

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") or, if you are not resident in the UK, from another appropriately authorised independent financial adviser in your own jurisdiction.

This document comprises a supplementary prospectus relating to KR1 plc (the "**Company**") prepared in accordance with the the Prospectus Regulation Rules of the Financial Conduct Authority ("**FCA**") made under the UK Prospectus Regulation (the "**Supplementary Prospectus**").

This Supplementary Prospectus has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Supplementary Prospectus.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Company on 29 October 2025 relating to the Admission of Ordinary Shares to the equity shares (commercial companies) category of the Official List and to trading on the Main Market of the London Stock Exchange, and a Placing Programme of up to 125 million Ordinary Shares (the "**Prospectus**"). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Company and each of the Directors, whose names appear on page 6 of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus makes no omission likely to affect its import.

KR1 plc

(Incorporated in the Isle of Man with company number 015310V)

SUPPLEMENTARY PROSPECTUS

Placing Programme of up to 125,000,000 Ordinary Shares

Sponsor

Singer Capital Markets Advisory LLP

Financial Adviser and Sole Bookrunner

Singer Capital Markets Securities Limited

Singer Capital Markets Advisory LLP (the "**Sponsor**" or "**SCM Advisory**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as sponsor for the Company and for no one else in relation to the Placing Programme, each Admission and the other arrangements referred to in the Prospectus and this Supplementary Prospectus. The Sponsor will not regard any other person (whether or not a recipient of this document or the Prospectus) as its client in relation to the Placing Programme, any Admission and the other arrangements referred to in the Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the Placing Programme, any Admission, the contents of this document or any transaction or arrangement referred to in this document.

Singer Capital Markets Securities Limited ("**SCM Securities**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser and sole bookrunner for the Company and for no one else in relation to the Placing Programme, each Admission and the other arrangements referred to in the Prospectus and this Supplementary Prospectus. SCM Securities will not regard any other person (whether or not a recipient of this document or the Prospectus) as its client in relation to the Placing Programme, any Admission and the other arrangements referred to in the Prospectus and this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the Placing Programme, any Admission, the contents of this document or any transaction or arrangement referred to in this document.

References in this document to "**Singer Capital Markets**" are references to either SCM Advisory or SCM Securities or both of them, as appropriate.

Apart from the responsibilities and liabilities, if any, which may be imposed on Singer Capital Markets by FSMA, or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Singer Capital Markets nor any of its group undertakings or affiliates accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of the Prospectus or this Supplementary Prospectus, including their accuracy or completeness, or for any other statement made or purported to be made by it, or on its behalf, the Company or any other person in connection with the Company, the Ordinary Shares, the Placing Programme or any Admission and nothing contained in the Prospectus or this Supplementary Prospectus is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Neither Singer Capital Markets nor any of its group undertakings or affiliates assumes any responsibility for the accuracy, completeness or verification of the Prospectus or this Supplementary Prospectus and accordingly each of them disclaims all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise be found to have in respect of the Prospectus, this Supplementary Prospectus or any such statement.

Prospective investors should rely only on the information contained in this Supplementary Prospectus and the Prospectus. No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus and the Prospectus and, if given or made, such information or representations must not be relied upon as having been so authorised by the Company, Singer Capital Markets, or any of their respective affiliates, officers, directors, employees or agents. Without prejudice to the Company's obligations under the UK Prospectus Regulation, the Prospectus Regulation Rules, the UK Listing Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules, neither the delivery of this Supplementary Prospectus nor any subscription for or purchase of Ordinary Shares made pursuant to the Placing Programme shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since, or that the information contained herein is correct at any time subsequent to, the date of this Supplementary Prospectus.

The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the "**US Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. The Ordinary Shares are being offered or sold outside the United States in offshore transactions as defined in and pursuant to Regulation S under the US Securities Act ("**Regulation S**"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940 (as amended) (the "**US Investment Company Act**"), and the recipient of this document will not be entitled to the benefits of the US Investment Company Act. This document may only be distributed outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the US Securities Act. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of these securities or determined if this document is truthful or complete. Any representation to the contrary is a US criminal offence. This Supplementary Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Ordinary Shares in any jurisdiction where such offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company or Singer Capital Markets. The offer and sale of Ordinary Shares has not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exemptions, the Ordinary Shares may not be offered to or sold within Australia, Canada, Japan or the Republic of South Africa or to any national, resident or citizen of Australia, Canada, Japan or the Republic of South Africa. Neither the Company nor Singer Capital Markets, nor any of their respective representatives, is making any representation to any offeree or purchaser of the Ordinary Shares regarding the legality of an investment in the Ordinary Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Ordinary Shares.

Copies of this Supplementary Prospectus will be available on the Company's website and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

12 May 2026

Events arising since publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Placing Programme. This Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules following the publication of the Company's report and accounts for the financial year ended 31 December 2025. This Supplementary Prospectus has been approved for publication by the FCA.

A. Significant new factors

Report and accounts for the financial year ended 31 December 2025

On 28 April 2026, the Company published its annual report and audited accounts for the financial year ended 31 December 2025 (the "**2025 Annual Report**"). By virtue of this Supplementary Prospectus, the parts of the 2025 Annual Report referenced in this Supplementary Prospectus are incorporated into, and form part of, the Prospectus. The parts of the 2025 Annual Report not referenced in this Supplementary Prospectus are either not relevant for investors or are covered elsewhere in the Prospectus. To the extent that any part of the 2025 Annual Report that is incorporated by reference into this Supplementary Prospectus and the Prospectus itself contains information that is incorporated by reference, such information shall not form part of this Supplementary Prospectus or the Prospectus.

Historical financial information incorporated by reference

Historical financial information relating to the Company on the matters referred to below is included in the 2025 Annual Report as set out in the table below and is expressly incorporated by reference into this Supplementary Prospectus and the Prospectus (and Part 5 of the Prospectus is supplemented accordingly).

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**2025 Annual Report and Financial
Statements**

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B. Supplements to the Summary

As a result of the publication of the 2025 Annual Report, the summary document which forms part of the Prospectus is hereby supplemented as follows:

2. Key information on the issuer																										
b. What is the key financial information regarding the issuer?																										
<p>Table 1: Summary statement of comprehensive income</p> <table style="width: 100%; margin-left: 20px;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right; font-weight: normal;">Year ended 31 December 2025 (audited) (£)</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td></td> </tr> <tr> <td>Income from digital assets</td> <td style="text-align: right;">4,872,546</td> </tr> <tr> <td>Interest received</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Direct costs</td> <td style="text-align: right;">(305,127)</td> </tr> <tr> <td>Gross profit</td> <td style="text-align: right;">4,567,419</td> </tr> <tr> <td>Operating (loss)/profit</td> <td style="text-align: right;">(35,828,369)</td> </tr> <tr> <td>Taxation on loss</td> <td style="text-align: right;">-</td> </tr> <tr> <td>(Loss)/Profit after taxation</td> <td style="text-align: right;">(35,828,369)</td> </tr> <tr> <td>Total other comprehensive income for the year</td> <td style="text-align: right;">(53,822,045)</td> </tr> <tr> <td>Total comprehensive income attributable to the equity holders of the Company</td> <td style="text-align: right;">(89,650,414)</td> </tr> <tr> <td>Earnings per share attributable to the equity owners of the Company (pence)</td> <td></td> </tr> <tr> <td>Basic earnings per share (pence)</td> <td style="text-align: right;">(20.23)</td> </tr> </tbody> </table>		Year ended 31 December 2025 (audited) (£)	Income		Income from digital assets	4,872,546	Interest received	-	Direct costs	(305,127)	Gross profit	4,567,419	Operating (loss)/profit	(35,828,369)	Taxation on loss	-	(Loss)/Profit after taxation	(35,828,369)	Total other comprehensive income for the year	(53,822,045)	Total comprehensive income attributable to the equity holders of the Company	(89,650,414)	Earnings per share attributable to the equity owners of the Company (pence)		Basic earnings per share (pence)	(20.23)
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Diluted earnings per share (pence)	(20.23)
Table 2: Summary statement of financial position	
	As at 31 December 2025 (audited) (£)
Assets	
Total non-current assets	2,657,695
Total current assets	47,559,482
Total assets	50,217,177
Total current liabilities	614,000
Net assets	49,603,177
Total equity	49,603,177
Table 3: Summary statement of cash flow	
	Year ended 31 December 2025 (audited) (£)
Net cash (outflow) from operating activities	(6,155,608)
Net cash inflow from investing activities	6,388,835
Net cash inflow/(outflow) from financing activities	1,102
Net increase/(decrease) in cash	234,329
Cash at the beginning of the year	1,176,291
Effect of exchange fluctuations on cash	(104,539)
Cash as at 31 December	1,306,081

C. Significant change

There has been no significant change in the financial position or financial performance of the Company since 31 December 2025, being the end of the last financial period for which audited financial statements of the Company have been published.

D. Additional information

Responsibility

The Company, whose registered office appears below, and the Directors, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus makes no omission likely to affect its import.

The Directors of the Company are:

Rhys Davies (Non-Executive Director & Chairman)
George McDonough (Managing Director & Co-Founder)
Keld van Schreven (Managing Director & Co-Founder)
Mona Elisa (Non-Executive Director)
Aeron Buchanan (Non-Executive Director)

The registered office of the Company is at:

First Names House, Victoria Road, Douglas, Isle of Man IM2 4DF

Documents available for inspection

Copies of this Supplementary Prospectus, the Prospectus and the 2025 Annual Report are available for inspection at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Supplementary Prospectus until the Final Date and shall be available on the Company's website <https://KR1.io/>. In particular, the 2025 Annual Report can be accessed at <https://investors.kr1.io/wp-content/uploads/2026/04/KR1-Annual-Report-and-Financial-Statements-2025.pdf> and the Prospectus can be accessed at <https://wp-kr1-2021.s3.eu-west-2.amazonaws.com/media/2025/10/KR1-PLC-Prospectus-29-October-2025.pdf>.

General

To the extent that there is any inconsistency between any statement in or incorporated by reference in this Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

12 May 2026