neighbouring Hanley Downs project, which was rapidly selling out of its 2,200 lots; in acquiring Homestead Bay, RCL was in effect buying its neighbour, allowing a smooth transition of resources from Hanley Downs to Homestead Bay. The acquisition initially had minimal impact on valuation, and as recently as 31 March 2025 fair market value reflected a substantial discount to potential value due to the consent risk. As the half year drew to a close, Homestead Bay was granted draft fast-track approval for approximately 2,800 residential allotments, subsequently confirmed by final approval on 18 February 2026 (see Note 19). That risk was largely removed by 31 December 2025, and RCL was then valued at an equity value of AUD 354 million. The next audit valuation for PGC is not due until the full-year accounts to 30 June 2026, by which time the project will be in full swing. Within days of approval, Homestead Bay commenced marketing of the home sites and, at the date of this report, had already sold 270 sites at an aggregate sales value of NZD 133 million.

The second significant event was the decision to bring Torchlight to an orderly conclusion. PGC's initial investment in Torchlight was made in October 2009, with NZD 15 million for 10% of the partnership. In 2013, PGC increased its commitment to a total of NZD 110 million, the majority funded by the work-out of the former MARAC bad bank. As at 31 December 2025, that investment, now held through Torchlight Group, has been valued at GBP 146.3 million, or NZD 332.7 million. Through successive non-pro-rata distributions, PGC now holds 84.58% of Torchlight. Alongside the release of TFLP's audited accounts last year, the Company wrote to limited partners to extend the partnership to 31 March 2026, in order to allow Torchlight's final significant investment, the Homestead Bay project, time to achieve consent — an outcome the Directors expected to have a material positive impact on the value of Torchlight. That expectation proved correct: draft consent was issued on 15 December 2025 and final consent was signed by the Minister on 18 February 2026. On 23 December 2025, the General Partner confirmed that TFLP would terminate with effect from 31 March 2026 and would complete the valuation and distribution of its assets to limited partners over the audit period prescribed under the limited partnership agreement. The termination of TFLP had a material impact on the presentation of the financial statements in these Interim Condensed Financial Statements ("Interim Financial Statements").

# PYNE GOULD CORPORATION LIMITED

## COMPANY REPORT (continued)

### Directors' Report (continued)

#### Change of Status of PGC to an Investment Entity

The Company's financial statements have in recent years been prepared and published under the applicable accounting standards set out under IFRS 10 for Consolidated Financial Statements. As such the Company's financial statements, together with its subsidiaries, were historically presented on a consolidated basis.

On 23 December 2025, in light of the decision to terminate TFLP taken by its General Partner, the Directors determined that it was appropriate to review the basis of accounting for the Company and its investments. As a result, the Directors determined that the Company met the definitions of the classification set out under IFRS 10.27 and therefore the more applicable accounting standards set out under IFRS 10 for Investment Entities would be adopted.

The most material consequence of this determination is that the Company's investments are presented in these Interim Financial Statements on a fair value basis rather than on a consolidated basis. While these Interim Financial Statements are unaudited, given the material impact of the fair value methodology on the accounts, the Directors requested that the most material of the Company's assets, the investment in RCL held indirectly by the Torchlight Group through Torchlight Fund LP, be assessed by a leading global firm of valuation experts. At 31 December 2025, these experts assessed the enterprise value of RCL to be AUD 641.5 million and an equity value of AUD 354 million, after accounting for cash, debt and minority interests.

As set out consistently in commentary by the Company in its consolidated financial statements issued for previous periods, the Company's current investments have been acquired and developed over the past several years. The effect of this strategy is now more clearly reflected in the fair value assessment of the Company's assets. This strategy is reflected in the capital gain recognised in these Interim Financial Statements.

Further background and details are set out in Note 2 to these Interim Financial Statements.

#### Operating Performance

For the period 1 July to 23 December 2025, on a consolidated basis, the Group recorded revenue of £29.5 million (31 December 2024: GBP 32.7 million) and a loss for the period of £0.4 million (31 December 2024: loss GBP 4.5 million) reflecting the timing of settlements within RCL's sales programme rather than any deterioration in underlying demand. Notwithstanding the lower top line, for the period 1 July to 23 December 2025, gross profit increased to GBP 11.2 million (31 December 2024: GBP 7.7 million), an uplift of 44%, with gross margin for that period increasing to 37.9% (31 December 2024: 23.7%) as the benefit of margin recovery flowed through the sales mix. Net operating cashflow for the period 1 July 2025 to 23 December 2025 was GBP 13.6 million (31 December 2024: GBP 19.2 million), the reduction reflecting the absence in the current period of one-off settlement clusters that occurred in the prior comparable period. Of the net operating cashflow generated from 1 July to 23 December 2025, GBP 11.0 million was applied to debt reduction within RCL.

The profit for the period was driven principally by the gain on transition to Investment Entity status, an amount recorded through the income statement relating to the fair value of the Company's investments measured by reference to a third-party valuation prepared by a leading firm of valuation experts. As set out in Note 5, the gain represents the difference between the fair value of the Company's investments recognised on a stand-alone basis at the transition date and the carrying value of the subsidiaries immediately prior to transition.

#### Statement of Financial Position

Following transition to Investment Entity status, the Company's balance sheet now presents its investments at fair value on a stand-alone basis. The Board considers this fair value uplift reflects the multi-year strategy of acquiring and developing distressed and undervalued assets and holding them through to maturity. As an investment company, the Company will be reliant on liquidity to fund its operating and investment activities, for example from the repayment of loan obligations or returns from the disposal of its investments.

# PYNE GOULD CORPORATION LIMITED

## COMPANY REPORT (continued)

### Directors' Report (continued)

#### RCL Investment

RCL is the Company's largest underlying investment, held indirectly through Torchlight Group's interest in TFLP, and remains TFLP's largest investment. RCL is a residential land developer and home builder with projects across Australia (Victoria, New South Wales and Queensland) and New Zealand (Queenstown).

TFLP acquired the RCL debt from Bank of Scotland in 2012 and, by way of a credit bid, secured 100% of the equity in 2013. RCL was thereafter financially restructured by TFLP and refocused on two distinct markets: Melbourne and Queenstown. Under TFLP's oversight, the leadership team reduced the project footprint from 19 sites across Australia to 5, releasing capital and management capacity to the highest-return opportunities.

The half year saw two material developments within the New Zealand operations:

- Hanley Downs - RCL's 100% owned flagship Queenstown project, reported as fully pre-sold at 30 June 2025, has now fully amortised direct project debt and is generating approximately NZD 64 million of free cashflow as pre-sale contracts progressively settle.
- Homestead Bay project - Homestead Bay, RCL's Queenstown project, adjacent to Hanley Downs in which RCL holds a 55% controlling interest, together with a management contract entitling it to 4.6% of gross revenue over the life of the project. During the half year, the New Zealand Government released draft fast-track approval for Homestead Bay in December 2025. Final binding fast-track approval was subsequently received on 18 February 2026, approving the project for approximately 2,800 residential allotments (see Note 19). Following final approval, the RCL team commenced the sales programme with Bayleys as exclusive sales agent. The first release of 270 sites was sold out in its entirety, with combined contracted pre-sale value of NZD 133 million, each contract secured by a 10% deposit.

In the Australian portfolio, RCL continues to focus on delivery of its built-form product (turn-key apartments, townhouses and free-standing houses), with margin enhancement from the existing medium-density and residential estate sites. The most profitable of the Australian projects is Sunbury in Melbourne, which is planned to generate circa AUD 100 million of cash - sufficient to fully amortise project debt. Sunbury is intensely managed by the RCL team and is fully vertically integrated across land, house building and sales, with that integration the principal driver of margin capture.

Following the completion of Sunbury, RCL intends to build out the St Albans project in Melbourne, which is in the final stages of consent for over 330 sites, comprising 110 townhouses and 220 apartments. Beyond Sunbury and St Albans, RCL Australia retains a meaningful land bank of subdividable holdings, including the CDZ, Merimbula and Pacific Dunes sites, providing a multi-year pipeline of development opportunities.

RCL has also had the benefit of continuous leadership under CEO David Wightman since 2012. Under his stewardship the business has consistently achieved approximately AUD 150 million of sales each year across New Zealand and Australia, a number that, thanks to Hanley Downs and now Homestead Bay, has been steadily rising over time.

Residential market conditions in Australia remain influenced by cost-of-living pressures and elevated interest rates; settlements continue to take longer to complete, but purchaser defaults remain negligible.

# PYNE GOULD CORPORATION LIMITED

## COMPANY REPORT (continued)

### Directors' Report (continued)

#### KCR Investment

Kensington and Chelsea REIT plc (KCR) is an AIM listed real estate investment company focused on the private rented residential and retirement living market in London and the south of England. The investment originated as a distressed transaction undertaken by Torchlight Fund LP in 2019, at a time when KCR had run into financial difficulty and required GBP 4 million of new capital. The capital was placed to Torchlight Fund LP at a discount to net tangible assets. It was apparent to Torchlight Fund LP at the time that the company's underlying position was materially worse than the public disclosures suggested. To protect Torchlight's economic position, the company was required, alongside the placement, to issue Torchlight with warrants over 50 million shares. The warrants increased in value as the share price fell, providing an effective hedge that reduced Torchlight Fund LP's average entry price into the business.

The restructuring strategy was straightforward, although it was not well understood by the wider KCR shareholder base at the time. Two objectives were set: sharply reduce the cost base so that the company would operate at positive cashflow; and arrange a cost-effective refinance of legacy debt.

As at the most recently released financial statements, at 31 December 2025 KCR's balance sheet carried property assets of approximately GBP 26.5 million and GBP 14.5 million of interest-bearing loans and borrowings .

The portfolio comprises income-producing residential and serviced-apartment freeholds in Southampton and West London, together with a retirement building near Hampstead Heath that the company is progressively consolidating. The strategy is to realise or refinance these assets over time, repaying the Sharia facility and improving the quality and certainty of income.

The underlying business and asset base are sound, and the investment thesis remains intact. KCR is, however, sub-scale relative to the Company's other investments. Once the restructuring is fully complete and the asset base has been stabilised, the Board's likely course is to exit the investment in an orderly manner and recycle the released capital into the Company's next investment opportunity. KCR was valued at the prevailing share price at 31 December 2025 of 8.35p per share (30 June 2025: 9.5p per share).

#### 4B Mining Corp Investment

The Company holds, through Torchlight Group, an investment in 4B Mining Corp comprising an equity interest of 9,340,625 shares and a 1% gross revenue royalty over the Corumbá iron ore and manganese project in Brazil. The project has resumed production, with volumes building, although uncertainty remains around its capital structure and future funding. The royalty is carried at USD 1.7 million, based on an independent discounted cash flow assessment; the equity is held at a nominal value pending a potential capital raising expected to be dilutive to minority shareholders. The combined carrying value is approximately USD 1.7 million. The investment is modest in the context of the Company's portfolio, and the Directors continue to monitor production and funding developments.

#### Capital management and share buyback

Capital management remains an ongoing focus for the Board. With net tangible assets per share at 77.63 pence at 31 December 2025 and the ordinary shares continuing to trade at a material discount to that figure, the Board considers that share buybacks continue to offer attractive risk-adjusted returns for shareholders and remain consistent with the Company's strategy. The Board will continue to assess buyback opportunities against alternative capital deployment options as the post-TFLP-termination distribution programme progresses.

# **PYNE GOULD CORPORATION LIMITED**

## **COMPANY REPORT (continued)**

### **Directors' Report (continued)**

#### **Final comment**

The half year to 31 December 2025 marks the maturity of the strategy the Board has executed since 2012: acquiring distressed and undervalued assets, patiently developing them, and realising value through structured monetisation. The reclassification of PGC as an Investment Entity under IFRS 10 - and the resulting recognition of GBP 147.4 million of net assets attributable to shareholders - provides shareholders with a transparent basis on which to assess the Company's value. With the Homestead Bay project's fast-track approval secured, Hanley Downs in full cashflow generation, and the wind-down of TFLP came into effect on 31 March 2026, with completion expected within 135 days thereafter (see Note 19 - Subsequent Events), PGC enters the next phase of its development with materially improved capital flexibility. The Board remains focused on capital allocation, the strategic positioning of the Company's principal investments, and the pursuit of further opportunities consistent with the Company's investment strategy.

**George Kerr**  
**Managing Director**

**15 June 2026**

# PYNE GOULD CORPORATION LIMITED

## INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Note	Unaudited 31 December 2025 <sup>1</sup> £000	Audited 30 June 2025 <sup>2</sup> £000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Inventories	5,12	-	65,556
Investment properties	5,13	-	26,529
Investments – Fair value through profit or loss	5,15	147,758	1,606
Advances to related parties	5,17	-	4,909
Property, plant and equipment	5	-	2,598
Deferred tax asset	5	-	4,110
<b>Total non-current assets</b>		<b>147,758</b>	<b>105,308</b>
<b>Current assets</b>			
Cash and cash equivalents	5	-	4,398
Finance receivables	5,11	-	1,048
Trade and other receivables	5	127	4,360
Inventories	5,12	-	41,758
Prepayments	5	-	1,906
Assets held for sale	5,14	-	9,226
<b>Total current assets</b>		<b>127</b>	<b>62,696</b>
<b>Total assets</b>		<b>147,885</b>	<b>168,004</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	5,16	-	54,859
<b>Total non-current liabilities</b>		-	<b>54,859</b>
<b>Current liabilities</b>			
Trade and other payables	5	454	4,931
Borrowings	5,16	-	95,325
<b>Total current liabilities</b>		<b>454</b>	<b>100,256</b>
<b>Total liabilities</b>		<b>454</b>	<b>155,115</b>
<b>EQUITY</b>			
Share capital	10	149,506	149,506
Foreign currency translation reserve	10	399	20,999
Accumulated losses		(2,474)	(152,257)
Non-controlling interests acquisition reserve	10	-	(11,017)
<b>Total equity – attributable to the owners of the Company</b>		<b>147,431</b>	<b>7,231</b>
<b>Non-controlling interests</b>	10	-	<b>5,658</b>
<b>Total equity</b>		<b>147,431</b>	<b>12,889</b>
<b>Total equity and liabilities</b>		<b>147,885</b>	<b>168,004</b>
Net assets per share (pence)	9	77.63	3.81

The Board of Directors of Pyne Gould Corporation Limited authorised the interim condensed financial statements set out on pages 8 to 38 for issue on 15 June 2026.

**Paul Dudley – Director**

**George Kerr – Director**

The notes on pages 13 to 38 are an integral part of these interim condensed financial statements.

<sup>1</sup> Stand-alone entity accounts of the Company following transition to an IFRS 10 Investment Entity (see Note 5).

<sup>2</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## INTERIM CONDENSED STATEMENT OF COMPREHENSIVE INCOME

For the period ended 31 December 2025

	Note	Unaudited 6 months to 31 December 2025 <sup>1</sup> £000	Unaudited 6 months to 31 December 2024 <sup>2</sup> £000
Revenue from land development and resale		29,460	32,682
Cost of land development sales		(18,278)	(24,938)
<b>Gross profit from land development and resale</b>		<b>11,182</b>	<b>7,744</b>
Other revenue	6	2,712	2,689
Administration expenses	7	(6,407)	(6,323)
Other investment gains	6	-	785
Foreign exchange gains/(losses)		1,459	(70)
<b>Operating Profit</b>		<b>8,946</b>	<b>4,825</b>
Interest revenue	4	439	626
Interest expense	4	(9,811)	(9,994)
<b>Net finance costs</b>		<b>(9,372)</b>	<b>(9,368)</b>
<b>Loss for the period before tax (pre-transition)</b>		<b>(426)</b>	<b>(4,543)</b>
Gain on transition to Investment Entity	5	141,506	-
<b>Profit/(loss) for the period</b>		<b>141,080</b>	<b>(4,543)</b>
Income tax credit		-	-
<b>Profit/(loss) for the period after tax</b>		<b>141,080</b>	<b>(4,543)</b>
Foreign currency adjustment on translation to presentation currency		(1,201)	(639)
<b>Total comprehensive income/(loss) for the period</b>		<b>139,879</b>	<b>(5,182)</b>
<b>Profit/(loss) attributable to:</b>			
Owners of the Company		141,180	(4,046)
Non-controlling interests		(100)	(497)
<b>Profit/(loss) for the period</b>		<b>141,080</b>	<b>(4,543)</b>
<b>Total comprehensive income/(loss) attributable to:</b>			
Owners of the Company		140,200	(4,659)
Non-controlling interests		(321)	(523)
<b>Total comprehensive income/(loss) for the period</b>		<b>139,879</b>	<b>(5,182)</b>
<b>Earnings/(loss) per share</b>		<b>Pence</b>	<b>Pence</b>
Basic and diluted earnings/(loss) per share	9	74.34	(2.13)
Basic and diluted earnings/(loss) per share - continuing operations	9	74.34	(2.13)

All items in the above statement are derived from continuing operations.

The notes on pages 13 to 38 are an integral part of these interim condensed financial statements.

<sup>1</sup> Represents a combination of consolidated comprehensive income for the period up to 23 December 2025 and stand-alone entity comprehensive income for the period thereafter, following the Company's transition to an IFRS 10 Investment Entity (see Note 5)

<sup>2</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY

For the period ended 31 December 2025

		Share Capital (Note 10)	Foreign Currency Translation Reserve	Accumulated losses	Non-controlling interests acquisition reserve	Non-controlling interests	Total Equity
	Note	£000	£000	£000	£000	£000	£000
<b>31 December 2025 - Unaudited<sup>1</sup></b>							
<b>Balance at 1 July 2025</b>		<b>149,506</b>	<b>20,999</b>	<b>(152,257)</b>	<b>(11,017)</b>	<b>5,658</b>	<b>12,889</b>
<b>Pre-transition period (1 July 2025 – 23 December 2025)</b>							
Loss for the period before tax (pre-transition)		-	-	(326)	-	(100)	(426)
Foreign currency adjustment on translation to presentation currency		-	(980)	-	-	(221)	(1,201)
<b>Balance at 23 December 2025 (pre-transition)</b>		<b>149,506</b>	<b>20,019</b>	<b>(152,583)</b>	<b>(11,017)</b>	<b>5,337</b>	<b>11,262</b>
<b>Investment Entity transition – 23 December 2025</b>							
Profit for the period - gain on transition to Investment Entity	5	-	-	141,506	-	-	141,506
Derecognition of non-controlling interest on transition to IFRS 10 Investment Entity	10	-	-	-	-	(5,337)	(5,337)
Reclassification adjustment due to transition to Investment Entity <sup>2</sup>	10	-	(19,620)	19,620	-	-	-
Reclassification of non-controlling interests acquisition reserve to retained earnings	10	-	-	(11,017)	11,017	-	-
<b>Balance at 31 December 2025</b>		<b>149,506</b>	<b>399</b>	<b>(2,474)</b>	<b>-</b>	<b>-</b>	<b>147,431</b>

The notes on pages 13 to 38 are an integral part of these interim condensed financial statements.

<sup>1</sup> Stand-alone entity accounts of the Company following transition to an IFRS 10 Investment Entity (see Note 5).

<sup>2</sup> As a consequence of the change in status of the Company to an IFRS 10 Investment Entity, an adjustment has been made to reclassify foreign currency translation reserve recognised in prior periods, in relation to the subsidiaries of the Company that are no longer consolidated, to retained earnings.

# PYNE GOULD CORPORATION LIMITED

## INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the period ended 31 December 2024

31 December 2024 - Unaudited <sup>1</sup>	Share Capital (Note 10) £000	Foreign Currency Translation Reserve £000	Accumulated Losses £000	Non-controlling interests acquisition reserve £000	Non-controlling interests £000	Total Equity £000
<b>Balance at 1 July 2024</b>	<b>149,506</b>	<b>21,394</b>	<b>(142,272)</b>	<b>(11,017)</b>	<b>7,241</b>	<b>24,852</b>
<b>Total comprehensive loss for the period</b>						
Loss for the period	-	-	(4,046)	-	(497)	(4,543)
<b>Other comprehensive loss</b>						
Foreign currency adjustment on translation to presentation currency	-	(613)	-	-	(26)	(639)
<b>Total comprehensive loss for the period</b>	<b>-</b>	<b>(613)</b>	<b>(4,046)</b>	<b>-</b>	<b>(523)</b>	<b>(5,182)</b>
<b>Balance at 31 December 2024</b>	<b>149,506</b>	<b>20,781</b>	<b>(146,318)</b>	<b>(11,017)</b>	<b>6,718</b>	<b>19,670</b>

The notes on pages 13 to 38 are an integral part of these interim condensed financial statements.

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## INTERIM CONDENSED STATEMENTS OF CASH FLOWS

For the period ended 31 December 2025

		Unaudited 6 months to 31 December 2025 <sup>1</sup> £000	Unaudited 6 months to 31 December 2024 <sup>2</sup> £000
<b>Cash flows from operating activities</b>			
Interest received		214	415
Rental revenue		1,017	861
Proceeds from sale of inventories		29,460	32,682
Fees and other revenue received		1,699	2,095
		<b>32,390</b>	<b>36,053</b>
<b>Cash flows used in operating activities</b>			
Payments to suppliers and employees		(5,669)	(6,766)
Development costs of inventories		(13,112)	(10,049)
		<b>(18,781)</b>	<b>(16,815)</b>
<b>Net cash flows generated from operating activities</b>	8	<b>13,609</b>	<b>19,238</b>
<b>Cash flows (used in)/from investing activities</b>			
Purchase in investment property		-	(210)
Sale of property, plant and equipment		-	988
Acquisition of property, plant and equipment		(165)	(133)
		<b>(165)</b>	<b>645</b>
<b>Net cash flows (used in)/generated from investing activities</b>		<b>(165)</b>	<b>645</b>
<b>Cash flows used in financing activities</b>	16		
Decrease in borrowings		(11,021)	(22,305)
Increase in borrowings		425	-
Interest and financing charges paid		(397)	(570)
<b>Total cash flows used in financing activities</b>		<b>(10,993)</b>	<b>(22,875)</b>
<b>Net cash flows used in financing activities</b>		<b>(10,993)</b>	<b>(22,875)</b>
<b>Net increase/(decrease) in cash in bank</b>		2,451	(2,992)
Foreign currency adjustment on translation of cash balances to presentation currency		(757)	(407)
Adjustment of subsidiary cash balances due to change of accounting treatment to IFRS 10 Investment Entity	5	(6,092)	-
Opening cash in bank		4,398	12,697
<b>Closing cash in bank<sup>3</sup></b>		<b>-</b>	<b>9,298</b>
<b>Represented by:</b>			
Cash and cash equivalents <sup>3</sup>		-	9,298
		<b>-</b>	<b>9,298</b>

The notes on pages 13 to 38 are an integral part of these interim condensed financial statements.

<sup>1</sup> Represents a combination of consolidated cash flows for the period up to 23 December 2025 and stand-alone entity cash flows for the period thereafter, following the Company's transition to an IFRS 10 Investment Entity (see Note 5).

<sup>2</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

<sup>3</sup> As a result of the transition to an IFRS 10 Investment Entity, cash and cash equivalents at 31 December 2025 represents the balance held by the Company on a stand-alone basis and does not include cash and cash equivalents held by its subsidiaries. See Note 5 for further information.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 1. Reporting entity

Pyne Gould Corporation Limited (“PGC” or the “Company”) is a Guernsey-domiciled company. The financial statements presented are the unaudited interim condensed financial statements (the “Interim Financial Statements”).

The principal investment objective of the Company is to invest in a diversified portfolio of financial and real estate assets and to achieve capital growth for its shareholders. As set out further in Note 2, the Company changed its basis of reporting in the period, now reporting as an Investment Entity in accordance with IFRS 10.

The Company listed on the Official List of The International Stock Exchange (“TISE”) on 21 November 2018. The registered office address of the Company is 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL.

These Interim Financial Statements were authorised by the Directors for issue on 15 June 2026.

### 2. Basis of preparation

On 23 December 2025, the decision to terminate TFLP was taken by its General Partner, Torchlight GP, in the best interests of the Limited Partners of TFLP as a whole and following broad consultation across the limited partner base. Following the termination of TFLP and the distribution of cash and assets to its Limited Partners, Torchlight Group would hold directly the interests in the underlying assets that it had previously held indirectly through TFLP. Consequently, the Directors of PGC determined that from 23 December 2025 it would be appropriate to transition immediately to the accounting standards set out under IFRS 10 for Investment Entities and as set out under IFRS 10.27.

The change in Investment Entity status has been applied prospectively therefore from 23 December 2025 and comparatives have not been restated. As a result, the current period’s financial information is not directly comparable with prior periods, which were previously prepared on a consolidated basis. Accordingly, from the date of transition, the Company ceased consolidating its subsidiaries and instead measures the value of its investments at fair value, with changes in fair value at period ends being adjusted through its profit or loss statement. Further details regarding the assessment of Investment Entity status are provided in Note 2(c).

The Directors have accounted for the change in the Company’s status to an Investment Entity in accordance with IFRS 10 paragraph B101, which requires a change in Investment Entity status to be accounted for prospectively from the date of the change in status. Accordingly, the financial statements for the period from 1 July 2025 to 23 December 2025 have been prepared on a consolidated basis, and Investment Entity accounting has been applied prospectively from 23 December 2025. The Directors’ assessment of fair value of the Company’s investments was recognised on adoption of Investment Entity accounting, and at the reporting date, has been recorded in these Interim Financial Statements.

#### Going concern

The Directors have considered the Company’s position as an Investment Entity following the transition to that status on 23 December 2025 and the termination of TFLP with effect from 31 March 2026. Following the termination of TFLP, the Company’s wholly-owned subsidiary Torchlight Group will hold direct interests in the underlying assets previously held indirectly through TFLP, in accordance with the distribution mechanics provided for under the TFLP limited partnership agreement. The Directors have considered (i) the fair value of the Company’s investments at 31 December 2025 of £147.8 million, measured by reference to an independent valuation of RCL at 31 December 2025 adopted by the Directors as set out in notes 2(b) and 15; (ii) the expected timing and quantum of distributions and refinancing activity in respect of the principal underlying investment in RCL, including the planned senior secured refinance to be completed within the going concern assessment period; and (iii) the Company’s stand-alone liquidity position and the absence of recourse debt at the Company level following derecognition of the subsidiaries’ borrowings on transition.

The Directors believe the Company is able to generate cash flows to fund its operations from liquidity from the repayment of loan obligations and from its investment portfolio. Having considered the risks that could impact the Company’s liquidity, the Directors have a reasonable expectation that the Company has sufficient resources to continue its operations for a period of at least 12 months from the date of approval of these Interim Financial Statements. Accordingly, the Directors are of the opinion that it remains appropriate to prepare these Interim Financial Statements on a going concern basis.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 2. Basis of preparation (continued)

#### (a) Statement of compliance

These Interim Financial Statements have been prepared in accordance with International Accounting Standard IAS 34 Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and with applicable legal and regulatory requirements. These Interim Financial Statements do not include all the information and disclosures required for a complete set of financial statements as described in IAS 1 Presentation of Financial Statements, and should be read in conjunction with PGC's Audited Consolidated Financial Statements for the year ended 30 June 2025.

The accounting policies applied in these Interim Financial Statements are consistent with those applied in PGC's Annual Report and Consolidated Financial Statements for the year ended 30 June 2025, which were prepared in accordance with IFRS Accounting Standards, as issued by the IASB. Having reassessed the principal risks, the Company's financial position as at 31 December 2025 and the factors that may impact its performance in the forthcoming year, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing these Company's Interim Financial Statements.

As a Guernsey domiciled company, the Interim Financial Statements also comply with the legal and regulatory requirements of The Companies (Guernsey) Law, 2008 (as amended).

#### (b) Accounting judgements and major sources of estimation uncertainty

##### Management judgements

With the exception of the change in judgement with effect from 23 December 2025 around the Company's status as an Investment Entity under the terms of IFRS 10, the judgements made by the Board of Directors are consistent with those made in the audited consolidated financial statements for the year ended 30 June 2025.

##### Management estimates - Valuation of investments - Fair value through profit or loss

Given the Company's status as an Investment Entity under the terms of IFRS 10, the determination of fair value for the underlying investments held by the Company involves significant judgment and estimation. Actual outcomes may differ from these estimates.

The Directors assessed the fair value of all of the Company's investments at 31 December 2025. For privately held investments, this approach involved preparing financial models for each investment using key assumptions and a balanced range of likely outcomes to assess fair value. The only listed investment was in KCR which was valued at the prevailing share price at 31 December 2025 of 8.35p per share (2024: 9.5p per share). Given its materiality, the Directors referenced their fair value estimate of RCL on a third-party valuation undertaken by a globally leading firm of valuation experts alongside analysis of historical data, key assumptions in financial models regarding business and industry performance, economic conditions and market trends. For all its investments, the Directors review estimates and underlying assumptions on an ongoing basis, with any revisions recognised in the period of the change and prospectively in future periods as applicable. The reliability of fair value assessment and valuation is inherently subject to the availability of comparable data and the uncertainty associated with forecasting future events. Given the inherent subjectivity in fair value measurement, asset valuations may not precisely reflect actual realisable values. Changes in underlying assumptions or market conditions could result in material adjustments to the carrying amounts of the Company's financial assets. Refer to Note 15 and 18 for further details.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 2. Basis of preparation (continued)

#### (c) Assessment of Investment Entity status

Entities that meet the definition of an Investment Entity within IFRS 10 “Consolidated Financial Statements” (“IFRS 10”) are required to measure their subsidiaries at fair value through profit and loss rather than consolidate them. The criteria which define an Investment Entity are as follows:

- An entity that obtains funds from one or more investors for the purpose of providing those investors with investment management services.
  - PGC is a Guernsey-domiciled company with its ordinary shares listed on the Official List of The International Stock Exchange (“TISE”). The Company’s objective includes providing investment management services to investors with the objective of achieving capital growth and dividend income from its direct and indirect investments. The Company’s ordinary shares are held by a widely held shareholder register, comprising institutional, family office and individual shareholders across multiple jurisdictions, many of whom have been longstanding shareholders in the Company. The Directors believe that the wide range of shareholders in the Company are therefore provided with investment management services via their shareholding interests in the Company
- An entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both.
  - The principal investment objective of the Company, as stated in its Articles of Association, is that PGC has the characteristics of an investment company permitting long-term balance-sheet investing, capital allocation and the holding of investments for the purpose of capital appreciation rather than a trading or operating model. The Articles of Association allow the Company to:
    - acquire, hold, manage, and dispose of shares, securities, and other investments;
    - carry on business as a holding company;
    - invest and manage capital and property as principal; and
    - acquire and hold interests in other companies and businesses.
  - In addition, the Company has the power to raise capital through the issuance of shares and use that capital to make further investments.
- An entity that measures and evaluates the performance of substantially all its investments on a fair value basis.
  - From 23 December 2025, the Company measures and evaluates the performance of substantially all of its investments on a fair value basis. Fair value is the primary measurement attribute used by the Board to assess investment performance and to inform capital allocation. The fair value of the Company’s investments, including its indirect interest in TFLP, has, for this purpose, been determined by reference to the independent 31 December 2025 valuation of RCL adopted by the Directors, prepared by a globally recognised independent valuation firm in connection with the termination and wind-up of TFLP. Accordingly, the Directors believe that this condition has been met.

IFRS 10 requires that when an entity is assessing whether it meets the definition as an Investment Entity, it considers whether it has the following typical characteristics:

- It has more than one investment.
  - Through its wholly-owned subsidiary Torchlight Group, which holds an 84.58% limited partnership interest in TFLP, the Company indirectly holds a number of investments. In addition, PGC holds other direct interests in property assets in New Zealand.
- It has more than one investor.
  - The ordinary shares of PGC are listed on the Official List of TISE and has multiple investors.
- It has investors that are not related parties of the entity.
  - The Company has many shareholders who are not related parties to PGC.
- It has ownership interests in the form of equity or similar interests.
  - The Company’s principal investment is its 100% shareholding in Torchlight Group, which in turn holds an 84.58% limited partnership interest in TFLP, and therefore indirectly to its equity participations in a number of companies and its assets (and the borrowing facilities extended to those companies).

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 2. Basis of preparation (continued)

#### (c) Assessment of Investment Entity status (continued)

##### Exit strategies

The primary investment objective of PGC is to achieve capital growth from its investments and, should the terms be in the best interests of its shareholders, realise its investments for the maximum consideration possible. The Company does not seek to hold its investments indefinitely.

The Company's exit strategies, and timeframes for holding its investments, is determined for each investment on a case-by-case basis. PGC has no other interest in its investments other than the potential for capital gain or investment returns in the form of dividend or interest income from its holding in any particular investment. The types of exit strategies likely to be deployed by the Company include:

- Private equity investments – via trade sale, the sale of business assets or sale into an active market.
- Real estate investments – sale of real estate.

As set out consistently in commentary by the Company in its financial statements issued for previous periods, the Company's current investments have been acquired and developed over the past several years. The effect of the Company's strategy is now more clearly reflected in the fair value assessment of the Company's assets. This strategy is reflected in the capital gain recognised in these Interim Financial Statements. The Company's investments are held to ensure, rather than for strategic control purposes, that time is allowed to yield the maximum capital appreciation for the benefit of the Company's shareholders. Once the appropriate conditions are met, the Company will seek to realise its investments at the maximum value to third parties and realise such value should the opportunity present itself.

The exit strategies set out above do not preclude the Company from acquiring new investments, indeed it is the intention of the Company to seek further investment opportunities and is actively assessing a number of interesting opportunities currently.

#### (d) Functional and presentation currency

The Directors consider New Zealand dollars ("NZD") to be the functional currency of the Company, as it is the currency in which capital is raised and returned. In addition, all equity related transactions (including dividends) are settled in NZD.

The presentation currency of these Interim Financial Statements is British Pound Sterling ("GBP" or "£"). The figures in the Interim Financial Statements and related notes have been translated from NZD and from Australian Dollars ("AUD").

### 3. Material accounting policies

During the current reporting period, the Company underwent a significant change in its accounting framework following its reassessment and subsequent classification as an Investment Entity in accordance with IFRS 10. This change has had a pervasive impact on the recognition, measurement and presentation of the Company's financial statements and is therefore considered the most significant change in facts and circumstances for the period.

#### (a) Change in circumstances – transition to Investment Entity status

As set out more fully in Note 2 to these Interim Financial Statements, on 23 December 2025 the Company determined that it meets the definition of an Investment Entity in accordance with IFRS 10. This represents a significant change in circumstances, resulting in a transition from preparing consolidated financial statements to measuring its investments at fair value through the profit or loss statement.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 3. Material accounting policies

#### (a) Change in circumstances – transition to Investment Entity status (continued)

##### *Nature of the change*

Prior to 23 December 2025, the Company consolidated its subsidiaries in accordance with IFRS 10. From that date, in accordance with the Investment Entity exception under IFRS 10, the Company no longer consolidates its subsidiaries and instead measures investments in subsidiaries at fair value through profit or loss in accordance with IFRS 9 Financial Instruments.

##### *Reason for the change*

The change arose from the upcoming termination of TFLP, the limited partnership through which the Company indirectly holds, via its wholly-owned subsidiary Torchlight Group, its most material investment. Accordingly, the Directors assessed that the Company met the definition of an Investment Entity within IFRS 10.

##### *Financial effect of the change*

The application of the change in facts and circumstances resulted in the derecognition of the underlying assets and liabilities of subsidiaries and the recognition of investments at fair value through profit or loss. As a result, this provides more reliable and relevant information as it reflects the way the Company's performance is evaluated and managed as an Investment Entity. In particular, the measurement of investments at fair value aligns with the Company's stated objective of generating returns through capital appreciation and investment income and provides users of the financial statements with transparent and decision-useful information regarding the value of the Company's underlying investment portfolio.

As a consequence, the Company's statement of financial position is presented on a stand-alone basis at 31 December 2025, with no consolidation of subsidiary balances, and future reporting periods will continue to reflect investments measured at fair value. The transition to investment entity status has resulted in the recognition of a gain in profit or loss, arising from the derecognition of the subsidiary assets and liabilities and recognition of the investment at fair value through the profit or loss statement. Accordingly, under IAS 21, the cumulative foreign currency translation differences relating to those subsidiaries have been reclassified from the foreign currency translation reserve to accumulated gains through the Statement of Changes in Equity.

##### *Comparative information*

The comparative information has not been restated, as the Company was not considered an Investment Entity in prior periods and presented consolidated financial statements.

#### (b) Foreign currency translation reserve

Foreign exchange differences arising on consolidation of foreign operations are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. Upon the transition of the Company to an Investment Entity, the Company is deemed to have disposed of its subsidiaries. Accordingly, under IAS 21, the cumulative foreign currency translation differences relating to those subsidiaries have been reclassified from the foreign currency translation reserve to accumulated gains through the Statement of Changes in Equity.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 4. Segmental analysis

The Company has three reportable segments, as described below, which are the Company's strategic divisions. The following summary describes the operations in each of the Company's reportable segments for the current period:

<b>Torchlight Group</b>	Provider of investment management services and a proprietary investor (both directly and in funds it manages).
<b>Property Group</b>	Management of the Company's property assets
<b>Parent Company</b>	Parent Company that holds investments in and advances to/from subsidiaries

Information regarding the results of each reportable segment is shown on the following pages. Before 23 December 2025 performance was measured based on segment profit and loss and after date of transition it is based on fair value, as included in the internal management reports that are reviewed by the Board, which is the Chief Operating Decision Maker ("CODM").

As an Investment Entity, the Board is responsible for overseeing and monitoring the performance of the Company's investment portfolio. As such, the Company operates as a single investment segment. The Board reviews the business as a whole and investment performance is assessed primarily using:

- Net Asset Value (NAV) per share
- Fair value and share price movements of its portfolio of investments
- Total return on a NAV and share-price basis
- Revenue and returns on capital
- Cash and liquidity position, including follow-on funding capacity

These measures reflect the information used by the CODM when evaluating performance and making strategic investment decisions

The accounting policies of the reportable segments are the same as the Company's accounting policies.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 4. Segmental analysis (continued)

#### Company's reportable segments

##### Revenue and expenditure

For the period ended  
31 December 2025 -  
Unaudited<sup>1</sup>

	Continuing Operations				Total
	Torchlight Segment	Property Group	Parent Company	Inter- segment eliminations	
	£000	£000	£000	£000	£000
<b>External revenue</b>					
Interest revenue	439	-	-	-	439
Other revenue	2,706	5	1	-	2,712
Gross revenue from land development and resale	29,460	-	-	-	29,460
Cost of land development sales	(18,278)	-	-	-	(18,278)
	<b>14,327</b>	<b>5</b>	<b>1</b>	<b>-</b>	<b>14,333</b>
<b>Internal loss</b>					
Foreign exchange gains	1,459	-	-	-	1,459
<b>Total segment gains</b>	<b>15,786</b>	<b>5</b>	<b>1</b>	<b>-</b>	<b>15,792</b>
<b>Expenses</b>					
Administration expenses	(6,061)	(58)	(288)	-	(6,407)
<b>Total operating expenses</b>	<b>(6,061)</b>	<b>(58)</b>	<b>(288)</b>	<b>-</b>	<b>(6,407)</b>
Interest expense	(9,811)	-	-	-	(9,811)
<b>Loss for the period before tax (pre- transition)</b>	<b>(86)</b>	<b>(53)</b>	<b>(287)</b>	<b>-</b>	<b>(426)</b>
Gain on transition to Investment Entity	-	-	141,506	-	141,506
Income tax credit	-	-	-	-	-
<b>Profit/(loss) for the period after tax</b>	<b>(86)</b>	<b>(53)</b>	<b>141,219</b>	<b>-</b>	<b>141,080</b>
Non-controlling interests	100	-	-	-	100
<b>Profit/(loss) for the period attributable to owners of the Company</b>	<b>14</b>	<b>(53)</b>	<b>141,219</b>	<b>-</b>	<b>141,180</b>

#### Assets and liabilities

As at 31 December 2025 -  
Unaudited

	Continuing operations				Total
	Torchlight Group	Property Group	Parent Company	Inter- segment eliminations	
	£000	£000	£000	£000	£000
<b>Total assets</b>	<b>-</b>	<b>-</b>	<b>147,885</b>	<b>-</b>	<b>147,885</b>
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>454</b>	<b>-</b>	<b>454</b>

<sup>1</sup> Represents a combination of consolidated comprehensive income for the period up to 23 December 2025 and stand-alone entity comprehensive income for the period thereafter, following the Company's transition to an IFRS 10 Investment Entity (see Note 5).

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 4. Segmental analysis (continued)

#### Company's reportable segments (continued)

Revenue and expenditure For the period ended 31 December 2024 - Unaudited <sup>1</sup>	Continuing Operations				Total
	Torchlight Segment	Property Group	Parent Company	Inter- segment eliminations	
	£000	£000	£000	£000	
<b>External revenue</b>					
Interest revenue	626	-	-	-	626
Other revenue	2,683	6	-	-	2,689
Gross revenue from land development and resale	32,682	-	-	-	32,682
Cost of land development sales	(24,938)	-	-	-	(24,938)
Net investment gains	785	-	-	-	785
	<b>11,838</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>11,844</b>
<b>Internal loss</b>					
Foreign exchange losses	(39)	-	(31)	-	(70)
<b>Total segment gains</b>	<b>11,799</b>	<b>6</b>	<b>(31)</b>	<b>-</b>	<b>11,774</b>
<b>Expenses</b>					
Administration expenses	(5,945)	(46)	(332)	-	(6,323)
<b>Total operating expenses</b>	<b>(5,945)</b>	<b>(46)</b>	<b>(332)</b>	<b>-</b>	<b>(6,323)</b>
Interest expense	(9,994)	-	-	-	(9,994)
<b>Loss for the period before tax</b>	<b>(4,140)</b>	<b>(40)</b>	<b>(363)</b>	<b>-</b>	<b>(4,543)</b>
Income tax credit	-	-	-	-	-
<b>Loss for the period after tax</b>	<b>(4,140)</b>	<b>(40)</b>	<b>(363)</b>	<b>-</b>	<b>(4,543)</b>
Non-controlling interests	497	-	-	-	497
<b>Loss for the period attributable to owners of the Company</b>	<b>(3,643)</b>	<b>(40)</b>	<b>(363)</b>	<b>-</b>	<b>(4,046)</b>
<b>Assets and liabilities</b>					
As at 30 June 2025 - Audited <sup>1</sup>	Continuing operations				Total
	Torchlight Group	Property Group	Parent Company	Inter- segment eliminations	
	£000	£000	£000	£000	
<b>Total assets</b>	<b>206,087</b>	<b>1,760</b>	<b>53,479</b>	<b>(93,322)</b>	<b>168,004</b>
<b>Total liabilities</b>	<b>178,806</b>	<b>10,317</b>	<b>309</b>	<b>(34,317)</b>	<b>155,115</b>

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 4. Segmental analysis (continued)

#### Subsidiaries

The Company had direct and indirect equity interests in the following entities as at 31 December 2025 and 30 June 2025:

Significant subsidiaries	Principal place of business	Nature of business	31 December 2025	30 June 2025 <sup>1</sup>
			% held	% held
MARAC Financial Services Limited	New Zealand	Investment holding	100%	100%
MARAC Investments Limited	New Zealand	Property and commercial financing	100%	100%
Equity Partners Asset Management Limited	New Zealand	Asset management	100%	100%
Equity Partners Infrastructure Management Limited	New Zealand	Asset management	100%	100%
NZ Credit Fund (GP) 1 Limited	New Zealand	Asset management	100%	100%
Torchlight Securities Limited*	New Zealand	Asset management	100%	100%
Torchlight Fund No.2 LP	New Zealand	Investment holding entity	100%	100%
Torchlight (GP) 2 Limited	New Zealand	Non-trading company	100%	100%
Real Estate Credit Limited	New Zealand	Property asset management	100%	100%
Property Assets Limited	New Zealand	Property asset management	100%	100%
Land House Limited	New Zealand	Property asset management	100%	100%
Torchlight Group	Cayman Islands	Holding company	100%	100%
Torchlight GP Limited	Cayman Islands	Asset management	100%	100%
Torchlight Fund LP <sup>2</sup>	Cayman Islands	Investment holding entity	84.6%	84.6%
Real Estate Southern Holdings Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
Henley Downs Village Investments Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
Torchlight Real Estate Group <sup>2</sup>	Cayman Islands	Bare Trustee	84.6%	84.6%
RCL Real Estate Holdings <sup>2</sup>	Cayman Islands	Bare Trustee	84.6%	84.6%
RCL Real Estate Pty Ltd <sup>2</sup>	Australia	Holding Company	84.6%	84.6%
RCL Queenstown Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL PRM Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
The Modular Concrete Construction Company Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
Sanctuary Land Developments Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
TMC3 Pty Ltd (formerly RCL Links Pty Ltd) <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Grandvue Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Haywards Bay Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Port Stephens Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Pacific Dunes Golf Operations Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Forster Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL St Albans Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Merimbula Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Renaissance Rise Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Real Estate Australia Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Sunbury Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%

\*Dormant entity

<sup>1</sup> Consolidated 30 June 2025

<sup>2</sup> Collectively Torchlight Fund LP and its subsidiaries

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 4. Segmental analysis (continued)

#### Group entities (continued)

Significant subsidiaries	Principal place of business	Nature of business	31 December 2025	30 June 2025 <sup>1</sup>
			% held	% held
RCL Gwandalan Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Nords Pty Ltd <sup>2</sup>	Australia	Property Investment	84.6%	84.6%
RCL Henley Downs Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
RCL Homestead Bay Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
RCL Jack's Point Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
Jack's Point Village Terraces Limited <sup>2</sup>	New Zealand	Property Investment	84.6%	84.6%
KCR Residential REIT plc <sup>2</sup>	United Kingdom	Property Investment	46.9%	46.9%
<b>Torchlight Group</b>	<b>RCL Group*</b>	<b>Property Group</b>		
MARAC Financial Services Limited	RCL Real Estate Holdings	Real Estate Credit Limited		
Torchlight Securities Limited	RCL Real Estate Pty Ltd	Property Assets Limited		
Torchlight Fund No.2 LP	RCL Queenstown Pty Ltd	Land House Limited		
Torchlight (GP) 2 Limited	RCL PRM Pty Ltd	MARAC Investments Ltd		
Torchlight GP Limited	The Modular Concrete Construction Company Pty Ltd (formerly RCL Sanctuary Lakes Pty Ltd)			
Torchlight Fund LP*	Sanctuary Land Developments Pty Ltd			
Henley Downs Village Investments Limited	TMC3 Pty Ltd (formerly RCL Links Pty Ltd)			
Torchlight Real Estate Group	RCL Grandvue Pty Ltd			
Equity Partners Asset Management Limited	RCL Haywards Bay Pty Ltd			
Equity Partners Infrastructure Management Limited				
NZ Credit Fund (GP) 1 Limited	RCL Port Stephens Pty Ltd			
Torchlight (GP) 1 Limited	RCL Pacific Dunes Golf Operations Pty Ltd			
Torchlight Group	RCL Forster Pty Ltd			
KCR Residential REIT plc	RCL Merimbula Pty Ltd			
	RCL Renaissance Rise Pty Ltd			
	RCL Real Estate Australia Pty Ltd			
	RCL Henley Downs Limited			
	RCL Sunbury Pty Ltd			
	RCL Jack's Point Limited			
	RCL St Albans Pty Ltd			
	RCL Homestead Bay Limited			
	RCL Gwandalan Pty Ltd			
	RCL Nords Pty Ltd			
	Jack's Point Village Terraces Limited			
	Real Estate Southern Holdings Limited			

\*RCL Group included in Torchlight Fund LP

<sup>1</sup> Consolidated 30 June 2025

<sup>2</sup> Collectively Torchlight Fund LP and its subsidiaries

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 5. Transition to Investment Entity status

As set out more fully in note 2 to these Interim Financial Statements, from 23 December 2025, the Company ceased preparing consolidated financial statements and recognized its investments at their fair value. The derecognition of the subsidiary assets and liabilities and recognition of the investment at fair value through profit and loss resulted in GBP141.5m gain on transition.

In accordance with IFRS 10, the Company has accounted for the change prospectively and has not restated the 30 June 2025 results. A comparison between the presentation of the net assets of the Company at the transition date of 23 December 2025 is shown below:

	<b>23 December 2025 £000 Consolidated</b>	<b>Subsidiary balance £000 Adjustments</b>	<b>23 December 2025 £000</b>
Cash and cash equivalents	6,092	(6,092)	-
Finance receivables	1,094	(1,094)	-
Trade and other receivables	3,508	(3,381)	127
Inventories	104,050	(104,050)	-
Prepayments	2,288	(2,288)	-
Assets held for sale	8,948	(8,948)	-
Investment properties	26,529	(26,529)	-
Investments – Fair value through profit or loss	1,637	146,121	147,758*
Advances to related parties	5,073	(5,073)	-
Property, plant and equipment	2,365	(2,365)	-
Deferred tax asset	4,378	(4,378)	-
Trade and other payables	(2,718)	2,264	(454)
Borrowings	(151,982)	151,982	-
<b>Total equity</b>	<b>11,262</b>	<b>136,169</b>	<b>147,431</b>
Non-controlling interest	(5,337)	5,337	-
<b>Equity attributable to the owners of the Company</b>	<b>5,925</b>	<b>141,506</b>	<b>147,431</b>

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 5. Transition to Investment Entity (continued)

\* On the transition date of 23 December 2025, the Company's equity interest in the subsidiaries ceased to be consolidated. Subsequent to the transition date, the fair value of the subsidiaries is accounted for as a financial asset at fair value through profit or loss. On the transition date, the value of the consolidated assets and liabilities of the subsidiaries that ceased to be consolidated are detailed below:

	<b>Total £000</b>
Cash and cash equivalents	6,092
Finance receivables	1,094
Trade and other receivables	3,381
Inventories	104,050
Prepayments	2,288
Assets held for sale	8,948
Investment properties	26,529
Investments – Fair value through profit or loss	1,637
Advances to related parties	5,073
Property, plant and equipment	2,365
Deferred tax asset	4,378
Trade and other payables	(2,264)
Borrowings	(151,982)
Non-controlling interest	(5,337)
<b>Total consolidated net assets of subsidiaries derecognised</b>	<b>6,252</b>
<b>The fair value of the subsidiaries recognised on a stand-alone basis</b>	<b>147,758</b>
<b>Total gain on transition to Investment Entity status of the equity interest in subsidiaries</b>	<b>141,506</b>

### 6. Other investment gains and other revenue

	<b>Unaudited 6 months to 31 December 2025 £000</b>	<b>Unaudited 6 months to 31 December 2024<sup>1</sup> £000</b>
<b>Other investment gains</b>		
Gain on revaluation of investment properties	-	785
<b>Total other investment gains</b>	<b>-</b>	<b>785</b>
<b>Other revenue</b>		
Golf revenue	1,388	1,393
Rental revenue	1,017	861
Miscellaneous revenue	307	435
<b>Total other revenue</b>	<b>2,712</b>	<b>2,689</b>

Golf revenue and expenses have been generated from the operations of a golf course within the Company's subsidiary RCL Pacific Dunes Golf Operations Pty Ltd.

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 7. Administration expenses

	Unaudited 6 months to 31 December 2025 £000	Unaudited 6 months to 31 December 2024 <sup>1</sup> £000
Directors' fees	60	60
Personnel expenses *	2,025	1,924
Legal and consultancy fees	1,343	1,164
Other operating expenses **	2,979	3,175
<b>Selling and administration expenses</b>	<b>6,407</b>	<b>6,323</b>

\* Personnel expenses have been generated from within RCL and from KCR.

\*\* Other operating expenses include property expenses, golf expenses, listing and regulatory costs, audit fees and other overhead expenditure. There are no other individual (or aggregated) significant expenses for further disaggregation.

### 8. Reconciliation of profit after tax to net cash flows from operating activities

	Unaudited 6 months to 31 December 2025 £000	Unaudited 6 months to 31 December 2024 <sup>1</sup> £000
<b>Profit/(loss) for the period after tax</b>	<b>141,080</b>	<b>(4,543)</b>
<b>Adjustments for non-cash items:</b>		
Gain on transition to Investment Entity	(141,506)	-
Foreign exchange (gains)/losses	(936)	650
Depreciation and amortisation of non-current assets	398	395
Gain on revaluation of investment properties	-	(785)
Interest revenue	(225)	(211)
Interest expense	9,414	9,701
Other non-cash items	325	67
<b>Total non-cash items</b>	<b>(132,530)</b>	<b>9,817</b>
<b>Adjustments for movements in working capital:</b>		
Trade and other receivables	8	302
Trade and other payables	(115)	(1,227)
Movement in development costs	5,166	14,889
<b>Total movements in working capital</b>	<b>5,059</b>	<b>13,964</b>
<b>Net cash flows from operating activities</b>	<b>13,609</b>	<b>19,238</b>

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 9. Earnings/(loss) per share attributable to owners of the Company

Basic and diluted earnings/(loss) per share is calculated by dividing the net profit after tax by the weighted average number of ordinary shares in issue during the period.

	Unaudited 6 months to 31 December 2025	Unaudited 6 months to 31 December 2024 <sup>1</sup>
Profit/(loss) after tax attributable to owners of the Company (£000)	141,180	(4,046)
Weighted average number of ordinary shares in issue (000)	189,923	189,923
<b>Basic and diluted earnings/(loss) (pence per share)</b>	<b>74.34p</b>	<b>(2.13p)</b>
<b>Basic and diluted earnings/(loss) (pence per share) - continuing operations</b>	<b>74.34p</b>	<b>(2.13p)</b>
	<b>Unaudited 31 December 2025</b>	<b>Audited 30 June 2025<sup>1</sup></b>
<b>Net tangible assets per share (pence per share)*</b>	<b>77.63p</b>	<b>3.81p</b>

\* Net tangible assets per share are calculated by dividing the net tangible assets by the shares in issue at period/year end.

### 10. Share capital and reserves

#### Authorised capital

The Company has the power to issue an unlimited number of shares of no par value which may be issued as Redeemable Shares or otherwise. The Company only has NZ Dollar non-redeemable Ordinary Shares in issue at the date of this report.

	Unaudited 31 December 2025 Shares 000s	Audited 30 June 2025 Shares 000s
<b>Number of issued shares</b>		
Opening balance	189,923	189,923
Share buy-backs	-	-
<b>Closing balance</b>	<b>189,923</b>	<b>189,923</b>

The shares have equal voting rights and rights to dividends and distributions and do not have a par value.

	Unaudited 31 December 2025 £000	Audited 30 June 2025 £000
<b>Share capital</b>		
Opening balance	149,506	149,506
Share buy-backs	-	-
<b>Closing balance</b>	<b>149,506</b>	<b>149,506</b>

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 10. Share capital and reserves (continued)

#### Foreign currency translation reserve<sup>1</sup>

The foreign currency translation reserve comprises accumulated exchange differences arising on the conversion of the Company's operations denominated in New Zealand Dollars and Australian Dollars to British Pound Sterling. Upon transition to investment entity status on 23 December 2025, cumulative foreign currency translation differences relating to subsidiaries have been reclassified from the foreign currency translation reserve to accumulated gains through the Statement of Changes in Equity.

#### Non-controlling interests ("NCI") reserve

NCI reserve represents the accumulated losses attributable to the NCIs. This reserve was derecognised on 23 December 2025 upon the Company's reclassification as an Investment Entity.

#### NCI acquisition reserve

NCI acquisition reserve represents the accumulated net losses recognised, prior to transition, on a consolidated basis in transactions with NCIs. This reserve was derecognised on 23 December 2025 upon the Company's reclassification as an Investment Entity.

### 11. Finance receivables

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
<b>Current</b>		
Gross finance receivables	-	1,048
<b>Total finance receivables</b>	<b>-</b>	<b>1,048</b>

Finance receivables were loans with various terms and interest rates.

Following the transition to Investment Entity status with effect from 23 December 2025, the Company no longer consolidates its subsidiaries and, accordingly, the finance receivables are no longer recognised in the Company's Statement of Financial Position, but are incorporated into the valuation of the Company's investments at fair value through profit or loss.

### 12. Inventories

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
<i>Land held for resale</i>		
<b>Current assets</b>		
Cost of acquisition	-	19,848
Development costs	-	21,910
	<b>-</b>	<b>41,758</b>
<b>Non-current assets</b>		
Cost of acquisition	-	58,343
Development costs	-	7,213
	<b>-</b>	<b>65,556</b>
<b>Total inventories</b>	<b>-</b>	<b>107,314</b>

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 12. Inventories (continued)

The majority of the Company's inventories were held in the Torchlight Group segment of the business, principally through the RCL Australian and New Zealand registered subsidiaries. These inventories consisted of residential land subdivisions and property development in the geographical areas of Australia and New Zealand. In accordance with the Company's accounting policy, inventories were held at the lower of cost and net realisable value. All inventories were held at cost.

During the period, £18.28 million (31 December 2024: £24.93 million) of inventories in respect of the RCL subsidiaries were recognised in cost of land development sales in the interim condensed Statement of Comprehensive Income. No impairment of inventories was recognised as an expense during the period (31 December 2024: £Nil).

Following the transition to Investment Entity status with effect from 23 December 2025, the Company no longer consolidates its subsidiaries and, accordingly, the inventories are no longer recognised in the Company's Statement of Financial Position, but are incorporated into the valuation of the Company's investments at fair value through profit or loss.

### 13. Investment properties

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
<b>Brought forward</b>	26,529	27,318
Additions	-	210
Transfers from inventories	-	3,981
Revaluation	-	4,557
Foreign exchange on translation	-	(311)
Reclassified to assets held for sale	-	(9,226)
Change of accounting treatment to IFRS 10 Investment Entity	(26,529)	-
<b>Total investment properties</b>	<b>-</b>	<b>26,529</b>

Following the transition to Investment Entity status with effect from 23 December 2025, the Company no longer consolidates its subsidiaries and, accordingly, the investment properties are no longer recognised in the Company's Statement of Financial Position, but are incorporated into the valuation of the Company's investments at fair value through profit or loss.

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 14. Assets held for sale

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
Opening balance	9,226	-
Reclassified from investment properties	-	9,226
Foreign exchange on translation	(278)	-
Change of accounting treatment to IFRS 10 Investment Entity	(8,948)	-
	-	9,226

Following the transition to Investment Entity status with effect from 23 December 2025, the Company no longer consolidates its subsidiaries and, accordingly, the assets held for sale are no longer recognised in the Company's Statement of Financial Position, but are incorporated into the valuation of the Company's investments at fair value through profit or loss.

### 15. Investments – Fair value through profit or loss

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
<b>Non-current assets</b>		
4B Mining Corp – Royalty	-	1,241
4B Mining Corp – Equity	-	365
Torchlight Group	146,252	-
Property Group	1,506	-
	147,758	1,606
<b>Total Investments – Fair value through profit or loss</b>		
	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
Beginning of the period	1,606	1,740
Change of accounting treatment to IFRS 10 Investment Entity	146,152	-
Foreign exchange on translation	-	(134)
	147,758	1,606
<b>Balance at the end of the period</b>		

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 15. Investments – Fair value through profit or loss (continued)

A summary of the consolidated financial information for the Company and its subsidiaries as at the date of transition is as follows:

<b>Summary of Consolidated Statement of Financial Position of Pyne Gould Corporation Limited</b>	<b>Unaudited 23 December 2025 £000</b>	<b>Audited 30 June 2025<sup>1</sup> £000</b>
<b>Assets</b>		
Cash and cash equivalents	6,092	4,398
Finance receivables	1,094	1,048
Trade and other receivables	3,508	4,360
Inventories	104,050	107,314
Prepayments	2,288	1,906
Assets held for sale	8,948	9,226
Investment properties	26,529	26,529
Investments – Fair value through profit or loss	1,637	1,606
Advances to related parties	5,073	4,909
Property, plant and equipment	2,365	2,598
Deferred tax asset	4,378	4,110
<b>Total assets</b>	<b>165,962</b>	<b>168,004</b>
<b>Liabilities</b>		
Trade and other payables	2,718	4,931
Borrowings	151,982	150,184
<b>Total liabilities</b>	<b>154,700</b>	<b>155,115</b>
<b>Equity</b>		
Total equity – attributable to the owners of the Company	5,925	7,231
Non-controlling interests	5,337	5,658
<b>Total equity</b>	<b>11,262</b>	<b>12,889</b>
<b>Total equity and liabilities</b>	<b>165,962</b>	<b>168,004</b>
<b>Summary Consolidated Statement of Comprehensive Income of Pyne Gould Corporation Limited</b>	<b>Unaudited 23 December 2025 £000</b>	<b>Unaudited 31 December 2024<sup>1</sup> £000</b>
Revenue from land development and resale	29,460	32,682
Cost of land development sales	(18,278)	(24,938)
Other revenue	2,712	2,689
Administration expenses	(6,407)	(6,323)
Other investment gains	-	785
Foreign exchange gains/(losses)	1,459	(70)
Interest revenue	439	626
Interest expense	(9,811)	(9,994)
<b>Loss for the period</b>	<b>(426)</b>	<b>(4,543)</b>
Foreign currency adjustment on translation to presentation currency	(1,201)	(639)
<b>Total comprehensive loss for the period</b>	<b>(1,627)</b>	<b>(5,182)</b>
<b>Total comprehensive loss attributable to:</b>		
Owners of the Company	(1,306)	(4,659)
Non-controlling interests	(321)	(523)

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 15. Investments – Fair value through profit or loss (continued)

Below is an analysis of how the fair value of the investments was estimated and the key assumptions used:

£000

#### Fair value of underlying investments

##### Torchlight Group

Torchlight Fund LP	132,613
Torchlight Group (Cayman)	13,547
Torchlight GP Limited	92

#### Total Torchlight Group

146,252

##### Property Group

Land House Limited	1,497
Property Assets Limited	9

#### Total Property Group

1,506

#### Total investments – fair value through profit or loss

147,758

##### Torchlight Group

##### Torchlight Fund LP

- The Company through Torchlight Group holds an 84.58% interest in Torchlight Fund LP (“TFLP”) through direct limited partnership interests. Fair value is determined based on TFLP’s Net Asset Value (NAV), which represents the Company’s proportionate share of the underlying assets and liabilities. The NAV is denominated in Australian dollars and incorporates valuations prepared by an independent external valuator in respect of the TFLP’s investment in RCL, reflecting the Company’s ownership interest.

As at 31 December 2025, the NAV of the TFLP attributable to the Company amounted to GBP132.6m.

##### Torchlight Group (Cayman)

- The Company through Torchlight Group holds a 100% ownership interest in Torchlight Group (Cayman) and is entitled to carried interest distributions from TFLP in accordance with the TFLP’s distribution waterfall, subject to the achievement of specified performance hurdles. Fair value is determined based on the amount of carried interest allocable under the TFLP’s distribution waterfall.

The Company through Torchlight Group holds an investment in 4B Mining Corp comprising equity and a 1% gross revenue royalty over the Corumbá iron ore and manganese project in Brazil. The mine is back in production with volumes building, however uncertainty remains around capital structure and future funding. The equity investment of 9,340,625 shares is not ascribed a carrying value (N/A), reflecting ongoing uncertainty regarding a potential capital raising expected to be highly dilutive to minority investors, with no agreed transaction or pricing reference. Total carrying value of the 4B Mining investment comprising the royalty is USD 1.7m, no value is ascribed to the equity (N/A).

As at 31 December 2025, the total amount allocable to the Company was GBP13.5m. This includes a loan from Australasian Equity Partners (GP) No. 1 Limited of GBP4.0m.

##### Torchlight GP Limited

- The Company holds 100% ownership in Torchlight GP Limited. The cash and cash equivalents, trade receivables and trade payables as at 31 December 2025 amounted to GBP0.09m.

##### Property Group

The Company holds 100% ownership in Property Assets Limited and Land House Limited. The cash and cash equivalents, trade receivables and trade payables as at 31 December 2025 amounted to GBP1.5m.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 16. Borrowings

	Unaudited 31 December 2025 £000	Audited 30 June 2025 <sup>1</sup> £000
<b>Current</b>		
Bank and third party corporate debt facilities – secured	-	95,325
<b>Non-current</b>		
Bank and third party corporate debt facilities – secured	-	54,859
<b>Total borrowings</b>	<b>-</b>	<b>150,184</b>

#### *Borrowings*

Following the transition to Investment Entity status with effect from 23 December 2025, the Company no longer consolidates its subsidiaries and, accordingly, borrowings are no longer recognised in the Company's Statement of Financial Position, but are incorporated into the valuation of the Company's investments at fair value through profit or loss.

#### **Reconciliation of liabilities arising from financing activities**

The changes in the Company's liabilities arising from financing activities can be classified as follows:

	31 December 2025			30 June 2025		
	Long-term borrowings £000	Short-term borrowings £000	Total £000	Long-term borrowings £000	Short-term borrowings £000	Total £000
<b>Opening balance</b>	<b>54,859</b>	<b>95,325</b>	<b>150,184</b>	<b>166,767</b>	<b>-</b>	<b>166,767</b>
<b>Cash flows:</b>						
Repayment	-	(11,021)	(11,021)	(23,146)	-	(23,146)
Proceeds	425	-	425	232	-	232
<b>Non-cash:</b>						
Capitalised interest	4,208	8,009	12,217	17,305	-	17,305
Transfer between long-term and short-term borrowings	-	-	-	(95,325)	95,325	-
Translation difference	634	(457)	177	(10,974)	-	(10,974)
Change of accounting treatment to IFRS 10 Investment Entity	(60,126)	(91,856)	(151,982)	-	-	-
<b>Closing balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>54,859</b>	<b>95,325</b>	<b>150,184</b>

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).

The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 17. Related party transactions

#### (a) Transactions with related parties

##### *Parent and its associated entity*

##### **Chase Nominees Limited (“Chase”)**

Chase is the parent of PGC, holding 55.00% of the Company’s shares as at 31 December 2025 (30 June 2025: 55.00%). Entities associated with George Kerr are the ultimate beneficial owners of the shares held by Chase, which is acting as custodian.

##### **Australasian Equity Partners (GP) No. 1 Limited (“AEP GP”)**

AEP GP is the general partner of Australasian Equity Partners Fund No.1 LP (“AEP LP”), of which George Kerr is the ultimate controlling party. The loan advance to AEP GP is held at the level of the Company’s investment subsidiary, Torchlight Group Cayman. Prior to the transition to Investment Entity status, this balance was presented within consolidated advances to related parties.

Following the Company’s transition to an Investment Entity on 23 December 2025 and the resulting deconsolidation of subsidiaries, the loan is no longer recognised as a separate receivable in the Company’s interim condensed statement of financial position. Instead, it forms part of the underlying net assets of Torchlight Group Cayman and is reflected within the fair value measurement of the Company’s investment. Accordingly, the Company has no direct receivable from AEP GP on a standalone basis.

As at 31 December 2025, the outstanding balance of £4.0 million (30 June 2025: £4.9 million) remains recoverable by Torchlight Group Cayman in accordance with its contractual terms.

##### **Advance to Limited Partner**

Following the Company’s transition to an Investment Entity on 23 December 2025 and the resulting deconsolidation of subsidiaries, the advance is no longer recognised as a separate receivable in the Company’s standalone interim condensed statement of financial position. Instead, it forms part of the underlying net assets of TFLP.

As at 31 December 2025, the outstanding balance of £27,400 (30 June 2025: £26,000) remains recoverable by TFLP.

#### (b) Transactions with key management personnel

Key management personnel, being Directors of the Company and staff reporting directly to the Managing Director transacted with the Company during the period as follows:

	<b>Unaudited 31 December 2025 £000</b>	<b>Unaudited 31 December 2024<sup>1</sup> £000</b>
Directors’ fees payable to non-executive Directors	60	60
<b>Total</b>	<b>60</b>	<b>60</b>

£60,000 Directors’ fees were outstanding at 31 December 2025 (30 June 2025: £30,000).

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 18. Fair value

The following methods and assumptions were used to estimate the fair value of each class of asset and financial liability.

#### Fair value measurement of financial instruments

##### *Investments - Fair value through profit or loss*

###### *Unlisted investments*

The Company's unlisted investments are measured at their fair value through profit and loss as determined by use of appropriate valuation methodologies, for example discounted cash flow analysis, listed share prices, earnings or comparable transactions, and supported by independent experts directly or indirectly appointed by the Company.

The Company's principal investment is its interest in the Torchlight Segment, which includes its indirect holding in TFLP and its interest in Torchlight GP Limited and Torchlight Group (Cayman). Fair value is primarily determined based on the Company's proportionate share of the underlying net asset value of TFLP, which incorporates independent third-party valuations of its principal assets, including RCL. In addition, the valuation reflects the Company's entitlement to carried interest through its ownership of Torchlight GP Limited, as assessed by an independent valuer based on the applicable distribution waterfall.

Other investments, including those within the Property Group, are measured based on their underlying net asset values at the reporting date.

All such investments are classified within Level 3 of the fair value hierarchy due to the use of significant unobservable inputs. Key inputs include underlying asset valuations, fund net asset values, carried interest assumptions, and market-based parameters such as discount rates and pricing assumptions applied by independent valuers.

Changes in the fair value of investments are recognised in profit or loss in the period in which they arise and reflect movements in the underlying value of the investment portfolio. The valuation techniques and inputs applied are reviewed by the Directors at each reporting date to ensure they remain appropriate and reflective of current market conditions.

##### *Fair Value Hierarchy*

The following tables provide an analysis of assets and liabilities that are measured subsequent to initial recognition at fair value grouped as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

	Note	Unaudited 31 December 2025			Total £000
		Level 1 £000	Level 2 £000	Level 3 £000	
<b>Assets</b>					
<b>Investment – fair value through profit and loss</b>					
Torchlight Group	15	-	-	146,252	146,252
Property Group	15	-	-	1,506	1,506
<b>Total Assets</b>		-	-	<b>147,758</b>	<b>147,758</b>

There were no transfers between Levels 1, 2 and 3 in the period (30 June 2025: no transfers).

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 18. Fair value (continued)

#### *Fair Value Hierarchy (continued)*

	Note	Audited 30 June 2025 <sup>1</sup>			Total £000
		Level 1 £000	Level 2 £000	Level 3 £000	
<b>Assets</b>					
Investment properties	13	-	-	26,529	26,529
<b>Investment – fair value through profit and loss</b>					
4B Mining Corp – Royalty	15	-	-	1,241	1,241
4B Mining Corp – Equity	15	-	-	365	365
<b>Total Assets</b>		-	-	<b>28,135</b>	<b>28,135</b>

There were no transfers between Levels 1, 2 and 3 in the year

#### **Reconciliation of Level 3 fair value measurements of financial assets**

Foreign exchange translation movements are recognised in other comprehensive income.

	Unaudited 31 December 2025		
	Investment properties £000	Investments – Fair value through profit or loss £000	Total £000
<b>Investments held at fair value</b>			
Balance at the beginning of the period	26,529	1,606	28,135
Change of accounting treatment to IFRS 10 Investment Entity	(26,529)	146,152	119,623
<b>Balance at the end of the period</b>	-	<b>147,758</b>	<b>147,758</b>

	Audited 30 June 2025 <sup>1</sup>		
	Investment properties £000	Investments – Fair value through profit or loss £000	Total £000
<b>Investments held at fair value</b>			
Balance at the beginning of the year	27,318	1,740	29,058
Additions	210	-	210
Transfer from inventories	3,981	-	3,981
Movement in fair value	4,557	-	4,557
Foreign exchange on translation	(311)	(134)	(445)
Reclassified to assets held for sale	(9,226)	-	(9,226)
<b>Balance at the end of the year</b>	<b>26,529</b>	<b>1,606</b>	<b>28,135</b>

The Company's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 18. Fair value (continued)

#### Valuation process

#### Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Unaudited Fair value at 31 December 2025 £000	Audited Fair value at 30 June 2025 <sup>1</sup> £000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Investments – Fair value through profit or loss - 4B Mining Corp – Royalty*	-	1,241	30 June 2025: Director valuation	Adopted gross yield Projected price of iron ore Projected total volume of lump iron ore produced Discount rate	USD78-USD155  19.5 million tonnes - 25.1 million tonnes  12.5%-14.5%	The fair value would increase/decrease if price of iron ore was higher/lower, and/or total volume of lump iron ore produced was higher/lower, and/or the discount rate was lower/higher.
Investments – Fair value through profit or loss - 4B Mining Corp – Equity*	-	365	30 June 2025: Director valuation	Discount applied to price of last capital raise	Theoretical post capital raising discounted equity price	If the discount applied was 10% higher/lower, the fair value would decrease/increase by £0.1 million.
Investment properties – KCR*	-	26,529	30 June 2025: Director valuation and independent valuation	Adopted gross yield Adopted rate per square foot	4.00% to 7.60% £265 to £1,309	The fair value would increase/decrease if market rents were higher/lower, and/or rates per square foot were higher/lower, and/or capitalisation rates were lower/higher.

\* The prior year balance, previously presented separately, is now incorporated within the Torchlight Group to align with the Company's current presentation following its transition to Investment Entity status.

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

### 18. Fair value (continued)

#### Valuation process (continued)

#### Information about fair value measurements using significant unobservable inputs (Level 3)

Description	Unaudited Fair value at 31 December 2025 £000	Audited Fair value at 30 June 2025 <sup>1</sup> £000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Investments – Fair value through profit or loss – Torchlight Group	146,252	-	31 December 2025: Director valuation and independent valuation	Significant inputs for TFLP and Torchlight Group (Cayman)*	Range inputs for TFLP and Torchlight Group (Cayman)*	The fair value would increase/decrease if the unobservable inputs increased/decreased. If the discount rate was higher/lower, the fair value would decrease/increase.
Investments – Fair value through profit or loss – Property Group	1,506	-	31 December 2025: Based on net asset value	Underlying assets and liabilities	N/A	The fair value would increase/decrease if the underlying assets and liabilities increased/decreased.

\*TFLP – discount rate, terminal growth/value and forecast cash flows (including reinvestment).

- Range - ± 1.8%, AUD151.0m to AUD264.3m and AUD381.5m to AUD398.9m.

\*Torchlight Group (Cayman) - Adopted gross yield, projected price of iron ore, projected total volume of lump iron ore produced and discount rate.

- Range - USD78-USD155, 19.5 million tonnes - 25.1 million tonnes and 12.5%-14.5%

<sup>1</sup> Consolidated accounts of the Group, prior to transition to an IFRS 10 Investment Entity (see Note 5).  
The prior period consolidated numbers may not be comparable to the stand-alone numbers of 31 December 2025.

# PYNE GOULD CORPORATION LIMITED

## NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS (continued)

For the period ended 31 December 2025

---

### 19. Subsequent events

The following material events occurred subsequent to 31 December 2025 to the date when these Interim Financial Statements were authorised for issue:

#### ***Torchlight Fund LP***

The limited partnership agreement of TFLP, the limited partnership through which the Company's wholly-owned subsidiary Torchlight Group indirectly held an 84.58% limited partnership interest, terminated in accordance with its terms on 31 March 2026, following the resolution of the General Partner on 23 December 2025 to confirm termination of the partnership and commence the processes for its wind-up, which is expected to complete within 135 days of that date, by which time the partnership's liabilities will be extinguished and its assets distributed to the Limited Partners, allowing for its dissolution. Following termination, distributions to the Limited Partners are being effected in tranches in accordance with the distribution mechanics and waterfall provisions of the TFLP limited partnership agreement, with Torchlight Group taking direct ownership of its proportionate share of the underlying investments previously held through TFLP. The change in the form of the Company's indirect interest in the underlying assets has no impact on the fair value of the Company's investments as at 31 December 2025 as recognised in these Interim Financial Statements.

#### ***RCL***

On 18 February 2026, RCL received final binding fast-track approval from the New Zealand Government for its Homestead Bay project in Queenstown, approving the project for approximately 2,800 residential allotments. Following final approval, RCL launched the sales programme with Bayleys as exclusive sales agent. The first release of 270 sites was sold out in its entirety, with combined contracted pre-sale value of NZD 133 million, each contract secured by a 10% deposit. The Directors consider that these developments are expected to have a positive impact on the fair value of the Company's investments at the next reporting date; however, given the developmental stage of the project and the range of variables involved in the underlying valuation, a reliable estimate of the financial effect on the fair value of the Company's investments at 31 December 2025 cannot be made as at the date of authorisation of these Interim Financial Statements.

Refinancing arrangements in respect of the principal RCL portfolio are at an advanced stage.

#### ***Litigation***

PGC remains exposed to certain litigation, predominantly on an indirect basis, including a long-running contentious dispute regarding voting rights and beneficial ownership. At the date of the approval of these Interim Financial Statements, this matter has not been finally determined by a court of competent jurisdiction. An adverse judgment in the New Zealand court is subject to appeal to the New Zealand Court of Appeal and, pending that appeal, a stay has been applied for and is expected to be granted. In any event, PGC is a Guernsey company and subject to Guernsey jurisdiction. The Board has taken the advice of Senior Counsel on the matters relating to this dispute and is comfortable with its position.

The matter between Mr Kerr and BNZ is expected to be resolved by agreement within the next 90 days, while other matters remain the subject of appeal or specific proceedings.

In the case of Real Estate Southern Holdings Limited (RESHL), the Directors expect a negotiated outcome; that is the only direct matter.