



Annual Report and Accounts 2025

We are a leading global provider of premium branded hardware products and software solutions to the content creation market.

 videndum.com

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2025 financial summary

- Rate of revenue decline moderated throughout the year; H1 -25%, H2 -8% (excluding the impact of the 2024 Paris Olympics) and Q4 -3% lower year-on-year.
- Reduction in adjusted EBITDA* to £9.0 million driven by lower volumes partly offset by c.£15 million of cost savings.
- Statutory operating loss of £53.9 million, includes £24.4 million of depreciation, amortisation and impairment of assets (excluding adjusting items), and £38.5 million of adjusting items.
- £5.3 million adjusted operating cash flow* despite the adjusted operating loss*.
- Net debt* increased by £9.3 million across 2025 to £142.3 million at 31 December 2025; interest (£12.2 million), financing fees (£9.5 million) and restructuring costs (£9.6 million) partly offset by proceeds from disposals and the April 2025 equity raise.

Key achievements

- £85 million (c.£79 million net) equity raise on 30 March 2026, combined with c.£39 million of debt equitisation and write-off reduced net debt* by c.£112 million (after debt refinancing fees).
- Amimon Israeli business sold in April 2025 with the intellectual property retained; consumer-orientated JOBY brand sold in September 2025.
- Continued progress on cost-saving initiatives. c.£15 million achieved in 2025, with an exit run rate of c.£19 million. Programme expanded to deliver a further c.£8 million in 2026.
- c.£15 million reduction in inventory (20%), slightly ahead of decline in revenue.
- Rejuvenated New Product Introduction ("NPI") process, with the successful launch of 22 new product lines, including the Manfrotto ONE system, 'new to world' comprehensive stability system.

Revenue from continuing operations†

£228.3m

Down 19% ↓



Statutory operating loss

£(53.9)m

2024: £(84.5)m

Basic Loss Per Share

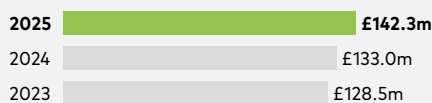
(68.1)p

2024: (155.8)p

Net debt*

£142.3m

Up 7% ↑



Statutory operating margin

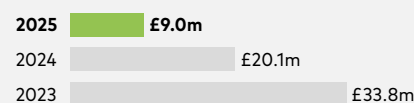
(23.6)%

2024: (29.8)%

Adjusted EBITDA*

£9.0m

Down 53% ↓



Adjusted EBITDA margin* from continuing operations†

4.0%

2024: 7.2%

Adjusted basic Loss Per Share* from continuing operations†

(28.6)p

2024: (17.9)p

† Amimon was sold on 9 April 2025 and is reported as a discontinued operation. Results of discontinued operations can be found in notes 2 and 3.4 to the financial statements. Amimon was not treated as a discontinued operation at FY 2024 results as it was only sold in FY 2025; 2024 results have been restated to treat Amimon as a discontinued operation in FY 2024.

* In addition to statutory reporting, Videndum plc reports Alternative Performance Measures from continuing operations ("APMs") which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). The Group uses these APMs to aid the comparability of information between reporting periods and Divisions, by adjusting for certain items which impact upon IFRS measures and excluding discontinued operations, to aid the user in understanding the activity taking place across the Group's businesses. APMs are used by the Directors and management for performance analysis, planning, reporting and incentive purposes. A summary of APMs used and their closest equivalent statutory measures is given in the Glossary.

About us

We design and manufacture a portfolio of market-leading, premium brands – from traditional mechanically engineered products through to electronics and software.

Our core values

Exceptional product performance

We set the highest standards of technical performance

Customer focus

We are nothing without our customers

Leading a fast-changing market

We apply our creativity and harness our diversity to engineer innovative new products and solutions

Global capability

We share knowledge, pool resources, test ideas and learn from each other

Transparency, integrity, respect

We hold to the highest professional and corporate standards

Environmental consciousness

We seek to limit our impact on the environment and create long-term business sustainability

100+

Countries in which we make sales

c.1,250

Global employees

2025 revenue by location of customer



■ North America: 43% ■ APAC: 16%
■ Europe: 37% ■ Rest of world: 4%

- R&D centres in Italy, the UK and US.
- Asian Procurement Centre in Shenzhen, China.
- During the year we have consolidated operations in Asia Pacific and Europe.
- During the year, we closed two UK facilities and consolidated operations into our sites in Feltre, Italy and Cartago, Costa Rica.



Market overview

Videndum is a leading global provider of premium branded hardware products and software solutions to the content creation market.

Our product portfolio includes camera supports, video transmission systems and monitors, live streaming solutions, robotic camera systems, prompters, LED lighting, mobile power, bags, backgrounds, audio capture and noise reduction equipment.

Our brands

Our brands are leaders in the niche markets we serve, in terms of premium products, technology innovation and/or market share.



Read more online at
videndum.com/about-us/our-brands

Strategy

01

Drive new product innovation in key categories.

Videndum is focused on improving the rate of new product innovation in order to stimulate market growth and is consolidating diverse R&D activities while strengthening the Group's R&D function.

The roadmap centres on:

Supports:

Videndum is strengthening its leadership in professional camera supports through continued innovation across Manfrotto, Gitzo, Vinten, Sachtler and OConnor. Current development focuses on lighter-weight, higher-rigidity materials, improved ergonomics and faster deployment in the field, alongside enhancements in smoothness, payload capacity and durability. Recent updates include refinements to Flowtech and aktiv tripod systems, new carbon-fibre architectures, upgraded fluid-head designs and the Manfrotto ONE hybrid tripod.

Wireless and monitoring:

Videndum has reiterated a focus on delivering innovative new products, and retained the Amimon intellectual property, underpinning continued development of zero-delay 4K HDR wireless within Teradek and tight integration with SmallHD monitoring. Recent updates include 6GHz (U-NII-5) support in Teradek's Ranger line and ongoing expansion of Teradek Core for IP/cloud-based contribution and device control. SmallHD also extended its 4K/HDR portfolio with the Quantum 27 OLED reference monitor in July 2025, reinforcing leadership from on-camera to production-grade displays.

Broadcast prompting/automation:

Videndum continues to advance studio automation through Vinten VEGA, a next-generation robotic control platform that adds AI-driven presenter tracking, broader device control and an upgraded user interface; Autoscript is expanding software-led innovation with WinPlus-IP Voice, enabling hands-free, speech-driven prompting and deeper IP-workflow integration. These releases position Videndum to lead upgrade and automation cycles across studios and Outside Broadcast.

These programmes are intended to reinforce Videndum's differentiation at the premium end – near-zero latency wireless performance, robust IP control and monitor ecosystem depth in Cine; robotics/automation and software-led prompting in Broadcast; and sustainable, silent power – and seek to stimulate replacement and upgrade cycles (for example, 6 GHz adoption and IP/cloud transitions), supporting price integrity and share resilience against lower-priced alternatives.

Videndum also intends to exploit Assistive AI, including expert systems and workflow automation tools that support and augment human decision-making and processes.

02

Expand revenue and margins through reduction in product, material and semi-finished goods costs, portfolio simplification and improved operational efficiency.

Management is executing a structured programme which seeks to improve gross margins and reduce overheads, including value-engineering and sourcing initiatives, tighter discounting and site rationalisation, with a particular focus on product cost reduction and revenue growth. The Group is reducing complexity across the product range, simplifying product ranges and focusing manufacturing, sourcing and inventory on core, scalable products. The Company delivered c.£15 million of in-year savings in FY 2025 (approximately £6 million delivered in H1) with an annualised exit run-rate of c.£19 million.

From 1 January 2026, Videndum has simplified its organisation by moving from three Divisions to two and is progressing footprint actions including the transfer of manufacturing from Bury St Edmunds, UK to Feltre, Italy and Cartago, Costa Rica. Videndum has also reduced headcount from c.1,500 to approximately 1,250 during 2025. Further optimisation includes the closure of our Australia operations, transitioning to a third-party distribution model that will be fulfilled from our China and EU warehouses, and the closure of the Ashby-de-la-Zouch site, with manufacturing outsourced or moved to Feltre, Italy and storage to Bury St Edmunds, UK, alongside simplification of operations in China to lower the cost base. These actions are intended to streamline operations, reduce overheads and support margin restoration as volumes normalise.

03

Sharpen focus on professional content-creation.

Videndum is concentrating resources on higher-value professional workflows and has exited or disposed of non-core activities, aligning the portfolio to core professional segments and aiding deleveraging.

04

Strengthen go-to-market and geographic reach.

The Group is reinforcing channel management, pricing discipline and product-mix optimisation, and leveraging its global distribution infrastructure and direct e-commerce to improve inventory turns, working capital and profitability as demand normalises across Cine and Scripted TV and ICC. The Group is increasing investment in marketing (particularly digital marketing) and is also seeking expansion in Asia.

The cost impact of elevated US tariffs has been largely passed through and pricing discipline has improved via lower discounting and improved coordination of promotional spending; with end-user demand in the US running ahead of distributor orders (as importers delayed purchases during tariff uncertainty). To support service levels as orders rebuild, the Group has positioned long-lead components to respond rapidly.

Videndum continues to leverage its global distribution and systems-integrator network, and a sharpened focus on key professional customers and channels following portfolio simplification, with the aim of improving inventory turns, working capital and profitability as trading is expected to stabilise in Cine and Scripted TV and professional ICC. The Company reported stronger order intake, particularly in the US, and an order book up approximately 20% year-on-year as at 31 December 2025, consistent with a gradual normalisation of channel purchasing. The sale of the consumer-oriented JOBY brand in September 2025 further concentrates resources on core professional routes to market.

05

Enhance financial discipline and deliver the balance sheet.

Videndum is embedding a focus on cash, costs and liquidity as a core pillar of its financial strategy. The Group is maintaining strict control over operating costs and discretionary spend, with liquidity management treated as a core operational KPI alongside profitability.

Working capital optimisation, particularly inventory reduction, has become a key focus area. Management is driving further inventory improvements through SKU rationalisation, improved sales and operational planning and tighter purchasing controls. These actions are designed to improve cash conversion, underpin liquidity and release working capital that can be used to accelerate debt reduction. The Group achieved an inventory reduction of c.£15 million during the financial year ended 31 December 2025.

Portfolio simplification has supported deleveraging through the sale of Amimon and the disposal of the JOBY brand, coupled with the cost-out and footprint optimisation programme to rebuild cash generation. In parallel, dividend payments remain suspended as an additional near-term cash-preservation measure.

Management also notes that, with restructuring largely in place and tariff costs mostly passed through, any improvement in revenue should drop through to operating profit at a significant rate. These measures are intended to support near-term cash flow and balance-sheet repair.

Chairman's review



Stephen Harris

Chairman

On 30 March 2026, the Group completed an equity raise of £85 million as part of a comprehensive refinancing, representing an important step in strengthening Videndum's financial position and putting the business on a good footing for the future.

Comprehensive refinancing

On 30 March 2026, the Group raised £85.0 million (net £78.9 million) from a Firm Placing (96%), Placing and Open Offer (4%) at an Offer Price of 270 pence per New Ordinary Share (equivalent to a pre-Consolidation issue price of 1.35 pence per ordinary share).

The equity raise was upsized from £70.0 million to £85.0 million following significant demand from institutional investors.

Alongside the equity raise there was £23.0 million equitisation of the previous Multicurrency Revolving Credit Facility ("RCF") debt by Polus Capital in exchange for new equity, and the write-off and release of £15.8 million of the previous RCF debt by the lenders.

The associated costs of the refinancing over the last fifteen months totalled over £25 million; no further costs are anticipated.

The combination of these actions was to reduce 31 December 2025 pro forma net debt* by £111.7 million (after debt refinancing fees) to £30.6 million, which includes £25.2 million of finance leases. This refinancing secures a stable and sustainable financial capital structure for the Group.

Market overview

2025 was another tough year for trading. Amongst the challenges, the US tariffs announced on 2 April 2025 meant that the US was hit particularly hard. Subsequent reductions in tariffs in H2 helped to reduce the impact on demand but significant uncertainty still remained.

The impact of the tariffs has been an increase in the end-user prices as well as increased costs borne by Videndum. We took actions to mitigate those effects by relocating both manufacturing and sourcing of some material and components to reduce the tariff costs incurred.

Following the Supreme Court of the United States ("SCOTUS") ruling that the tariffs imposed under the International Emergency Economic Powers Act ("IEEPA") were unlawful, we have filed for the recovery of the tariff costs incurred. However, this is not expected to be recovered in FY 2026.

Management changes and actions

Over the last 18 months, the Board has been refreshed, and Brian Morgan was recruited as the permanent CFO in October 2025. The recruitment of a new CEO is well underway with the expectation that I will revert to non-executive Chairman in due course. The Executive Committee has been strengthened with the addition of a Chief People Officer and a Managing Director of Asia, and now has more oversight and control of the operations of the business. Furthermore, we have recruited professionals into our procurement, operations and product innovation teams.

A number of restructuring and cost-saving actions were disclosed at the FY 2024 results and actioned largely in H1 2025; including headcount reductions associated with reducing Divisional management and regional head office structures, as well as the relocation of assembly and manufacturing from the UK Bury St Edmunds site to the Feltre site in Northern Italy and Cartago, Costa Rica.

In 2025, the business announced further restructuring activities to manage liquidity and improve the future cost base of the business. The most significant of these included the planned closure of the UK Ashby-de-la-Zouch site with manufacturing outsourced or moved to Feltre and storage to Bury St Edmunds. Other initiatives will lead to a simplification of operations in China, the exit of the Australian distribution hub and reduction of engineering resource in the United States. The previously announced cost savings of c.£15 million in 2025 were achieved, with a further c.£8 million expected in 2026.

Our focus remains on delivering innovative new products with 22 launched in 2025 compared with seven in 2024 and six in 2023. We successfully launched the Manfrotto ONE system in June 2025 as part of a 'new to world' comprehensive stability system.

The Group has identified and is responding to developments in artificial intelligence ("AI"). Assistive AI technologies present significant opportunities to enhance production workflows and efficiency, and Videndum's NPI programmes remain focused on supporting our end-customers through innovation.

Recent product launches incorporating AI capabilities include Vinten VEGA, which uses AI within its control platform to enable subject tracking, and Autoscript Voice, a prompting tool featuring speech recognition. The Group continues to monitor developments in generative AI, which may present a medium-term risk to certain areas of content creation, although significant legal and regulatory barriers currently remain.

Outlook

For FY 2026, the Board expects good revenue growth, supported by the introduction of new products in both FY 2025 and FY 2026.

Videndum remains focused on driving sustainable growth. Looking to the medium term, we expect to deliver revenue in excess of £350 million, together with a mid-teens adjusted EBITDA* margin. This outlook is underpinned by ongoing operational efficiencies, disciplined cost reduction initiatives and the continued contribution from NPI.

Stephen Harris

Chairman
31 March 2026

Operational and financial review



Brian Morgan
Chief Financial Officer

Group results

The numbers below are presented on a continuing basis unless otherwise stated. Amimon was sold on 9 April 2025 and is reported as a discontinued operation. Amimon was not treated as a discontinued operation at FY 2024 results and the FY 2024 results have now been restated to treat Amimon as a discontinued operation in FY 2024. Results of discontinued operations can be found in notes 2 and 3.4 to the financial statements.

	Adjusted*			Statutory from continuing and discontinued operations	
	2025	2024	Change	2025	2024
Revenue**	£228.3m	£280.7m	(19)%	£228.8m	£283.6m
EBITDA	£9.0m	£20.1m	£(11.1)m	n/a	n/a
Operating loss	£(15.4)m	£(18.2)m	£2.8m	£(53.9)m	£(84.5)m
Loss before tax	£(31.5)m	£(25.0)m	£(6.5)m	£(66.8)m	£(103.4)m
Loss per share	(28.6)p	(17.9)p	(10.7)p	(68.1)p	(155.8)p

* Before adjusting operating items of £38.5 million (2024: £66.3 million).

** Amimon was not treated as a discontinued operation at FY 2024 results; 2024 results above have been restated to treat Amimon as a discontinued operation in FY 2024.

On a reported basis, revenue declined by 19% year-on-year compared to 2024. On a constant currency basis this was a 16% decrease, and 14% when excluding revenue from the Paris Summer Olympics in 2024.

Adjusted gross profit margin* rose to 34% in 2025 (2024: 33%), mainly due to the £13.1 million of one-off charges in 2024 (higher than the £2.4 million in 2025), primarily relating to one-off inventory provision charges in 2024 and asset impairments in 2025. Excluding these one-off charges in both years, the adjusted gross profit margin* fell from 38% to 35%, primarily due to lower volumes.

Adjusted operating expenses* decreased by £15.9 million to £96.5 million (2024: £112.4 million). £1.9 million due to one-off charges, primarily in relation to asset impairments, in 2025 being lower than those in 2024 (£3.3 million in 2025 compared to £5.2 million in 2024), with the remaining £14.0 million primarily due to the year-on-year restructuring cost savings.

Adjusted EBITDA reduced by £11.1 million, driven by the £52.4 million lower revenue. Increased losses from lower volumes were partly offset by the c.£15 million of cost savings, and £3.1 million higher adjusted other income* (litigation settlement and Employee Retention Credits ("ERC") in relation to COVID-19).

Adjusted operating loss* of £15.4 million (2024: £18.2 million loss) includes depreciation and amortisation costs of £18.7 million (2024: £20.0 million), and one-off charges not included within adjusted EBITDA*, including impairment of assets, of £5.7 million (2024: £18.3 million).

Net finance expense of £16.1 million was £9.3 million higher than in 2024 (£6.8 million). This was mainly the result of gross borrowings being c.19% higher through the period combined with increased margins due to the higher leverage. Lower FX gains and higher amortisation of fees were also a factor.

Adjusted loss before tax* was £31.5 million compared to a £25.0 million loss in 2024.

Operational and financial review continued

Statutory loss before tax from continuing and discontinued operations of £66.8 million (2024: £103.4 million loss) included adjusting items from continuing operations of £38.5 million (2024: £66.3 million) and a £3.2 million profit from discontinued operations including profit on disposal (2024: £12.1 million loss). The largest line within adjusting items was the impairment of assets (£26.1 million), which primarily related to the impairment of acquired intangibles in businesses that have not been performing in line with expectations – see “Adjusting items” section for further detail.

The Group's effective tax rate (“ETR”) was a 9% credit on the £31.5 million adjusted loss before tax* (2024: 32% credit on the £25.0 million loss before tax*). Statutory ETR from continuing and discontinued operations was a 3% debit on the £66.8 million loss (2024: 42% debit on the £103.4 million loss before tax).

Adjusted basic loss per share* was 28.6 pence (2024: 17.9 pence loss per share). Statutory basic loss per share from continuing and discontinued operations was 68.1 pence (2024: 155.8 pence loss per share).

Division results

VMS

	Adjusted*		Change	Statutory from continuing and discontinued operations	
	2025	2024		2025	2024
External revenue	£108.5m	£132.7m	(18)%	£108.5m	£132.7m
EBITDA	£11.2m	£12.8m	£(1.6)m	n/a	n/a
Operating profit/(loss)	£2.9m	£(6.9)m	£9.8m	£(26.8)m	£(33.3)m

* Before adjusting items of £29.7 million loss (2024: £26.4 million loss).

Revenue was 18% lower than in 2024. The US tariffs created market uncertainty and caution from our distributors. Manfrotto ONE was launched to positive feedback but full production capability was not in place until 2026, thus revenues were not significant in 2025.

Significant restructuring actions have been taken with c.£9.0 million of savings versus 2024. Adjusted EBITDA* was £1.6 million lower than in 2024, primarily reflecting adverse operating leverage on the 18% revenue decline, largely offset by the restructuring actions.

Statutory operating loss was £26.8 million (2024: £33.3 million loss) which reflects £29.7 million of adjusting items from continuing operations (2024: £26.4 million loss).

VPS

	Adjusted*			Statutory	
	2025	2024	Change	2025	2024
External revenue	£72.7m	£90.7m	(20)%	£72.7m	£90.7m
EBITDA	£1.6m	£13.6m	£(12.0)m	n/a	n/a
Operating (loss)/profit	£(10.5)m	£1.6m	£(12.1)m	£(13.4)m	£(34.4)m

* Before adjusting items of £2.9 million loss (2024: £36.0 million loss).

Revenue was 20% lower than in 2024, which benefited from the 2024 Paris Summer Olympics. Excluding the Olympics, revenue was 12% lower than in 2024, which was in part due to 2024 benefiting from an opening large backorder for Flowtech tripods and systems, as well as hedging gains.

Significant restructuring actions have been taken with c.£3.5 million of savings versus 2024. Adjusted EBITDA* was £12.0 million lower than in 2024, primarily reflecting adverse operating leverage on the 20% revenue decline, partly offset by the restructuring actions.

Statutory operating loss was £13.4 million (2024: £34.4 million loss) which reflects £2.9 million of adjusting items (2024: £36.0 million).

“Significant restructuring actions have been taken with c.£15 million of savings in 2025.”

"c.£15 million reduction in inventory in 2025."

VCS

	Adjusted*			Statutory from continuing and discontinued operations	
	2025	2024	Change	2025	2024
External revenue**	£47.1m	£57.3m	(18)%	£47.6m	£60.2m
EBITDA	£7.5m	£6.9m	£0.6m	n/a	n/a
Operating profit	£3.6m	£0.5m	£3.1m	£3.3m	£0.2m

* Before adjusting items from continuing operations of £0.3 million (2024: £0.3 million).

** Amimon was not treated as a discontinued operation at FY 2024 results; 2024 results above have been restated to treat Amimon as a discontinued operation in FY 2024.

Revenue was 18% lower than in 2024. US tariffs created uncertainty in 2025, whilst 2024 benefited from a post-strike false dawn, and also entered the year with a significant order backlog.

Restructuring actions have been taken with c.£1.5 million of savings versus 2024. Adjusted EBITDA* was £0.6 million higher, primarily reflecting £3.5 million higher adjusted other income* and cost savings from restructuring actions, partly offset by adverse operating leverage on the 18% revenue decline.

Statutory operating profit was £3.3 million (2024: £0.2 million) which reflects £0.3 million of adjusting items from continuing operations (2024: £0.3 million).

Corporate costs

Corporate costs include payroll and bonus costs for the Executive Directors and the head office team, professional fees, property costs, and travel costs. They also include charges relating to the Long Term Incentive Plan ("LTIP") and Restricted Share Plan ("RSP") used to incentivise and retain employees across the Group.

	Adjusted*			Statutory	
	2025	2024	Change	2025	2024
EBITDA	£(11.3)m	£(13.2)m	£1.9m	n/a	n/a
Operating (loss)	£(11.4)m	£(13.4)m	£2.0m	£(17.0)m	£(17.0)m

* For corporate costs, before adjusting items of £5.6 million (2024: £3.6 million).

Corporate costs were lower than those in 2024 due to lower consultancy and audit fees, and restructuring savings.

Operational and financial review continued

Group cash flow and net debt*

Adjusted operating cash flow* of £5.3 million was £11.6 million lower than in 2024 (£16.6 million) primarily due to the £11.1 million lower adjusted EBITDA*.

Free cash outflow* at £23.6 million included interest of £12.2 million, restructuring spend of £9.6 million, and debt amendment fees and refinancing costs of £9.5 million.

£m	2025	2024	Variance
Statutory operating loss from continuing and discontinued operations	(53.9)	(84.5)	30.6
Add back discontinued operations statutory operating (profit)/loss	–	–	–
Add back adjusting items from continuing operations	38.5	66.3	(27.8)
Adjusted operating (loss)/profit*	(15.4)	(18.2)	2.8
One-off charges including impairment of assets	5.7	18.3	(12.6)
Depreciation ¹	18.7	20.0	(1.3)
Adjusted EBITDA*	9.0	20.1	(11.1)
Adjusted trade working capital (inc)/dec*	8.1	7.8	0.3
Adjusted non-trade working capital (inc)/dec*	(0.4)	2.2	(2.6)
Adjusted provisions inc/(dec)*	(1.6)	(0.1)	(1.5)
Capital expenditure ²	(12.1)	(15.4)	3.3
Other ³	2.3	2.0	0.3
Adjusted operating cash flow*	5.3	16.6	(11.3)
Cash conversion*	(34)%	(91)%	57%pts
Net interest paid	(12.2)	(10.1)	(2.1)
Tax received/(paid)	2.7	0.7	2.0
Retention bonuses	(0.1)	(1.2)	1.1
Restructuring, other adjusting items, and sale of property	(9.6)	(1.7)	(7.9)
Debt amendment fees and refinancing costs	(9.5)	–	(9.5)
Transaction costs	(0.2)	–	(0.2)
Free cash flow*	(23.6)	4.3	(27.9)

1 Includes depreciation, and amortisation of purchased software and capitalised development costs.

2 Purchase of Property, Plant & Equipment ("PP&E") and capitalisation of software and development costs.

3 Includes share-based payments charge (excluding retention) and other reconciling items to adjusted operating cash flow.*

Adjusted trade working capital* decreased by £8.1 million in 2025. This movement primarily reflects a £15.4 million decrease in inventories; partially offset by a £6.5 million increase in trade receivables, due to the wind down of the receivables factoring facility across the year (£8.3 million at 31 December 2024); and a £0.8 million decrease in trade payables.

Capital expenditure of £12.1 million (2024: £15.4 million) included:

- £7.2 million of PP&E compared with £7.8 million in 2024;
- £4.9 million capitalisation of development costs (2024: £7.3 million) and software of £nil (2024: £0.3 million). Gross R&D was lower than in 2024, reflecting the targeting of investment and restructuring actions to right size operations. Gross R&D as percentage of revenue was consistent year-on-year at 7%.

£m	2025	2024	Variance
Gross R&D	15.4	18.7	(3.3)
Capitalised	(4.9)	(7.3)	2.4
Amortisation and impairment losses	8.4	10.1	(1.7)
Income Statement impact	18.9	21.5	(2.6)

Net interest paid of £12.2 million was £2.1 million higher than in 2024, reflecting the rise in interest expense compared to the prior period. Net tax receipts of £2.7 million included receipt of a £3.2 million refund from HMRC related to the historic EU State Aid claim.

December 2024 closing net debt* (£m)	(133.0)
Free cash flow from continuing operations*	(23.6)
Net cash used in operating activities from discontinued operations	(3.9)
Movement in loan fees, net of amortisation	3.0
Net proceeds from equity raise	7.5
Employee incentive shares	(0.3)
Net disposal proceeds	7.3
Net lease additions	(0.9)
FX	1.6
December 2025 closing net debt* (£m)	(142.3)

Net debt* at 31 December 2025 of £142.3 million was £9.3 million higher than at 31 December 2024 (£133.0 million).

Prior to its disposal, operating cash outflow from the Amimon business was £3.9 million including settlement of a £2.5 million payable to secure the intellectual property that was subsequently transferred to Teradek. Net disposal proceeds of £2.1 million were received after deducting cash included in the sale of £0.5 million. In addition, the Company sold its consumer-orientated JOBY brand in September 2025 for £5.2 million.

On 30 April 2025, the Company issued 9,412,663 new ordinary shares at an issue price per share of 85 pence, a premium to the prevailing share price, generating gross proceeds of £8.0 million and, after expenses, net proceeds of £7.5 million.

The £1.6 million favourable impact from FX arose following the weakening of the US Dollar against Sterling across 2025.

Liquidity at 31 December 2025 totalled £14.2 million, comprising £3.2 million unutilised RCF and net cash of £11.0 million.

Borrowing facilities and financial position at 31 December 2025

On 31 December 2025, the Group had a committed £146.1 million RCF with a syndicate of lenders, which was capped at £135.1 million of which 98% was utilised.

Following the equity raise on 30 March 2026, the Group completed refinancing its debt. The new Group facilities total £60.0 million: a three-year £31.5 million Senior Term Loan (tranche A); a two-year £13.5 million Senior Term Loan (tranche B); and a new three-year £15.0 million Super Senior RCF.

A monthly minimum liquidity of £5.0 million exists throughout the terms, and leverage and interest cover covenants are reintroduced from 31 March 2028. For further detail, see note 4.1 to the financial statements.

Adjusting items from continuing operations

£m	2025	2024
Profit on disposal of brand	3.9	-
Impairment of assets	(26.1)	(51.3)
Amortisation of intangible assets that are acquired in a business combination	(3.2)	(3.5)
Restructuring costs	(4.1)	(11.3)
Acquisition-related charges	-	(0.2)
Other adjusting items	(9.0)	-
Adjusting items	(38.5)	(66.3)

Profit on disposal of brand relates to the sale of the JOBY brand, net of disposal of assets and transaction costs. Further detail on disposal of net assets and businesses can be found in note 3.5 to the financial statements.

The impairment of assets primarily consists of a £22.9 million impairment of acquired intangibles in businesses that have not been performing in line with expectations, and a £2.1 million inventory impairment for JOBY.

The amortisation of intangibles reflects amortisation within the VMS Division prior to the impairment at the end of the year.

Restructuring costs reflect Group-wide restructuring projects announced to affected employees in the period, which resulted in a number of employees leaving in 2025.

Other adjusting items predominantly consist of refinancing costs that are not in relation to the new debt facility, along with the gross loss on the sale of JOBY-related inventory post-disposal, and other one-off items.

Further detail on adjusting items can be found in note 2.2 to the financial statements.

Operational and financial review continued

Discontinued operations

On 9 April 2025 the Group sold its Amimon business for gross cash consideration of £2.6 million, of which £0.8 million was for the sale of shares, and £1.8 million for entering into an agreement with Teradek LLC, also part of the VCS Division, to grant Amimon a licence to use certain intellectual property. A profit of £4.8 million arose on disposal after taking into account net assets disposed of £0.1 million (inclusive of £0.5 million of cash), £0.1 million transaction costs, and the previously recorded foreign exchange gain of £2.4 million that has been recycled to the profit on disposal.

Results of discontinued operations can be found in notes 2 and 3.4 to the financial statements.

£m	2025	2024
Revenue	0.5	2.9
Adjusted loss before tax	(1.6)	(12.1)
Profit on disposal of discontinued operation	4.8	-
Statutory loss before tax	3.2	(12.1)

Going concern and viability

The Board has made appropriate enquiries and consider that the Group has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of approval of the financial statements. In making its assessment the Board considered the future trading and cash flow forecasts over a period of 12 months from the approval date of these Financial Statements (the "going concern assessment period") using the FY 2026 budget and future forecasts along with a number of scenarios modelled based on downsides from the FY 2025 performance. The Board believes that available liquidity will be sufficient to enable the Group to meet its liabilities as they fall due within the going concern assessment period. As a result of the ongoing challenging market conditions, the Board has also considered events or conditions that may occur after the end of the defined going concern assessment period.

The Directors acknowledge that risks remain due to ongoing market volatility. While stress-test modelling indicates the Group maintains positive liquidity throughout the going concern assessment period and the foreseeable future, if the Group does not meet performance expectations there remains a possibility that a sale, restructuring, or wider reorganisation may need to be considered beyond this period. There is no assurance that such actions could be undertaken or would be sufficient in the stress-test scenario. As these potential events fall outside the assessment period but could materially impact the Group, they represent a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern should they arise.

Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements, with a material uncertainty which may cast significant doubt over the Company's ability to continue as a going concern. Further detail on the assessment of going concern can be found within section 1 "Basis of preparation" of the financial statements.

In accordance with the requirements of the UK Corporate Governance Code, the Directors have assessed the viability of the Group over a three-year period to December 2028, being the period covered by the Group's approved strategic plan. This plan is updated annually, in a process led by management with input from the respective businesses and functions. It includes analysis of product and profit performance, cash flow and investment programmes. The plan is presented to the Board each year as a part of its annual budgeting process.

The Directors consider this period to be an appropriate time horizon for the strategic plan, being the period over which the Group actively focuses on its long-term product development and capital expenditure investments. A period beyond December 2028 is considered by the Directors to be too long, given the uncertainties that exist beyond this time frame. In making their assessment, the Directors have considered the activities and product offering of the Group in terms of geographies and end markets. The Directors have also considered the Group's current financial position, including the recently refinanced and future committed financing facilities, which have been assumed to be refinanced at maturity as required.

A sensitivity analysis has been undertaken, focusing on the impact of the principal risks (detailed below on pages 14 to 19) over the three-year period, and the availability and likely effectiveness of mitigating actions. The risks have been assessed for their potential impact on the Group's business model, future trading and funding structure. The sensitivity analysis has considered a number of scenarios, linked to the risks considered to have the most significant financial impact. The impact was considered on both liquidity and the borrowing covenants for the periods for which they are applicable. The scenarios included:

- Failure to successfully commercialise new products and benefit from innovation, leading to minimal revenue growth
- Price inflation for the Group's key input costs
- Failure to fully deliver on in-flight transformation programmes

Various mitigating actions have been identified so that, should any of these scenarios crystallise, the Group could take action quickly to significantly reduce costs and cash outflows, as demonstrated during the course of the COVID-19 pandemic in 2020 and more recently as the business has refinanced.

As set out in section 1 "Basis of preparation", the Directors acknowledge that given the Group's latest performance there remain risks inherent in the lack of visibility over the Group's future sales performance. If the Group trades at the levels modelled in the sensitivity analysis it is likely that a sale, further restructuring or other fundamental re-organisation of the Group would be required during the three-year period. As such a material uncertainty was identified.

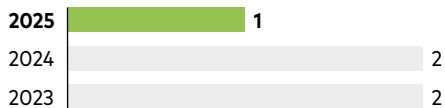
Notwithstanding the outcome of the sensitivity analysis, based on the analysis, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

Key Performance Indicators (continuing operations[†])

Health and safety: accident record

Number of accidents resulting in greater than three days' absence.

Performance



Adjusted gross margin*

Adjusted gross profit* divided by adjusted revenue*.

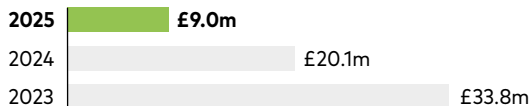
Performance



Adjusted EBITDA*

Adjusted EBITDA*.

Performance



Adjusted operating cash flow*

Adjusted operating cash flow*.

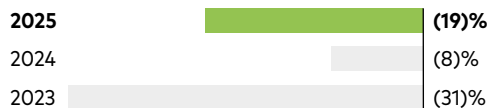
Performance



Revenue

Change in revenue.

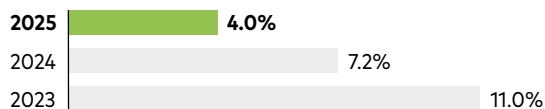
Performance



Adjusted EBITDA margin*

Adjusted EBITDA* divided by adjusted revenue*.

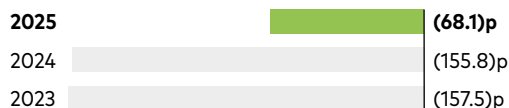
Performance



Basic earnings per share

Statutory profit after tax* from continuing and discontinued operations, divided by weighted average number of shares during the period.

Performance



Net debt*

Net borrowings and lease liabilities.

Performance



Principal risks and uncertainties

The Group has an established framework for reviewing and assessing risks and has appropriate processes and procedures to mitigate against them.

Overview

To achieve its strategic objectives, Videndum recognises that it will take on certain business risks.

The Group aims to take business risks in an informed and proactive manner, such that the level of risk after mitigating action is aligned with the potential business rewards. Management regularly reviews risk exposures against current business risk level tolerances.

Videndum aims to be a sustainable business, minimising its impact upon the environment, supporting and working to improve the societies in which it operates and with a rigorous governance framework ensuring the longevity of the business and minimising risks around its operations.

The risk management framework includes formal risk reviews and risk registers maintained at Divisional level and for Group functions (IT, Tax and Treasury, Central processes).

Our approach is underpinned by a commitment to fairness and honesty in our relationships with our customers, suppliers, our people and all our stakeholders. The Group is risk averse with respect to risks that could negatively affect the safety of our employees and products, our brands or reputation, or risks that could lead to breaches of laws and regulations.

We have a disciplined financial management approach and in particular we seek to minimise the impact of short-term currency fluctuations on our business. The Group is committed to full compliance with all statutory obligations and full disclosure to tax authorities.

To support our strategic priorities, we have several business objectives which influence the way in which we proactively manage risks. These include: being a strong innovator and investing in research and development; optimising supply chain efficiency and operational excellence; robust HR processes for resourcing and talent development; and longer-term identification of acquisition opportunities.

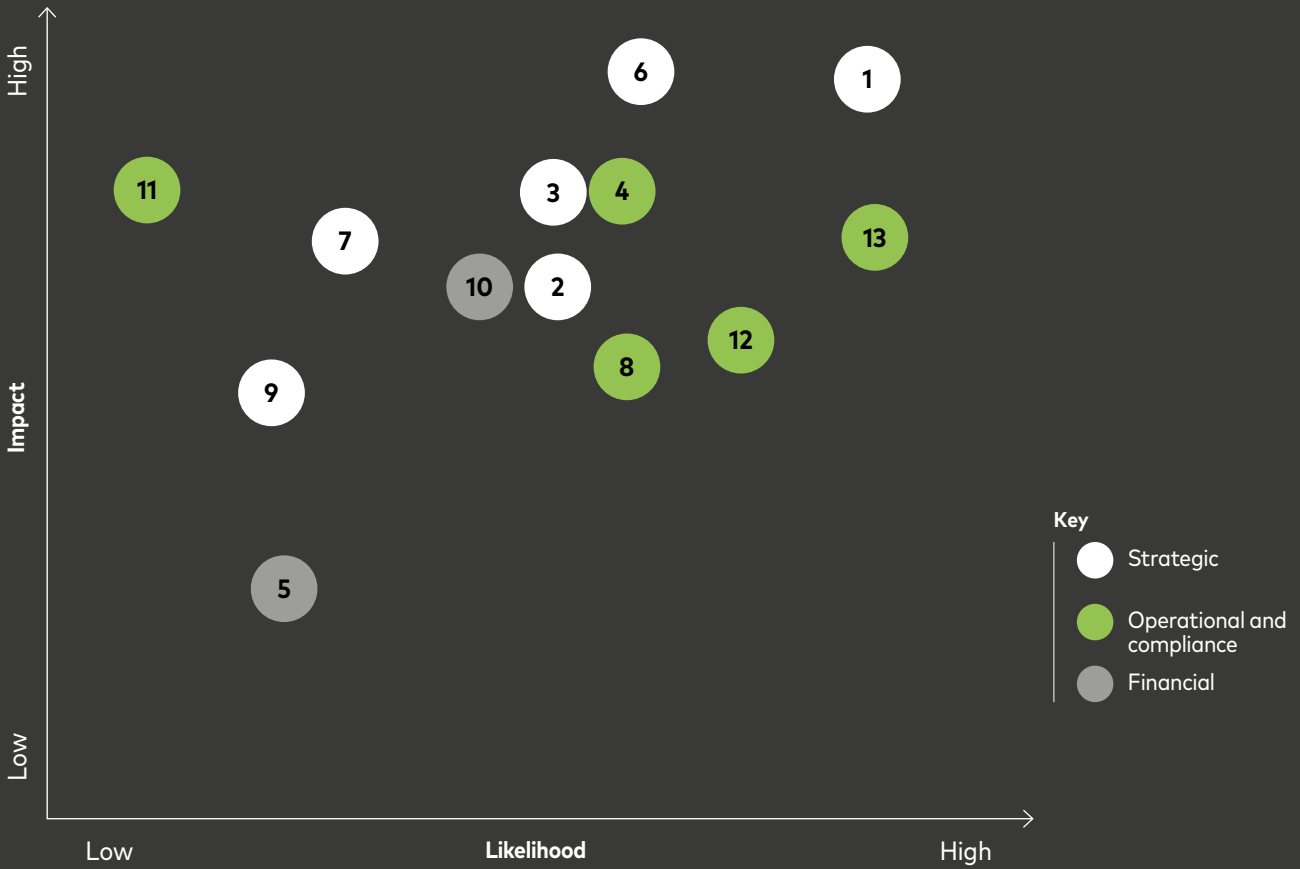
Update since 2024

- The risk relating to "Demand for Videndum's products" remains high due to the challenging macroeconomic environment, further exacerbated by the increased tariffs and armed conflicts. However, we are seeing improving signs; positive response has been seen towards the launches of Manfrotto One and Vinten Versine. The geopolitical environment remains challenging.
- Innovation is a key driver of future performance and therefore is captured as a separate risk. The inability to successfully launch new products on a timely basis, or failure to adapt to technological changes affecting the content creation industry, would affect performance.
- Generative and Assistive AI are identified as significant risks and opportunities. The Company is pursuing developments of products with AI features. At the same time, there is a risk that content creation is disrupted.
- The Going Concern and Treasury risk has reduced following refinancing.
- Cost pressure remains unchanged.
- The supplier dependency risk remains high due to lack of readily available, alternative sources for certain specialised components.
- The recruitment and retention of key personnel risk remains high due to the continued pressure linked to restructuring initiatives and other cost-saving measures.
- The cyber threat remains elevated and is identified as a standalone risk, in view of recent high-profile cases, and emerging threats linked to AI. The Group continues to strengthen the cyber security framework. Business Continuity is now identified as a separate risk.
- The risk relating to restructuring and disposals continues to be high given the continued imperative to successfully execute major change programmes. The likelihood of an acquisition is very low in the short term, so the risk is correspondingly low. We have therefore removed this risk.
- Climate change is no longer identified as a principal risk. This is due to business continuity plans mitigating the impact of climate change; in addition, the introduction of carbon taxes has not yet materialised.
- Laws & Regulations. The main risk of non-compliance has decreased and is no longer identified as a principal risk, as we do not foresee any major litigation or compliance issues.
- Protection of Intellectual Property is identified as a new principal risk, due to potential difficulties to enforce legally.
- Reputation risk is no longer identified as a principal risk. The Company has not experienced any significant product quality issues and there is less external scrutiny on ESG matters.

The issue of tariffs is evolving continually and affects several principal risks (demand for Videndum products, cost pressure, supply chain). We continue to monitor developments in this area and have developed several mitigation strategies. Videndum will pursue retrospective claims available following the Supreme Court's recent invalidation of several tariff programmes.

Principal risks

Position at Reporting Date




Key ⬆ Increased ⬇ Stable ⬇ Reduced

1. Demand for Videndum's products	⬇	8. Key personnel	⬇
2. Innovation	NEW	9. Protection of intellectual property	NEW
3. Generative Artificial Intelligence ("AI")	NEW	10. Going concern and treasury	⬇
4. Assistive Artificial Intelligence ("AI")	NEW	11. Business continuity	⬇
5. Cost pressure	⬇	12. Cyber security	⬇
6. Dependence on key suppliers	⬇	13. Restructuring and disposals	⬇
7. Dependence on key channel partners	⬇		

All risks are measured in terms of their financial impact. The categorisation above is based on risk type.

Principal risks and uncertainties continued

Principal risk	Mitigation	Strategic priority*
1. Demand for Videndum's products 		
<p>The risk relating to "Demand for Videndum's products" remains high due to challenging macroeconomic conditions.</p> <p>Geopolitical issues including increased trade barriers, armed conflicts and tariffs between countries increases the risk of a global recession.</p> <p>Global recessionary and inflationary pressures have reduced consumers' disposable income and impacted demand for consumer-oriented products.</p> <p>Demand for Videndum products is also impacted by rapid changes in the content creation industry, and the Group's ability to remain competitive.</p>	<ul style="list-style-type: none"> – Close monitoring of target markets and user requirements. – Continued emphasis on innovation and New Product Introduction. – Plans to improve penetration of key Asia markets (China, South Korea, South-East Asia) – with a dedicated team serving those territories. – Close relationships maintained with key customers. 	<div style="display: flex; flex-wrap: wrap; justify-content: space-around;"> <div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">1</div> <div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">2</div> <div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">3</div> <div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">4</div> </div>
2. Innovation – NEW RISK		
<p>Innovation is a critical pillar of Videndum's future performance.</p> <p>If the Group is not able to continue to develop innovative new products or fails to understand customer preferences and/or fails to adapt to technological change, including artificial intelligence ("AI"), its customers may turn to other producers in order to meet their evolving requirements, which may adversely affect the Group's business, financial condition, results of operations and prospects.</p>	<ul style="list-style-type: none"> – Targeted investment in high-growth areas such as virtual production, and intelligent imaging or other AI opportunities. – Increased focus on methodology and improving the efficiency of development which may involve relocating engineering and development activity. 	<div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">1</div>
3. Generative Artificial Intelligence ("AI") – NEW RISK		
<p>The Group is exposed to risks and opportunities arising from the development and adoption of AI. Generative AI can create images, video or other content without using a physical subject matter or actor. This may affect the Group's end-markets and operations.</p> <p>The increasing use of Generative AI tools in the film and production process (e.g., script development, visual effects generation, voice synthesis, and image creation) may lead to a risk to Videndum's products. This is a risk to certain markets in which we operate.</p>	<ul style="list-style-type: none"> – Careful monitoring of the impact of Generative AI and the resultant impact on Videndum's strategy. 	<div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">1</div>
4. Assistive Artificial Intelligence ("AI") – NEW RISK		
<p>Assistive AI, including expert systems and workflow automation tools that support and augment human decision-making and processes, may affect the Group's end-markets and operations.</p> <p>The increasing use and availability of assistive AI may drive changes in the content creation industry and create new customer requirements. This form of AI represents a significant opportunity for the Group.</p>	<ul style="list-style-type: none"> – Our innovation programmes support content creators, while new products improve automation and reduce broadcasting costs, e.g. AI prompters and robotics. 	<div style="border: 1px solid black; border-radius: 50%; width: 30px; height: 30px; display: flex; align-items: center; justify-content: center; margin: 5px;">1</div>

* Our core Strategic priorities are 1. Drive new product innovation in key categories 2. Expand revenue and margins through reduction in product, material and semi-finished goods cost, portfolio simplification and improved operational efficiency 3. Sharpen focus on professional content-creation 4. Strengthen go-to market and geographical reach 5. Enhance financial discipline and deliver the balance sheet.

Key Increased Stable Reduced

Principal risk	Mitigation	Strategic priority*
<p>5. Cost pressure </p> <p>Cost pressure remains unchanged since prior year. The impact of increased tariffs was mitigated mainly through sales price increases, and by implementing tariff relief schemes.</p> <p>Considering geopolitical uncertainty, in particular the conflict in the Middle-East, we monitor closely the impact this may have on energy costs and cost of logistics.</p>	<ul style="list-style-type: none"> - Tariff mitigation programme in place, which included implementation of various relief schemes such as first sale rule, comprehensive review of tariff codes, and implementation of price increases to offset the impact of tariffs. - Pricing, and the ability to pass on any additional costs, are carefully monitored. - The closure of our manufacturing operations in Bury St Edmunds, UK, moving these to our existing sites in Feltre, Italy and Cartago, Costa Rica. - Careful monitoring of all costs versus budgets with production and sourcing activities continually reviewed for cost-saving opportunities. - Key supplier agreements regularly retendered to achieve optimal value. - Labour efficiency improvements through initiatives such as Lean Principles. - Salaries and benefits are regularly benchmarked. - Reduced reliance on direct energy consumption through installation of solar panels and other energy-saving measures. 	<p style="text-align: center;">2 5</p>
<p>6. Dependence on key suppliers </p> <p>We source materials and components from many suppliers in various locations and in some instances are more dependent on a limited number of suppliers for particular items.</p> <p>If any of these suppliers or subcontractors fail to meet the Group's requirements, we may not have readily available alternatives, thereby impacting our ability to provide an appropriate level of customer service.</p> <p>The risk is exacerbated by the lack of readily available alternative sources for certain specialist components (e.g. semi-conductors).</p> <p>The risk is further exacerbated by geopolitical tensions and increased trade barriers and tariffs.</p>	<ul style="list-style-type: none"> - Where possible, dual sourcing is in place for all materials and components, using suppliers in different territories. - Monitoring of service levels against pre-defined KPIs. Strong relationships are maintained. - In-sourcing opportunities have been identified to improve margins and reduce key supplier dependencies. - Maintenance of buffer stock for the most significant dependencies, to mitigate the impact of supply chain issues. - Formalised Sales and Operations Planning ("S&OP") in place, which enables us to anticipate requirements for raw materials and other components. - Business interruption insurance (within deductible limits) provides coverage for named key suppliers. 	<p style="text-align: center;">2 5</p>

Principal risks and uncertainties continued

Principal risk	Mitigation	Strategic priority*
<p>7. Dependence on channel partners (–)</p> <p>While the Group has a wide customer base, it is dependent on a number of distribution channels for our products to reach end users.</p> <p>The loss of a key channel partner, or a significant worsening in their success or financial performance, could result in a material impact on the Group's results.</p> <p>Videndum's largest channel partner accounted for more than 10% of the Group's total turnover in 2025.</p>	<ul style="list-style-type: none"> – Development of strong relationships and dedicated account management teams for key channel partners. – Strict monitoring of discount levels. – Continuous monitoring of receivable balances, credit balances implemented for a portion of the receivable balances. – Videndum has developed its own e-commerce channels. 	4
<p>8. Recruitment and retention of key personnel (–)</p> <p>The Group depends on the recruitment and retention of qualified personnel, and its failure to attract and retain such personnel could reduce the Group's ability to deliver its strategy.</p>	<ul style="list-style-type: none"> – Increased change management activities and employee engagement are implemented as part of the restructuring programmes. – Increased focus on filling any approved vacancies to reduce burden on management. – Attrition rates are carefully monitored and escalated. – Employees' health and safety is taken very seriously and risks and issues are carefully monitored. – Employees are rewarded fairly with competitive remuneration packages. The Group is currently working to harmonise and improve consistency of remuneration and benefits across the Group. 	
<p>9. Protection of intellectual property – NEW RISK</p> <p>Failure to adequately protect or effectively enforce intellectual property rights could have an adverse effect on the Group.</p> <p>Videndum operates in a highly competitive global technology market where product design, innovation, and brand strength are critical differentiators. These are difficult to protect and enforce.</p> <p>There is an increased risk of infringement by low-cost competitors and exposure to disruptive technologies.</p>	<ul style="list-style-type: none"> – Continual review and legal enforcement of patents, trademarks, copyrights, and design rights. – Refresh of product ranges and investment in higher technology segments to reduce exposure to imitation of legacy products. – Use of external expertise the support IP filings, global enforcement and dispute management. 	
<p>10. Going concern and treasury (↓)</p> <p>The risk relating to going concern and treasury (funding, foreign exchange, and interest rates) has reduced due to refinancing however the material uncertainty remains in place in the Annual Report.</p> <p>The global nature of the Group's business means it is exposed to volatility in currency exchange rates in respect of foreign currency denominated transactions, and the translation of net assets and income statements of foreign subsidiaries and equity accounted investments. The Group is exposed to several foreign currencies, the most significant being the US Dollar, Euro and Japanese Yen.</p>	<ul style="list-style-type: none"> – Several contingency plans have been identified, to further reduce cost if that becomes necessary. Careful monitoring of cost. – Use of appropriate hedging activities on forecast foreign exchange net exposures. – Overseas investments partly financed using foreign currency borrowings to provide a net investment hedge over the foreign currency risk that arises on translation. – Increased focus on reducing working capital and rightsizing inventory for a reduced activity level. 	5

Key Increased Stable Reduced

Principal risk

Mitigation

Strategic priority*

11. Business continuity planning

There are risks relating to business continuity resulting from specific events such as natural disasters including earthquakes, floods, fires, or pandemic flu, and climate change-induced disasters.

These may impact our manufacturing plants or supply chain, particularly where these account for a significant amount of our trading activity.

We are also dependent on our IT platforms continuing to work effectively to support our business.

This risk is shown independently of cyber and is therefore reduced.

- A business continuity and disaster recovery planning policy is in place.
- We have global insurances in place which provide cover for certain business interruption events. We review coverage annually to determine whether adjustments are needed. We have increased the indemnity period to 18 months for several sites.

12. Cyber security

Increasing exposure to cyber-attacks, data breaches, and IT system vulnerabilities that could disrupt operations, compromise sensitive data, damage reputation, and lead to regulatory or financial consequences.

- IT security controls continually improved through upgrading end-point protection, firewall, and monitoring activities.
- We have an online cyber awareness training programme in place. This also includes regular phishing simulation.

13. Restructuring and disposals

Corporate strategic or restructuring projects and cost saving actions may not be successful or may take longer and be more expensive than anticipated, which could have a material adverse effect on the business, results of operations and financial condition of the Group.

Several key projects such as the consolidation of manufacturing sites will soon complete, therefore the Group will start to reap the benefits. Other consolidation opportunities have been identified such as back-office consolidation.

Additional disposals (JOBY brand, Amimon Israel) were successfully completed in 2025.

- The restructuring roadmap, objectives and financial savings have been defined with progress actively tracked.
- The status of all restructuring projects is carefully managed and regularly reported to the Executive Committee and the Board.
- The main projects are underpinned by robust project management principles.

2

5

Responsible business

Our ESG strategy and commitment

Videndum is a small business that operates globally and is committed to operating responsibly. The Board has ultimate oversight of the ESG activity across the business. Our four key ESG focus areas are our people, the environment, responsible business practices and giving back. In response to the financial challenges in 2025, our ESG strategy has adapted to align with the constraints faced by the Group.

Our people

Overview

We rely on a skilled, inclusive and engaged workforce and continue to invest in opportunities that attract, develop and support talented individuals across the Group.

Gender diversity

The Board continues to monitor progress on gender representation across all levels of the organisation.

	Female		Male	
		%		%
Group Board of Directors	3	37%	5	63%
Executive Committee	1	15%	6	85%
Rest of Organisation	355	28%	897	72%

Health and safety

The Group ensures that stringent health and safety standards are upheld across all our sites, for the safety of employees. This is detailed in our Group Health and Safety policy available on our website ([videndum.com/responsibility/policies-reports/](https://www.videndum.com/responsibility/policies-reports/)). Videndum prioritises ongoing training for all staff, tailored to the specific safety requirements of their roles and remains committed to continuing this trend and creating an ongoing safe workspace for our employees. Details on Videndum's Health and Safety performance in 2025 are set out on page 13.

Environment

Overview

We aim to minimise the impact of the Group's operations on the environment, including reducing emissions, lowering waste levels, and advancing the sustainability of our products where possible.

Carbon emissions

As a business, Videndum is dedicated to reducing our environmental impact by reducing the carbon emissions associated with our direct operations. See page 25 for a breakdown.

Water stewardship

Videndum aims to conserve and responsibly manage water where possible, recognising its value as a natural resource. Usage across the Group is primarily domestic and is monitored at each site.

Responsible practices

Overview

Ethical conduct, values and integrity are foundational to how we operate. Therefore, all employees and stakeholders are expected to follow Group policies.

Policies, procedures and training

The Board and Executive Committee review and approve key Group policies governing the conduct of business. Regular training is provided for employees to ensure that the policies are understood and expectations on behavioural conduct are established. These policies are also available on Divisional intranets and HR platform HiBob, as well as our website. Some policies are also included in the employee handbook, allowing multiple methods in which employees can review the information.

Code of Conduct

The Group's Code of Conduct which is available on our website sets clear expectations for employee behaviour, including ethical standards, decision-making and anti-bribery. To ensure that all employees comply with the Code of Conduct, it is translated into multiple languages. Senior management is required to complete an online training module on key conduct topics, including reputational risks and conflicts of interest. Business partners are held to the same standards as employees. The Code of Conduct was communicated to all employees in 2024 with supporting online training and will be refreshed in 2026.

Anti-bribery and corruption

The Group operates a zero-tolerance policy for bribery and corruption; factors which could otherwise negatively impact Videndum and our stakeholders. Our anti-bribery and corruption policy is available on our website. Updates on anti-bribery measures are presented to the Board and the Audit Committee at least annually to support continued compliance. Annual employee training is conducted to ensure that this policy is effectively communicated. All major third parties are also screened using NAVEX RiskRate (a third-party software), covering over 2,000 entities and considers reputational factors and adverse media reports, for example.

Sustainable procurement

We use NAVEX RiskRate to screen new suppliers and conduct audits on existing suppliers. Our procurement framework incorporates ethical and environmental criteria at every step of supplier engagement. Supplier assessments begin with standardised questionnaires and, for critical partners, include mandatory on-site inspections. These audits evaluate operational effectiveness and the integrity of supply chain practices. Partnerships are discontinued if a supplier fails to meet our established standards.

Whistleblowing service

Committed to transparency and integrity, Videndum partners with NAVEX to provide a confidential, independent whistleblowing service for employees and third parties to report concerns. Reports are routed directly to the Chairman, Group Company Secretary, Chief People Officer, and Audit Committee Chair. Independent senior managers, unconnected to the issue, conduct each inquiry, ensuring fairness. Videndum guarantees protection against retaliation for anyone who raises a concern in good faith. Further details on the whistleblowing service are given on page 47.

Conflicts of interest

The Conflicts of Interest Policy defines how potential conflicts are reported and addressed. All disclosed interests are logged in a central register, and Directors are obligated to declare any conflict connected to their duties. Under the Articles of Association, the Board may permit a director who has declared a conflict to participate in related deliberations and decisions. Videndum confirms that no conflicts were reported throughout 2025, demonstrating our dedication to transparency and ethical governance.

Workforce remuneration policies

Our remuneration policy helps Videndum attract, retain, and motivate top talent. It is shareholder-approved and monitored by the Remuneration Committee. Further details appear in the Remuneration Report from page 51.

Political donations

Videndum did not make any political donations in the year ended 31 December 2025, consistent with our policy of not making any political donations.

Information systems and technology

IT systems are crucial to Videndum's operations and protect the Group from cyber and data attacks. Our Chief Financial Officer oversees the governance of all IT functions to align them with security and business needs, with the Group IT and Security Director responsible for all IT operations. The Group's IT policy outlines expectations for employees, contractors and third parties regarding use of Videndum's systems, outlining clear standards for data confidentiality, General Data Protection Regulation ("GDPR") compliance, cyber security, and proper technology use. We mitigate risks through measures such as patch management, multi-factor authentication, and strict access controls. Cyber security updates were reported to the Board and Audit Committee four times in 2025 to ensure appropriate governance of our IT systems. The Group continues to work towards IASME and ISO27001 certification, however due to businesses financial position and restructuring, the timeframe has been extended. We will provide an update on this in 2026.



Task Force on Climate-related Financial Disclosures ("TCFD") report

Videndum 2025 Non-financial and Sustainability Information Statement

Introduction

Videndum has complied with the requirements of UK Listing Rule (LR) 6.6.6R(8) by including climate-related financial disclosures, consistent with the Task Force on Climate-related Financial Disclosures ("TCFD") recommendations, where stated. Videndum is producing this statement to explain consistency with TCFD, as well as comply with the climate-related financial disclosure ("CFD") requirements under the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022. We are consistent with eight of the eleven TCFD recommendations for 2025. Due to the operational and market challenges Videndum has experienced this year we have excluded disclosures relating to metrics and targets (TCFD recommendations Metrics and Targets a, b and c). This reflects increased pressures and priority to restructure the business. In addition, several governance activities such as ESG steering group were suspended. We have decided to stop measuring scope 3 emissions due to the effort required and the subjective nature of such measurements. We continue to monitor scopes 1 and 2 and we are reassessing our long-term goals in this area. In this context, the net zero commitments previously declared are no longer valid and will be reassessed following completion of this restructuring activity.

Governance and risk management

The Group's governance framework is designed to support sustainable performance and strengthens resilience across operations and the supply chain. ESG considerations, including climate-related risks and opportunities, are integrated into this framework and coordinated at a Group level, with a consistent focus on material issues relevant to the business and its stakeholders.

The Board retains overall responsibility for ESG and climate-related matters, delegating the identification, assessment, and ongoing management of climate risks and opportunities to Risk Assurance, supported by the ESG Working Group. The Board receives climate-related updates periodically, with fewer updates in 2025 due to the restructuring priorities.

An annual climate risk assessment underpins this approach and is summarised in the table below.

Due to the Group's strategic focus on site consolidation, certain energy efficiency initiatives have been deferred. This overall approach will be reassessed in 2026.

Climate-related risks and opportunities are identified through ongoing monitoring of external developments, such as legislation and market changes, alongside input from internal teams. These are further evaluated through an annual climate risk management workshop, where scenario analysis is reviewed and risks are assessed in terms of their potential impact, likelihood, and mitigation strategies. This process also supports the ongoing development of climate-related expertise within the Group.

Strategy

In line with TCFD recommendations, Videndum considers the use of climate scenario analysis to assess potential transition and physical risks and opportunities arising from climate change and their potential impact on the business model.

The scenario analysis looks at three time horizons (as per prior year: short (2025-2029), medium (2030-2039) and long (2040-2059)) across three distinct warming pathways as per prior years (Proactive, Reactive and Inactive scenarios). These offer valuable insights into when and how climate-related impacts may arise. We map both physical and transition risks. Transition risks arise from society's shift towards a low-carbon economy and include regulatory changes, evolving market expectations, and technological developments. Transition risks are identified at the Group level and may require the Group to adapt its strategy and operations to remain compliant, resilient, and competitive. Physical risks relate to the direct impacts of climate change, including flooding, heatwaves, wildfires, and water stress. Physical risks can be acute (event-driven, such as heatwaves) or chronic (long-term shifts in climate patterns, such as rising mean temperatures). Physical risk scenario analysis was performed at Divisional site level.

The Group's strategy around climate change focuses predominantly on improving Videndum's resilience to climate change. As referenced above, during 2025 the Group's focus has been on restructuring operations with limited actions taken in respect of climate change. The Group will re-evaluate its strategy in respect of climate change during 2026.

Climate related risks and opportunities

The following risks and opportunities have been identified as the most significant. Climate change as an overall risk is no longer identified as a principal risk due to a reduction in stakeholder concern driven also by the proliferation of "competing" risks (AI, armed conflict and other geopolitical issues). The mitigation responses are intended to improve the Company's resilience to climate change. The Group will continue to monitor the potential impacts in 2026 and future years.

Type	Risk / Opportunity	Likelihood & Impact	Key Impacts	Mitigations / Responses	Timeframe
Transition Risk	Enhanced emissions reporting	Almost certain, Low	Higher compliance, reporting, verification costs	Internal resources, regulatory monitoring	Short to long-term
	Product & packaging regulation	Probable, Moderate	Higher product/material costs, redesign needs, compliance with laws and regs (e.g. EPR)	Sustainable/recycled/FSC packaging, reduced plastics, eco-friendly materials Monitoring EPR legislations	Short to long-term
	Rising energy & raw material costs	Likely, Moderate	Higher energy, logistics, material costs	Commodity monitoring, EPR compliance, energy efficiency, renewable energy and solar panels	Short to Long-term
	Transition to low-emission technology	Probable, Moderate	Capital expenditure; short-term productivity loss	Energy efficiency investments, site upgrades, equipment replacement	Medium-term
Physical Risk	Heatwaves	Probable, Moderate	Higher cooling costs, operational disruption	Solar energy, HVAC upgrades, heat protocols, backup generators	Medium to Long-term
	Fluvial flooding	Possible, Moderate	Property damage, operational delays	Drainage systems, site maintenance, flood risk monitoring, insurance	Medium to long-term
	Wildfires	Probable, Moderate	Inventory loss, operational disruption, higher insurance	Fire safety systems, evacuation planning, insurance coverage	Short to long-term
	Rising temperatures	Almost certain, Moderate	Energy costs, asset wear, reduced productivity	Cooling systems, insulation, adjusted work practices, renewable energy	Short to Long-term
	Sea level rise	Probable, Moderate	Logistics disruption, higher transport costs	Supply chain mapping, alternative routes, disaster recovery plans	Medium to Long-term
	Water stress	Probable, Moderate	Water cost increase, supply chain disruption	Water efficiency initiatives, monitoring consumption	Long-term
Opportunity	Resource efficiency	Almost certain, Moderate	Lower operating costs, better asset value	Energy-saving technologies, waste reduction, recycling programmes	Short to Long-term
	Energy sources	Almost certain, Moderate	Lower emissions/costs, potential income	Solar panels, renewable energy, fleet electrification, energy optimisation Reduced energy cost through solutions such as solar panels, LED lights	Short to Long-term
	Resilience	Almost certain, Moderate	Reduced disruption/costs	Supplier diversification, business continuity planning, local sourcing	Short to Long-term

TCFD report continued

Metrics and targets

Videndum has withdrawn its net zero emission commitments and decided to discontinue the measurement of scope 3 (indirect emissions), except for "grey fleet" emissions (see below). This will be revisited as and when the restructuring activities are complete and once further clarity is established regarding the long-term direction of the Group.

Nonetheless, the Group continues to actively monitor scope 1 and 2 emissions and has implemented various measures to reduce emissions. The measures have involved several energy-savings projects and we will continue to evaluate energy saving opportunities.

Streamlined Energy Carbon Reporting (SECR)

This section summarises the energy usage, associated emissions, energy efficiency actions and energy performance for the Group, under the government policy Streamlined Energy and Carbon Reporting (SECR), as implemented by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. Carbon emissions are categorised as follows:

Scope 1: Consumption and emissions related to direct combustion of natural gas, fuels utilised for transportation operations, such as company vehicle fleets, refrigerant gases, and any other fuels.

Scope 2: Consumption and emissions from indirect emissions, relating to the consumption of transport, purchased electricity, heat, and steam in daily business operations.

Scope 3: Energy and emissions from business travel conducted in vehicles not owned or operated by the Group, otherwise known as Grey Fleet mileage.

Total consumption (kWh) figures for energy supplies reportable by the Group.

UK (kWh) 2025	UK (kWh) 2024	UK (kWh) 2021	Global (excluding UK) (kWh) 2025	Global (excluding UK) (kWh) 2024	Global (excluding UK) (kWh) 2021	Total Global kWh 2025	Total Global kWh 2024	Total Global kWh 2021
Scope 1 – Gaseous and other fuels (voluntary)								
671,926	752,858	945,124	3,110,328	4,395,143	4,053,757	3,782,254	5,148,001	4,998,881
Scope 1 – Transport (Company fleet)								
74,451	105,884	236,608	359,286	430,120	1,093,729	433,737	536,004	1,330,337
Scope 2 – Grid electricity								
1,158,598	1,292,762	1,716,613	5,613,870	6,874,583	8,709,990	6,772,468	8,167,346	10,426,603
Scope 2 – Self-generated renewable electricity*								
425,430	371,077	–	1,479,676	1,131,794	–	1,905,106	1,502,871	–
Scope 2 – Transport (Company fleet)								
3,309	28,265	6,473	–	346	–	3,309	28,611	6,473
Scope 2 – Purchased heat, steam and cooling								
555	1,239	9,148	–	–	–	555	1,239	9,148
Scope 3 – Grey fleet								
104,129	154,266	51,642	16,027	12,582	49,342	120,156	166,847	100,984
Total energy use – All scopes								
2,438,398	2,706,351	2,965,608	10,579,187	12,844,569	13,906,818	13,017,585	15,550,920	16,872,426

* Self-generated electricity is being reported for the first time as data has now become available. This represents solar PV electricity being generated and directly consumed across our sites.

The Total Carbon Emissions (tCO₂e) figures for Group.

UK (tCO ₂ e) 2025	UK (tCO ₂ e) 2024	UK (tCO ₂ e) 2021	Global (excluding UK) (tCO ₂ e) 2025	Global (excluding UK) (tCO ₂ e) 2024	Global (excluding UK) (tCO ₂ e) 2021	Total Global (tCO ₂ e) 2025	Total Global (tCO ₂ e) 2024	Total Global (tCO ₂ e) 2021
Scope 1 Total								
142	164	228	656	904	1,002	798	1,231	1,231
Scope 1 – Gaseous and other fuels (voluntary)								
123	139	173	572	806	745	695	945	919
Scope 1 – Transport (Company fleet)								
18	25	55	84	98	257	102	123	312
Scope 1 – Refrigerants								
1*	1*	–	0	1*	–	1*	1*	–
Scope 2 Total								
207	274	367	1,808	2,131	2,167	2,015	2,405	2,535
Scope 2 – Grid electricity								
205	268	364	1,808	2,131	2,167	2,013	2,399	2,532
Scope 2 – Transport (Company fleet)								
1	6	1	0	1*	–	1	6	1
Scope 2 – Purchased heat, steam and cooling								
1*	1*	2	0	–	–	1*	1*	2
Scope 3 Total (Grey fleet)								
24	35	12	4	2	12	28	37	24
Total emissions – All scopes								
373	473	607	2,468	3,038	3,181	2,841	3,510	3,790

* These values are less than 0.5 tCO₂e and have been rounded up.

Intensity metric of tCO₂e per £million (£m) turnover applied for the annual total location-based emissions.

UK Intensity Metric 2025	UK Intensity Metric 2024*	UK Intensity Metric 2021	Global (excluding UK) Intensity Metric 2025	Global (excluding UK) Intensity Metric 2024*	Global (excluding UK) Intensity Metric 2021	Total Global Intensity Metric 2025	Total Global Intensity Metric 2024*	Total Global Intensity Metric 2021
17.31	18.89	4.79	11.96	11.88	11.89	12.46	12.50	9.61

* The FY2024 metric has been restated from 283.90 (£m) to 280.82 (£m) following the availability of updated metric data after delivery.

TCFD report continued

Energy efficiency improvements

Videndum is committed to improving energy efficiency throughout the Group. However, the strategic focus is currently placed on site consolidation. Energy efficiency projects will take priority once the site consolidation process is complete. VPS and VMS vehicle fleet composition shows a shift toward lower-emission vehicles, with the fleet now comprising 15% diesel, 33% fully electric, 7% hybrid, and 45% plug-in hybrid vehicles.

Methodology

For UK operations, Scope 1 and 2 energy use and associated CO₂e emissions have been determined using the Greenhouse Gas ("GHG") Protocol and the UK Government's 2019 environmental reporting guidance. The calculations apply the gross calorific values (kWh, CV) and emissions factors (kgCO₂e) relevant to the reporting period of 1 January to 31 December 2025.

The 2024 intensity metric has been restated from 283.90 (£m) to 280.82 (£m) following the availability of updated metric data after delivery of the previous disclosure.

Scope 1 emissions

Direct emissions from our operations, such as fuel combustion, are categorised under Scope 1. To convert Scope 1 natural gas usage in the UK, the UK DESNZ 2025 emissions factors database was used. UK natural gas factors have been used for all natural gas calculations.

Scope 2 emissions

Scope 2 emissions are indirect emissions generated from transport, purchased electricity, heat and steam and are calculated based on both the "location-based" and "market-based" methods outlined in the GHG Protocol.

Location-based methodology

A location-based method reflects the average emissions intensity of grids on which energy consumption occurs (using mostly grid-average emission factor data). Government Emissions Factor Database 2025 version 1 has been used, utilising the published kWh gross Calorific Value ("CV") and kgCO₂e emissions factors. For factors for non-UK countries, Association of Issuing Bodies ("AIB") & Ember databases were used.

Market-based methodology

Market-based Scope 2 emissions reflect the electricity that sites have actively chosen to procure, or the absence of such choices, using emission factors derived from contractual instruments such as REGO-backed electricity contracts, supplier-specific fuel mixes, and residual grid factors. These emissions are reported in tonnes of CO₂ only. For locations without applicable contractual data, country-specific location-based factors have been applied to ensure comprehensive and consistent reporting across all sites.

Non-Financial and Sustainability Information Statement

Videndum complies with the requirements of sections 414CA and 414CB of the Companies Act 2006, the 2018 Non-Financial Reporting Directive and other key compliance areas by including certain non-financial information within the Strategic report. The table below, and the information it refers to, is intended to help stakeholders understand our position on key non-financial matters:

Reporting requirement	Further information	Related Principal Risk	Page(s)
Climate-related financial disclosures and environmental matters	<ul style="list-style-type: none"> - The Responsible business section outlines our commitment to operating responsibly in all our dealings with our stakeholders. - Our ESG targets sets out a roadmap towards becoming a sustainable business. - Videndum discloses its climate-related risks in line with TCFD requirements. 	N/A	21 to 26
Employees	<ul style="list-style-type: none"> - Videndum has a Code of Conduct which outlines the Group's expectation and commitment to maintaining the highest standards of ethical conduct and behaviour in business practice. The Code is reviewed annually and in early 2024 the Code of Conduct was recommunicated to all employees. - We are committed to diversity and inclusion at all levels of our business and we do not discriminate on any basis. - Videndum has a well-established employee engagement and feedback programme with Eva Lindqvist, the Non-Executive Director responsible for employee engagement. 	8	21 and 32
Social matters	<ul style="list-style-type: none"> - The Responsible business section and our stakeholders sets Videndum's approach to supporting our employees, customers and suppliers. 	6,8	21
Anti-bribery and corruption	<ul style="list-style-type: none"> - Videndum's Code of Conduct sets out the expectations towards the highest standards of ethical conduct and behaviour in business practice. - Videndum has an anti-bribery and corruption policy that has been reviewed by the Board annually and sets out the responsibilities and expectations of our employees for the prevention, detection and reporting of bribery and other forms of corruption. - Employees receive training on the anti-bribery and corruption policy, including gifts and hospitality. - Suppliers are made aware of our zero-tolerance approach to bribery and we undertake due diligence on all suppliers using the NAVEX Risk Rate system. 	6,7	21
Human rights and modern slavery	<ul style="list-style-type: none"> - Videndum's Code of Conduct outlines our stance on human rights and modern slavery. - A separate Slavery and Human Trafficking statement is published on our website annually and underlines our commitment to ensuring that slavery and human trafficking does not exist in our business operations or our supply chain. 		21
Business model and strategy	<ul style="list-style-type: none"> - Details of how we do what we do, why, where and for whom. 	1,2,7	3 to 28
Principal risks	<ul style="list-style-type: none"> - Videndum's principal risks set out the business risks and the mitigating actions that are taken to help reduce the impact of any of these risks across the Group. 		14 to 19

The Strategic Report was signed by:

Stephen Harris
Chairman
31 March 2026

Compliance statement

For the year ended 31 December 2025, the Directors present their Corporate Governance Statement in accordance with the Disclosure and Transparency Rules ("DTR") 7.2.9 and have reported against the UK Corporate Governance Code 2024 (the "2024 Code") which is effective for financial years beginning on or after 1 January 2025.

We acknowledge that Provision 29 of the 2024 Code is effective from 1 January 2026 and we will report on compliance with that in the 2026 Annual Report.

In accordance with DTR 7.2.3, we take this opportunity to declare non-compliance and departure with Provision 9 of the 2024 Code. Provision 9 outlines that the roles of the chair and chief executive should not be exercised by the same individual. Due to exceptional circumstances facing the Company, Stephen Harris succeeded as Executive Chairman with effect from 25 October 2024 and has since occupied both roles.

We confirm that the recruitment process of a permanent Chief Executive commenced in 2025 and Stephen Harris will continue to lead the Company until that process has been concluded. Upon the appointment of a new Chief Executive, Stephen Harris will revert to his former role as Chairman of the Company. To mitigate any risks associated with this position, the Board has increased meeting frequency and communication throughout 2025. In addition, the Board appointed Graham Oldroyd as Deputy Chairman on 31 July 2025. Further, the Board has regular updates and interaction with the Executive Committee and Finance Committee, both of which were set up in December 2024 ahead of 2025 to navigate this period of change for the Company.

Further in accordance with DTR 7.2.3, we declare non-compliance and departure with Provision 36 of the 2024 Code. Provision 36 guides that share awards should be subject to a total vesting and holding period of five years or more. Due to exceptional circumstances, Stephen Harris received Long Term Incentive Plan ("LTIP") awards on 18 December 2024 and 6 January 2025 that have a vesting period of two years and a further two year holding period. The structure of the LTIP was made due to the exceptional circumstances of Stephen Harris taking on leadership of the Company while the search for a permanent Group Chief Executive is conducted. A longer performance period of three years would not be reasonable in the circumstances. Upon vesting, Stephen Harris will also be required to comply with the Company's policy on shareholding requirements necessitating that the vested award is held for a minimum of two years post vesting.

With reference to Provision 21, the Chairman is satisfied that the Board and Committee evaluations completed in 2025 show that performance, composition, diversity and collaborative engagement were effective throughout the challenges faced in 2025 and can remain effective to achieve objectives in 2026. The refinancing of the business dominated Board activity in 2025 and will continue to do so in Q1 2026 but other matters will be taken on in 2026 such as the recruitment of a new Chief Executive, talent and succession planning, and operational and strategic plans.

The Board agrees that taken as a whole, the Annual Report is fair, balanced and understandable, which gives all stakeholders the information necessary to assess the Group's business model, strategy and performance. The full report provides the information required for shareholders to assess the Group's overall performance against its strategy. The Directors Report on page 76 contains the statement of directors' responsibilities in relation the Annual Report and the Financial Statements.

It is important that shareholders can effectively assess the quality of the Company's governance arrangements, and the Board's activities and contributions. The following table enables shareholders to locate and evaluate how Videndum plc has applied the principles of the 2024 Code.

UK Corporate Governance Code 2024

Board leadership and Company purpose

	Page(s)
Code principle A – Effective and entrepreneurial board	
Section 172 statement	37
Board of Directors	30 to 31
Board and Committee evaluation 2025	45
The role of the Board	39 to 40
Code principle B – Company's purpose, values and strategy	
About Videndum	2
Section 172 statement	37
Our core values	2
Code principle C – Necessary resources and controls to meet objectives and departure from provisions statement	
Strategic Report	1 to 27
Audit, risk and internal control	46
Compliance statement	28
Code principle D – Effective engagement with stakeholders (including lenders) and shareholders	
Section 172 statement	37
Our stakeholders	38
Lenders	6 and 11
Annual General Meeting	80 and 162
Shareholder information	162
Code principle E – Workforce policies and practices	
Section 172 statement	37
Employee engagement	38
Workforce policies	21
Whistleblowing	21 and 47
Division of responsibilities	
	Page(s)
Code principle F – Chairman's leadership	
Board governance	34
Division of Board responsibilities	39 to 40
Board and Committee evaluation 2025	45
Code principle G – Division of responsibilities	
Board governance	34
Board of Directors	30 to 31
Division of responsibilities	39 to 40
Videndum's governance structure	35
Code principle H – Non-Executive Directors	
Section 172 statement	37
Attendance at 2025 Board and Committee meetings	36
Time commitments	45

	Page(s)
Code principle I – Role of the Company Secretary	
Effective resources and controls	33
Board governance	34
Group Company Secretary	35 and 40
Board roles and the division of responsibilities	39 to 40

Composition, succession and evaluation

	Page(s)
Code principle J – Director appointment process	
Nominations Committee report – Board appointments and succession	42 to 43
Code principle K – Board skills, experience and knowledge	
Nominations Committee report – Board of Directors' skills, experience and knowledge	41
Code principle L – Board annual evaluation	
Nominations Committee report – Board evaluation	45

Audit, risk and internal control

	Page(s)
Code principle M – Policies around internal and external audit functions	
Audit Committee report – effectiveness of internal and external audit functions	49
Code principle N – Fair, balanced and understandable reporting	
Fair, balanced and understandable assessment of the Company's position and prospects	50
Code principle O – Management of risk	
Principal risks of the Company	14 to 19
Audit Committee report	47 to 50

Remuneration

	Page(s)
Code principle P – Remuneration policies and practices aligned to strategy	
Remuneration report – remuneration policies and practices	51 to 53
Code principle Q – Determination of remuneration	
Remuneration report – policy on executive remuneration	54 to 58
Code principle R – Independent judgement on remuneration	
Remuneration report – independence around remuneration outcomes	51

Board of Directors



Stephen Harris



Role: Chairman, Chairman of the Nominations Committee and Chairman of the Executive Committee.

Appointed to the Board as a Non-Executive Director on 9 November 2023 and on 1 May 2024 became Chairman of the Company.

Appointed: 9 November 2023 – tenure of 2 years 5 months.

Nationality: British

Skills and experience: Stephen joined Videndum as a NED and Chairman designate in November 2023. He spent 15 years as the CEO of Bodycote plc until he retired at the end of May-24 and took over as Non-Executive Chairman of Videndum plc. He was appointed Executive Chairman in late October 2024. Stephen has 40+ years of experience across industrial engineering, including NED at Brixton plc and SID at Mondi plc. He had Executive Director roles at Powell Duffryn plc and Spectris plc. Stephen has an MA in engineering from Cambridge and an MBA from Chicago Booth School of Business.



Brian Morgan



Role: Chief Financial Officer

Appointed: 13 October 2025 – tenure of 6 months

Nationality: Irish

Skills and experience: Brian joined Videndum in October 2025. He has ~4 years UK plc CFO experience having been at Victoria plc. Brian held various senior finance roles at Synthomer plc, Essentra plc and Tate & Lyle plc. He started his professional finance career at Arthur Andersen before moving to Deloitte. Brian has a B.Comm Degree from University College Cork and is a fellow of the Institute of Chartered Accountants in England and Wales.

Key to Committee membership

- Chair of the Board / Committee
- Audit Committee
- Nominations Committee
- Remuneration Committee
- Finance Committee
- Executive Committee



Graham Oldroyd



* Until 31 July 2025

Role: Deputy Chairman, Independent Non-Executive Director and former Chair of the Finance Committee (until 31 July 2025)

Appointed: 12 October 2023 – tenure of 2 years and 6 months

Nationality: British

Skills and experience: Graham is an Independent Non-Executive Director at Senior plc, having been appointed to that role on 28 May 2025. Graham is Chair of The Global Smaller Companies Trust PLC listed on the London Stock Exchange. Graham is Chair at MCF limited. Formerly, Graham was a Chair at Ideal Standard International NV, a Non-Executive Director of PHS Group Investments Ltd, Nobina AB and Henderson Alternative Strategies Trust plc (where he was Chair of the Audit Committee from 2014 – 2020). Graham was a partner with 23 years' service at European private equity fund manager Bridgepoint until June 2013. Graham is a Chartered Engineer, Fellow of Institution of Mechanical Engineers, and Member of the chartered Institute for Securities & Investment.



Eva Lindqvist



Role: Senior Independent Non-Executive Director and Non-Executive Director responsible for employee engagement.

Appointed: 1 April 2025 – tenure of 1 year

Nationality: Swedish

Skills and experience: Eva is a Swedish national and an Engineer. Eva was at Ericsson for 20 years focused on strategy, production development and international sales; and held positions in Sweden, Australia, United States of America and Japan. In 2000 Eva joined the Scandinavian telecommunications company Telia and served as Senior Vice President of Telia Equity before becoming Chief Executive of TeliSonera International Carrier in 2002. Eva has wide corporate experience having served on the Board of companies including Acast AB, Bodycote plc, Assa Abloy AB, Mr Green & Co AB, Sweco AB, Tarsier AB and Keller Group plc. Eva is currently Senior Independent Director at Vesuvius plc, and a Non-Executive Director and Chair of the Remuneration Committee of CLS Holdings plc. Formerly, Eva was a Non-Executive Director at Greencoat Renewables plc and a Non-Executive Director and Chair of the Audit Committee at Tele2 AB. Eva is a member of the Royal Swedish Academy of Engineering Sciences.



Aidan de Brunner



* As of 31 July 2025

Role: Independent Non-Executive Director and Chair of the Finance Committee (as of 31 July 2025)

Appointed: 31 July 2025 – tenure of 9 months

Nationality: British

Skills and experience: Aidan is currently a Non-Executive Director at Thames Water and Swedish company Stegra. Aidan has significant Board, investment and management experience with particular focus on financial restructurings gained over 25 years across a range of companies including Petrofac, the Trafford Group and London Southend Airport. Aidan qualified in 2000 as a UK Accredited Chartered Accountant



Polly Williams



Role: Independent Non-Executive Director and Chair of Audit Committee

Appointed: 1 July 2024 – tenure of 1 year and 9 months

Nationality: British

Skills and experience: Polly is currently Senior Independent Director and Chair of the Risk Committee for Royal Bank of Canada Europe Ltd, Senior Independent Director and Audit Chair at The Rugby Football Union and a Director of ClearBank Group Holdings Limited from 2 February 2026. Polly was also Senior Independent Director of XP Power Limited but stood down from that role as of 27 February 2026.

She is a chartered accountant and a former Partner at KPMG LLP, having resigned her partnership in 2003.

Key to Committee membership

- Chair of the Board / Committee
- Audit Committee
- Nominations Committee
- Remuneration Committee
- Finance Committee
- Executive Committee



Martin Cooke



Role: Independent Non-Executive Director

Appointed: 31 July 2025 – tenure of 9 months

Nationality: Irish

Skills and experience: Martin is currently a Non-Executive Director at Kemble Water Holdings Limited, the ultimate parent of Thames Water. Martin has extensive experience in both an executive and non-executive capacity over a 30-year career across a wide range of sectors. Martin is a Fellow of the Association of Chartered Certified Accountants.



Anna Vikström Persson



* As of 16 June 2025

Role: Independent Non-Executive Director and Chair of the Remuneration Committee

Appointed: 1 May 2023 – tenure of 2 years and 11 months

Nationality: Swedish

Skills and experience: Anna is a Non-Executive Director and Chair of the ESG Committee at Bytes Technology Group plc. Between 2018 and 2021, Anna was Chief Human Resources Officer for Pearson plc, and between 2011 and 2016 Executive Vice President, Head of Human Resources at Sandvik AB. Between 2009 and 2014 Anna was an Independent Non-Executive Director for Knowit AB, a public listed IT consultancy group in the Nordics and Baltics. Between 2006 and 2011 she was Executive Vice President, Head of Human Resources at SSAB AB and prior to that worked at Ericsson Group AB in various HR roles culminating as Vice President, Human Resources & Organisation, Sweden. Anna was born in South Korea, raised in Sweden and studied in the United States of America and Germany. Anna holds a master's in law from Lund University as well as professional HR qualifications from both London Business School and Michigan Business School.

The role of the Board

Alignment of culture with purpose, values and strategy

The Board reinforces our culture and values through the way it collectively makes decisions, including decisions made on strategy, operations, governance and conduct. The culture of the Group is monitored and assessed by the Board via:

- Regular meetings with senior management, including attendance at Board and Committee meetings as appropriate.
- Discussing the outcomes of employee surveys. We plan to recommence such surveys in 2026 and to consider actions necessary coming out of the surveys.
- Employee engagement sessions. We plan to recommence face to face employee engagement sessions in 2026 involving Eva Lindqvist who is the Non-Executive Director with responsibility for employee engagement.
- Site visits to our key operations including meeting with our employees.
- Consideration of feedback from key investors and wider stakeholders when shaping Group-wide policies, procedures and practices.
- Reviewing the Company's whistleblowing service and any cases or investigations from the service.

- Payment to suppliers in accordance with contractual terms.
- Training records for Board members.
- Internal and external auditor's reviews and findings.
- Regular risk and compliance reports from the Head of Group Risk Assurance.
- Key Performance Indicators including health and safety performance.
- Assessing cultural indicators such as management's attitude to risk and the Group's overall risk appetite; and compliance with the Group's policies including communication and training on our Code of Conduct.

Read more on how the Board factors stakeholders into its decisions on page 38.

2025 saw a period of significant change for the Group and its Board. This will continue into 2026, and the Group's culture and governance framework will evolve to be aligned with its structure.

Code of Conduct

The Code of Conduct was communicated to all employees in early 2024 and has continued to be applied throughout 2025, including communication to all new starters in the business. As well as employees, this is also available to all stakeholders including customers and suppliers. The Code of Conduct is published in all languages commonly spoken in the Group and is available on our website.

We plan to re-communicate the Code of Conduct to all employees again in the second half of 2026. This will include tailored training on the Code of Conduct.

More information on Videndum's culture can be found at:

Videndum's governance framework and governance practices on page 35

Videndum's approach to people, leadership and succession in the Nominations Committee report on pages 42 to 45

Videndum's risk and internal controls in the Audit Committee report on pages 46 to 50

The focus on health and safety, the environment and sustainability across the Group in the Responsible business report on pages 20 to 26

Videndum's approach to executive remuneration in the Remuneration report on pages 54 to 58

The role of the Board

In accordance with the 2024 Code, the Board, outlined on pages 30 to 31, includes a combination of Executive Directors and Independent Non-Executive Directors who bring a diverse range of skills, experience and industry knowledge to the boardroom. The role of the Board is to promote the long-term sustainable success of the Company as well as undertake actions to generate value for shareholders. Throughout 2025, the Board's focus was to secure the financial viability of the business with significant restructuring and reshaping of the cost base. The Board provides the entrepreneurial leadership for the Company and during 2025 the Board's skillset was continually reviewed to ensure it had the right balance of experience that the Company needed in the areas of finance, strategy and operations, people management and global commerce.

Board changes in 2025

During 2025, the following changes to the Board took place, ensuring that the Board has the right composition and skills to address the challenges the Company faces:

- Eva Lindqvist joined the Board as Non-Executive Director and Senior Independent Director with effect from 1 April 2025, and became a member of the Audit Committee, Remuneration Committee and the Nominations Committee. Eva also became the Non-Executive Director responsible for employee engagement.
- Aidan de Brunner and Martin Cooke both joined the Board as Independent Non-Executive Directors with effect from 31 July 2025.
- Brian Morgan joined the Board as Chief Financial Officer with effect from 13 October 2025.
- Anna Vikström Persson succeeded as Chair of the Remuneration Committee with effect from 16 June 2025.
- Caroline Thomson and Richard Tyson both ceased to be Directors of the Company on 16 June 2025 and 31 July 2025 respectively.
- Graham Oldroyd was appointed Deputy Chairman with effect from 31 July 2025.

All Directors of the Company in accordance with the Company's Articles of Association, will stand for reappointment as Directors at the Company's AGM to be held on 19 May 2026. Read more on the AGM on page 162.

Until 25 October 2024, the roles of Chairman and Chief Executive were exercised by separate individuals. However, with effect from that date, Stephen Harris was appointed to the position of Executive Chairman. While provision 9 of the 2024 Code states that the roles of the Chairman and Chief Executive should not be exercised by the same individual, this change was necessitated and continued through 2025 by the challenging markets the Company is experiencing, with recovery in those markets slower than expected. Stephen Harris has significant experience, most recently leading FTSE 250 Bodycote plc for over 15 years as its Chief Executive. The combination of the roles is an interim measure to see the Company through this challenging period and while the search for a new Group Chief Executive is carried out. We will report on progress with this search over the coming months to ensure that shareholders remain informed. To help ensure the right governance during the period of change, the Board appointed Graham Oldroyd as Deputy Chairman with effect from 31 July 2025.

In accordance with the 2024 Code, together with the Group Company Secretary, the Chairman ensures that all Directors:

- Act with integrity, lead by example, and promote the desired culture.
- Ensure that the policies, processes, information and resources are available to function effectively.
- Ensure effective engagement with and encourage participation from shareholders and stakeholders.
- Receive accurate, timely and clear information.
- Actively participate in the decision making process at Board meetings.
- Are kept informed of all key business developments across the Group.

Board meeting agendas are agreed in advance of meetings by the Chairman facilitated by the Group Company Secretary to ensure each Board meeting is as effective as possible. Agendas and supporting papers are circulated to all Board members in advance of meetings. All Board members provide constructive input to any strategic decisions proposed by executive management.

The Board has a defined policy for dealing with conflicts or potential conflicts of interest as set out in the Company's Articles of Association. At the start of every Board meeting all Directors are reminded about their duties under Section 172 of the Companies Act 2006 including the need to disclose any conflicts of interest.

The Group Company Secretary maintains a record of any declared conflicts of interest and record of independence which identifies circumstances which are likely to impair or could appear to impair a director's independence.

Effective resources and controls

The Board is satisfied that the Company's purpose is aligned with business practices through a variety of resources, including regular updates from senior management as appropriate. These strategic and operational updates are discussed by the Board in scheduled Board meetings and short notice Board meetings as necessary.

The Board governance arrangements support the development and delivery of strategy and objectives by ensuring accountability and responsibility for decisions from within the organisation and also by leveraging the skills, knowledge and experience from all Board members. Read more on the skills and experience of all Board members on page 41. Board members are expected to openly express their views and opinions on the business, the strategy, the operation of the Group or a proposed course of action.

With reference to Provision 21 of the 2024 Code, the Chairman is satisfied that the board evaluation completed in 2025 illustrates that Board governance arrangements including accountability and responsibility were effective in 2025 and remain to be so. Read more on the compliance to Provision 21 and 22, and 2025 Board and Committee evaluation results and on pages 28 and 45.

The role of the Board continued

Finance Committee

The Board established the Finance Committee in 2024 and in 2025 updated its terms of reference to focus on the refinancing of the business. The Finance Committee is chaired by Aidan de Brunner and comprises the following other members:

- Stephen Harris
- Brian Morgan
- Graham Oldroyd
- Martin Cooke
- Polly Williams

However an open invitation to attend its meetings is given to other members of the Board as well as the Company's advisors.

The Finance Committee has terms of reference approved by the Board, which include the provision of management, oversight, effective governance and control for:

- The execution of the agreed funding strategy, capital structure and liquidity management for the Group;
- Funding transactions and loans for the Group;
- The ongoing relationship with existing lenders under the Revolving Credit Facility ("RCF") Agreement including covenant tests and waivers thereof;
- The renewal of the Group's RCF Agreement or other alternative long-term finance arrangements; and
- Other major financial matters for the Group including, but not limited to, tax, treasury, pensions and the Group's insurance programme.

Meetings of the Finance Committee are minuted and reported to the full Board.

Executive Committee

The Chairman chairs the Executive Committee which comprises the Chief Financial Officer, Chief People Officer, Divisional Chief Executive Officers and the Group Company Secretary. Other members of the senior management team attend by invitation of the Chairman. The Executive Committee meets monthly and provides in depth working knowledge of current performance and operational matters. The Chairman reports on the work of the Executive Committee to each Board meeting to keep the Board fully informed on operational matters.

Meetings of the Executive Committee are minuted and reported to the full Board.

Policies and Procedures

The Board and Executive Committee have a responsibility to review and approve the Company's policies and procedures governing the conduct of business with support from the Group Company Secretary. All of which were last reviewed and approved by the Board in December 2025 and are available on our website.

Regular training is provided for employees to ensure that the policies are understood and expectations on behavioural conduct are established. These policies are also available on Divisional intranets and HR platform HiBob, as well as our website. Some policies are also included in the employee handbook, allowing multiple methods in which employees can review the information.

The Board has a schedule of matters reserved to it which was last reviewed in December 2025.

The schedule of matters reserved to the Board includes matters such as acquisitions and divestment of businesses, appointments of new Directors and approval of financial results including budgets and capital expenditure as well as any declaration of dividends. The Board delegates certain powers to the Chairman to run the business and operations.

Board Governance

The Board has overall responsibility for governance in the Group, is led by the Chairman and supported by the Group Company Secretary.

The Board has delegated certain responsibilities to its Nominations, Audit, Remuneration and Finance Committees. Minutes of all Board and Committee meetings, including the Finance Committee and Executive Committee, are prepared by the Group Company Secretary following each meeting.

Where possible, Board and Committee meetings are held in person. In some instances, short notice Board and Committee meetings can be held via video conference. The Board also holds Board meeting dinners which enable Directors to informally discuss current business matters. The Board appreciates this informal environment, which creates an opportunity for members of the Executive Committee, other senior management or external advisors to attend and give updates on the business.

The Directors make use of electronic Board packs, providing fast and secure access to all Board and Committee papers, alongside any other key and confidential updates to enable the running of the business. The Chairman and the Committee Chairs set the agendas for all Board and Committee meetings with support from the Group Company Secretary.

The information contained within the Board and Committee packs includes current business performance, detailed budgets, forecasts, strategy papers, corporate development opportunities and operational performance, and annual and half yearly reports. A detailed monthly report is prepared and circulated to all Directors from the Chairman, Chief Financial Officer, Group Company Secretary and Group General Counsel. A monthly Health and Safety report is also circulated. The Board can sometimes receive additional information outside the meetings from time to time as when necessary.

Read more on the work of the Audit Committee on pages 47 to 50, work of the Nominations Committee on pages 42 to 45, work of the Remunerations Committee on pages 51 to 53 and work of the Executive and Finance Committee on page 35.

The Committee's each have terms of reference which were last reviewed and approved by the Board in December 2025.

The performance of each Committee is assessed annually as part of the evaluation process. Read more on the results of the internal Board and Committee evaluations carried out in 2025 on page 45.

Videndum's governance structure is as follows:

<p>Videndum plc The Board of Directors</p> <p>Chaired by Stephen Harris</p> <p>Membership: Chairman, Chief Financial Officer and Independent Non-Executive Directors</p> <p>Purpose: Approve all financial results, dividends and financial matters for the Group and tracks progress of the business against the strategy and budgets</p> <p>Engagement with the Group's key stakeholders</p> <p>Approval of the financing for the Group</p> <p>Oversight of the Group's operations</p>		
<p>Nominations Committee Chaired by Stephen Harris</p> <hr/> <p>Membership: Chairman and the Independent Non-Executive Directors</p> <hr/> <p>Purpose: Reviews the composition of the Board and its skills.</p> <hr/> <p>Considers the future challenges affecting the business and ensures plans are in place for orderly succession to both Board and senior management positions.</p> <hr/> <p>Oversees the development and planning of a diverse pipeline for succession considering the long-term success of the company.</p> <hr/> <p>Maintains relationships with people operations and has an active role on meeting diversity objectives and strategies.</p> <hr/> <p>→ Read more on pages 42 to 45</p>	<p>Audit Committee Chaired by Polly Williams</p> <hr/> <p>Membership: The Independent Non-Executive Directors</p> <hr/> <p>Purpose: Responsible for the integrity of narrative reporting, Financial Statements and financial controls.</p> <hr/> <p>Oversees risk management and control systems including internal audit progress and effectiveness.</p> <hr/> <p>Reviews external auditor's effectiveness.</p> <hr/> <p>→ Read more on pages 47 to 50</p>	<p>Remuneration Committee Chaired by Anna Vikström Persson</p> <hr/> <p>Membership: The Independent Non-Executive Directors</p> <hr/> <p>Purpose: Has delegated responsibility for designing and determining remuneration for the Chair, Company Secretary, Executive Directors and senior management.</p> <hr/> <p>Reviews the framework and policy on Executive Director and senior management remuneration and benefits to ensure alignment with strategy and performance.</p> <hr/> <p>Acts with independent judgment and discretion to authorise remuneration outcomes.</p> <hr/> <p>Reviews and benchmarks incentive arrangements.</p> <hr/> <p>→ Read more on pages 51 to 75</p>
<p>Executive Committee Chaired by Stephen Harris</p> <hr/> <p>Membership: Chairman, Chief Financial Officer, Divisional CEOs, Group Company Secretary and Chief People Officer. An invitation is extended to other members of management when needed.</p> <hr/> <p>Purpose: Oversees the management of the business and the implementation of the Group's strategy.</p> <hr/> <p>Enables the Chairman to have oversight and transparency of the Company's workings and business operations.</p> <hr/> <p>→ Read more on pages 34 and 40</p>	<p>Finance Committee Chaired by Aidan de Brunner (as of 31 July 2025 as successor to Graham Oldroyd)</p> <hr/> <p>Membership: Aidan de Brunner, Chairman, Chief Financial Officer, Graham Oldroyd, Martin Cooke and Polly Williams. An open invitation to attend is extended to other Directors. Advisors and other senior management attend by invitation.</p> <hr/> <p>Purpose: Provision of management, oversight, effective governance and control of the Group's funding strategy, capital structure and liquidity management for the Group.</p> <hr/> <p>→ Read more on page 34</p>	<p>Group Company Secretary</p> <p>All Directors have access to the advice and services of the Group Company Secretary and any Director may initiate an agreed procedure to seek independent professional advice sought at the Company's expense. Clearance to such advice being sought must be given in advance by the Chairman. The Group Company Secretary's role is to support the Chairman, the Board, its Committees and individual Directors in discharging their duties effectively in accordance with the 2024 Code and Listing Rules which include governance matters. In accordance with the 2024 Code, the Group Company Secretary's appointment and removal is a matter to be considered by the whole Board.</p>

Board activity in 2025

During 2025 the Board covered a range of issues at its scheduled and short notice meetings including:

Strategy: Throughout 2025 updates were provided to the Board on Divisional financial and operational performance including restructuring and refinancing measures.

Operational: During 2025, the Board received regular updates on operational performance from the Divisional CEOs. In view of the restructuring, no site visits were held in 2025. However, the Executive Committee met in person and cascaded any pertinent information down to the Divisions. Stephen Harris also visited the Bury St Edmunds, UK site in March 2025 to engage with staff and for operational visibility. Stephen Harris and Brian Morgan further visited the Feltre, Italy site in February 2026.

Financial reporting and ESG: The Board approved the 2024 financial results, the 2024 Annual Report and Accounts as well as the 2025 AGM Notice, Going concern and the Viability statement in April 2025. The Board also considered and approved the Company's 2025 half year financial results at the Board meeting held in August 2025 meeting. The Board noted the Group's ESG initiatives and further information on ESG and TCFD is available on pages 20 and 22.

Financial: The Board considered and approved multiple financial decisions in view of the restructuring, refinancing, the Revolving Credit Facility and Full Year 2024 and Half Year 2025 financial results.

Restructuring: In response to challenging market conditions, the Board approved restructuring steps in 2024 that were implemented in 2025.

Looking ahead: 2026 will be an important year as we will continue to drive further restructuring measures and complete the refinancing of the business, and implement strategic objectives.

Attendance at 2025 Board and Committee meetings

The Board and its Committees have a scheduled programme of meetings and also hold meetings at short notice to meet business demands and to discuss important or pending issues. In accordance with provision 14 of the 2024 Code, the table below sets out scheduled and short notice meetings and directors' attendance throughout 2025. During 2025 there were a significant number of short notice meetings as a consequence of the challenges faced by the business.

	Board		Audit		Remuneration		Nominations		Finance ¹
	Scheduled	Short notice	Scheduled	Short notice	Scheduled	Short notice	Scheduled	Short notice	Short notice
Number of meetings	9	5	3	3	2	4	1	1	14
Directors:									
Stephen Harris	9 (9)	5 (5)	N/A	N/A	N/A	N/A	1 (1)	1 (1)	14 (14)
Brian Morgan (appointed 13 October 2025)	2 (2)	0 (0)	N/A	N/A	N/A	N/A	N/A	N/A	6 (6)
Graham Oldroyd	9 (9)	4 (5)	3 (3)	3 (3)	2 (2)	4 (4)	1 (1)	1 (1)	14 (14)
Anna Vikström Persson	9 (9)	5 (5)	3 (3)	3 (3)	2 (2)	4 (4)	1 (1)	1 (1)	N/A
Polly Williams	9 (9)	5 (5)	3 (3)	3 (3)	2 (2)	4 (4)	1 (1)	1 (1)	12 (14)
Eva Lindqvist (appointed 1 April 2025)	7 (7)	3 (4)	1 (2)	3 (3)	1 (1)	2 (2)	0 (1)	1 (1)	N/A
Aidan de Brunner (appointed 31 July 2025)	4 (4)	0 (0)	N/A	N/A	N/A	N/A	N/A	N/A	11 (11)
Martin Cooke (appointed 31 July 2025)	4 (4)	0 (0)	N/A	N/A	N/A	N/A	N/A	N/A	9 (11)
Caroline Thomson ² (resigned 16 June 2025)	4 (4)	2 (2)	1 (1)	0 (1)	1 (1)	2 (2)	N/A	1 (1)	N/A
Richard Tyson ³ (resigned 31 July 2025)	4 (4)	2 (2)	1 (2)	1 (1)	1 (1)	2 (2)	N/A	1 (1)	N/A

The number shown in brackets denotes the number of meetings the Director could have attended during 2025. Where a Director was unable to attend a meeting, their input to the business of the meeting was given in advance of the meeting to the Chairman or Chair of the Committee as appropriate.

¹ The Finance Committee held 14 meetings throughout 2025 as shown above and were all considered short notice.

² Caroline Thomson did not seek re-election at the Company's 2025 AGM and ceased to be a Director on 16 June 2025.

³ Richard Tyson ceased to be a Director on 31 July 2025.

Section 172 statement

The Board confirms that during the year ended 31 December 2025, it has acted in good faith to promote the long-term success of the Company for the benefit of its key stakeholders that have been identified on page 38 as its shareholders, lenders, employees, customers, suppliers and the communities and environments in which we operate all while having due regard to the matters set out under Section 172 (a) to (f) of the Companies Act 2006:

Relevant Disclosure(s)		Page(s)
A The likely consequence of any decision in the long term	Purpose and values	Page 2
	Strategic framework/Market opportunity	Pages 3 to 6
	Dividends	Page 77
	Our stakeholders	Page 38
B The interests of the Company's employees	Our people	Page 20
	Employee engagement	Page 38
	Employee health and wellbeing	Page 20
	Diversity and inclusion	Page 43
C The need to foster the Company's business relationships with suppliers, customers, lenders and others	Customer engagement	Page 2
	Supplier engagement and relationships	Page 14
	Anti-bribery and corruption and modern slavery	Page 21
	Borrowing facilities	Page 11
D The impact of the Company's operations on the community and the environment	Responsible business	Page 21
	Environment, ESG Strategy and TCFD	Page 22
E The desirability of the Company maintaining a reputation for high standards of business conduct	Values and culture at Videndum	Page 32
	Code of Conduct and whistleblowing service	Page 21
	Workforce policies	Page 21
	Terms of reference	Page 35
F The need to act fairly as between members of the Company	Shareholder engagement	Page 38
	AGM and General Meeting	Page 38
	Rights attached to shares	Page 77

How the Board considers Section 172 matters

Methods used by the Board to perform their duties under the Companies Act 2006 include:

- The Board considers the Group's purpose, values and corporate culture when reviewing the Company's policies, particularly relating to business conduct.
- The Audit Committee has oversight of the Company's risk assurance and management framework, internal controls, and the actions that are in place, or that will be put in place, to mitigate risk (including any emerging risks where appropriate) in the short, medium and long term.
- Detailed Divisional and Group strategy reviews held where senior management present updates to the Board, and the Board considers mid to long-term strategy.
- The Board receives updates on the Company's ESG programme.

- Members of the Board engage directly with employees, shareholders and lenders and receive feedback from the Chairman and Chief Financial Officer on meetings with investors and analysts, as well as regular updates and reports from the Executive Committee and external advisers on engagement with other stakeholders such as customers, suppliers, lenders and the wider communities in which Videndum operates.

The Board considers all input and feedback from all stakeholders in its decision making, what is right for the proper operation of the business and its overall strategy. The Board remains focused on the Group's restructuring into 2026 and ensuring it is well positioned in the future for recovery in its markets.

The Board and our stakeholders

Shareholder engagement

Meeting with shareholders

Videndum has an active and open dialogue with shareholders and their views are regularly sought on key issues such as strategy, governance and financial performance. They have been supportive and are an important source of capital. The Board receives a monthly shareholder analysis report from our corporate broker which records movements in the shareholder register and also notes when investor engagement has occurred and any notable views expressed.

There is an investor relations programme in place to provide all shareholders with regular updates on operational and financial performance, including regular market announcements, presentations, face-to-face meetings with investors, roadshows, the AGM and the upkeep of an investor relations section on the Group website. This programme is led by the Chairman.

Throughout 2025, the Board communicated extensively with investors to ensure they remained informed and supportive of all key business decisions.

Investor meetings and roadshows

During 2025, the Board continued to engage with numerous institutional investors and shareholders which were centred around major events such as the 2024 full year results, 2025 half year results, the 2025 AGM and 28 July 2025 General Meeting and the refinancing of the business. Anna Vikström Persson, the Remuneration Committee Chair engaged with several large shareholders in connection with the new Remuneration Policy report approved at the 2025 AGM and the amendment to it approved at the General Meeting on 28 July 2025.

Annual General Meeting ("AGM") and General Meeting

The Company's AGM was held on 16 June 2025. All resolutions at the 2025 AGM were passed with a majority of votes in favour. The detailed outcome of resolutions at the 2025 AGM is available on our website under "Corporate Governance". The 2026 AGM will be held at Regal House, 70 London Road, Twickenham, TW1 3QS on 19 May 2026 at 14:00. Voting at the AGM is carried out by way of a poll. Shareholders are encouraged to submit their votes by proxy ahead of the AGM to ensure their views are received in advance.

The Company also held a General Meeting on 27 March 2026 to consider and approve the refinancing of the business including the raising of £85 million of new share capital and reorganisation of share capital. A prospectus including the terms of the refinancing and share issuance and reorganisation was published on 10 March 2026 and details are set out on page 77 of this Annual Report.

In the event of a 20% or more vote against a resolution at a General Meeting of shareholders, the Board would consider that a material level and would seek to engage with shareholders to understand the nature of concerns raised by the against votes and what actions, if any, should be taken to address such concerns. No such vote against or concerns were raised during 2025.

Annual Report

The Annual Report is available to all shareholders. Through electronic communication initiatives, we aim to make our Annual Report as accessible as possible. Shareholders can opt to receive a hard copy in the post or can download PDF copies via email or from our website. Additionally, if a shareholder holds their shares via a nominee account and encounters difficulty receiving the Annual Report via their nominee provider, they are welcome to contact the Group Company Secretary to request a copy.

Corporate website

The Videndum website, videndum.com, has a dedicated investor section which includes all of our Annual Reports, results presentations, and our financial calendar. Our website also outlines our business product portfolio and Company announcements, and has sections covering investors and corporate responsibility.

Senior Independent Director

If shareholders have any concerns, which the normal channels of communication to the Chairman have failed to resolve, or for which contact is inappropriate, then our Senior Independent Director, Eva Lindqvist, is available to address them. Eva can be contacted via email at info@videndum.com or via the Group Company Secretary.

Employee engagement

The Board have used a combination of formal and informal methods to update employees on important business matters and financial performance. Our newly launched monthly newsletter from the Chairman provides a regular update to employees communicating the Company's highlights. More formally, Divisional CEOs have led forums for employee discussion and the Chairman, Stephen Harris has led a town hall at our Bury St Edmunds site. Our new human resources platform 'HiBob' is also used as a means of employee communication.

In previous years we have conducted all employee surveys asking a range of questions relating to Health and Safety, culture and values, communications and satisfaction working for Videndum. While we did not conduct a survey in 2025 due to pressures on the business, we will look to carry out employee surveys and wider employee engagement in 2026.

Upon the appointment of a new Director, a tailored induction programme is organised involving site visits to see operations and to hear from our employees.

In line with Provision 5 of the 2024 Code, the Board has appointed Eva Lindqvist as the designated Non-Executive Director for employee and workforce engagement. Eva took on this role upon her appointment to the Board on 1 April 2025. Due to the Company's challenging situation, these sessions were paused for 2025 with the intention to start again in 2026 once the Company has a stable financial basis. Despite this, Eva Lindqvist and the Board were kept informed of the views of employees through regular updates from the Chairman who did meet with employees at several sites and also by way of updates from Divisional CEOs in 2025.

Should employees feel that engagement is not effective and to provide an independent means to communicate concerns, the Company has in place an established whistleblowing process administered by an independent third party. Details on this are on our website.

The Board continues to review the way it engages with employees to ensure it is effective and will have particular focus on any improvements that are needed following the financial restructuring.

Board roles and the division of responsibilities

While the UK Corporate Governance Code 2024 contains a provision that the roles of Chairman and Chief Executive should not be exercised by the same individual, the Board determined that given the challenges faced by the Company that change to the leadership of the Company was necessary. With effect from 25 October 2024, Stephen Harris as Chairman took on leading the Company while a thorough search for a new permanent Chief Executive was undertaken by the Board. The Board of Director's comprises the following individuals and their respective roles are explained:



Stephen Harris

Chairman and Chairman of the Nominations Committee

- Responsible for the effective operation of the Board and ensuring it is well-balanced to deliver the Group's strategic objectives.
- Encourages an ethical culture that promotes transparency, open debate and challenge.
- Ensures that the Board plays a part in the development of strategy and offers constructive challenge.
- Ensures effective engagement between the Board and all stakeholders.
- As Chairman of the Nominations Committee, leads the work of the Committee in connection with Board composition and succession planning.
- Provides executive leadership across the Group.
- Informs the Board of strategic and operational issues facing the Group.



Brian Morgan

Chief Financial Officer

- Supports the Chairman in developing and implementing strategy.
- Provides financial and risk control leadership to the Group and guides the Group's business and financial strategy.
- Responsible for financial planning and analysis, financial reporting, and tax and treasury as well as IT.
- Oversees the capital structure of the Group.
- Engages with shareholders alongside the Chairman.



Eva Lindqvist

Senior Independent Director and tasked with employee engagement

- Acts as a "sounding board" for the Chairman in all matters of governance and serves as an intermediary for the other Directors and shareholders, as well as leads the evaluation of the Chairman's performance.
- Available to shareholders if they have concerns that have not been resolved through normal channels of communication with the Company.



Graham Oldroyd

Deputy Chairman

- Acts as the Chairman in the absence of the Chairman or if the Chairman is conflicted in any way in a matter.



Anna Vikström Persson

Chair of the Remuneration Committee and Independent Non-Executive Director

- Guides the work of the Committee in connection with Executive Directors' remuneration.
- Leads the Committee to align the Company's purposes and values to successfully deliver the long-term strategy.
- Leads on the process to determine executive, director and senior management remuneration.
- Leads on collaboration with the Committee to exercise independent judgement and discretion when authorising outcomes, taking account of Company and individual performance, and wider circumstances.
- Governs the Committee to operate as intended in terms of Company performance and quantum.



Polly Williams

Chair of the Audit Committee and Independent Non-Executive Director

- Leads with integrity of narrative reporting, internal controls, oversight of the internal audit function and work of the external auditors.
- Oversees the principal risks and risk management.
- Leads the Committee to provide advice on whether the Annual Report and Accounts as a whole is fair, balanced and understandable, and provides the information necessary for shareholders.



Aidan de Brunner

Chair of the Finance Committee and Independent Non-Executive Director

- Leads the Committee on managing and overseeing the effective governance and control of the Group's funding strategy, capital structure and liquidity management.
- Presides over the Group's funding transactions and loans, renewal of finance agreements.
- Supports the management of relationships with existing lenders under the Revolving Credit Facility Agreement.



Martin Cooke

Independent Non-Executive Director

- Provide constructive challenge and advice to Executive management assisting in development of Group-wide strategy and monitoring financial and operational performance.
- Act with the highest levels of integrity and governance and help to ensure this culture is promoted within the Group.

Board roles and the division of responsibilities continued

Outside the Board of Directors, the following senior management support the Board in the running of the business:

Nicola Dal Toso and Marco Vidali

Divisional Chief Executive Officers

- Support the Chairman in developing and executing strategy.
- Lead the Divisional operational and financial performance.
- Manage, motivate and develop employees.
- Develop business plans in collaboration with the Board.
- Oversee daily activities throughout the Group.
- Ensure that the policies and procedures developed and set by the Board are communicated and adopted across the Group.
- Help to foster the Group's culture throughout the organisation.

Jon Bolton

Group Company Secretary

- Secretary to the Board and its Committees.
- Ensures compliance with Board procedures.
- Provides advice on regulatory and governance matters to the Board and senior management.
- Oversees the Company's governance framework.

Role and independence of Non-Executive Directors

All Non-Executive Directors bring their unique experience and skillset to Videndum's strategy, which in turn strengthens the stewardship of the Company and overall performance of the Group. The Board considers that Anna Vikström Persson, Graham Oldroyd, Polly Williams, Aidan de Brunner, Martin Cooke and Eva Lindqvist are independent in accordance with Provision 10 of the 2024 Code. Each of these Non-Executive Directors' tenure on the Board is less than six years.

The Chairman annually leads the process of objectively evaluating the performance of each Director. The evaluation determined that each Director was performing to the highest standard and demonstrated the right level of commitment to the role. Read more on the 2025 Board and Committee evaluation results on page 45.

Relationship between the Board and the Executive Committee

The Board currently comprises the Chairman, Senior Independent Director, Deputy Chairman, Group Chief Financial Officer and Independent Non-Executive Directors who lead the business and safeguard the interests of shareholders and other stakeholders. The Board is still in the process of a search for a new Group Chief Executive to lead the business and will report on this regularly to shareholders. The Board has overall responsibility for setting the Group's strategy, setting risk appetite and setting objectives for the business. It delegates overall delivery of the strategy and the running of the business to the Chairman who is supported by the Executive Committee.

The Executive Committee, led by the Chairman, is responsible for running the business. The Executive Committee meets on a monthly basis and individual members of the Executive Committee attend Board meetings on a regular basis to provide updates on their businesses. The Board currently delegates all operational matters to the Chairman except for those matters reserved to the Board. The Chairman in turn uses the Executive Committee to help deliver on operational matters. The Executive Committee comprises the Chairman, Divisional CEOs, Managing Director, China and Southeast Asia, Chief Financial Officer, Chief People Officer and Group Company Secretary. Other individuals attend by invitation of the Chairman.

Matters reserved for the Board

The Board has a schedule of matters reserved for its approval which includes:

- Setting the Group's strategy, objectives, and review and approval of annual budgets.
- Reviewing of progress against strategy and budgets.
- Approval of financial results.
- Changes in Board composition including any key roles on advice from the Nominations Committee.
- Consideration of mergers, acquisitions and disposals.
- Approval of material litigation.
- On advice of the Audit Committee, the operation and maintenance of the Group's risk appetite and profile.
- Setting the Group's purpose, values and culture.
- Oversee restructuring initiatives for the Group.

Executive Committee activities during 2025

- Collectively responsible for the daily operation of the Group's Divisions.
- Developed the Group's strategy and budget for approval by the Board.
- Reviewed the financial positions of all key areas of the business.
- Monitored operational and financial results against plans and budgets.
- Reviewed regulatory and legal developments.
- Reviewed and approved capital expenditure within the delegated authority's framework.
- Oversaw the Group's HR policies and practices.
- Monitored and measured the effectiveness of risk management and various control procedures.
- Oversight of the Group's health and safety performance.
- Implemented restructuring plans.

Composition, succession and evaluation

Overview

The Nominations Committee is responsible for monitoring Videndum’s Board, its Committees and senior management to ensure that they have the appropriate breadth and balance of skills, knowledge and experience to lead the Group effectively, both now and in the future. The Nominations Committee is also responsible for succession planning at Board and senior management levels.

Nominations Committee membership

The Nominations Committee comprises the following members:

- Stephen Harris (Chairman)
 - Anna Vikström Persson, Graham Oldroyd, Polly Williams and Eva Lindqvist.
- Other members of the Board can attend by invitation.

Role of the Nominations Committee

Ensure the right balance and composition of the Board, which includes size of the Board, skills, knowledge, experience and diversity, ensuring that it remains relevant and appropriate and making any recommendations to the Board regarding any changes.

Lead the process with respect to appointments to the Board, including the role of the Chairman.

Succession planning for the Board, including Committee Chairs, and senior management including recruitment, talent development and identification of potential candidates internally or externally and making such recommendations to the Board.

The Videndum Board comprises individuals that collectively have a range of skills and experience including the following:

- International commercial experience and sales
- Engineering
- Manufacturing and production development
- Technology and e-commerce
- B2B and B2C markets
- Broadcast and photographic experience
- Marketing/digital marketing
- Finance and accounting
- Strategic and transformational projects
- Listed company best practice and corporate development
- Equity funds, private equity and investment
- People, culture, management and Human Resources
- ESG

Each Director brings separate skills and experience to the Board, having served in companies of varying size, complexity and market sector. When combined, these skills give the Board a rounded and comprehensive set of skills and experience. The Nominations Committee continues to monitor Board structure and succession plans, including internal talent development and succession plans of senior management below Board level.

As at the date of signing of this Report, the Board’s composition and tenure is as follows:

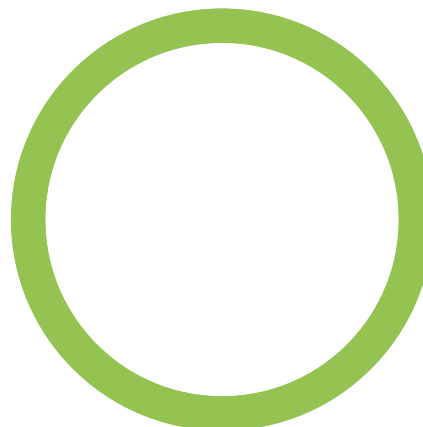
Board gender diversity

- Male: 5
- Female: 3



Board tenure

- 0-3 years: 8
- 3-5 years: 0
- 5-7 years: 0
- 7 years +: 0



The Board of Directors has been reconstituted under Stephen Harris's tenure as Chairman with no Board member having a tenure over three years. The Board has a good balance of diversity between male and female Board members and from also diverse backgrounds.

Nominations Committee Chairman's letter



Stephen Harris

Chairman of the Nominations Committee

Dear Shareholder

The Nominations Committee is responsible for setting and monitoring the Board's balance of skills, experience and knowledge to provide the diversity of thinking and perspective required to provide effective leadership for Videndum. The Committee leads the process to recruit and succession plans for Directors making recommendations on appointments to the Board. The Nominations Committee operates under terms of reference that are available on our website.

Succession planning and Director appointments

The Committee under my Chairmanship undertook a significant amount of work in 2025 restructuring the Board with several changes including:

- Succession around the Remuneration Committee Chair with Caroline Thomson standing down as a Director at the 2025 AGM on 16 June 2025 and being succeeded as Remuneration Committee Chair by Anna Vikström Persson.
- The appointment of Eva Lindqvist as an Independent Non-Executive Director with effect from 1 April 2025 and succeeding Richard Tyson as Senior Independent Director and Caroline Thomson as the Independent Non-Executive Director with responsibility for employee engagement at the 2025 AGM.
- Richard Tyson standing down as an Independent Non-Executive Director with effect from 31 July 2025.
- The recruitment of Aidan de Brunner and Martin Cooke with effect from 31 July 2025 as Independent Non-Executive Directors to support the refinancing of the business.
- The search for a new Chief Financial Officer culminating in the appointment of Brian Morgan with effect from 13 October 2025.
- The Committee endorsed to the Board the appointment of Graham Oldroyd as Deputy Chairman with effect from 31 July 2025.
- The ongoing search for a new permanent Chief Executive Officer for the Company.

An important area of work for the Nominations Committee under my Chairmanship during 2025 was succession planning around the Board and senior management across the Company. In 2025, the Committee was kept informed on senior executive recruitment including the appointments of several senior executives supporting the restructuring of the business and putting in place a management team with the right skills and experience to operate the business.

As Chairman of the Nominations Committee, I lead the Committee in the process of reviewing the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and in making recommendations to the Board with regard to any changes. This covers succession planning for Directors and senior executives in the Group. The main priority for the Committee in 2026 is the search for a new Group Chief Executive Officer. While this search was commenced in 2025 it has been held back by the ongoing refinancing of the business. I am leading this search process with the support of an external executive search consultant and the Committee will in due course make a recommendation to the Board. Upon the appointment of a new permanent Group Chief Executive Officer, I will revert to my original role as Non-Executive Chairman.

Once the Board has identified the need for a new Director, I as Chairman, engage the support of an external executive search consultant to facilitate the search. A clear brief on the role is drafted with the skills and personal attributes that the Board is looking for and taking into account Board diversity. This is followed up with a search process to identify suitable candidates. Initial candidate interviews are held with myself as Chairman, and the Non-Executive Directors, where appropriate. Following this, a shortlist is created, taking into account the skills of each candidate and perceived cultural fit with the Board and senior management.

Following further meetings a preferred candidate would be chosen, and each member of the Board would then meet with, or speak to, the preferred candidate individually to ensure that a person with the right skills, diversity and dynamic fit with the Board was appointed. This same process would occur whether the role was Executive or Non-Executive in nature. However, if the search was for the role of Chairman, the search would be conducted by the Senior Independent Director with the support of the Board. Subject to the outcome of each search, a formal recommendation on an appointment is made by the Nominations Committee to the Board for approval.

During 2025, the Committee was focused on the recruitment of a new Chief Financial Officer for the Group. While Sean Glithero was Interim Chief Financial Officer having been appointed in October 2024, the Committee engaged the services of Odgers to support the recruitment of a permanent Chief Financial Officer. This process entailed consideration of a long list of candidates, followed up with a shortlist of candidates being compiled and interviewed. This culminated in the majority of Board members meeting the preferred candidate and in Brian Morgan's appointment on 13 October 2025.

During 2025, the Board recruited Eva Lindqvist, and her appointment followed the process outlined above. The respective appointments of Aidan de Brunner and Brian Morgan did not follow this process as their appointments were tied to the ongoing refinancing of the business. The Board expressly sought their appointments to support the refinance process.

Diversity and inclusion ("D&I")

The Nominations Committee and the Board consider diversity for every appointment with an objective to appoint the best person for every role, optimising the collective Board strength. As part of this, the Board has adopted a Diversity and Inclusion policy which can be applied throughout the Company and builds on clear, actionable goals to create meaningful change and demonstrate commitment. This can be found on our website: videndum.com/responsibility/our-people/.

Our Code of Conduct reinforces our strategy, prohibiting any form of discrimination. Read more on page 21.

Videndum recognises the importance of a diverse and inclusive workforce for successful delivery of strategy. The effective use of all the skills and talents of our employees is encouraged and this extends to potential new employees. It is essential that the best person for the job is selected regardless of race, gender, religion, age, sexual orientation, physical ability or nationality. Videndum is fully committed to equal opportunity where talent is recognised. The Board regularly monitors diversity throughout the entire workforce, considering Lord Davies' review, Women on Boards, the Hampton-Alexander review, FTSE Women Leaders and the Parker and McGregor-Smith reviews. We report upon this issue annually in our Annual Report.

Engagement with key stakeholders

During 2025, we engaged with several major stakeholders on Board succession matters. We used the feedback received to help shape our succession planning.

Committee performance

The internal Board evaluation in 2025 covered the performance of the Nominations Committee. From the responses provided by Board members, it was found that the Committee was well managed and effectively covered Board and senior executive succession plans during 2025. Read more on page 45.

Stephen Harris

Chairman of the Board and Nominations Committee Chairman

31 March 2026

Gender representation and reporting

Under the Listing Rules, there is a requirement to disclose gender and ethnic diversity at Board and executive management level. The tables below set out the gender and ethnic diversity of both the Board and the Executive Committee as at 31 December 2025. The information was collected by the Group Company Secretary requiring each member of the Board and Executive Committee to complete forms identifying their gender and ethnicity in accordance with the Listing Rules as at 31 December 2025.

As at 31 December 2025, the roles of the Chairman and Chief Financial Officer are occupied by men and the Senior Independent Director is occupied by a woman. The Listing Rules set an expectation that one of these roles is to be occupied by a woman, that at least 40% of individuals on the Board are women and that at least one individual on the Board of Directors is from a minority ethnic background. The Board and Nominations Committee has to plan succession over a period of time and to appoint the best person for the role, irrespective of gender, race or any other characteristic. The Board as at the date of signing this report comprises of 63% men and 37% women and one director, Anna Vikström Persson identifies as being from a minority ethnic background.

	Number of Board members	% of the Board	Number of senior positions on the Board (Chair, CEO, SID, CFO)	Number in Executive management	% of Executive management
Men	5	63%	2	6	85%
Women	3	37%	1	1	15%

Reporting table on ethnicity representation

	Number of Board members	% of the Board	Number of senior positions on the Board (Chair, CEO, SID, CFO)	Number in Executive management	% of Executive management
White British or other White (inc. minority-white groups)	7	87.5%	3	6	86%
Mixed/Multiple ethnic groups	0	0%	0	0	0%
Asian/Asian British	1	12.5%	0	1	14%
Black/African/Caribbean/Black British	0	0%	0	0	0%
Other ethnic group	0	0%	0	0	0%

Nominations Committee report

Key activities of the Nominations Committee

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Performance of the Nominations Committee	43
Board composition	44
Diversity and inclusion	43
Board and Committee evaluation	45

Appointments

Under the Company's Articles of Association, the Board has the power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, subject to a maximum number of 15 Directors. Any Director so appointed holds office only until the next AGM and shall then put themselves forward to be reappointed by shareholders. As at the date of the signing of this Report, the current Board comprises a Chairman, Chief Financial Officer and six Independent Non-Executive Directors. Details of their appointments are set out below:

Chairman, Chief Financial Officer or Non-Executive Director	Appointment date	First renewal of term	Second renewal of term	Subsequent renewal of term
Stephen Harris (Chairman)	9 November 2023	9 November 2026	9 November 2029	Annually from 9 November 2030 onwards
Brian Morgan (Chief Financial Officer)	13 October 2025	Not applicable	Not applicable	Not applicable
Eva Lindqvist (Senior Independent Director)	1 April 2025	1 April 2028	1 April 2031	Annually from 1 April 2032 onwards
Graham Oldroyd (Deputy Chairman)	12 October 2023	12 October 2026	12 October 2029	Annually from 12 October 2030 onwards
Anna Vikström Persson	1 May 2023	1 May 2026	1 May 2029	Annually from 1 May 2030 onwards
Polly Williams	1 July 2024	1 July 2027	1 July 2030	Annually from 1 July 2031 onwards
Aidan de Brunner	31 July 2025	31 July 2028	31 July 2031	Annually from 31 July 2032
Martin Cooke	31 July 2025	31 July 2028	31 July 2031	Annually from 31 July 2032

The Chairman and the other Non-Executive Directors are appointed for an initial period of three years which, with the approval of the Nominations Committee and the Board, would normally be extended for a further three years. If it is in the interests of the Company to do so, appointments of the Chairman and Non-Executive Directors may be extended beyond six years, with the approval of the Nominations Committee, the Board and the individual Director concerned, subject to annual reappointment by shareholders.

Under the Company's Articles of Association, each Director is required to stand for annual reappointment at every AGM. The annual renewal of terms for a Non-Executive Director will take into account ongoing performance, continuing independence and the needs and balance of the Board as a whole. The explanatory notes in the AGM Notice state the reasons why the Board believes that the Directors proposed for re-election should be reappointed.

Director induction

Upon appointment, each Director is provided with a tailored induction to the Group. This includes meeting with senior Head Office and Divisional management, meeting the Company's main external advisors as well as the external auditors, and visits to operational facilities in the Group. The Group Company Secretary coordinates this induction process.

Board training

Ongoing training for new and existing Directors is available on request. Directors receive details of relevant training and development courses from both the Group Company Secretary and from the Company's advisors. Any requests for training are discussed at Board or Committee meetings and we ensure that each Director has the required skills and knowledge to enable them to operate efficiently on the Board. The Group Company Secretary maintains a register of training undertaken by Directors to facilitate this discussion. During 2025, the Board collectively received training sessions on directors' legal duties, emerging accounting and governance issues including material controls. Training was principally delivered through the Company's advisors. The Board also receives regular written updates on governance, regulatory and financial matters as they are published. Directors also undertake their own professional development and training through a combination of advisors and through their other directorships.

Time commitments

All Directors demonstrated strong time commitment to their roles on our Board and Committees. Read more on the Directors attendance at meetings on page 36.

Due to the significant pressures on the business in 2025, there were a number of short notice Board and Committee meetings and all Directors accommodated these meetings where possible.

The Directors have also given careful consideration to their external time commitments to confirm they are able to devote an appropriate amount of time to their roles on our Board and Committees. The Nominations Committee reviews on an ongoing basis Directors' time commitments and confirms that they are fully satisfied with the amount of time each Director devoted to the business particularly during this period of high intensity and challenge for the business.

Board and Committee evaluation 2025

In 2025, an internal Board evaluation was conducted and consisted of the following:

- Evaluation of the performance of the Board;
- Evaluation of the performance of the Audit, Remuneration and Nominations and Finance Committees; and
- Evaluation of the Chairman.

The evaluation was carried out by way of Directors completing a series of questionnaires coordinated by the Chairman and Group Company Secretary. Eva Lindqvist, as Senior Independent Director coordinated the evaluation of the Chairman's performance with interviews with each Board member. The following points came out of the 2025 evaluation and were considered by the Board at its January 2026 Board meeting:

- 2025 was an exceptionally challenging year for the Company with the Board focused on securing the financial viability of the business with significant restructuring and reshaping of the cost base. The refinancing of the business has been the primary area of focus with significant engagement required with stakeholders. As a consequence, other aspects have necessarily had to take a back seat for the Board's attention.
- A significant amount of restructuring has been undertaken in a short amount of time placing the business under a great deal of pressure.
- Despite an extremely challenging environment for the business the Company's governance remained appropriate, but further work is needed around risk management and forecasting.
- The Board, despite this exceptionally challenging environment, has performed well adapting to a fast-moving situation.
- The Board has good balance with a cohesive dynamic in a very challenging environment.

Priorities for 2026

- Successfully complete the refinancing of the business, providing a stable and sustainable platform to grow the business.
- The recruitment of a permanent Group Chief Executive Officer.
- Undertaking a detailed review of Group strategy in light of market dynamics and shaping the business accordingly.
- Further strengthen the management team to support the growth of the business.
- Further tighten the control environment for the business.
- Rebuild confidence with stakeholders.

The last externally facilitated evaluation was in 2021 and the Chairman will consider the next opportune time to carry out a future externally facilitated evaluation.

Audit, risk and internal control

Overview

The Audit Committee plays a pivotal role in the Group's governance framework, providing sound independent oversight of the Group's financial reporting mechanisms, system of internal controls to safeguard shareholders' investments and the Company's assets and employees. Furthermore, it manages the relationship with the external auditors to assess their effectiveness and to annually assess their independence and objectivity.

Audit Committee

The Audit Committee comprises solely Independent Non-Executive Directors of the Company namely:

Polly Williams (Chair). Polly was appointed as Chair of the Audit Committee upon her joining the Company on 1 July 2024.

Graham Oldroyd, Anna Vikström Persson, and Eva Lindqvist.

All Non-Executive Directors have had an open invitation to attend the Audit Committee meetings. Other members of the Board, the Executive Committee and other senior management including the Head of Group Risk Assurance, the Group Head of Tax, the Group Head of IT and Cyber Security, and the Company's external auditors, PwC, attend meetings of the Audit Committee by invitation only.

Role of the Audit Committee

Financial reporting

- Ensures the financial integrity of the Group through the regular review of its financial processes and performance.
- Reviews and recommends to the Board that the financial statements in the Annual Report and Accounts, and the Annual Report, taken as a whole, is fair, balanced and understandable and complies with all applicable UK legislation and regulation as necessary and makes due recommendations to the Board.
- Advises the Board on the Group's viability and going concern status.
- Reviews the appropriateness of accounting policies and practices.
- Ensures that the Group has appropriate risk management and internal controls, through the oversight of the internal audit function.
- Oversees the preparation of TCFD disclosures.

External audit

- Manages the relationship with the external auditors, reviewing the scope and terms of its engagement and monitors its performance through regular effectiveness reviews.
- Reviews and monitors the objectivity and independence of the external auditor, including provision of non-audit services.

Role of the Audit Committee

Financial risks

- Oversees and reviews controls relating to financial risks and risks relating to finance IT systems including cyber security.
- Reviews the operational effectiveness of key controls in place to manage financial risks.

Governance and best practice

- Keeps up to date with developments regarding control environment through updates from the external auditors.
- Keeps in touch with shareholders' sentiments through updates and advice from the Company's brokers.
- Ensures that an appropriate whistleblowing service is in place for employees and third parties.
- Oversees third-party reputational risks and anti-bribery procedures.

Risk Management

- Oversight of the Internal Audit function.
- Monitors progress on the risk management programme.

Audit Committee Chair letter



Polly Williams

Audit Committee Chair

Dear Shareholder

I am pleased to present our report for the year ended 31 December 2025. The challenges from prior years have continued and the Audit Committee has been very active over the last 12 months. The Audit Committee maintains a critical role in ensuring the integrity and transparency of the Group's financial reporting, as well as overseeing the effectiveness of the Group's internal control and risk management systems. This year saw the Group initiating the refinancing of debt and equity issuance and the appointment of a permanent Chief Financial Officer, Brian Morgan, succeeding the interim CFO, Sean Glithero.

This report will provide shareholders with the following information:

- The Audit Committee's principal responsibilities and its governance;
- Key activities of the Audit Committee, including regular or annual review items and current areas of focus;
- Review of work performed by the external auditors, including the level of fees proposed, for audit and non-audit work;
- Review of the significant estimates and judgements;
- Review of the internal audit process; and
- Review of the risk management framework and compliance therewith.

The Audit Committee has completed a thorough review of all the critical accounting judgements and estimates. A key focus area for the Committee has been Going concern and the key assumptions underlying the base case and the stress test. These are set out clearly on page 50. This has been a critical area of focus for the Committee, including input from the external auditors. The Committee and Board have also concluded that, despite the successful refinancing, that a material uncertainty should be disclosed for Going concern and that is discussed further in the body of the report. Further emphasis has been placed on impairments of assets, including over CGUs, as it relies on future forecasts. The Audit Committee has a close working relationship with PwC as the external auditor, with particular emphasis on the critical areas of accounting judgement and estimates.

The Audit Committee maintained strong oversight of the Group's internal controls and risk management framework throughout the year ensuring that these critical processes operated effectively and provided a sound basis for financial reporting. When testing of the internal controls had identified remedial action, the Audit Committee has monitored the completion of those actions. The Audit Committee also considered, on a regular basis, the potential for fraud in revenue recognition, scope for management override of controls and compliance with legislation and regulations.

Any cases of whistleblowing in the Group are notified to me, as well as the Chairman and Group Company Secretary unless they are mentioned. All cases are investigated thoroughly internally or with the support of independent third-party service providers as necessary. Outcomes are reported to me and remedial actions taken as appropriate. The Board is kept abreast of any whistleblowing reports and outcomes of any investigations while recognising the confidential nature of the process and the need to protect the individual's right to anonymity.

The Audit Committee has also reviewed the disclosure within the Annual Report and recommended to the Board that the Annual Report represents a true and fair view, is compliant with applicable accounting standards and legislation and, taken as a whole is fair, balanced and understandable.

Significant time had been given to debate on risk assurance throughout the Group, including controls, cyber security and required improvements.

Board members' attendance was welcomed at all key meetings including their input on critical judgements and estimates.

The performance of the Audit Committee was considered through the annual Board evaluation process, which in 2025 was the subject of an internal review. From the responses provided, I am pleased to report that the Audit Committee was found to be operating effectively with rigorous challenge from the Audit Committee members, with recommendations which will be taken forward.

I would welcome questions from shareholders on the Committee's activities and if shareholders wish to discuss any aspect of this report, they can do so via the Group Company Secretary. I will be present at the Company's 2026 AGM and will be happy to answer any questions from our shareholders at that meeting or informally at any other time.

Polly Williams FCA

Audit Committee Chair

31 March 2026

Audit Committee report

How the Committee operates

The Audit Committee is composed solely of Independent Non-Executive Directors who collectively have a wide range of skills and experience including finance and accounting, leadership, and technology. The Board is satisfied that Polly Williams has appropriate recent and relevant financial experience.

The schedule of Audit Committee meetings is built around the key dates in the financial reporting and audit cycle. During 2025, the Audit Committee had three scheduled meetings and three short notice meetings.

The Chair reviews the agenda for every meeting with relevant executives and advisors, together with the annual programme to ensure that all aspects of the Terms of Reference are covered within an appropriate timeframe. Papers are circulated in advance of the Audit Committee meeting and regular attendees included the Chairman, Interim (applicable for 2025) and permanent Chief Financial Officer, Group Financial Controller, Heads of IT, Risk and Tax and the Group Company Secretary.

The Audit Committee meets privately with the external auditors at least annually.

Meetings of the Audit Committee are held in advance of the main Board meetings to allow the Committee Chair to provide a report on the key matters discussed to the Board, and for the Board to consider any recommendations made. All of this, along with ongoing challenge, debate and engagement, allows the Audit Committee to discharge its responsibilities effectively.

Risk management and control

The Audit Committee formally reviews the effectiveness of the Group's internal controls twice a year including controls over prevention and detection of fraud. The review encompasses both the design and evidence of operating effectiveness of those controls.

The Audit Committee and subsequently the Board, have completed a robust assessment of the Company's emerging and principal risks and has adopted a risk-based approach to establishing the system of internal controls. The application and process followed by the Board in reviewing the effectiveness of the system of internal controls during the year were as follows:

- Each Division is charged with the ongoing responsibility for identifying the existing and emerging risks it faces and for putting in place procedures to monitor and manage those risks. This includes climate change risks identified at a site level.
- The responsibilities of senior management in each Division to manage existing and emerging risks within their businesses are periodically reinforced by the Executive Committee.

- Major strategic, operational, financial, regulatory, compliance and reputational risks are assessed during the annual long-term business planning process around mid-year. These plans and the attendant risks to the Group are reviewed and considered by the Board.

- Large financial capital projects, property leases, product development projects, significant restructuring and all acquisitions and disposals require advance Board approval.

- The process by which the Board reviews the effectiveness of internal controls has been agreed by the Board and is documented in line with FRC guidance. This involves regular reviews by the Board via recommendations presented by the Audit Committee of the major business risks of the Group, including emerging risks, together with the controls in place to mitigate those risks. In addition, each Division conducts a self-assessment of its internal controls. Every year, the results of these assessments are reviewed by the Head of Group Risk Assurance who provides a report on the status of internal controls and internal controls self-assessment to the Chief Financial Officer and the Chair of the Audit Committee. The Board is made aware of any significant matters arising from the self-assessments. The risk and control identification and certification process is monitored and periodically reviewed by Group financial management.

- A register of risks facing the Group, as well as each individual business, and an evaluation of the impact and likelihood of those risks is maintained and updated regularly by the Head of Group Risk Assurance. The Group's principal risks and uncertainties and mitigation for them are set out on pages 14 to 19 of this Annual Report.

- The Group IT Director reports specifically to the Audit Committee on any identified weaknesses, as well as their remediation and mitigation.

The Board has established a control framework within which the Group operates. This contains the following key elements:

- Strategic planning process, including horizon scanning, identifying key actions, initiatives and risks, including emerging risks and opportunities, to deliver the Group's long-term strategy. This involves a comprehensive review of macroeconomic, social and political trends. The Group has identified artificial intelligence as an emerging risk and opportunity, which may also affect demand for specific products within the Group. This risk is being monitored proactively. The threat of geopolitical instability was also identified as an emerging risk, in particular the issue

of tariffs which is fast moving and recent and affects several risk areas. There is a risk that a prolonged trade war increases the risk of recession. The Group is carefully monitoring developments in this area, and has identified and already started to implement some mitigating strategies, in order to proactively respond to this emerging issue.

- Organisational structure with clearly defined lines of responsibility, delegation of authority and reporting requirements.

- Defined expenditure authorisation levels.

- Operational review process covering all aspects of each business conducted by the Executive Committee on a regular basis throughout the year.

- Comprehensive system of financial reporting including weekly flash reports, monthly reporting, quarterly forecasting and an annual budget process. The Board approves the Group budget, forecasts and strategic plans. Monthly actual results are reported against prior year, budget and latest forecasts, and are circulated to the Board. These forecasts are revised where necessary but formally once every quarter. Significant changes and adverse variances are reviewed by the Chairman and Executive Committee and remedial action is taken where appropriate. Group tax and treasury functions are coordinated centrally. There is regular cash and treasury reporting to Group financial management and monthly reporting to the Board on the Group's tax and treasury position.

- The Group has continued to place significant emphasis on the Company's liquidity position and cash flow forecasting processes.

The Audit Committee acknowledges the importance of robust cash flow monitoring to maintain sufficient liquidity to meet its operational and future covenant obligations. In January 2025, management commenced a weekly process of preparing a rolling 13-week cash flow forecast to provide management with enhanced visibility. The Audit Committee challenged management over the preparation, review, and approval of cash flow forecasts. These forecasting mechanisms support prudent liquidity management and enhance financial resilience. This system has been in place for the year under review and to the date of approval of the Annual Report.

- The Audit Committee is satisfied that an adequate framework is in place to manage risks and internal controls, however further improvements are in progress.

The Board carries out a periodic assessment of the Group's risk appetite, which includes the identification of the risk thresholds against each organisational objective. Key elements of the risk appetite (for example, our commitment to innovation, compliance and sustainability practices) are summarised in the overview section of the Principal risks and uncertainties.

Accounting policy review

The Group Finance team oversees the application of the Group accounting policy, which is regularly reviewed. A formal Group dispensation is required for any deviations from the Group accounting policy. This includes, inter alia, instances where the standard methodology for calculating provisions is not adhered to for any reason.

Significant amendments have been made to the values associated with the accounting estimates and judgements including the carrying value of goodwill and other intangible assets as set out in the table on page 50. The Audit Committee has reviewed these in detail and the relevant disclosures including the use and prominence of alternative performance measures.

The Group Financial Controller performs a review of revenue recognition and revenue-cut off across the Group at interim and year end. This further enhances the controls relating to financial reporting.

Internal audit

Internal audit is independent of management and has a reporting line to the Chair of the Audit Committee, providing independent and objective assurance and advice on the adequacy and effectiveness of governance and risk management. An internal audit plan for 2025 was prepared and agreed with the Audit Committee at its March 2025 meeting and progress against the internal audit plan was tracked throughout the year.

The Head of Group Risk Assurance conducted several internal audits and additional assurance reviews during 2025, the details of which were presented to the Audit Committee. The internal audits included reviews of the appropriateness and effectiveness of controls within the Group including, but not limited to purchasing and payments, sales and cash collection, inventory management, accounting and reporting, human resources, and IT systems and processes. Internal audit findings, including control improvement observations, and the status thereof, are reported to the Audit Committee.

The internal audit plan is based on a review of the Group's key risks which are considered high risk or have not been subject to a recent audit. During the internal and external audits, a number of control findings were identified.

External audit

PwC will stand for re-election at the Company's 2026 AGM under an ordinary resolution.

Audit independence and fees

The Audit Committee reviews reports on the audit firm's own internal quality control procedures together with the policies and processes for maintaining independence and monitoring compliance with relevant requirements. PwC has confirmed its independence as external auditors of the Company in a letter addressed to the Directors.

The fees payable for 2025 and previous years are as follows:

	2025	2024	2023*
Fees payable to external auditors for the audit of the Company's financial statements	£2.2m	£1.2m	£1.4m
Fees payable to external auditors for audit of subsidiaries	£0.3m	£1.2m	£1.0m
Fees related to corporate finance transactions	£nil	£nil	£0.9m
Fees related to non-audit services	£1.3m	£0.3m	£0.5m
Total fees payable to external auditors	£3.8m	£2.7m	£3.8m

* Period where Deloitte were the external auditor.

The primary driver in audit fees is in relation to the non-audit services. The non-audit fees of £1.3 million in 2025 are in relation to PwC for their role as the Reporting Accountant in 2025. Note that Deloitte were the reporting accountants in 2023. £0.3 million non-audit fees was in relation to the half-year review performed by PwC.

Non-audit services

As required by the Code, the Audit Committee has a formal policy governing the engagement of our external auditors, PwC, to supply non-audit services and to assess the threats of self-review, self-interest, advocacy, familiarity and management. Written permission must be obtained from the Chair of the Audit Committee and Chief Financial Officer before the external auditors are engaged for any non-audit work. There is a cap on permissible non-audit services of a maximum of 70% of the average of the fees paid in the last three consecutive financial years for the external audit services. The policy ensures that any non-audit work provided by PwC does not impair their independence or objectivity and is divided into two parts.

During 2025 £1.3 million (2024: £0.3 million) relates mainly to fees in relation to the work performed by PwC as the Reporting Accountant, 2024 relates to the work performed over the half-year review. PwC's role as the Reporting Accountant was in relation to the £85 million equity raise and relates to the work that they performed over the raise. This compares to the audit fee of £2.5 million (2024: £2.4 million). As agreed with the Board, PwC did not perform a review of the 2025 half yearly financial statements. The non-audit services policy was followed with no exceptions.

External auditor's effectiveness

The effectiveness of the external auditors and the audit process is assessed by the Audit Committee, which meets the audit partner and senior audit managers regularly through the year. Annually, the Audit Committee assesses the qualifications, expertise, resources and independence of the Group's external auditors, as well as the effectiveness of the audit process through discussion with the Executives. The Chair of the Audit Committee also meets with the PwC engagement partner.

The Audit Committee is satisfied that the external audit process for 2025 was effective in meeting governance requirements and fully addressing audit risk areas.

Audit Committee report continued

2025 Annual Report and Accounts – fair, balanced and understandable

The Audit Committee provides assurance to the Board that the 2025 Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position, financial performance, business model and strategy. The Audit Committee concentrated its review of the full year results on the financial statements only and the process which underpinned the drafting of the Going Concern and Viability statement. The contents of the financial

statements and the Going Concern and Viability statements were reviewed by the Audit Committee at the 27 March 2026 meeting. The Board as a whole is responsible for preparing the Annual Report and Accounts. The Audit Committee reported to the Board that, based on its review of the evidence, it was satisfied that the 2025 Annual Report and Accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Significant accounting issues

Significant accounting issues and judgements are identified by the finance function and discussed with the external auditor and are reviewed by the Audit Committee. The significant issues considered by the Audit Committee in respect of the year ended 31 December 2025 are set out below:

Significant accounting issue	How it was addressed
Going concern	<p>The Audit Committee considered, reviewed and challenged managements assumptions and scenarios presented to determine whether it was appropriate to prepare the financial statements on a going concern basis. The forecast was performed through to March 2027. Management prepared a number of stress tests. Management presented and discussed stressed forecasts with the Audit Committee and noted that it is possible that a sale, further restructuring or other fundamental re-organisation of the Group could be required to be implemented after the Full Year 2025 Results. The material uncertainty relates to a possibility under certain scenarios, where the Directors may need to consider such actions, and take certain preparatory steps in relation thereto, following the Full Year 2025 Results.</p> <p>Although outside of the defined going concern assessment period, this represents potential events or conditions of sufficient significance to indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern should these events or conditions be realised.</p> <p>These financial statements do not include the adjustments that would result if the Group were unable to continue as a going concern. Refer to Section 1 on page 95 for further information.</p> <p>The Board concluded that it is was appropriate to prepare the financial statements on a going concern basis.</p>
Goodwill and acquired intangibles	<p>The Audit Committee critically reviewed management's assessment of goodwill and acquired intangible assets tested for impairment. The challenge was around management's assessment, including key drivers such as the cash flow forecasts, discount rates and long-term growth rate. Further information that they have challenged on is disclosed in Note 3.1 Intangible assets on page 113. The external auditors also presented their assessment. During 2025, no goodwill was impaired (2024: £46.0 million). Impairments against acquired intangibles totalled £22.9 million (2024: £nil). Additionally, fixed assets impairment of £3.3 million was identified for impairment. Refer to note "3.2 Property, plant and equipment" for further details. The Audit Committee concurred with management's assessment.</p>
Capitalisation of development costs	<p>The Audit Committee considered whether the development costs capitalised during the year complied with IAS 38. Management presented a list of the key projects that had been capitalised, along with an assessment of future profitability to support the value on the Balance Sheet. Management identified impairment of previously capitalised development costs of £2.3 million. Refer to note "3.1 Intangible assets". The external auditors also presented their findings. The Audit Committee agreed with management's accounting treatment and related disclosures.</p>
Deferred tax	<p>The Audit Committee critically reviewed management's derecognition of deferred tax assets. During 2024, the Group fully derecognised the deferred tax asset of £62.6 million, nothing material was further impaired in 2025. The external auditors also presented their assessment. The Audit Committee concurred with management's assessment.</p>
Working capital valuation	<p>The Audit Committee critically reviewed the carrying value of the Group's working capital. This took into account management's assessment of the appropriate level of provisioning including collectability of receivables and inventory obsolescence throughout the year. With regard to inventory, the gross levels held by inventory type, the provisions recorded against obsolescence, and inventory days analysis were also presented to the Audit Committee. Inventory representing £2.0 million of JOBY stock was fully impaired at the end of October 2025, following the disposal of the intangible assets. Refer to page 104 for further detail. The Audit Committee concurred with management's assessment of the Group's working capital position. Refer to section 3.3 on page 118 for further disclosure and quantification around working capital.</p>
Provisions and liabilities	<p>The Audit Committee considered the judgemental issues relating to the level of provisions and other liabilities. The more significant items include restructuring, and grant repayment provisions, and taxation. For each area management presented to the Audit Committee the key underlying assumptions and key judgements and, where relevant, the range of possible outcomes. The external auditors also presented on each of these areas and their assessment of these judgements. The Audit Committee has used this information to review the position adopted in terms of the amounts charged and recorded as provisions, acknowledging the level of subjectivity that needs to be applied. The Audit Committee has agreed with the conclusions reached by management and the associated disclosure in the financial statements. The provision has decreased from £11.9 million in 2024 to £4.1 million at the end of 2025, which is largely driven by the settlement of 2024 restructuring activities. Refer to section 3.6 on page 123 for further detail.</p>
Adjusting items	<p>The Audit Committee considered the validity of adjusting items that were reported in 2025. Adjusting items are impacted by the 2025 restructuring activities, which includes corresponding impairments of assets. The adjusting items primarily relate to the amortisation of intangibles assets that are acquired in a business combination (£3.2 million), restructuring and other costs (£4.1 million), write-down of assets (£3.3 million), and other adjusting items, such as the unsuccessful H1 2025 refinancing initiatives (£5.4 million). The Audit Committee challenged management around certain adjusting items. Refer to section 2.2 on page 103 for further detail. The external auditors presented their findings with regard to audit testing over adjusting items. The Audit Committee agreed with management's accounting and disclosures.</p>
Videndum plc company only investment in subsidiary impairment	<p>The Audit Committee critically reviewed management's assessment of the investment impairment. The challenge was around management's assessment including key drivers such as the cash flow forecasts, discount rates and long-term growth rate. Further information that they have challenged on is disclosed in Note f Investments in subsidiary undertakings on page 153. The external auditors also presented their assessment. During 2025, the impairment was £40.0 million (2024: £364.3 million).</p>

Remuneration report

Annual statement



Anna Vikström Persson

Remuneration Committee Chair

Dear Shareholder

Videndum's Directors' Remuneration report for 2025 comprises three separate sections:

Section 1 – this annual statement which sets out the work of the Remuneration Committee in 2025 and priorities for 2026.

Section 2 – the Directors' Remuneration Policy ("the Policy") that sets out the Company's policy on Directors' remuneration that was approved by shareholders at the Company's 2025 AGM and amended at a subsequent General Meeting on 28 July 2025.

Section 3 – the 2025 Annual Report on Remuneration sets out the remuneration paid to Directors in 2025 as well as details of how the Committee intends to implement our Policy for 2026.

2025 proved to be an exceptionally difficult year for Videndum with the Company's financial position and need to refinance the business dominating all aspects of the business. This has culminated with the refinancing of the business approved at a General Meeting of shareholders held on 27 March 2026 involving:

- An equity raise of approximately £85 million gross;
- The equitisation of approximately £23 million of debt under the Existing Revolving Credit Facility Agreement ("RCF") for new equity for Polus Capital;
- The write-off and release of £15.8 million of Existing RCF debt by lenders;
- The repayment of approximately £50 million of the Group's Existing RCF from the proceeds of the equity raise; and
- The putting in place of approximately £60 million of ongoing debt facilities with Polus Capital as the main lender.

Following shareholder approval at the General Meeting on 27 March 2026, the refinancing completed on 30 March 2026 and provides a stable financial platform for the Company to move forward with.

This is my first Directors' Remuneration Report after succeeding Caroline Thomson as Chair of the Remuneration Committee at the conclusion of the Company's AGM held on 16 June 2025. Having joined Videndum's Board on 1 May 2023, I have built up experience and knowledge of the Company enabling me to succeed Caroline as Chair of the Committee.

In 2025, the Remuneration Committee sought approval for a new Remuneration Policy including flexibility for Executive Directors to receive restricted shares under the Restricted Share Plan going forward. This flexibility was considered necessary due to the challenges in setting meaningful and motivational performance conditions tied to the Long Term Incentive Plan.

A set of rules for the Restricted Share Plan was also approved by shareholders at the 2025 AGM. Shareholders approved the new Remuneration Policy and 2024 Remuneration Report with over 97 per cent of shareholders who voted in favour of both resolutions.

It became evident following the 2025 AGM that given the financial challenges faced by the Company and the need to secure a refinancing of the business, the Board was in need of specialist financial skills and that to recruit such skills would require an amendment to the Remuneration Policy. Consequently, we sought at a General Meeting on 28 July 2025 an amendment to the Remuneration Policy enabling Non-Executive Directors to receive additional Non-Executive Director fees beyond those permitted under the Remuneration Policy approved at the 2025 AGM and to permit Non-Executive Director notice periods of up to 12 months in exceptional circumstances. Shareholders approved the amendment to the Remuneration Policy with over 99 per cent of shareholders voting in favour. The Remuneration Committee is grateful for this strong level of support and understanding in these challenging circumstances. This change enabled the successful recruitment of Aidan de Brunner and Martin Cooke as Independent Non-Executive Directors of the Company with effect from 31 July 2025.

As per the 28 October 2024 RNS, Stephen Harris was appointed Executive Chairman on 28 October 2024 and as 2025 progressed, it became clear that his remuneration no longer reflected his role and the demands of the business refinancing. Consequently, the Committee amended Stephen's remuneration package with effect from 1 July 2025. These changes included a salary increase from £250,000 per annum to £500,000 per annum and introducing a bonus plan from 1 July 2025 capped at 125% of the adjusted salary for the six month period ended 31 December 2025. In addition, Stephen's notice period was increased to six months from the individual to the Company and 12 months from the Company to individual.

Remuneration report continued

The Chairman's 2025 half year bonus was structured with 40 per cent measured against revenue targets, 40 per cent against personal objectives and 20 per cent against operating profit/loss targets.

Setting targets during 2025 proved to be extremely challenging with the business facing significant uncertainty, restructuring of the business and with the majority of management time dedicated to the refinancing of business.

While the Remuneration Committee set targets for Stephen Harris' 2025 bonus plan based on revenue, operating profit/loss and personal objectives targets, the outturn against these targets does not reflect the significant contribution that Stephen Harris has made to secure a viable financial future for the Company culminating with the refinance of the business that has just concluded. The Remuneration Committee having discussed the outcome with its advisors has therefore exercised its discretion on the 2025 bonus plan for Stephen Harris and has awarded a bonus of £250,000. The Committee when exercising its discretion considered the interests of all stakeholders and was firmly of the view that a bonus of this amount was entirely merited to recognise the significant contribution that Stephen Harris has made given the successful refinance of the business providing a stable platform for the business to grow from. Stephen Harris was pivotal in this outcome. Further, Stephen Harris was fulfilling two roles throughout 2025 as Chairman and Chief Executive Officer. Accordingly, a bonus of this amount in the Committee's opinion was entirely merited and justified. Full details on the 2025 bonus plan for Stephen Harris are given on page 64.

The bonus will be paid in cash in recognition of the fact that Stephen Harris has separately participated in the equity raise that completed on 30 March 2026.

The Remuneration Committee in 2025 considered and approved a remuneration package for the recruitment of Brian Morgan as the Group's Chief Financial Officer and who joined the Board on 13 October 2025.

Other than the bonus for Stephen Harris, no other incentive arrangements were paid or vested in respect of 2025.

Governance and performance of the Remuneration Committee in 2025

The Remuneration Committee during 2025 comprised the following:

- Anna Vikström Persson: Chair with effect from 16 June 2025 (member before that date)
- Graham Oldroyd
- Polly Williams
- Eva Lindqvist (appointed 1 April 2025)
- Richard Tyson (resigned 31 July 2025)
- Caroline Thomson (Chair until 16 June 2025 and member)

All members of the Remuneration Committee are Independent Non-Executive Directors of the Company.

The Remuneration Committee has been delegated by the Board, responsibility to set the remuneration framework for Executive Directors and members of the Executive Committee. As Chair of the Committee, I lead this process with the support of the other Committee members. During 2025, we invited the Chairman, the Group Company Secretary and Chief People Officer, to attend meetings and to give input unless they were conflicted on a particular matter. To further support the Committee in its duties, the Committee uses the advice and services of FIT Remuneration Consultants who provide independent advisory services on executive remuneration and wider market remuneration issues.

In my role as Chair of the Remuneration Committee, I have been available to shareholders to discuss matters relating to Directors, and senior executive remuneration. During 2025, we engaged with several large shareholders in connection with the new Remuneration Policy approved at the 2025 AGM and the amendment to it approved at the General Meeting on 28 July 2025. I am grateful for the input from shareholders, who have been supportive.

All members of the Committee attended all meetings in 2025, except for Richard Tyson who could not attend the 18 July 2025 short notice Remuneration Committee meeting due to a prior standing commitment. Despite this, Richard Tyson provided feedback to me in advance of the meeting on the business to be discussed. Apart from normal business such as Directors' duties and conflicts of interest, minutes of previous meetings and matters arising. The Committee also:

- reviewed the draft Remuneration Policy Report to be put to shareholders at the 2025 AGM and considered the Company's TSR performance to 31 December 2024 in connection with the 2022 LTIP awards which lapsed in full.
- considered an update on the Remuneration Policy Report to be put to shareholders at the 2025 AGM and the 2024 Annual Report on Remuneration.
- approved senior executive compensation for 2025 as well as remuneration arrangements for 2025 for the wider workforce.
- considered and approved the final Remuneration Policy Report to be put to shareholders at the 2025 AGM and the 2024 Annual Report on Remuneration.
- approved the rules of the Restricted Share Plan to be put to shareholders for approval at the 2025 AGM.
- considered a proposed remuneration package for the Group Chief Financial Officer role.
- approved a change in the remuneration package for Stephen Harris including an increase in salary, change in notice period and participation in a bonus plan for the second half of 2025.
- considered and approved proposed salary increases for Executive Directors in 2026 and discussed the likely shape of an annual bonus plan for 2026.

Minutes of each meeting are prepared by the Group Company Secretary and circulated to Committee members following each meeting.

The Remuneration Committee was subject in 2025 to an internal evaluation led by the Chairman and Group Company Secretary. This involved a questionnaire to each Committee member. The output from the 2025 Remuneration Committee evaluation included:

- The Remuneration Committee has high governance standards.
- Remuneration Committee meetings are well run, follow a rigorous cycle of business and the Committee Chair effectively leads the Committee.
- The Remuneration Committee is well served by its advisor FIT Remuneration.
- Remuneration outcomes in 2025 were aligned with the interests of shareholders.
- The Committee has a clear understanding of the views of shareholders on executive remuneration.

Discretion

As detailed above, the Committee exercised upward discretion in respect of the Chairman's bonus for the half year ended 31 December 2025.

Implementation of the Policy and priorities for 2026

The Remuneration Committee in 2026 will be focused on implementing remuneration for Executive Directors and senior managers in line with the approved Remuneration Policy and supporting the refinancing, returning the business to growth.

As part of the refinancing of the business that completed on 30 March 2026, the Committee will look to make share incentive awards to Executive Directors in April 2026 on the following basis:

- For Stephen Harris, a Restricted Share Plan ("RSP") award representing 100 per cent of salary which will have a three-year vesting period.
- For Brian Morgan, an RSP award representing 200 per cent of salary and which will have a three-year vesting period. The 200 per cent of salary award includes 100 per cent of salary joining commitment.
- The current intention is that both of the above awards which will be underpinned in line with the Directors' Remuneration Policy, will be made in the 42-day period following the announcement of the Company's 2025 Full Year Results announcement. Full details of the awards will be announced to the market upon being made. Further details of the proposed Restricted Share Award are set out in the Annual Report on Remuneration.

An annual bonus plan will also operate for 2026 for Executive Directors and senior managers focused on recovering the business.

The Committee in 2026 will also focus on the following matters:

- Securing shareholder approval at the 2026 AGM for the 2025 Annual Report on Remuneration.
- Ensuring that remuneration arrangements for 2026 including variable and non-variable elements support the recovery of the business and ensure the retention of key talent.
- Supporting the Nominations Committee and Board on the successful recruitment and remuneration packages for a new Group Chief Executive Officer with the right skills and experience to grow the business following completion of the business' refinancing.

Details of how the Committee intends to operate the Policy for 2026 are set out in the Annual Report on Remuneration.

Annual General Meeting

Shareholders will be asked to approve an advisory vote on the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy at the AGM to be held on 19 May 2026. I strongly encourage all shareholders to vote in favour of this resolution. I will attend the AGM and be available to answer questions on remuneration issues either at the meeting itself or ahead of the AGM should any shareholder wish to contact me at info@videndum.com.

Anna Vikström Persson

Remuneration Committee Chair
31 March 2026

Directors' Remuneration Policy

Directors' Remuneration Policy ("the Policy")

The following is a summary of the Policy that covers remuneration for Directors of the Company as approved at the Company's AGM on 16 June 2025. The 2025 Policy was further amended at a General Meeting on 28 July 2025 relating to the payment of fees and notice periods for Independent Non-Executive Directors and that is reflected in the summary below. The full Policy, as approved by shareholders at the 2025 AGM and amended at the General Meeting on 28 July 2025 is available on the Company's website – Videndum.com.

The Policy is expected to last for the next three years.

This report contains further information required under the Listing Rules and the 2024 UK Corporate Governance Code.

Remuneration Policy table for Executive Directors

Base salary

Base salary is set at a level to secure the services of talented Executive Directors with the ability to develop and deliver a growth strategy.

Operation	Maximum opportunity	Performance measures
<p>Fixed contractual cash amount usually paid monthly in arrears.</p> <p>Normally reviewed annually, with any increases taking effect from 1 July each year, although the Committee may award increases at other times of the year if it considers it appropriate.</p> <p>This review is dependent on continued satisfactory performance in the role of an Executive Director. It also includes a number of other factors, including experience, development and delivery of Group strategy and Group profitability, as well as external market conditions and pay awards across the Company.</p>	<p>The Committee has not set a maximum level of salary and the Committee will usually award salary increases in line with average salary increases awarded across the Company.</p> <p>Larger increases may, in certain circumstances, be awarded where the Committee considers that there is a genuine commercial reason to do so, for example:</p> <ul style="list-style-type: none"> – Where there is a significant increase in the Executive Director's role and duties. – Where an Executive Director's salary falls significantly below market positioning. – Where there is significant change in the profitability and/or size of the Company or material change in market conditions. – Where an Executive Director was recruited on a lower than market salary and is being transitioned to a more market standard package as he or she gains experience. 	Not applicable

Benefits

To provide Executive Directors with ancillary benefits to assist them in carrying out their duties effectively.

Operation	Maximum opportunity	Performance measures
<p>Executive Directors are entitled to a range of benefits including car allowance, private health insurance and life assurance.</p> <p>Other ancillary benefits may also be provided where relevant, such as income protection, expatriate travel or accommodation allowances.</p> <p>Executive Directors are entitled to participate on the same terms as all employees in the Sharesave Plan or any other relevant all-employee share plan.</p>	<p>There is no maximum level of benefits set, given that the cost of certain benefits will depend on the individual's particular circumstances. However, benefits are set at an amount which the Committee considers to be appropriate, based on individual circumstances and local market practice.</p> <p>Executive Directors' participation in the UK all-employee Sharesave Plan is capped by the rules of the Sharesave Plan (currently £500 per month maximum). An International Sharesave Plan also operates for non-UK employees.</p>	Not applicable

Annual bonus

To provide a material incentive to drive Executive Directors to deliver stretching strategic and financial performance and to grow long-term sustainable shareholder value.

Half of any earned annual bonus (after tax) is deferred into the Deferred Bonus Plan held in the form of shares and focuses the Executive Director on long-term value delivery and growth.

Operation	Maximum opportunity	Performance measures
<p>Paid annually based on performance in the relevant financial year. The amount is determined based on published full year results after the financial year end.</p> <p>Award levels and performance measures are reviewed annually. The Committee ensures that performance measures remain aligned to the Company's business objectives and strategic priorities for the year.</p> <p>Up to half of the annual bonus paid (after tax) is deferred into awards under the Deferred Bonus Plan for a period of three years on a mandatory basis unless the Committee determines an alternative deferral period is appropriate. Awards may be granted in the form of conditional awards, nil-cost options, forfeitable shares or similar rights. After a period of three years, the awards vest in the form of shares in the Company.</p> <p>The Committee retains full discretion to amend the bonus payout (upwards or downwards), if in its opinion any calculation of payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company. Any such use of discretion will be clearly reported in the next published Remuneration report.</p> <p>Participants may also receive the value of any dividends which would have been paid on shares in respect of which the award vests, which may be calculated assuming reinvestment of the dividends in the Company's shares on a cumulative basis. Such dividends are paid out in the form of additional shares in the Company.</p> <p>In the event of any material misstatement of the Company's financial results, serious reputational damage to the Company caused by a breach of the Company's Code of Conduct or otherwise, a miscalculation or an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event, malus and clawback provisions may apply for three years from the date of payment of any bonus or the grant of any deferred bonus share award permitting the Committee to reduce, cancel or impose further conditions on awards.</p>	<p>An absolute maximum of 125% of base salary to be paid in each year.</p>	<p>Measures and targets for the annual bonus are set annually by the Committee.</p> <p>Annual bonus measures may be based on the achievement of annual targets set against the Group's adjusted profit before tax, cash conversion and/or strategic or personal objectives. The majority of any bonus will be based on financial performance measures.</p> <p>The Committee reserves the right to change measures or introduce new metrics for each financial year to ensure alignment with the short-term priorities of the business. The Committee reviews targets and objectives annually to ensure the annual bonus remains appropriate and challenging.</p> <p>Targets are typically measured over a one-year period. Payments range between 0% for threshold and 125% of base salary for maximum performance.</p> <p>Awards granted under the Deferred Bonus Plan are not subject to any further performance conditions.</p>

Directors' Remuneration Policy continued

Long-Term Incentive Plan ("LTIP")

To provide a long-term performance and retention incentive for the Executive Directors involving the Company's shares.

To link long-term rewards to the creation of long-term sustainable shareholder value by way of delivering on the Group's agreed strategic objectives.

Operation	Maximum opportunity	Performance measures
<p>Under the LTIP, awards are made over a fixed number of shares, which will vest based on the achievement of performance conditions over a performance period of, typically, at least three years. The performance conditions are set by the Committee at the start of the performance period. Awards can take the form of a conditional award of shares, a nil-cost option or similar rights.</p> <p>Awards may be settled in cash (for participants in territories that prohibit settlement in shares).</p> <p>Participants may also receive the value of any dividends which would have been paid on shares in respect of which the award vests, which may be calculated assuming reinvestment of the dividends in the Company's shares on a cumulative basis.</p> <p>The Committee retains full discretion to amend the vesting outcome upwards or downwards if, in its opinion, any calculation or payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company. Any such use of discretion will be clearly reported in the next published Remuneration report.</p> <p>For Executive Directors, awards are normally subject to a mandatory two-year holding period for any shares that vest.</p> <p>In the event of any material misstatement of the Company's financial results or serious reputational damage to the Company caused by a breach of the Company's Code of Conduct or otherwise, a miscalculation of an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event, malus and clawback provisions may apply for up to three years from the vesting of an award permitting the Committee to reduce or impose further conditions on awards.</p>	<p>The maximum value of shares over which awards may be granted in respect of each year is 150% of base salary. 200% is permitted in exceptional circumstances determined by the Committee.</p>	<p>LTIP awards may be based on financial, non-financial and/or share price-based performance conditions as determined from time to time by the Committee. The Committee will determine the choice of measures and their weighting prior to each grant and reserves the right to change the balance of the measures as it deems appropriate, such that no measure accounts for less than 25% of the total award.</p> <p>Historically, 33% of the award has been subject to the Company's Total Shareholder Return ("TSR") compared to a comparator group measured over a three-year performance period. 67% of the award has historically been subject to targets set against growth (adjusted by the Committee as it considers appropriate) in the Company's adjusted basic Earnings Per Share* ("EPS") over the same three-year performance period. The Remuneration Committee additionally adopts a discretionary underpin on vesting of the LTIP, whereby the Committee will assess the Group's underlying performance in finalising vesting outcomes. In particular, the Committee will assess the Group's ROCE performance when approving outcomes under the EPS element of awards.</p> <p>At threshold, up to 25% of the award will vest, increasing on a straight-line basis up to 100% for performance in line with maximum. Below threshold none of the award will vest.</p> <p>There is no retesting of any performance measure.</p>

Restricted Share Plan ("RSP")

To provide a long term performance and retention incentive for Executive Directors in addition to the LTIP involving the Company's shares. The RSP can be used by the Remuneration Committee in addition to or in substitution to the LTIP.

Operation	Maximum opportunity	Performance measures
<p>Under the RSP, awards are made over a fixed number of shares, which will normally vest at the end of a period of time, typically three years. There are no performance conditions tied to a RSP although the Remuneration Committee at the point of vesting may take into account the underlying performance of the business.</p> <p>RSP awards may be settled in cash (for participants in territories that prohibit settlement in shares).</p> <p>Participants may also receive the value of any dividends which would have been paid on shares in respect of which the award vests, which may be calculated assuming reinvestment of the dividends in the Company's shares on a cumulative basis.</p> <p>The Committee retains full discretion to amend the vesting outcome upwards or downwards if, in its opinion, any calculation or payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company. Any such use of discretion will be clearly reported in the next published Remuneration report.</p> <p>For Executive Directors, awards are normally subject to a mandatory two-year holding period for any shares that vest.</p> <p>In the event of any material misstatement of the Company's financial results or serious reputational damage to the Company caused by a breach of the Company's Code of Conduct or otherwise, a miscalculation of an assessment of any relevant additional condition that was based on incorrect information, or the occurrence of an insolvency or administration event, malus and clawback provisions may apply for up to three years from the vesting of an award permitting the Committee to reduce or impose further conditions on awards.</p>	<p>The maximum value of an RSP award in respect of each year is 100% of salary, other than in the event of recruitment of an Executive Director, where awards will be capped at 400% of salary.</p> <p>For the purposes of recruitment, an award of shares under the RSP above 100% of salary (and up to 400% of salary) will be contingent on the Executive Director purchasing and retaining shares in Videndum during the vesting period of the RSP award.</p>	<p>The vesting of the RSP is not linked to performance conditions and normally vest after three years subject to the participant remaining an employee of the Company.</p> <p>The Remuneration Committee at the point of vesting will look at the underlying financial performance of the Company to determine that a vesting award is fair and reasonable against the Company's performance.</p>

Pension contribution

To provide a benefit comparable with market rates, helping with the recruitment and retention of talented Executive Directors able to deliver a long-term growth strategy.

Operation	Maximum opportunity	Performance measures
<p>Usually paid monthly in arrears.</p> <p>Executive Directors may receive a contribution into the Company's Defined Contribution Plan, a personal pension arrangement and/or a payment as a cash allowance.</p>	<p>All Executive Directors receive a pension contribution of 8% of base salary which is in line with pension contributions provided to the wider UK employee workforce. Salary is the only pensionable element of Executive Director remuneration. The Chairman does not however receive a pension contribution.</p>	<p>Not applicable.</p>

Directors' Remuneration Policy continued

Notes to the Directors' Remuneration Policy table for Executive Directors

Under the Company's share plans the Committee may: (1) in the event of any variation of the Company's share capital, demerger, delisting, special dividend or other event which may affect the price of shares, adjust or amend awards in accordance with the terms of the plan; and (2) amend a performance condition if an event occurs which causes it to consider an amended condition would be more appropriate and not materially less difficult to satisfy. Any such amendment would be reported in a subsequent Remuneration report.

Legacy plans

The Committee reserves the right to make any remuneration payments and payments for loss of office notwithstanding that they are not in line with the Policy set out above where the terms of the payment were agreed: (1) before the Policy came into effect; or (2) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company. For these purposes payments include the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are agreed at the time the award is granted.

Shareholding requirements (including after employment ceases)

Executive Directors during their tenure are expected to build a shareholding in the Company representing 200% or more of their base salary. All net of tax vested LTIP and RSP awards, DBP awards and exercised Sharesave options should be retained by the Executive Director until this requirement has been met. This level of shareholding aligns Executive Directors with the interests of shareholders and ensures that Executive Directors are focused on long-term shareholder value.

Post-employment, Executive Directors are expected to maintain a material level of shareholding in the Company for at least two years from the date of departure made up of the following elements:

- Awards held under the DBP will only vest on their normal vesting dates and will not be accelerated to the date of departure. Upon vesting, such shares are to be retained until at least the second anniversary of the departure date.
- For an Executive Director who is a good leaver, LTIP and RSP awards will ordinarily vest on their normal vesting date and be subject to relevant performance testing, pro rata treatment to the date of leaving and be subject to a two-year holding period (subject to that two-year holding period not being beyond two years from when the individual ceased to be an Executive Director).
- Awards that have already vested under the LTIP and RSP are normally subject to a two-year holding period following vesting (but not longer than two years from the date of departure).
- For the avoidance of doubt, any shares purchased by an Executive Director using their own personal funds will not be subject to this post-employment shareholding policy.

The Chairman and Non-Executive Directors are not subject to any such shareholding requirement. However, they are encouraged to hold shares in the Company. Read more on page 66.

Performance measures

The Annual Bonus Plan is based on both personal and Group financial measures. Typically, the majority of the bonus will be based on financial measures such as Group adjusted profit before tax. The measures have been chosen to provide a balance between incentivising the delivery of the Group's key financial priorities in any particular year and important individual strategic objectives. The Committee may vary the specific measures and targets year-on-year to ensure that they reflect the key financial and strategic priorities for the Company in any given year. The selection of measures and the setting of targets takes into account the Company's business priorities and risk appetite.

LTIP awards historically are based on adjusted basic Earnings Per Share* growth and on TSR performance against a specific comparator group. The Committee considered these to be important measures of performance for the Company over the longer term. While TSR links a portion of the LTIP to the creation of value for shareholders, adjusted basic Earnings Per Share* growth is a Key Performance Indicator for the Group with the combination providing an appropriate balance between growth and returns. The Committee has also adopted a discretionary underpin on vesting of the LTIP, whereby the Committee will assess the Group's underlying performance in finalising vesting outcomes. In particular, the Committee will assess the Group's ROCE* performance when approving outcomes under the EPS element of awards. While the Committee does not disclose a formulaic target in advance, the Committee will ensure that it provides full retrospective disclosure around its decision-making process, including a summary of the ROCE* trajectory over the performance period. Any changes to these measures will be aligned with the long-term strategy of the Group. Under the LTIP, the Committee however retains full discretion to vary performance conditions to set conditions that reflect the business circumstances and that the Committee deems appropriate. While awards under the RSP do not have performance conditions attached to them, discretionary underpins may also apply in respect of RSP awards. The Committee is mindful that unmerited windfall gains must be avoided.

Read more on the provisions for the withholding and recovery of sums from the Directors (malus and clawback) on page 74.

Remuneration Policy for the Chairman and Non-Executive Directors

The Non-Executive Directors do not participate in any Annual Bonus Plan or the Company's share plans.

Stephen Harris was appointed to his current role on 25 October 2024. Under a service agreement dated 17 December 2024 until a new Group Chief Executive Officer is recruited, the Chairman may receive share-based awards. In this regard, an award under the Long Term Incentive Plan was made to the Chairman on 18 December 2024 and 6 January 2025. Read more on page 65. Under the service agreement dated 17 December 2024, Stephen Harris also receives an annual car allowance and private healthcare coverage. Upon the recruitment of a new permanent Chief Executive, Stephen Harris will revert to his former role as Non-Executive Chairman. An amendment to Stephen Harris's service agreement was signed on 2 September 2025 whereby his base salary, notice period and participation in an annual bonus was approved. Details on this are set out later in this report.

Role	Purpose	Operation
Chairman	To recruit and retain an Independent Non-Executive Chairman reflecting the responsibilities and time commitment for the role. To lead an effective Board enabling delivery on the Group's growth strategy and creation of long-term sustainable shareholder value.	<p>While the Board has not set a maximum level of fee payable to the Chairman, the Board will review the level of fee paid usually on an annual basis and determine whether that is sufficient in terms of market conditions and also the time commitment for the role.</p> <p>The Chairman's fee is an all-inclusive consolidated amount. It is paid in cash, not shares, usually on a monthly basis in arrears.</p> <p>Fees are benchmarked against FTSE-listed companies of a similar size and complexity to Videndum. Any future increases will take into account the need to ensure that the fee remains competitive and reflects the time commitment for the role.</p> <p>The Chairman's remuneration also covers his Chairmanship of the Nominations Committee.</p>
Non-Executive Directors	To recruit and retain Independent Non-Executive Directors reflecting the responsibilities and time commitment for the role to contribute to an effective Board and to deliver on the Group's growth strategy and creation of long-term sustainable shareholder value.	<p>Fees paid to Non-Executive Directors of the Company consist of the following:</p> <ul style="list-style-type: none"> - A base fee. - An additional fee for the role of the Senior Independent Director. - An additional fee for chairing the Audit and Remuneration Committee or for the designated Non-Executive Director tasked with oversight of employee engagement. - An additional fee for chairing a Board committee and/or taking on additional responsibilities. <p>Fees are usually reviewed annually and are benchmarked against FTSE-listed companies of a similar size and complexity to Videndum. All fees are paid in cash, not shares, usually on a monthly basis in arrears.</p>
Benefits	To reimburse the Chairman and Non-Executive Directors for reasonable expenses incurred and bear any costs associated with tax, where relevant.	Expenses are reimbursed as and when incurred relating to the Company's business (including travel and hotel accommodation).

Directors' Remuneration Policy continued

Consideration of employment conditions elsewhere in the Company

The Committee, when determining Executive Directors' remuneration, takes into account remuneration and employment terms and conditions, including levels of pay for all employees of the Company. The Committee is kept informed of:

- Salary increases for the general employee population.
- Company-wide benefits including pensions, share incentives, bonus arrangements and other ancillary benefits.
- Overall spend on annual bonus.
- Participation levels and outcomes in the Annual Bonus Plan, LTIP and RSP.

When setting the remuneration of the Executive Directors, the Committee has regard to general employment terms and conditions within the Company as set out above. However, it is recognised that the roles and responsibilities of Executive Directors are such that different levels of remuneration apply, with a greater proportion of remuneration tied to the financial performance of the Company. The Committee did not consult with the Company's employees when drawing up the Directors' Remuneration Policy set out in this report. Eva Lindqvist is the Non-Executive Director with responsibility for employee engagement, and as part of that role will hold staff engagement sessions through which she is informed on remuneration issues for the wider Group workforce and keeps the Board fully updated. Read more on page 58.

Policy on outside appointments

The Committee believes it is beneficial both for the individual and the Company for an Executive Director to take up one external non-executive appointment. Remuneration received by an Executive Director in respect of such an external appointment would be retained by the Director. This policy is reflected within the employment contract of an Executive Director. Stephen Harris under a service agreement dated 17 December 2024, is able to take up to two external directorships, subject to the written consent of the Senior Independent Director. As at the date of this report, neither Stephen Harris nor Brian Morgan have taken up any other external directorships.

Remuneration Policy for senior managers and other employees of the Group

The Remuneration Policy for senior managers in the Company is similar to that of the Executive Directors although the incentive potential is lower as are salary levels in accordance with levels of responsibility and complexity. They participate in the Annual Bonus Plan with the same structure as the Executive Directors, as well as the LTIP or participation in a RSP, and therefore a significant element of their remuneration is also dependent upon the financial performance of the Company and the Company's share price in addition to individual performance.

Remuneration for all other employees is set taking into account local market conditions to ensure that pay and benefits attract and retain employees in those local markets and help deliver the Group's agreed strategy. A large proportion of employees are able to participate in bonus plans that are tied to Company, Divisional and business unit financial performance as well as individual performance against personal objectives. The structure of bonus plans varies across the employee workforce to achieve different objectives.

Full-time employees of the Company in the UK, US, Italy and several other countries are able to participate in an all-employee Sharesave Plan granting employees an option to save and purchase a limited number of shares in the Company at a discount to the market price at the time an offer of the Plan is made. Senior managers participate in a RSP. The RSP awards shares to key employees over a vesting period of up to three years and helps retain and motivate key talent to deliver on the Group's strategic growth objectives.

All full-time employees are also offered membership of a pension scheme upon joining the Company which is compliant with local legal requirements. In the UK, employees are able to join a defined contribution pension plan with the employer making an 8% of salary contribution and the employee required to make a minimum contribution of 4% of salary. The pension contribution is based on base salary only.

The Remuneration Committee is kept informed on Remuneration Policy and arrangements for the wider employee population with regular updates to enable it to stay informed and to assist in setting Executive Directors' remuneration.

Approach to recruitment remuneration

The Committee's policy is to seek Director recruitment with the requisite skill and experience to lead the business and grow the value of the Company over the long term. Generally, pay on recruitment will be consistent with the Policy for Executive Directors as set out in the Policy table and set at a level to reflect overall responsibilities.

The Committee has the flexibility to set the salary of a new Executive Director at a lower level initially, with a series of planned increases implemented over the following years to bring the salary to the desired level. Consistent with the regulations, any cap on base salary does not apply. Benefits will be consistent with the Remuneration Policy. Certain additional benefits may be provided such as relocation expenses or allowances. The pension contribution for an Executive Director will be in line with the UK workforce contribution rate (currently 8% of base salary).

However, the Committee may, in its absolute discretion, include remuneration components or awards which are not specified in the Policy table, subject to the maximum level of variable pay set out in the following paragraph, where this facilitates the hiring of candidates of an appropriate calibre and skillset to deliver on the Group's strategy. The Committee will ensure this is only done where there is a genuine commercial need, and where this is in the best interests of the Company and its shareholders. The Committee does not intend to use this discretion to make a non-performance related payment (for example a "golden hello" payment).

The absolute maximum level of variable pay upon recruitment will be 525% of base salary (excluding any buy-out awards) which is in line with the Remuneration Policy set out earlier. This comprises up to 125% of base salary under the Annual Bonus Plan and up to 400% of base salary under the Company's Restricted Share Plan depending on the level of co-investment made by the new recruit.

In certain circumstances, the Committee may need to make payments or awards to an executive in respect of buying out remuneration arrangements relinquished on leaving a previous employer. When doing so, the Committee will aim to do so broadly on a like-for-like basis with a fair value no higher than the awards foregone. It will take a number of relevant factors into account which may include any performance conditions attached to these awards and the time at which they would have normally vested. These payments or awards are excluded from the maximum level of variable remuneration referred to above.

In the event of any such treatment, the Committee will explain in the next Annual Report on Remuneration the rationale for the relevant arrangements.

Directors' service contracts

The Chairman's service contract is as follows:

Role	Date of contract	Notice period from the Company to the Executive	Notice period from the Executive to the Company
Stephen Harris, Chairman – appointed on 25 October 2024	17 December 2024 and amended on 2 September 2025	12 months (or automatically upon the appointment of a new permanent CEO)	6 months

Stephen Harris's service contract was amended with a side letter dated 2 September 2025 amending his salary, notice period and his bonus arrangement for 2025. The service contract was transferred to a new wholly-owned employing entity, Videndum Group Limited, on 3 November 2025.

The Chief Financial Officer's service contract is as follows:

Role	Date of contract	Notice period from the Company to the Executive	Notice period from the Executive to the Company
Brian Morgan, Chief Financial Officer – appointed on 13 October 2025	10 October 2025	12 months	12 months

Brian Morgan's service contract was transferred to a new wholly-owned employing entity, Videndum Group Limited, on 3 November 2025.

The terms of the service contracts for the Chairman and Chief Financial Officer do not provide for predetermined amounts of compensation in the event of early termination by the Company. The Remuneration Committee's policy in the event of early termination of employment is set out below.

For future appointments of Executive Directors, we anticipate that notice periods will be up to 12 months either way between the Executive and the Company.

Policy on payment for loss of office

Executive Directors' notice periods under service contracts are summarised above. The Committee believes that the Company's policy on payment for loss of office and the structure of notice periods is sufficient to ensure that the Executive Director has security of tenure and also that the Company has sufficient retention and notice periods to enable an orderly process for succession planning. In the Committee's opinion, any shorter notice period would not be in the Company's best interests and would risk the stable running of its operations. The Committee, however, will not give any Executive Director a service contract of greater than 12 months' notice.

In the event of termination of office, the Committee will consider the circumstances including notice period contained within the service contract, the circumstances surrounding the termination notably including the individual's performance and what is considered to be in the Company's best interests. The terms of service contracts do not provide for predetermined amounts of compensation in the event of early termination of employment. The Committee maintains full discretion as how to treat each such termination upon its merits when trying to mitigate the cost of termination but ultimately honouring contracted terms. Dealing with each specific element of remuneration for an Executive Director this would mean the following:

- Base salary, pension and other benefits (including legal fees and outplacement costs): these will be paid for the notice period, subject to being mitigated if the Executive Director finds other suitable employment. This means that each element will continue to be paid on a monthly basis in arrears during the notice period either to the end of the notice period or if earlier to the point at which the Executive Director finds other suitable employment or a mutually agreed date within the notice period. Although not covered by the service contract, the Company will pay reasonable legal expenses and any recruitment outplacement costs to assist the Executive Director in their exit. The Committee will determine the reasonableness of such costs keeping in mind shareholders' best interests.
- Annual Bonus Plan: as a general rule, Executive Directors have no entitlement to a bonus payment in the event that they cease to be employed. However, they may be considered for a bonus payment in certain good leaver circumstances. In such cases the Committee will generally prorate an annual bonus to the date of termination and the payment of the annual bonus will usually be dependent upon the satisfaction of financial performance conditions and an assessment of the achievement of personal objectives up to the point of leaving the Company. The Committee reserves an absolute discretion in circumstances which it considers appropriate to enable a full year's annual bonus to be paid in full to an Executive Director in accordance with the limits and rules of the Annual Bonus Plan applying to the Executive Director.
- Long Term Incentive Plan and Restricted Share Plan: awards granted under the Company's LTIP and RSP are generally treated as follows: if a participant ceases office or employment with the Group his/her award will lapse unless he/she is deemed to be a good leaver or dies in service. An individual is a good leaver if he/she ceases employment because of ill-health, injury, disability, the sale of the employing company or business out of the Group or for any other reason at the Committee's discretion, for example early retirement, but expressly not for where a participant is summarily dismissed. Except in the case of death (where awards vest following death, unless the Committee determines otherwise), awards will normally vest on the normal vesting date, unless the Committee determines that awards should vest at the time the individual ceases employment. The Committee, when determining the level of an award to vest, will take into account satisfaction of relevant performance conditions tied to the award and the period of time that has elapsed since the award was granted until the date of cessation of employment.
- Deferred Bonus Plan: awards under the DBP will vest on their normal vesting date (unless the Committee determines that awards should vest on the individual's cessation of employment) except in the case of: (1) death – when awards will vest following an individual's death; and (2) gross misconduct – when awards will lapse.

When negotiating the exit package of an Executive Director, the Committee will ultimately aim to mitigate the cost of any termination payment while also treating fairly the Executive Director, honouring the terms of a service contract and acting in the Company's best long-term interests. The Committee will, upon reaching an agreement with an Executive Director on the terms of termination, publish details both with an announcement and with details published in the subsequent Remuneration report and this will include an explanation of any use of discretion.

Change of control

In the event of a change of control of the Company, LTIP, RSP and DBP awards will vest, with the Committee taking into account, in the case of LTIP and RSP awards, the extent to which the relevant performance conditions have been satisfied and, unless the Committee determines otherwise, the period of time that has elapsed since grant. In the event of a winding-up of the Company, demerger, delisting, special dividend or other event that may affect the share price, the Committee may also allow awards to vest on the same basis.

Directors' Remuneration Policy continued

Non-Executive Directors

Non-Executive Directors do not have service contracts but serve under letters of appointment.

The initial period of their appointments is three years but their appointments may, by mutual consent and with the approval of the Nominations Committee and the Board, be extended for a further three years. Appointments may be extended beyond six years by mutual consent and with the approval of the Nominations Committee and the Board, if it is in the interest of the Company to do so. Under the letters of appointment, notice can normally be given by either party upon one months' written notice although this may be increased to up to 12 months written notice in exceptional circumstances. Apart from the disclosure under the Policy table for the Chairman and Non-Executive Directors there are no further obligations which could give rise to a remuneration or loss of office payment under the letters of appointment. All Directors are subject to annual reappointment by the shareholders at the AGM. Aidan de Brunner's notice period is 12 months and all other Non-Executive Directors' notice periods are one months' written notice either way.

Executive Directors' service contracts and each Non-Executive Director's letters of appointment can be viewed by way of contacting the Group Company Secretary.

Consideration of shareholder views

The Committee in late 2024 and early 2025 consulted with its major shareholders on remuneration arrangements for Directors including Stephen Harris in the role as Chairman and also as part of the submission of the Remuneration Policy Report to the Company's AGM in 2025. Major shareholders were also consulted on the amendment to the Policy in connection with Non-Executive Directors' remuneration and notice periods as part of the General Meeting held on 28 July 2025.

The Company received over 97% support at the 16 June 2025 AGM for the resolutions on the 2024 Remuneration report and the new Remuneration Policy and over 99% support to the amendment to the Policy at the General Meeting on 28 July 2025 demonstrating a high level of support from shareholders to the Remuneration Policy and its implementation.

The Committee would engage with major shareholders ahead of any material change to the Policy for the Company relating to its Directors and in accordance with the UK Corporate Governance Code engages with shareholders should there be a material level of dissatisfaction from shareholders with Directors' remuneration. A material level of dissatisfaction from shareholders would be more than 20% of shareholders voting against, or abstaining on, a vote related to Directors' remuneration.

Anna Vikström Persson, Remuneration Committee Chair, remains available to discuss the Company's Remuneration Policy and implementation of it with shareholders.

Annual Report on Remuneration

Directors' single figure of total remuneration (audited)

The following table sets out the single figure of total remuneration for Directors for the financial years ended 31 December 2025 and 2024.

	Salary/fees £	Benefits ¹ £	Pension ² £	Annual bonus ³ £	LTIP £	Total £	Total fixed pay £	Total variable pay £
Directors								
Stephen Harris (Chairman)								
2025	375,000	42,838	0	250,000	0	667,838	417,838	250,000
2024	166,826	32,018	0	0	0	198,844	198,844	0
Brian Morgan (Chief Financial Officer)								
2025 (appointed on 13 October 2025)	88,406	5,311	7,072	0	0	100,789	100,789	0
2024	0	0	0	0	0	0	0	0
Graham Oldroyd								
2025	69,567	0	0	0	0	69,567	69,567	0
2024	60,400	0	0	0	0	60,400	60,400	0
Polly Williams								
2025	75,400	0	0	0	0	75,400	75,400	0
2024	37,700	0	0	0	0	37,700	37,700	0
Anna Vikström Persson								
2025	70,817	0	0	0	0	70,817	70,817	0
2024	60,400	0	0	0	0	60,400	60,400	0
Eva Lindqvist								
2025 (appointed 1 April 2025)	56,092	0	0	0	0	56,092	56,092	0
2024	0	0	0	0	0	0	0	0
Aidan de Brunner								
2025 (appointed 31 July 2025)	100,870	0	0	0	0	100,870	100,870	0
2024	0	0	0	0	0	0	0	0
Martin Cooke								
2025 (appointed 31 July 2025)	27,487	0	0	0	0	27,487	27,487	0
2024	0	0	0	0	0	0	0	0
Caroline Thomson								
2025 (left 16 June 2025)	37,073	0	0	0	0	37,073	37,073	0
2024	75,400	0	0	0	0	75,400	75,400	0
Richard Tyson								
2025 (left 31 July 2025)	41,817	0	0	0	0	41,817	41,817	0
2024	68,400	0	0	0	0	68,400	68,400	0
Total								
2025	942,529	48,149	7,072	250,000	0	1,247,750	997,750	250,000
2024	469,126	32,018	0	0	0	501,144	501,144	0

Notes:

1 Taxable benefits comprise of car allowance, healthcare cover and income protection.

2 Details of the Executive Director pension provision is set out in the "further notes" section on the following page.

3 For the 2025 Annual Bonus Plan, Stephen Harris' bonus potential was 125% of base salary for the six months from 1 July 2025. Further details are set out in the "further notes" section on the following page.

Each current Director has confirmed in writing to the Company that the information in the single figure remuneration table is correct and that they have not received from the Company any other items of remuneration other than disclosed.

Annual Report on Remuneration continued

Further notes to the Directors' single figure of total remuneration table (audited)

(1) Base salary

The table below shows base salaries paid for the Chairman and Chief Financial Officer in 2025.

Executive Director	2025 salary
Stephen Harris (Chairman)	£250,000 from 1 January 2025 to 30 June 2025 and increased to £500,000 per annum with effect from 1 July 2025
Brian Morgan (appointed 13 October 2025)	£400,000 per annum

(2) Benefits

The single figure of total remuneration table sets out the total value of benefits received by the Chairman and Chief Financial Officer in 2025. Details are as follows:

Executive Director	Car allowance	Healthcare cover	Total
Stephen Harris (Chairman)	£25,000	£17,838	£42,838
Brian Morgan (appointed 13 October 2025) ¹	£4,420	£891	£5,311

¹ Brian Morgan's car allowance and healthcare benefit represents three months in line with his service agreement.

(3) Pension allowance

The table below sets out the value of the cash payment in lieu of pension for the Chief Financial Officer in 2025.

Executive Director	Pension allowance
Brian Morgan (appointed on 13 October 2025)	£7,072

The level of 8% of base salary is in line with pension contributions to the wider UK employee workforce in the Group.

Stephen Harris is not entitled to any pension under his service agreement.

(4) Annual bonus

In 2025, the Remuneration Committee determined that an annual bonus would operate for Stephen Harris from 1 July 2025 to 31 December 2025 based on up to 125% of his pro-rated base salary. The maximum bonus potential was therefore set at £312,500.

40% of the 2025 bonus was tied to 2025 revenue targets as follows:

Achievement against 2025 Revenue target (pro rata from 1 July 2025 to 31 Dec 2025)	% of this part payable
Below £235m	Below Threshold (0% of maximum)
£235m	Threshold (40% of maximum)
£248m	Maximum (100% of maximum)

20% of the bonus tied to 2025 Adjusted Operating Profit/Loss targets as follows:

Achievement against 2025 Adjusted Operating Profit/(loss) target (pro rata from 1 July 2025 to 31 Dec 2025)	% of this part payable
Greater than (£11.3m)	Below Threshold (0% of maximum)
(£11.3m)	Threshold (40% of maximum)
(£4.8m)	Maximum (100% of maximum)

40% of the bonus was tied to personal objectives. These included:

- the successful recruitment of a new Chief Financial Officer;
- making significant progress in respect of delivering certain key restructuring initiatives including disposals; and
- making significant progress in respect of securing the refinancing of the business.

Brian Morgan who joined on 13 October 2025 as Chief Financial Officer is not entitled to any annual bonus for 2025.

The outcome of the 2025 Annual Bonus for Stephen Harris was as follows:

With the Group's Revenue for 2025 being £228.3 million the Revenue target did not achieve threshold performance and no bonus for the Revenue element was payable.

The adjusted operating loss for 2025 was £15.4 million and was also below threshold with no bonus for the adjusted operating loss payable.

The Remuneration Committee assessed that Stephen Harris fully achieved his personal objectives for 2025, notably the recruitment of a new Chief Financial Officer; significant progress on the refinancing of the business culminating with the announcement made on 23 December 2025 regarding an agreement in principle to refinance the business following negotiation with lenders and major shareholders and that completed on 30 March 2026; and significant progress delivered on restructuring measures including disposals.

On a formulaic outcome for the 2025 bonus, a payment of £125,000 was earned. However, the Committee considered that this outcome was not a fair outcome and reflection of Stephen Harris's performance and commitment in 2025, particularly in respect of delivering the refinancing of the business; that Stephen Harris further was fulfilling two roles throughout 2025 as Chairman and Chief Executive Officer; that the setting of robust financial targets in the second half of 2025 was challenging; and that Stephen Harris delivered on significant cost savings in 2025. Given the above, the Committee exercised discretion to increase the 2025 bonus payable in accordance with the terms of the approved Remuneration Policy to make a payment of £250,000 (an increase of £125,000, over the formulaic result outlined above).

The bonus will be paid in cash noting that Stephen Harris has participated separately in the equity raise with a personal investment of £200,000.

Stephen Harris LTIP 2025 LTIP award

As disclosed last year on 6 January 2025, Stephen Harris received an LTIP conditional share award over 200,000 ordinary shares. At the date of the award this represented 116% of salary using a share price of £1.455 per share (the two-day average closing mid-market share price) of 2 and 3 January 2025. Subject to satisfaction of performance conditions, the LTIP award to Stephen Harris will vest on 18 December 2026. Performance conditions for the LTIP award are considered to be commercially sensitive and as such, will be disclosed at the vesting of the award. Upon vesting, Stephen Harris will be required to hold the net vested shares for a further two-year period. While the UK Corporate Governance Code provision 36 guides that share awards should have a total vesting and holding period of five years or more, the Committee did not feel this was appropriate given the critical need for Stephen Harris to lead the Company as Chairman while the search for a new Group Chief Executive is conducted.

Payment for loss of office (audited)

There were no payments to past Directors of the Company for loss of office in 2025.

Payments for past directors (audited)

There were no payments for past Directors in 2025.

Annual Report on Remuneration continued

Non-Executive Directors

The Non-Executive Directors were paid the following fees in 2025:

Role	2025 annual fee	Comment
Non-Executive Director	£65,400	Base fee increased to £65,400 per annum with effect from 1 July 2024 from £55,400 reflecting market data for non-executive directors of similar sized listed companies and the significant time commitment for the role and with reference to FTSE market data.
Chair of Audit Committee	£10,000	Fee was last increased on 1 January 2014.
Deputy Chairman	£10,000	Fee was introduced with effect from 31 July 2025.
Chair of Remuneration Committee	£10,000	Fee was last increased on 1 January 2019.
Senior Independent Director	£8,000	Fee was last increased on 1 January 2019.
Employee Engagement Non-Executive Director	£5,000	Fee was introduced with effect from 1 January 2019.
Aidan de Brunner	£240,000	Fee agreed in July 2025 as part of Aidan de Brunner joining the Board as an independent non-executive director for supporting the refinancing of the business.

The above fees are reviewed annually by the Board with the support of FIT Remuneration Consultants LLP providing market data to ensure that fees remain appropriate given the size of the Company, time commitment and the need to attract the right experience for the role. The Non-Executive Directors do not receive any other benefits from the Company.

Directors' shareholding requirements and share interests (audited)

The Board has determined that Executive Directors of the Company are required to build up, over a reasonable period of time, a substantial shareholding in the Company. This shareholding requirement is to represent at least two times base salary. The Chairman, since his role is an interim role whilst a permanent Chief Executive Officer is recruited, is not subject to this requirement, however all new Executive Directors appointed in the future will be required to comply with this requirement.

The Non-Executive Directors of the Company have no such shareholding requirement and have discretion as to whether to hold shares in the Company or not. The following tables set out the interests in the ordinary shares of the Company held by each Director (or connected persons) of the Company during the year ended 31 December 2025.

Under the UK Corporate Governance Code 2024 there is a requirement for the Company to develop a post-employment shareholding policy, encompassing vested and unvested shares for Executive Directors. The detail of this post-employment shareholding policy is as follows:

- Shares held in the Employee Benefit Trust under the DBP will continue to be held in trust and will be released to the former Executive Director in accordance with their normal vesting dates. The former Executive Director will be expected to hold any vested DBP shares at least until the second anniversary of their departure date.
- Shares that have vested to an Executive Director under the LTIP and are subject to the two-year post vesting holding period will continue to be required to be held by the former Executive Director until the expiry of the two-year post vesting holding period.
- In the event that an Executive Director is treated as a "good leaver" under the LTIP, then any outstanding LTIP awards that have not vested will be prorated to the date of leaving and remain subject to satisfaction of performance conditions. Subject to those conditions being achieved at the normal vesting date, shares will typically be released at the earlier of the expiry of the normal two-year post vesting holding period and the second anniversary of their departure date.
- Shares purchased by an Executive Director using their own personal funds shall not be subject to this post-employment shareholding policy.

Directors' shareholding tables as at 31 December 2025 (audited):

Director	Share ownership requirement (% of salary)	Number of shares owned outright (including connected persons)	Number of shares beneficially owned (DBP award shares)	Number of shares invested and subject to performance (LTIP shares)	Number of shares under option (Sharesave)	Number of shares under Restricted Share Plan (RSP)	Ownership requirements met (based on shares owned outright and DBP award shares)
Stephen Harris (Chairman)	Not applicable	168,689	0	400,000	0	0	Not applicable
Brian Morgan (appointed 13 October 2025)	200%	0	0	0	0	0	No

Non-Executive Directors' shareholdings as at 31 December 2025 (audited)

Director	1 January 2025 or date of appointment if later	31 December 2025 (or date of leaving if earlier)
Polly Williams	0	0
Graham Oldroyd	37,453	49,217
Anna Vikström Persson	26,217	37,981
Eva Lindqvist (appointed 1 April 2025)	20,000	31,764
Aidan de Brunner (appointed 31 July 2025)	0	0
Martin Cooke (appointed 31 July 2025)	0	0
Caroline Thomson (left 16 June 2025)	15,897	15,897
Richard Tyson (left 31 July 2025)	6,399	18,152

- The closing mid-market share price on 31 December 2025 (the last trading day of the year) was 11 pence.
- The shares shown in the beneficial holdings table above were acquired by the Directors using their own funds.
- On 30 April 2025 the following Directors undertook a direct subscription for ordinary shares in the Company as part of an equity raise at a price of 85 pence per ordinary share:
 - Stephen Harris acquired 35,297 ordinary shares
 - Graham Oldroyd acquired 11,764 ordinary shares
 - Richard Tyson acquired 11,764 ordinary shares
 - Eva Lindqvist acquired 11,764 ordinary shares
 - Anna Vikström Persson acquired 11,764 ordinary shares
- There has been no change to the Directors' shareholdings described in the table above in the period from 31 December 2025 to 31 March 2026. The above shareholdings will be adjusted in accordance with the terms of the Capital Reorganisation approved at a General Meeting held on 27 March 2026.

Annual Report on Remuneration continued

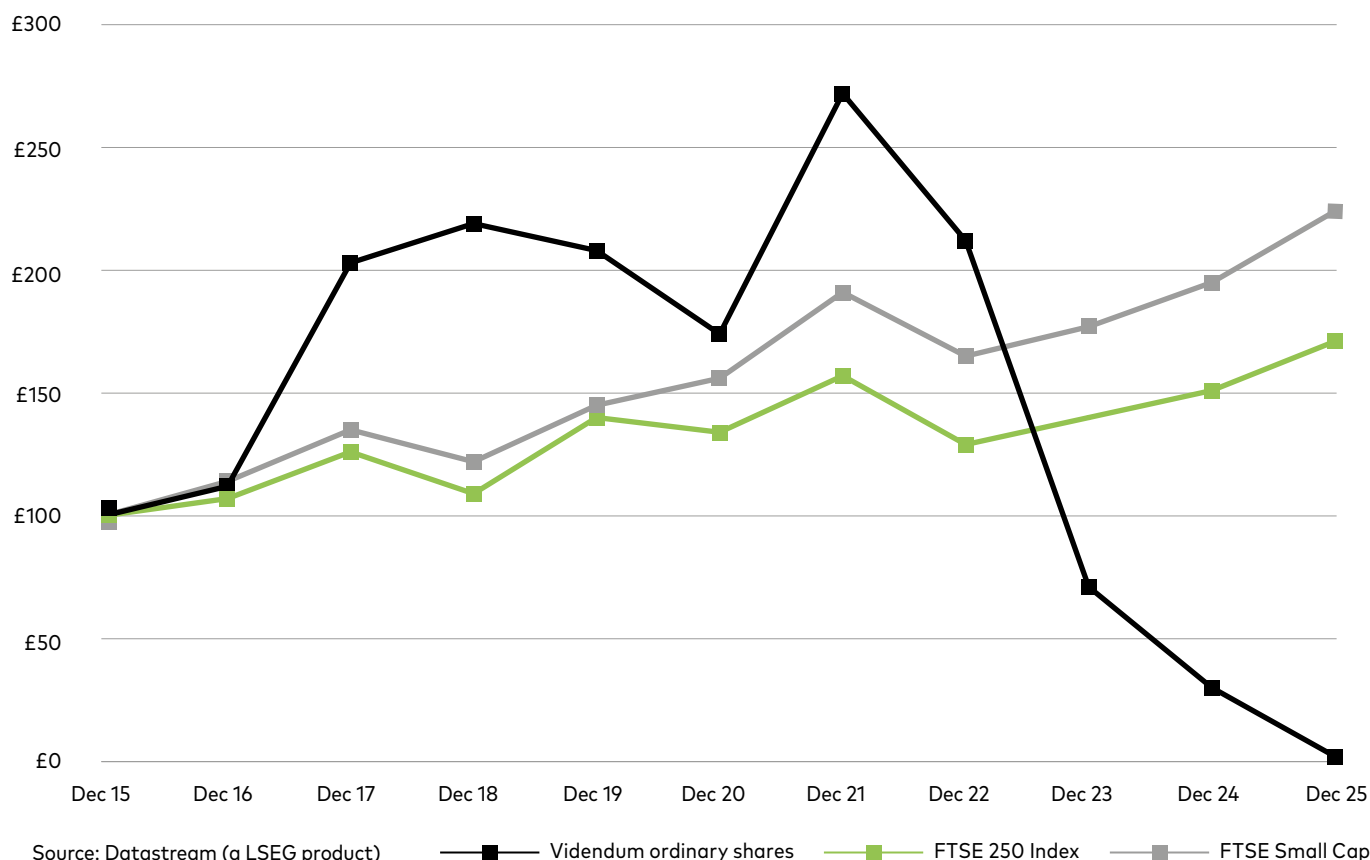
Long Term Incentive Plan

The following table sets out the outstanding awards under the LTIP as at 31 December 2025 for the Executive Directors.

Director	Date of award	Awards at 1 January 2025	Awards exercised during the year	Associated dividend shares with the exercised award	Awards lapsed during the year	Awards made during the year	At 31 December 2025	Market price on which award made (pence)	Market price at exercise date (pence)	Face value of award (% of salary)	Percentage of interest that vests if threshold performance achieved	End of performance period
Stephen Harris	18 Dec 2024	200,000	0	0	0	0	200,000	192.2	-	153% (£384,000)	0%	18 Dec 2025
Stephen Harris	6 Jan 2025	0	0	0	0	200,000	200,000	145.5	-	116.4% (£291,000)	0%	18 Dec 2026
Total		200,000	0	0	0	200,000	400,000					

Ten-year performance graph of the Company's ordinary shares compared to comparator group

The graph below illustrates the Company's annual TSR (share price growth plus dividends that have been declared, paid and reinvested in the Company's shares) relative to the FTSE 250 and FTSE Small Cap for the preceding ten-year period ended 31 December 2025, assuming an initial investment of £100. This index has been chosen since it is the comparator group (excluding financial services companies and investment trusts) for one of the performance conditions tied to past awards under the LTIP. The Committee notes that the FTSE 250 Index and FTSE Small Cap are recognised broad market equity indices, relatively complex and international in nature and is comparable to the Company's business operations where approximately 90% of revenues are generated outside the UK. TSR data is taken from Datastream.



Performance table setting out the total remuneration of the Group Chief Executive

The following table sets out the single figure of total remuneration paid and the amount vesting under short-term and long-term incentives (as a percentage of the maximum that could have been achieved) to the Group Chief Executive (or Chairman in respect of Stephen Harris) for each of the ten years ended 31 December 2025.

Year (ended 31 December)	Group Chief Executive	CEO single figure of total remuneration	Annual bonus payout against maximum opportunity % (including actual amount paid)	Long-term incentive vesting rates against maximum opportunity %
2025	Stephen Harris (Chairman)	£667,838	80% £250,000	0%
2024	Stephen Bird (until 25 October 2024) Stephen Harris (Chairman) (from 25 October 2024)	£575,812	0% £0	0%
2023	Stephen Bird	£583,428	0% £0	0%
2022	Stephen Bird	£1,150,877	50.4% £307,987	46.9%
2021	Stephen Bird	£1,166,196	95.5% £566,588	0%
2020	Stephen Bird	£701,744	22.5% £133,489	0%
2019	Stephen Bird	£1,151,858	21.5% £124,445	72.06%
2018	Stephen Bird	£2,280,723	66.9% £377,925	100%
2017	Stephen Bird	£1,596,214	88.4% £486,771	67.5%
2016	Stephen Bird	£962,299	77.9% £418,450	0%

Annual Report on Remuneration continued

Percentage change in remuneration of the Directors and employees

The table below shows the year-on-year percentage change in salary, benefits and annual bonus earned between the year ended 31 December 2025 and the years ended 31 December 2024, 2023, 2022, 2021 and 2020 for the Directors, compared to the average of earnings of the parent Company employees. The Remuneration Committee has selected this comparator group on the basis that each of the Directors is UK based and this provides a local market reference, is a sizeable population and a fair representation of the Group's employee base.

2019/20 Annual salary	2019/20 Taxable benefits	2019/20 Annual bonus	2020/21 Annual salary	2020/21 Taxable benefits	2020/21 Annual bonus	2021/22 Annual salary	2021/22 Taxable benefits	2021/22 Annual bonus	2022/23 Annual salary	2022/23 Taxable benefits	2022/23 Annual bonus	2023/24 Annual salary	2023/24 Taxable benefits	2023/24 Annual bonus	2025/25 Annual salary	2024/25 Taxable benefits	2024/25 Annual bonus
Stephen Harris, Chairman																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	19%	n/a	n/a	100%	0%	n/a
Caroline Thomson, Non-Executive Director (left 16 June 2025)																	
2.5%	n/a	n/a	0%	n/a	n/a	3%	n/a	n/a	5%	n/a	n/a	18%	n/a	n/a	0%	n/a	n/a
Richard Tyson, Non-Executive Director (left 31 July 2025)																	
2.5%	n/a	n/a	0%	n/a	n/a	3%	n/a	n/a	5%	n/a	n/a	18%	n/a	n/a	0%	n/a	n/a
Anna Vikström Persson, Non-Executive Director																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	18%	n/a	n/a	0%	n/a	n/a
Graham Oldroyd, Non-Executive Director																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	18%	n/a	n/a	0%	n/a	n/a
Polly Williams, Non-Executive Director																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	0%	0%	0%	0%
Martin Cooke, Non-Executive Director (appointed 31 July 2025)																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Eva Lindqvist, Non-Executive Director (appointed 1 April 2025)																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Aidan de Brunner, Non-Executive Director (appointed 31 July 2025)																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Brian Morgan (appointed 13 October 2025)																	
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Parent Company employees																	
2.5%	2.5%	-36%	2.2%	2.2%	2.92%	3%	3%	-42%	5%	5%	-100%	4%	4%	0%	2.2%	2.2%	0%

Group Chief Executive's pay ratio disclosure

In accordance with Option C as set out in the Companies (Miscellaneous Reporting) Regulations 2018, the following table sets out Stephen Bird's (Group Chief Executive until 25 October 2024) and Stephen Harris's (Chairman from 25 October 2024 to 31 December 2025) total remuneration for the year ended 31 December 2025 compared with all UK employees of the Group at the 25th percentile, 50th percentile and 75th percentile. The data has been compiled from available data as at 31 December 2025 for all UK-based employees and no element of remuneration has been excluded from the calculation. We have used the combined total remuneration for Stephen Harris and Stephen Bird for 2024 in their respective roles leading the Company. This table will build up over a ten-year period. We have chosen Option C as it reflects all our UK workforce and is more complete in showing the Group Chief Executive's remuneration compared to the entire UK workforce. It uses bonus information usually paid in the March/April following a year end as bonus information is not calculated until the March following a year end for many UK employees. No bonus was earned in 2024.

The Company believes the median ratio is consistent with the Company's wider policies on employee pay, reward and progression. We seek to pay all employees including the Chairman/Group Chief Executive fairly for the roles they perform and taking into account a range of factors including the relevant role, their performance and internal and external measures including pay rates and pay gaps.

Year	Method	25th percentile	50th percentile	75th percentile
2019	Option C	82:1	57:1	35:1
		£27,833	£40,002	£64,086
2020	Option C	44:1	31:1	19:1
		£25,866	£36,965	£61,245
2021	Option C	28:1	19:1	12:1
		£26,361	£37,726	£58,866
2022	Option C	52:1	37:1	22:1
		£29,804	£42,020	£69,610
2023	Option C	22:1	14:1	8:1
		£26,901	£42,172	£69,489
2024	Option C	18:1	14:1	8:1
		£32,404	£44,550	£69,628
2025	Option C	11:1	16:1	23:1
		£29,489	£41,654	£60,632

The actual salaries paid for each UK employee at the respective quartiles for 2025 were: 25th percentile – £29,489; 50th percentile – £41,654; and 75th percentile – £60,632. The change in the pay ratios from 2019 to 2025 has been impacted by COVID-19 as well as the impact of actors' and writers' strikes in 2023. In 2020, the Company implemented short-time working and other measures such as salary waivers in response to the pandemic. In 2021, Executive Directors did not receive any pay increase in contrast to the wider UK employee population and long-term incentives for the Executive Directors did not vest due to performance conditions not being achieved. As the Company recovered from the impact of the pandemic in 2023 and the Group had delivered a record profit in 2022 leading to a higher proportion of variable remuneration being delivered to the Group Chief Executive, the pay ratio gap widens where annual bonuses and long-term incentives are payable. The impact of challenging macroeconomic factors in 2023 coupled with the writers' and actors' strikes in 2023 have significantly impacted the Group's performance in 2023 and into 2024 with the result that variable remuneration has been significantly reduced. The change in executive management in October 2024 compounded by the material uncertainty on the going concern for the Company has further impacted the pay ratio disclosure. We consider that the use of Option C and the percentiles shown for UK employees are reasonably representative.

Annual Report on Remuneration continued

Relative importance of spend on pay

The following table sets out for the year ended 31 December 2025 compared to the year ended 31 December 2024 the actual expenditure of the Company in terms of remuneration paid to or receivable by all employees of the Group and distributions to shareholders by way of dividends. There have been no other significant distributions and payments required to be disclosed that would assist in understanding the relative importance of spend on pay.

	Year ended 31 December 2025	Year ended 31 December 2024	% change
Total remuneration paid to all Videndum employees	£79.2m	£90.9m	(12.87)%
Total dividends paid to shareholders	£0m	£0m	0%

Statement of implementation of Directors' Remuneration Policy in the year ending 31 December 2026

This section provides an overview of how the Committee is proposing to implement the Remuneration Policy in 2026. A search for a new Chief Executive Officer is underway and subject to progress with that search, the Remuneration Committee will look to put in place a remuneration package for a new Chief Executive Officer in line with the shareholder approved Policy.

(1) Base salary

The table below sets out the 2026 base salary for the Chairman in line with a service agreement dated 17 December 2024 and amended on 2 September 2025.

Executive Director	2026 salary
Stephen Harris	£500,000 (to be increased to £519,000 from 1 April 2026)
Brian Morgan	£400,000 (to be increased by 4% to £415,200 from 1 April 2026 in line with salary increases given to wider workforce in the UK)

The 4% increase in salary will be effective from 1 April 2026 in line with salary increases for the wider UK workforce.

(2) Benefits

Under his service agreement dated 17 December 2024, Stephen Harris will receive a car allowance of £25,000 per annum in 2026 (from 1 January 2026 to 1 April 2026) and £25,950 per annum from 1 April 2026 and the Company will also pay for his private healthcare. Details of the premium for this will be disclosed in the 2026 Annual Report on Remuneration.

Brian Morgan under his service agreement dated 1 October 2025 will receive a car allowance of £20,000 per annum in 2026 (from 1 January 2026 to 1 April 2026) and £20,760 per annum from 1 April 2026. The Company will also pay for his private healthcare. Details of the premium for this will be disclosed in the 2026 Annual Report on Remuneration.

(3) Pension allowance

Brian Morgan who was appointed as Chief Financial Officer on 13 October 2025 receives a pension contribution of 8% per annum which is consistent with that provided to the wider UK employee workforce. Stephen Harris does not receive any pension allowance.

(4) Annual bonus

Executive Directors normally have a maximum bonus opportunity at 125% of base salary. Half of any net after tax annual bonus earned is normally deferred into the DBP for a period of three years and held in the form of shares in the Company.

Performance measures selected for the Annual Bonus Plan in the future will reflect the strategic and operational objectives of the Group. The Committee considers that the specific targets and personal objectives tied to the Annual Bonus Plan are commercially sensitive until after the end of the accounting year that they apply to and therefore does not disclose them while in flight. The Committee will disclose these targets and objectives once a bonus has been paid and subject to the Committee considering that they are no longer commercially sensitive.

(5) Restricted Share Plan Awards

The Committee will make an Restricted Share Plan ("RSP") award to Stephen Harris and Brian Morgan (and senior managers in the business) in accordance with the Company's Remuneration Policy approved by shareholders at the 2025 AGM.

The Remuneration Committee intends to grant:

- Stephen Harris an RSP award representing 100 per cent of salary; and
- Brian Morgan an RSP award representing 200 per cent of salary, split equally between a 100 per cent of salary normal annual award (as per that granted to Stephen Harris) and 100 per cent of salary recruitment award. The recruitment award was required to secure Brian Morgan's recruitment at his appointment in October 2025 albeit the grant was: (i) delayed given the need to focus on the refinancing of the Company; and (ii) contingent on investing £50,000 of own funds into the equity raise and retaining the resulting shares during the vesting period.

The RSP awards detailed above will normally vest after three years from grant subject to the Committee being satisfied that vesting is fair and reasonable against the Company's underlying financial performance. In addition, a two year post vesting holding period will apply.

The use of RSP awards for 2026, which is consistent with the shareholder approved Remuneration Policy, is considered both necessary and appropriate given the challenges of setting meaningful and motivational three-year performance targets while needing to retain key senior executives at this critical time. The Remuneration Committee intends to reverting to more market standard Long Term Incentive Plan awards once there is greater visibility on performance target setting going forward.

(6) Non-Executive Directors' remuneration

The fee structure for the Non-Executive Directors for 2026 is set out in the following table.

Role	2026 fee	2025 fee
Aidan de Brunner fee	£240,000	£240,000
Non-Executive Directors' base fee	£65,400	£65,400
Deputy Chairman	£10,000	£10,000 ¹
Chair of Audit Committee	£10,000 ³	£10,000 ²
Chair of Remuneration Committee	£10,000 ³	£10,000 ²
Senior Independent Director	£8,000 ³	£8,000 ²
Employee Engagement Non-Executive Director	£5,000 ⁴	£5,000 ³

1 Following shareholder approval at a general meeting on 28 July 2025, it was approved that Graham Oldroyd as Deputy Chairman would receive a fee for that role with effect from 31 July 2025 of £10,000 per annum.

2 The fees of the Chair of the Remuneration Committee and Senior Independent Director were last increased to their current level in 2019 to take account of the nature of each role, the time commitment, performance of the respective individuals, market rates for the complexity of the roles and the calibre of individuals. The Audit Committee Chair's fee upon review was considered to be in line with market rates and appropriate for the demands of the role and complexity of the Company.

3 The Company appointed Eva Lindqvist as the Non-Executive Director with responsibility for employee engagement in accordance with the 2024 UK Corporate Governance Code. Given the responsibility of this role and additional work associated with it, the Board approved that a fee of £5,000 per annum be payable for this role. This fee will be paid to any other successor Non-Executive Director in future years.

The Board has agreed that fees will typically be reviewed annually to ensure that they remain appropriate.

Annual Report on Remuneration continued

Malus and clawback

Under the rules of the Annual Bonus Plan, LTIP, RSP and DBP, awards are subject to a malus rule whereby the Remuneration Committee has the power to reduce, cancel or impose further conditions upon a bonus or award in circumstances that the Committee determines such action is appropriate, including circumstances where a material misstatement of the Company's audited financial results has occurred, or serious reputational damage to the Company has occurred as a result of a participant having breached the Company's Code of Conduct, a miscalculation or an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event. In addition, under the above plans, a clawback provision exists where in the same circumstances as for malus, any future award that is paid out can be clawed back from a participant for a period of up to three years from it vesting or being paid out. The Committee did not invoke malus or clawback in the year ended 31 December 2025 and up to the date of signing this report.

Voting at Annual General Meeting and General Meeting

At the Company's AGM held on 16 June 2025, shareholders were asked to vote on the new Remuneration Policy Report and for an advisory vote on the Directors' Annual Report on Remuneration for the year ended 31 December 2024. Both Directors' resolutions were approved by shareholders on a poll at the 2025 AGM and the table below sets out the proxy votes voted for, against and withheld for the resolutions.

Resolution	For proxy votes and % of votes cast	Against proxy votes and % of votes cast	Withheld proxy votes
Directors Remuneration Policy	87,038,548	2,474,723	15,956
	97.24%	2.76%	
Annual Report on Remuneration for the year ended 31 December 2024	87,659,389	1,853,572	16,266
	97.93%	2.07%	

The Company also held a General Meeting on 28 July 2025 to amend the Directors' Remuneration Policy in connection with the fees payable to Non-Executive Directors and notice periods. The table below sets out the proxy votes for, against and withheld for the resolution.

Resolution	For proxy votes and % of votes cast	Against proxy votes and % of votes cast	Withheld proxy votes
To approve an amendment to the Directors' Remuneration Policy	88,379,275	122,861	29,346
	99.86%	0.14%	

The Remuneration Committee

The Remuneration Committee comprised the following members during 2025: Caroline Thomson – Chair (until 16 June 2025), Richard Tyson (until 31 July 2025), Graham Oldroyd, Anna Vikström Persson (Chair from 16 June 2025), Eva Lindqvist (from 1 April 2025) and Polly Williams.

All of the Committee members are Independent Non-Executive Directors.

The Committee, on behalf of the Board, determines the Policy, base salaries, annual cash bonus arrangements, participation in incentive schemes, pension arrangements and all other benefits received by the Executive Directors including any exit packages.

The Committee also oversees the framework of remuneration for the Executive Committee, including terms of service, pay structure, annual cash bonus, pensions, share incentive arrangements and all other benefits and also has regard to wider employee remuneration within the Group.

The Committee invites individuals to attend meetings, as it deems necessary, to assist with consideration of remuneration matters. During 2025 the following individuals attended meetings of the Committee: Stephen Harris (Chairman), Jon Bolton (Group Company Secretary), Sabine Weishaupt (Group Chief People Officer), Aidan de Brunner (Independent Non-Executive Director) and Martin Cooke (Independent Non-Executive Director). Representatives of the Committee's remuneration advisor, FIT Remuneration Consultants LLP, also attended meetings in 2025.

The Executive Directors or members of the Executive Committee are not present when their own remuneration is being considered.

The remuneration of the Chairman and the Non-Executive Directors is determined by the Board as a whole, with the Chairman or the relevant Non-Executive Director abstaining when his or her remuneration is considered.

External advisors

The Committee appointed FIT Remuneration Consultants LLP as its external remuneration advisor in 2019. FIT Remuneration Consultants LLP charge for their time given in providing a service to the Company and during 2025 the level of fees paid to remuneration advisors totalled £39,127 (2024: £32,982) and was charged on a time basis. This fee covered advice relating to disclosures in the 2024 Directors' Remuneration report, preparation of a new Policy Report on Remuneration put to shareholders at the 2025 AGM and amended at a General Meeting on 28 July 2025, measurement of performance conditions associated with long-term incentive arrangements, negotiation of recruitment packages and general remuneration advice including recruitment and retention packages. FIT Remuneration Consultants LLP do not provide any other services to the Company. FIT Remuneration Consultants LLP are a member of the Remuneration Consultants Group and operate under that Group's voluntary code of practice for remuneration consultants in the UK. The Committee is satisfied that the advice it received from FIT Remuneration Consultants LLP during 2025 was objective and independent. The Company or any of its individual Directors has no other connection with FIT Remuneration Consultants LLP other than as acting as the Committee's external remuneration advisor. The Committee also received advice and administrative support during 2025 from the Group Company Secretary, Jon Bolton and the Group Chief People Officer, Sabine Weishaupt.

This Directors' Remuneration report has been approved by the Remuneration Committee and signed on its behalf by:

Anna Vikström Persson

Remuneration Committee Chair
31 March 2026

Directors' report

Directors and re-election

The Directors who held office at 31 December 2025 and up to the date of this report are set out on pages 30 to 31 along with their biographies.

Board changes during 2025

Brian Morgan joined the Board as Chief Financial Officer with effect from 13 October 2025.

Eva Lindqvist joined the Board as Non-Executive Director and Senior Independent Director with effect from 1 April 2025, and became a member of the Audit Committee, Remuneration Committee and the Nominations Committee. Eva also became the Non-Executive Director responsible for employee engagement.

Aidan de Brunner and Martin Cooke both joined the Board as Independent Non-Executive Directors with effect from 31 July 2025. Aidan succeeded as Chair of the Finance Committee.

Anna Vikström Persson succeeded as Chair of the Remuneration Committee with effect from 16 June 2025 at the conclusion of the 2025 AGM.

Graham Oldroyd was appointed Deputy Chairman with effect from 31 July 2025.

Caroline Thomson ceased to be a Director of the Company at the conclusion of the Company's 2025 AGM on 16 June 2025. Richard Tyson also ceased to be a Director of the Company on 31 July 2025.

In accordance with Provision 18 of the UK Corporate Governance Code (the "2024 Code") and the Company's Articles of Association, all Directors will stand for re-election as Directors at the Company's AGM on 19 May 2026.

The remuneration of the Directors including their respective shareholdings in the Company is set out in the Remuneration report.

Directors' and Officers' liability insurance and indemnification of Directors

The Company maintains Directors' and Officers' liability insurance which gives appropriate cover for any legal action brought against its Directors. The Company has also granted indemnities to certain Directors subject to applicable legislation. Qualifying third-party indemnity provisions as defined in Section 234 of the Companies Act 2006, have been adopted for certain Directors who are indemnified by Videndum plc against (certain) losses and liabilities which may incur throughout the course of acting as a Director of the Company.

Directors' remuneration

The Remuneration Committee determines the Directors' fees in accordance with the Directors' Remuneration Policy. This Policy was last approved by shareholder resolution at the Annual General Meeting on 16 June 2025 and amended at a General Meeting on 28 July 2025. The Remuneration Policy will next be up for renewal at the 2028 AGM. Pursuant to their letters of appointment, further information on the fees paid to the Non-Executive Directors and Executive Directors are detailed in the Remuneration Report.

Directors interests

The Directors' beneficial interests in ordinary shares of the Company as at 31 March 2026 are found on page 67.

Shareholder rights

The Company's shareholders have a series of rights in connection with the governance of the Company. These are contained in statute, principally the Companies Act 2006, regulations such as the Listing Rules and UK Corporate Governance Code 2024, and in the Company's Articles of Association. A shareholder, or shareholders acting together, can use procedures set out in the Companies Act 2006 to requisition a general meeting of the Company. The Directors are required to call such a general meeting once the Company has received requests to do so

from shareholders representing at least 5% of the paid-up capital of the Company as carries the right of voting at general meetings of the Company (excluding any paid-up capital held as treasury shares).

Under the Companies Act 2006, either (i) a member or members representing at least 5% of the total voting rights of all the members having a right to vote on the resolution at the AGM (excluding voting rights attached to any treasury shares); or (ii) at least 100 members with the right to vote on the resolution at the AGM and each holding, on average, at least £100 of paid-up share capital, may require the Company to give members of the Company entitled to receive notice of the next AGM, notice of a resolution which may properly be moved at that meeting. Such a resolution may be properly moved unless it is defamatory, frivolous or vexatious or if it would be ineffective for any reason.

Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it and must be received by the Company not less than six weeks before the meeting. A request for a matter to be included in the business of the meeting must also be accompanied by a statement setting out the grounds for the request.

Shareholders have an express right to vote annually on the Directors' Remuneration Report and at least every three years they have the right to vote on the policy governing Directors' remuneration. Under the Company's Articles of Association, shareholders have the right to vote on the re-election of all Directors of the Company annually at the AGM.

It is also confirmed that under the Company's governance arrangements, including the Articles of Association, there are no anti-takeover devices or provisions to prevent a takeover of the ownership of the Company through the normal ways permitted under UK law and regulation. There are no limitations on share ownership and the issuance of new capital, subject to shareholder approval, would be to address funding needs and is not a tool for an anti-takeover measure.

Share capital and powers for the Company issuing or buying back its own shares

The Company was authorised by shareholders passed as a special resolution at the 2025 AGM to purchase its own shares in the market up to 10% of the Company's issued share capital, as permitted under the Company's Articles of Association. The Company as at the date of signing has ordinary shares of 1 pence nominal value each and deferred shares of 19.995 pence each in issue and does not have any shares held in treasury. Note 4.3 to the consolidated financial statements on page 135 summarises the rights of the ordinary shares as well as the number issued during 2025. An analysis of shareholdings is shown on page 162. The closing mid-market price of a share of the Company on 31 December 2025, together with the range during the year, is also shown on page 162. For details of own shares held by the Company see note 4.3 to the consolidated financial statements.

This standard authority is renewable annually and the Directors will seek to renew it at the 2026 AGM.

The Directors were granted authority at the 2025 AGM to allot ordinary shares up to £12,560,098 which, at the time represented 62,800,494 ordinary shares of 20 pence each and approximately 66.66 per cent of the Company's issued ordinary share capital at the time. 33.33 per cent of that amount was restricted to a fully pre-emptive offer. This authority will apply until the conclusion of the 2026 AGM (noting the Company's capital reorganisation in March 2026).

At the 2026 AGM, shareholders will be asked to grant a new authority authorising the Directors to be able to allot ordinary shares up to a nominal amount of £40,123, representing 10 per cent of the Company's issued ordinary share capital. Further details are set out in the 2026 AGM notice.

At the 2025 AGM, a special resolution was passed to authorise the Directors to allot ordinary shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. At the 2026 AGM, shareholders will be asked to renew this authority – in line with the latest institutional shareholder guidelines and market practice – to make non-pre-emptive issues for cash only and otherwise up to a nominal amount of £20,061 (representing 5% of the Company's issued ordinary share capital).

A special resolution will also be proposed at the 2026 AGM to renew the Directors' authority to repurchase up to 10% of the Company's issued ordinary shares in the market. While the Directors have no present intention of exercising the authority to make market purchases, the authority provides the flexibility to allow them to do so in the future and any shares purchased pursuant to this authority may be held in treasury or may be cancelled.

During financial year ended 31 December 2025 the Company's share capital comprised ordinary shares of 20 pence nominal value and as at 31 December 2025 103,613,404 ordinary shares were in issue. At a General Meeting of the Company held on 27 March 2026 shareholders approved the following changes to the share capital of the Company:

Each ordinary share of 20 pence nominal value was sub divided and converted into 1 intermediate share of 0.005 pence nominal value and 1 deferred share of 19.995 pence nominal value and immediately thereafter, every 200 intermediate shares of 0.005 pence nominal value were consolidated into 1 ordinary share of 1 pence nominal value. Following the capital reorganisation, the Company therefore had 40,123,007 ordinary shares in issue of 1 pence each and 103,613,600 deferred shares in issue of 19.995 pence each. Among other things, the deferred shares have no voting or dividend rights and do not carry any entitlement to receive any notice of general meeting of the Company or to attend, speak or vote at any General Meeting of the Company.

With effect from 31 March 2026 and as at the date of signing this report, the share capital of the Company comprises:

- 40,123,007 ordinary shares of 1 pence each; and
- 103,613,600 deferred shares of 19.995 pence each.

Dividends

No final dividend has been recommended by the Board given the current financial performance of the business. The Board will look to resume dividend payments when appropriate to do so.

Substantial shareholdings

In accordance with the Disclosure and Transparency Rules ("DTR") 5.8 and 7.2.6, the following shareholders held notifiable interests in the voting rights of the Company's issued share capital as at 27 February 2026:

Shareholder	Number of voting rights	% of voting rights
Alantra Asset Management	24,842,037	23.98
Aberforth Partners	21,387,703	20.64
Royal London Asset Management	7,130,006	6.88
M&G Investments	6,364,582	6.14
Harwood Capital	6,000,000	5.79
Affiliated Managers Group	5,362,066	5.18
Hargreaves Lansdown Asset Management	3,885,593	3.75
BGF Investments	3,227,700	3.11

Stakeholder engagement

The Board's engagement with various stakeholders is outlined on page 38.

Companies Act 2006 disclosures

In accordance with Section 992 of the Companies Act 2006 the Directors disclose the following information as the Company had securities carrying voting rights admitted to trading on the London Stock Exchange at the year end 31 December 2025:

- The Company's capital structure and voting rights are summarised in note 4.3, and there are no restrictions on voting rights nor any agreement between holders of securities that result in restrictions on the transfer of securities or on voting rights (except that certain shareholders, being certain funds controlled by Polus Capital, have agreed to certain restrictions on their ability to dispose of ordinary shares which shall expire by 30 April 2027).
- There exist no securities carrying special rights with regard to the control of the Company.
- Details of the substantial shareholders holding over 3% of the issued share capital and their shareholdings in the Company are listed in the table on the left.
- Shares awarded under the Company's DBP are held in a nominee capacity by the Employee Benefit Trust ("EBT"). The Trustees of the EBT do not seek to exercise voting rights on shares held in the EBT. No voting rights are exercised in relation to shares unallocated to individual beneficiaries.
- The rules concerning the appointment and replacement of Directors, amendment to the Articles of Association and powers to issue or buy back the Company's shares are contained in the Articles of Association of the Company and the Companies Act 2006.
- There exist no agreements to which the Company is party that may affect its control following a takeover bid.
- There exist no agreements between the Company and its Directors providing for compensation for loss of office that may occur because of a takeover bid.

At a General Meeting held on 27 March 2026 the share capital of the Company was recalculated as follows:

Each ordinary share of 20 pence nominal value was sub-divided and converted into 1 intermediate share of 0.005 pence nominal value and 1 deferred share of 19.995 pence nominal value and immediately thereafter, every 200 intermediate shares of 0.005 pence nominal value were consolidated into 1 ordinary share of 1 pence nominal value. Following the capital reorganisation, the Company therefore had 40,123,007 ordinary shares in issue of 1 pence each and 103,613,600 deferred shares in issue of 19.995 pence each. Among other things, the deferred shares have no voting or dividend rights and do not carry any entitlement to receive any notice of general meeting of the Company or to attend, speak or vote at any General Meeting of the Company.

DTR disclosures

In accordance with DTR 7.2, the Directors disclose the following information as at the year-end 31 December 2025 in relation to the Compliance Statement which can be found on page 28:

- The UK Corporate Governance Code 2024 is applicable to this report;
- The departures from the Code are contained within the Compliance Statement; and
- The main features of the internal control and risk management system in relation to the financial reporting process are found on page 46.

Articles of Association

Amendments to the Company's Articles of Association were approved by shareholders at the General Meeting held on 27 March 2026 to reflect the deferred shares created as part of the Company's capital reorganisation.

Directors' report continued

Conflicts of interest

During the year no Director held any beneficial interest in any contract significant to the Company's business, other than a contract of employment. The Company has procedures set out in the Articles of Association for managing conflicts of interest. Should a Director become aware that they, or their connected parties, have an interest in an existing or proposed transaction with the Group, they are required to notify the Board as soon as reasonably practicable.

Political donations

Further to shareholder approval at the 2025 AGM empowering the Directors to make political donations, it is confirmed that no such donations were made in the year ended 31 December 2025.

Reporting requirements

The following sets out the location of additional information which forms part of the Directors' report:

Reporting requirement	Comprising	Location
Strategic report	<ul style="list-style-type: none"> – An indication of the Group's likely future business developments. – An indication of the Group's research and development activities. – Information on the Group's policies for the employment of disabled persons and employee involvement. – The Group's disclosures regarding greenhouse gas emissions. 	Pages 1 to 26.
Non-financial information statement	<ul style="list-style-type: none"> – Environmental matters, employees, social matters, respect for human rights, anti-corruption and anti-bribery matters. – Business model. – Policies. – Principal risks. – Non-financial KPIs. 	Page 27.
Statement on corporate governance	<ul style="list-style-type: none"> – Review of the Board's governance arrangements during the year. – Review of the Board's Committee's arrangements during the year. 	Pages 34.
Financial instruments	<ul style="list-style-type: none"> – Financial risk management objectives and policies of the Group. – The exposure of the Group to foreign currency risk, interest rate risk, and liquidity risk. 	Page 128.
Responsible business	<ul style="list-style-type: none"> – Explanation of our approach to business ethics, employees, community and the environment. 	Pages 20 to 26.
Employee engagement statement	<ul style="list-style-type: none"> – Explanation of how the Directors have engaged with employees and taken them into account when making principal decisions. 	Employee engagement and Stakeholder engagements section on page 38.
Statement regarding fostering relationships with suppliers, customers and others	<ul style="list-style-type: none"> – Explanation of how the Directors have fostered the Company's business relationships with suppliers, customers, employees and others, and taken each group into account when making principal decisions. 	Section 172 statement on page 37.

Going concern

The Board has, as at the date of signing these financial statements determined that a material uncertainty exists over the going concern assumption, that may cast significant doubt on the Group's ability to continue as a going concern, such that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The full Going concern and Viability statement is outlined on page 12.

Statement of Directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and Accounts and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with UK-adopted international accounting standards and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the profit or loss of the group for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the parent company financial statements, subject to any material departures disclosed and explained in the financial statements;

- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and parent company will continue in business.

The directors are responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

It is the Directors' responsibility, under applicable laws and regulations to prepare a Strategic Report, Directors Report, Directors' Remuneration Report and Corporate Governance Statement that each comply with that law and those regulations. Read more on pages 1, 76, 54 and 28.

In accordance with DTR 7.2, the Directors include reference to their Corporate Governance Statement. Read more on page 28. Complying with DTR 7.2.2 the Corporate Governance Statement refers to all the relevant information about corporate governance practices applied over and above the requirements of national law. The Corporate Governance Statement also contains a description of the composition and operation of Videndum administrative, management and supervisory bodies and their committees in accordance with DTR 7.2.7.

The division of responsibilities set out how Committee Chairs and their Committees have delegated responsibility to carry out day-to-day workings of the Company through the Audit, Nominations, Remuneration, Executive and Finance Committee. Details of these Committees, including membership, governance and their activities during 2025 are contained in the role of the Board and its governance structure on pages 30 to 34 and the division of responsibilities on page 39 to 40.

The Directors are responsible for the maintenance and integrity of the parent company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors' who are listed in the Board of Directors on pages 30 to 31 confirm that, to the best of their knowledge:

- the consolidated Group financial statements are prepared in accordance with UK adopted IFRS and UK GAAP and give a true and fair view of the assets, liabilities, financial position and profit and losses of the Company and Group taken as a whole; and
- the Annual Report including the Strategic Report and Director's Report present a fair review of the development and performance of the business and the position of Videndum plc and the Group; together with a description of the principal risks and uncertainties they face.

The directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the group's and parent company's position and performance, business model and strategy.

Subsidiary audit exemption

The following UK subsidiaries have taken advantage of an exemption from audit under Section 479A of the Companies Act 2006. The ultimate parent Company of the subsidiaries, Videndum plc, has provided a statutory guarantee for any outstanding liabilities of these subsidiaries. All these subsidiary undertakings have been included in the consolidated financial statements of Videndum plc as at 31 December 2025:

- | | | |
|-------------------------------------|--------------------------------------|-------------------------------------|
| – Palmer Dollar Finance | – Videndum Group Ltd | – Camera Corps Ltd |
| – Palmer Finance | – Videndum Investments Ltd | – Videndum Media Solutions UK Ltd |
| – Palmer Yen Finance | – Litepanels Ltd | – Videndum Production Solutions Ltd |
| – Rycote Microphone Windshields Ltd | – Videndum Creative Solutions UK Ltd | |
| – Videndum Group Holdings Ltd | – Autoscript Ltd | |

Post Balance Sheet events

The Company at a General Meeting held on 27 March 2026 approved the following resolutions tied into the Capital Reorganisation and Share Capital Raising and as detailed in the notice of General Meeting contained in a Prospectus published on 10 March 2026:

Ordinary resolutions:

1. The issue and allotment of New Ordinary Shares pursuant to the Capital Raising and the Debt for Equity Conversion.
2. The issue and allotment of New Ordinary Shares at a discount pursuant to the Capital Raising, and the Debt for Equity Conversion.
3. The issue and allotment of New Ordinary Shares pursuant to the Director and Senior Management subscriptions.
4. The issue and allotment of New Ordinary Shares at a discount pursuant to the Director and Senior Management subscriptions.
5. A subdivision and consolidation of the share capital.

Special resolutions:

6. The disapplication of pre-emption rights in respect of the issue and allotment of new Ordinary Shares pursuant to the Capital Raising, and the Debt for Equity conversion; and
7. The disapplication of pre-emption rights in respect of the issue and allotment of new Ordinary Shares pursuant to the Director and Senior Management subscriptions.
8. The Amendment of the Articles of Association to set out the rights and restrictions attaching to deferred shares created upon the sub-division.

Following the Capital Reorganisation and Share Capital Raising, the share capital of the Company comprises:

40,123,007 consolidated ordinary shares of 1 pence nominal value each.

103,613,600 deferred shares of 19.995 pence each.

Directors' report continued

Annual General Meeting ("AGM")

The 2026 AGM will be on Tuesday 19 May 2026 at 14:00 held at Regal House, 70 London Road, Twickenham, TW1 3QS. The Company will be making use of the electronic voting facility provided by its registrars, Equiniti Limited. The facility includes CREST voting for members holding their shares in uncertificated form. For further information, please refer to the section on online services and electronic voting set out in the notes to the Notice of Meeting.

The Notice of the AGM and an explanation of the resolutions to be put to the meeting are set out in the Notice of Meeting accompanying this Annual Report. The Board fully supports all the resolutions set out in the Notice and encourages shareholders to vote in favour of each of them as they intend to in respect of their own shareholdings. Voting at the AGM will be conducted by way of a poll and shareholders are encouraged to submit a completed proxy form in line with the Notice of AGM.

Disclosure of information to the auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information (as defined in Section 418(2) of the Companies Act 2006) of which the Company's auditors are unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

PricewaterhouseCoopers LLP has expressed its willingness to continue in office as auditors and separate resolutions will be proposed at the 2026 AGM concerning the reappointment of PricewaterhouseCoopers LLP and to authorise the Board to agree their remuneration.

Equity raise

An allotment was made on 30 March 2026 otherwise than to the holders of the Company's equity shares in proportion to their holdings of such equity shares. As this Annual Report is our first following the non-pre-emptive issue, the details of the allotment are set out below in accordance with the most recently published Pre-Emption Group Statement of Principles (2022). A post-transaction report in the format specified was issued to the market through a regulatory information service on 27 March 2026.

Transaction details	<p>On 23 December 2025, the Company announced that a £70 million equity fundraise would take place in Q1 2026 (following other announcements throughout 2025 regarding the need to raise additional capital). Shareholders were given considerable notice to buy shares on the open market to become a shareholder to participate in the issue. The 23 December 2025 announcement indicated there would be little to no value in the existing equity if the fundraise did not proceed.</p> <p>The Company issued in aggregate 31,481,482 New Ordinary Shares pursuant to the Capital Raising, of which 30,186,315 New Ordinary Shares were issued under the Firm Placing and 1,295,167 New Ordinary Shares were issued under the Placing and Open Offer, which represented approximately 6,077% of issued ordinary share capital on 6 March 2026 (adjusted for the Capital Reorganisation which occurred prior to the Capital Raising).</p> <p>Settlement for the New Ordinary Shares took place on 30 March 2026.</p>
Use of proceeds	£50 million in net proceeds has been used to fund a partial repayment of the Company's revolving credit facility. The remaining net proceeds from the Capital Raising will be used to strengthen the Group's liquidity position and support the management of the go-forward capital position. The Capital Raising also formed part of and supported a broader set of Refinancing proposals by the Company.
Quantum of proceeds	In aggregate, the Capital Raising raised gross proceeds of approximately £85 million and net proceeds of approximately £78.9 million given strong institutional demand, an uplift from the £70 million fundraise indicated in the Company's 23 December 2025 announcement
Discount	The Offer Price of 270 pence represented a discount of 87% to the Consolidated Closing Price of 2,070 pence on 6 March 2026.
Allocations	Soft pre-emption was adhered to in the allocations process. Management was involved in the allocations process, which has been carried out in compliance with all applicable MiFID II allocation requirements. Allocations made outside of soft pre-emption were preferentially directed towards existing shareholders in excess of their pro rata, and wall-crossed accounts.
Consultation	<p>Since the announcements throughout 2025 there has been consultation with institutions on a non-wall-crossed basis.</p> <p>Management and the Bookrunner undertook a pre-launch wall-crossing process, including consultation with major shareholders, to the extent there was interest from the major shareholders.</p>
Retail investors	Due consideration was given by the Board as to whether a retail offer be undertaken. Following discussions between the Company and Investec, it was decided that a retail offer would not be included in the Capital Raising. The offer structure included an Open Offer to allow all existing shareholders the opportunity to participate should they wish to do so.

The Directors' report was approved and authorised for issue by the Board of Directors on 31 March 2026 and signed on its behalf by

Jon Bolton

Group Company Secretary
31 March 2026

Independent auditors' report to the members of Videndum plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Videndum plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2025 and of the Group's loss and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts 2025 (the "Annual Report"), which comprise:

- the Consolidated and Company Balance Sheets as at 31 December 2025;
- the Consolidated Statement of Profit or Loss for the year then ended;
- the Consolidated Statement of Comprehensive Income/(Loss) for the year then ended;
- the Consolidated and Company Statements of Changes in Equity for the year then ended;
- the Consolidated Statement of Cash Flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in the Audit Committee report, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

Material uncertainty related to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in Section 1 of the Group financial statements and Note a) of the Company financial statements concerning the Group's and the Company's ability to continue as a going concern. Notwithstanding the outcome of the stress test and the improved financial position of the Group following the successful refinancing in March 2026, the Directors acknowledge there remain risks inherent due to the volatility experienced in the markets in which the Group operates given the macroeconomic environment. If the Group trades at the levels modelled in the stress test during the going concern assessment period and the foreseeable future, the Group is forecast to have positive liquidity for the going concern assessment period and the foreseeable future. However, if the conditions modelled in the stress test continued beyond the defined going concern assessment period it is possible that a sale, further restructuring or other fundamental re-organisation of the Group could be required. There is no guarantee that the Group could carry out such a re-organisation nor if such activities would be sufficient in this stress test scenario. As a result, although outside of the defined going concern assessment period, these conditions, along with the other matters explained in those notes to the financial statements, represent potential events or conditions of sufficient significance to indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern.

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

Our evaluation of the Directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the base case scenario for the Group and Company going concern assessment, including the Directors' assumptions over the Group's ability to increase profitability as a result of increased revenues and achieving operational efficiencies across several areas, including obtaining the benefits from restructuring activities.
- Verifying the approach and calculations used by the Directors to determine the assumptions used in the stress test, in particular over whether the assumptions over reduced revenues were sufficiently severe and that operating profit margins were achievable.
- Challenging management over the appropriateness of the mitigating actions applied and their ability to deliver these over the going concern period, in particular the reduction in inventory; and
- Reviewed the Group's new debt facility agreements, and reviewed the share placing agreement as executed in March 2026 and considered the Group's overall liquidity position and covenant compliance during the going concern period under both base case and stress test.

Independent auditors' report to the members of Videndum plc continued

In relation to the Directors' reporting on how they have applied the UK Corporate Governance Code, other than the material uncertainty identified in Section 1 of the Group financial statements and Note a) of the Company financial statements, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting, or in respect of the Directors' identification in the financial statements of any other material uncertainties to the Group's and the Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements.

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

Our audit approach

Overview

Audit scope

- We conducted full scope audits at 4 components. In addition, we performed an audit of one or more financial statement line items at a further 12 components. Where revenue was audited, these components together accounted for approximately 77% of Group revenue.
- As part of the Group audit supervision process, the Group engagement team met with and discussed the approach and results of audit procedures with component teams and reviewed a selection of audit files and final deliverables. In-person site visits to components in Italy and the USA were also performed.
- The Group engagement team audited the Company and other central functions including those covering taxation, post-retirement benefits, and certain goodwill, intangible and tangible asset impairment assessments. The Group engagement team also performed audit procedures over the consolidation and financial statement disclosures and performed Group level targeted risk assessment procedures over certain other components.
- The Group engagement team performed substantive procedures over all of the material balances and transactions of the Company.

Key audit matters

- Material uncertainty related to going concern
- Valuation of goodwill, other intangible assets and tangible assets (Group)
- Recoverability of investment in subsidiary undertaking (Company)

Materiality

- Overall Group materiality: £2.0 million (2024: £1.1 million) based on approximately 0.9% of revenue.
- Overall Company materiality: £0.8 million (2024: £0.5 million) based on 1% of total assets limited by the application of component materiality.
- Performance materiality: £1.5 million (2024: £0.7 million) (Group) and £0.6 million (2024: £0.3 million) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

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

In addition to going concern, described in the Material uncertainty related to going concern section above, we determined the matters described below to be the key audit matters to be communicated in our report. This is not a complete list of all risks identified by our audit.

Deferred tax asset recoverability and inventory obsolescence provision – deviations from the standard calculation under Group accounting policies, which were key audit matters last year, are no longer included because our current year risk assessment indicates that these are no longer significant risk areas for the audit. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of goodwill, other intangible assets and tangible assets (Group)</p> <p>Refer to Section 1 "Critical accounting judgements and key sources of estimation uncertainty", Note "3.1 Intangible assets" and Note 3.2 "Property, plant and equipment", which set out the level of impairments recorded during the year.</p> <p>The Group has goodwill arising from the acquisition of businesses and the carrying value is dependent on the financial performance of the cash generating units (CGUs) or groups of CGUs to which it relates.</p> <p>The Group has also recognised certain intangible assets as part of these acquisitions. Management identifies 3 groups of CGUs – Production Solutions (VPS), Creative Solutions (VCS) and Media Solutions (VMS). Goodwill allocated to a group of CGUs is assessed for impairment annually and whenever there is a specific indicator of impairment.</p> <p>The carrying value of goodwill is required to be supported by the recoverable amount, the higher of value in use or the fair value less costs of disposal. Other intangible and tangible assets are also assessed for impairment where impairment indicators exist.</p> <p>The value in use model applied requires estimation of projected future cash flows and includes certain key assumptions such as discount rates, long-term growth rates and expected changes to revenue and operating margins during the forecast periods. In making such future assumptions, there is an inherent level of estimation uncertainty to consider.</p> <p>When assessing whether an individual asset may be impaired, the Group has to consider a similar assessment as well as other factors, such as the nature of the asset.</p> <p>During the year the Group's revenues have declined and there is a net cash outflow from operating activities. We also considered the reduction in the Group's market capitalisation and the level of uncertainty in future performance whilst the Group sought to refinance.</p> <p>Consequently, we determined there to be a significant audit risk that the carrying value of goodwill and other intangible assets may not be supportable when compared to its recoverable amount. Where a group of CGUs was determined to be impaired, but there was no remaining goodwill, the impairment is allocated to other assets, which also includes tangible assets.</p>	<p>For the annual impairment assessment of goodwill, we evaluated management's value in use model.</p> <p>We tested the integrity of the Group's model and assessed the allocation of the Group's net assets to the carrying value of CGUs, ensuring calculations were mathematically accurate.</p> <p>We challenged the key assumptions used in the model to which the value was most sensitive, including the revenue growth and profit margin for VPS, VCS and VMS. We compared future cash flow performance to historical levels, as well as to industry forecasts as part of our assessment as to whether the planned performance was considered achievable.</p> <p>We used our valuations auditor's experts to assist us in our audit of the discount rate and long-term growth rates used.</p> <p>Where growth in forecasts was not derived from external market information, we applied further stress testing such as applying historical budget variances and capping performance at historical margin generation rates and determined that these changes did not result in any further impairment to VMS and VCS.</p> <p>For VPS, we evaluated management's assessment alongside recent business performance, which resulted in an impairment to property, plant and equipment. This was reasonable based on the conditions of the individual assets impacted.</p> <p>We considered management's assessment of the fair value less costs of disposal model to ensure we agreed that the recoverable amount should be taken from the value in use calculations. We reviewed management's sensitivity analysis and considered our own sensitivities to changes in key assumptions and underlying cash flows.</p> <p>For acquired intangible assets which had been impaired we evaluated management's analysis, including consideration of performance of the acquired businesses and the basis of recognition for the assets. We assessed the level of revenue and losses, as well as other third-party information to support the recoverable amount of the assets.</p> <p>We considered the adequacy of management's disclosures with respect to the impairment assessment and the key sensitivities to their estimates.</p>

Independent auditors' report to the members of Videndum plc continued

Key audit matter	How our audit addressed the key audit matter
<p>Recoverability of investment in subsidiary undertaking (Company)</p> <p>In the Notes to the Company Financial Statements refer to note "f) Investments in subsidiary undertaking".</p> <p>The Company holds a material investment in its subsidiary. Due to the Group's trading performance in the period and market capitalisation, there was an indicator that these balances might be impaired. Management assessed the carrying value of this investment using value in use models and concluded that an impairment should be recognised.</p> <p>Due to this assessment including assumptions about future performance which are judgemental in nature, we determined the recoverability of the investment in subsidiary undertaking to be a significant risk for our audit.</p>	<p>We tested management's impairment assessment which is derived from the value in use model used to assess impairment for the Group's CGUs, adjusted to reflect the relevant cash flows for this assessment. Therefore, where appropriate, we leveraged the audit procedures performed from our work over the valuation of goodwill, as set out above.</p> <p>We validated the required adjustments made in the model to support the investment value, including consideration of intercompany balances and the Group's financing liabilities.</p> <p>We recalculated the output of the model and management's assessment of the recoverable amount, and therefore the impairment recognised. We considered the adequacy of management's disclosures with respect to the impairment assessment and the key sensitivities to their estimates.</p>

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group is structured across three divisions: Media Solutions, Production Solutions and Creative Solutions.

Based on our risk and materiality assessments, we determined which components required an audit of their complete financial information having considered the relative significance of each entity to the Group, locations with significant inherent risks and the overall coverage obtained over each material line item in the consolidated financial statements. We identified 4 components which, in our view, required an audit of their complete financial information, due to size. In addition to the components in full scope, we performed an audit of one or more account balances, classes of transactions or disclosures at 12 components, including revenue, cost of sales, expenses, trade and other receivables, cash, inventory, property, plant and equipment, and capitalised development costs. This ensured that appropriate audit procedures were performed to achieve sufficient coverage over these financial statement line items.

We used our local teams based in the United States of America and Italy to perform the relevant audit procedures over the overseas components that we have determined require audit procedures to be performed.

The consolidation, financial statement disclosures and corporate functions were audited by the Group audit team. This included our work over the consolidation, centrally recognised tax balances, goodwill, acquired intangibles, post-retirement benefits, and earnings per share. We have also performed targeted risk assessment analytics over certain other components.

Our audit of the Company financial statements was undertaken by the Group audit team and included substantive procedures over all material balances and transactions.

The impact of climate risk on our audit

Climate change is expected to present both risks and opportunities for the Group. Disclosure of the impact of climate change risk based on management's current assessment is incorporated in the Task Force on Climate-related Financial Disclosures ('TCFD') section of the Annual Report. As part of our audit, we made enquiries of management to understand the extent of the potential impact of climate change on the Group's business and the financial statements, including reviewing management's climate change risk assessment which was prepared with the assistance of an external expert. Our procedures did not identify any material impact on our audit for the year ended 31 December 2025.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
Overall materiality	£2.0 million (2024: £1.1 million).	£0.8 million (2024: £0.5 million).
How we determined it	approximately 0.9% of revenue	1% of total assets limited by the application of component materiality
Rationale for benchmark applied	We considered different benchmarks based on a number of profit measures and revenue. We considered revenue to better reflect the size of the business given losses generated in 2025 and previous years. Based on our professional judgement, we determined that £2.0 million, representing approximately 0.9% of the Group's revenue, was an appropriate benchmark (2024: Based on our professional judgement and consideration that it was the first year of our tenure as auditor).	The Company primarily holds intercompany receivables, investment in subsidiary and debt. Accordingly, we considered that total assets is the primary measure for shareholders when assessing the financial statements of the ultimate holding company of the Group.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was approximately £0.6 million to £1.1 million.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 62.5%) of overall materiality, amounting to £1.5 million (2024: £0.7 million) for the Group financial statements and £0.6 million (2024: £0.3 million) for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £100,000 (Group audit) (2024: £56,700) and £100,000 (Company audit) (2024: £56,700) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Independent auditors' report to the members of Videndum plc continued

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Directors' Remuneration

In our opinion, the part of the Remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the Directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and, except for the matters reported in the section headed 'Material uncertainty related to going concern', we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer-term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and relevant tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the manipulation of reported results through the posting of inappropriate journal entries and management bias in accounting for key estimates and judgements. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the group engagement team and/or component auditors included:

- Discussions with management, Internal Audit and internal legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Challenging management's significant judgements and estimates, in particular those relating to the valuation of goodwill, other intangible assets and tangible assets and the recoverability of the Company's investment in subsidiary undertaking;
- Reviewing minutes of meetings of those charged with governance including the Board and Audit Committee meetings; and
- Identifying and testing journals, in particular journal entries posted with unexpected account combinations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Independent auditors' report to the members of Videndum plc continued

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Company financial statements and the part of the Remuneration report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

We were first appointed by the company for the financial year ended 31 December 2024. Our uninterrupted engagement covers 2 financial years.

Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Jennifer Dickie (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

31 March 2026

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Each section sets out the accounting policies applied in producing these financial statements together with any critical accounting judgements and key sources of estimation uncertainty used. Text boxes provide an introduction to each section.

Consolidated Statement of Profit or Loss

For the year ended 31 December 2025

	Notes	2025 £m	2024 ⁽¹⁾ £m
Continuing operations			
Revenue	2.1	228.3	280.7
Cost of sales		(156.0)	(188.4)
Gross profit		72.3	92.3
Other income	2.1	7.9	0.9
Operating expenses	2.1/2.2	(134.1)	(177.7)
Operating loss	2.1	(53.9)	(84.5)
Comprising			
– Adjusted operating loss		(15.4)	(18.2)
– Adjusting items in operating loss ¹	2.2	(38.5)	(66.3)
Finance income		0.8	3.3
Finance expense ¹		(16.9)	(10.1)
Net finance expense	2.3	(16.1)	(6.8)
Loss before tax		(70.0)	(91.3)
Taxation	2.4	(1.7)	(44.1)
Loss for the year from continuing operations		(71.7)	(135.4)
Profit/(loss) for the year from discontinued operations ¹	3.4	3.1	(11.6)
Loss for the year attributable to owners of the parent		(68.6)	(147.0)
Earnings per share from continuing operations²			
Basic earnings per share	2.5	(142.3) pounds	(287.1) pounds
Diluted earnings per share	2.5	(142.3) pounds	(287.1) pounds
Earnings per share from total operations²			
Basic earnings per share	2.5	(136.1) pounds	(311.7) pounds
Diluted earnings per share	2.5	(136.1) pounds	(311.7) pounds

¹ On 9 April 2025, the Group sold its investment in the Amimon business. See note 3.4 "Discontinued operations" and note 3.5 "Disposal of net assets and business".

² Following the capital reorganisation of 30 March 2026, comprising the Sub-division and the Consolidation of existing equity shares, the calculation of basic earnings per share for both years, 2024 and 2025, has been adjusted retrospectively to reflect the change in the number of shares, as per IAS 33 "Earnings per share". See note 2.5 "Earnings per share".

Consolidated Statement of Comprehensive Income/(Loss)

For the year ended 31 December 2025

	Notes	2025 £m	2024 £m
Loss for the year		(68.6)	(147.0)
Other comprehensive income/(loss):			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurements of defined benefit obligation, net of tax	5.2	(1.1)	(0.3)
Foreign exchange gain recycled to the Income Statement on disposal of businesses ¹	3.5	(2.4)	-
Items that are or may be reclassified subsequently to profit or loss:			
Currency translation differences on foreign currency subsidiaries		(6.7)	(1.5)
Net investment hedges – net loss		-	(2.0)
Fair value of cash flow hedges reclassified to the Profit or Loss		(1.1)	(4.6)
Effective portion of changes in fair value of cash flow hedges		0.6	1.2
Tax associated with changes in cash flow hedges		0.1	0.9
Other comprehensive loss, net of tax		(10.6)	(6.3)
Total comprehensive loss for the year attributable to owners of the parent		(79.2)	(153.3)

¹ The cumulative amount of the exchange difference of £2.4 million on Amimon is reclassified from equity to profit or loss on the recognition of the gain on its disposal.

Consolidated Balance Sheet

As at 31 December 2025

	Notes	2025 £m	2024 £m
Assets			
Non-current assets			
Intangible assets	3.1	64.2	99.7
Property, plant and equipment	3.2	39.0	48.6
Employee benefit asset	5.2	3.8	4.1
Trade and other receivables	3.3	1.2	4.5
Deferred tax assets	2.4	0.8	0.7
Total non-current assets		109.0	157.6
Current assets			
Inventories	3.3	59.8	82.5
Contract assets		0.5	0.5
Trade and other receivables	3.3	46.4	38.7
Derivative financial instruments	4.2	0.1	0.8
Current tax assets	2.4	2.0	8.9
Cash and cash equivalents	4.1	11.0	57.3
Total current assets		119.8	188.7
Total assets		228.8	346.3
Liabilities			
Current liabilities			
Bank overdrafts	4.1	–	44.4
Interest-bearing loans and borrowings	4.1	127.8	0.2
Lease liabilities	4.1	5.2	8.2
Contract liabilities		5.1	4.2
Trade and other payables	3.3	42.1	43.7
Derivative financial instruments	4.2	0.1	0.3
Current tax liabilities	2.4	4.9	6.6
Provisions	3.6	3.7	11.2
Total current liabilities		188.9	118.8
Non-current liabilities			
Interest-bearing loans and borrowings	4.1	0.3	114.2
Lease liabilities	4.1	20.0	23.3
Other payables	3.3	0.8	0.8
Employee benefit liabilities	5.2	2.2	2.5
Provisions	3.6	0.4	0.7
Deferred tax liabilities	2.4	–	0.1
Total non-current liabilities		23.7	141.6
Total liabilities		212.6	260.4
Net assets		16.2	85.9
Equity			
Share capital	4.3	20.8	18.9
Share premium	4.3	139.3	133.7
Translation reserve	4.3	(25.6)	(16.5)
Capital redemption reserve	4.3	1.6	1.6
Cash flow hedging reserve	4.3	–	0.4
Retained earnings	4.3	(119.9)	(52.2)
Total equity	4.3	16.2	85.9

The notes to the consolidated financial statements on pages 95 to 147 form an integral part of the consolidated financial statements.

Approved and authorised for issue by the Board of Directors on 31 March 2026 and signed on its behalf by:

Brian Morgan
Group Chief Financial Officer

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Notes	Share capital £m	Share premium £m	Translation reserve £m	Capital redemption reserve £m	Cash flow hedging reserve £m	Retained earnings £m	Total equity £m
Balance at 1 January 2024		18.9	133.7	(13.0)	1.6	2.9	93.4	237.5
Loss for the year		-	-	-	-	-	(147.0)	(147.0)
Other comprehensive loss for the year		-	-	(3.5)	-	(2.5)	(0.3)	(6.3)
Total comprehensive loss for the year		-	-	(3.5)	-	(2.5)	(147.3)	(153.3)
Contributions by and distributions to owners								
Transfer of share options		-	-	-	-	-	(0.5)	(0.5)
Share-based payment charge, net of tax		-	-	-	-	-	2.2	2.2
Balance at 31 December 2024 and 1 January 2025		18.9	133.7	(16.5)	1.6	0.4	(52.2)	85.9
Loss for the year		-	-	-	-	-	(68.6)	(68.6)
Other comprehensive loss for the year		-	-	(9.1)	-	(0.4)	(1.1)	(10.6)
Total comprehensive loss for the year		-	-	(9.1)	-	(0.4)	(69.7)	(79.2)
Contributions by and distributions to owners								
Transfer of share options		-	-	-	-	-	(0.3)	(0.3)
New shares issued, net of costs	4.3	1.9	5.6	-	-	-	-	7.5
Share-based payment charge, net of tax		-	-	-	-	-	2.3	2.3
Balance at 31 December 2025		20.8	139.3	(25.6)	1.6	-	(119.9)	16.2

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Notes	2025 £m	2024 £m
Cash flows from operating activities			
Loss for the year		(68.6)	(147.0)
Adjustments for:			
Net finance expense		16.4	6.9
Taxation		1.8	43.6
Depreciation		12.2	13.2
Impairment of fixed assets	3.1/3.2	29.7	61.1
Amortisation of intangible assets		9.7	11.6
Net loss on disposal of property, plant and equipment and software		0.5	0.3
Fair value losses on derivative financial instruments		0.1	0.1
Foreign exchange (gains)/losses		(0.2)	0.1
Share-based payment charge		2.3	2.2
Retention bonuses		-	0.2
Profit on disposal of business or net assets, before transaction costs	3.5	(9.0)	-
Cash used in operating activities before changes in working capital, including provisions		(5.1)	(7.7)
Decrease in inventories		18.8	12.5
(Increase)/decrease in trade receivables		(6.6)	8.2
(Increase)/decrease in other receivables and contract assets		(2.4)	2.9
(Decrease)/increase in trade payables		(1.4)	1.2
Increase/(decrease) in other payables and contract liabilities		4.5	(0.9)
(Decrease)/increase in provisions		(7.6)	6.3
Cash generated from operating activities		0.2	22.5
Interest paid ^{1,2}		(19.1)	(10.3)
Tax received		2.6	0.5
Net cash (used in)/ generated from operating activities		(16.3)	12.7
Cash flows from investing activities			
Interest received		0.6	0.2
Proceeds from sale of property, plant and equipment and software		0.3	2.7
Purchase of property, plant and equipment		(7.2)	(7.9)
Purchase of software and payment of development costs		(4.9)	(7.6)
Disposal of net assets and business	3.5	7.3	-
Net cash used in investing activities		(3.9)	(12.6)
Cash flows from financing activities			
Proceeds from the issue of shares, net of costs	4.3	7.5	-
Transfer of share options		(0.3)	(0.5)
Principal lease repayments ¹		(6.5)	(6.1)
Repayment of interest-bearing loans and borrowings		(13.0)	(231.1)
Proceeds from interest-bearing loans and borrowings		30.3	244.7
Net cash from financing activities		18.0	7.0
(Decrease)/increase in cash and cash equivalents	4.1	(2.2)	7.1
Effect of exchange rate fluctuations	4.1	0.3	1.1
Cash and cash equivalents and overdrafts at 1 January		12.9	4.7
Cash and cash equivalents and overdrafts at 31 December	4.1	11.0	12.9

1 Total cash outflow for leases is £7.8 million (2024: £7.6 million) of which £6.5 million (2024: £6.1 million) relates to principal lease repayments and £1.3 million (2024: £1.5 million) to interest.

2 Interest payments include transaction costs of £6.3 million (2024: £1.2 million) on the debt financing.

Section 1

Basis of Preparation

This section sets out the Group's accounting policies that relate to the consolidated financial statements as a whole. Where an accounting policy is specific to one note, the policy is described in the note to which it relates.

Videndum plc ("the Company") is a public company limited by shares incorporated in the United Kingdom under the Companies Act. The Company is registered in England and Wales and its registered address is William Vinten Building, Easlea Road, Bury St Edmunds, IP32 7BY, United Kingdom. The consolidated financial statements of the Company as at and for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as "the Group").

The Group's consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards, and have been approved by the Directors.

The consolidated financial statements are principally prepared on the basis of historical cost modified by revaluation of certain financial assets and financial liabilities held at fair value through profit and loss. Areas where other bases are applied are identified in the accounting policy outlined in the relevant note.

Climate change risks and opportunities, as detailed in TCFD on pages 22 to 26, were considered together with the Board approved budget, the strategy, and Management cash flow projections. The budget and cash flow projections have been utilised in the assessment of the carrying value of assets, impairment of CGUs and goodwill, and the going concern and viability assessment.

In reporting financial information, the Group presents Alternative Performance Measures ("APMs") which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). The Group believes that these APMs, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional helpful information and enable an alternative comparison of performance over time. A glossary on pages 156 to 160 provides a comprehensive list of APMs that the Group uses, including an explanation of how they are calculated, why they are used and how they can be reconciled to a statutory measure where relevant.

The Company has elected to prepare its parent company financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

Going concern

Background and context

The last three financial years through to 31 December 2025 have been challenging for the Group with underperformance of primary markets leading to pressure on the Group's capital structure. The markets in which the business operates were impacted by COVID, macro events such as the writers' strike and fires in LA, and increased competition, especially in the consumer end of the market. Expectations of recovery, in prior years, in all three primary markets of independent content creator, cine and scripted TV and broadcast failed to materialise. Following a change in management in 2024 the business prioritised actions within its control, focusing on an operational efficiency programme to drive performance, cost savings and on refinancing the existing debt. The business focused on (i) reinstating pricing discipline; (ii) improving operational efficiency; (iii) driving gross margin expansion; and (iv) reducing discretionary spend. Several of the restructuring and cost saving actions that were announced in 2024 paid dividends in 2025. The key project which progressed in 2025 was in relation to the relocation of assembly and manufacturing from the UK Bury St Edmunds site to the Feltre site in Northern Italy and Cartago, Costa Rica resulting in savings and improving operational efficiency in 2025.

In 2025, the business implemented further restructuring activities to manage liquidity and improve the future cost base of the business. The most significant of these included the planned closure of the UK Ashby-de-la Zouch site with manufacturing outsourced or moved to Feltre and storage to Bury St Edmunds. Other initiatives led to a simplification of operations in Asia, reduction of engineering resource in the United States and the closure of the distribution centre in Australia, which will move to an outsourced model. The savings from these activities in 2025 were c.£15.0 million and are forecast to expand to c.£23.0 million in 2026.

The Amimon research operation in Israel was sold in April 2025, with the intellectual property moved to the US Teradek business. Gross cash proceeds of £2.6 million were realised together with savings from the avoidance of operating and closure costs. On 3 September 2025, the Group exited the consumer end of the ICC market by selling its consumer brand JOBY for gross cash proceeds of £5.2 million.

In December 2025, the Group announced the closure of distribution operations in Australia, with the closure completed in February 2026. The Group's presence in Australia will transition to an external distribution model, utilising third party distributors that will be fulfilled from our China and EU warehouses.

Linked to these initiatives, headcount, on a full-time equivalent basis, fell from 1,507 at the end of 2024 to 1,248 at 31 December 2025.

Section 1 continued

Basis of Preparation continued

Refinancing

On 30 March 2026, the Group completed refinancing its capital structure. The refinancing significantly deleverages the capital structure, materially improves key credit metrics and positions the business to deliver on its potential with the support of the new Super Senior Facility and available cash on the balance sheet.

The refinancing comprises a £111.7 million reduction in net debt, consisting of:

- An equity raise of £85.0 million (gross);
- The equitisation of £23.0 million of the existing RCF debt in exchange for new equity; and
- Debt write-off of £15.8 million; less £12.1 million in advisory fees.

The new Group facilities total £60.0 million:

- A three-year £31.5 million Senior Term Loan (tranche A);
- A two-year £13.5 million Senior Term Loan (tranche B); and
- A new three-year £15.0 million Super Senior Facility.

The covenants associated with the new debt facilities are:

From 31 March 2026 to 31 March 2028 monthly minimum liquidity (defined as cash at bank, net of overdrafts, plus available undrawn RCF), of £5.0 million.

Going Concern Assessment

These Consolidated Financial Statements have been prepared on a going concern basis. In making its assessment, the Board considered the future trading and cash flow forecasts over a period of 12 months from the approval date of these Consolidated Financial Statements (the “going concern assessment period”) using the FY2026 budget and future forecasts along with a number of scenarios based on downsides from the FY2025 performance. The Board believes that available liquidity will be sufficient to enable the Group to meet its liabilities as they fall due within the going concern assessment period. As a result of the challenging conditions outlined above, the Board has also considered events or conditions that may occur after the end of the defined going concern assessment period.

Base Case

The Base Case is the FY2026 Budget and relevant future forecasts, which were reviewed and approved by the Board in December 2025. The Base Case includes revenue and margin growth, driven by New Product Introductions (“NPI”), expansion in Asia, competitive market positioning through a focus on product costs, and an element of end market growth.

Stress test

The Board has modelled multiple downside scenarios to stress test the going concern assessment. The most severe scenario modelled assumes a continued decline in revenues of 14% year-on-year applied from April 2026. This is consistent with trends seen during FY2024 and FY2025 (excluding the impact of the 2024 Olympics revenue). This would result in a revenue decline of c.£31.0 million in the 12 month assessment period. The reduced level of revenues leads to a decline in gross margins and the benefits of operational leverage also reduce.

In this scenario management would take further action on the Group’s cost base to maintain compliance with the minimum liquidity covenant of £5.0 million. The mitigating actions modelled in this scenario are within management’s control. These actions include: reduction in discretionary operating expenses; removal of incentive payments; salary and headcount freezes; reduction of non-essential capital expenditure; and continued reduction of inventories. The impact of these adjustments would further reduce costs by c.£12.0 million across the going concern assessment period, with an improvement in cashflows of c.£22.0 million. The Group has historical precedent for applying mitigating actions in this way, demonstrated by the level of cost savings of £15.0 million already achieved in the business during FY2025. Were this scenario to arise, the Group would begin implementing mitigations from April 2026. In this stress test scenario there continues to be headroom over the minimum liquidity covenant for the entire going concern assessment period.

Further actions, which have not been modelled, available to management which could be enacted at minimal cost should such a severe downturn arise include further reduction of operating expenses, the sale of businesses, tangible assets, intangible assets and inventory.

Material uncertainty

Notwithstanding the outcome of the stress test and the improved financial position of the Group following the successful refinancing in March 2026, the Directors acknowledge that there remain risks inherent due to the volatility experienced in the markets in which the Group operates given the current macroeconomic environment. If the Group trades at the levels modelled in the stress test during the going concern assessment period and the foreseeable future, the Group is forecast to have positive liquidity for the going concern assessment period and the foreseeable future. However, if the conditions modelled in the stress test continued beyond the defined going concern assessment period it is possible that a sale, further restructuring or other fundamental re-organisation of the Group could be required. There is no guarantee that the Group could carry out such a re-organisation nor if such activities would be sufficient in this stress test scenario. As a result, although outside of the defined going concern assessment period, this represents potential events or conditions of sufficient significance to indicate the existence of a material uncertainty which may cast significant doubt over the Group’s ability to continue as a going concern should these events or conditions be realised.

The financial statements do not include the adjustments that would result if the Group were unable to continue as a going concern.

Basis of consolidation

Subsidiaries are entities that are controlled by the Group. Control exists when the Group has the rights to variable returns from its involvement with an entity and has the ability to affect those returns through its power over the entity. The results of subsidiaries sold or acquired during the year are included in the consolidated financial statements up to, or from, the date that control exists.

Foreign currencies

The consolidated financial statements are presented in Sterling which is the functional currency of Videndum Plc. The functional currency of the Group's subsidiaries is generally that of the local country.

Foreign currency transactions are usually translated into the functional currency using the exchange rates at the dates of the transactions. For practical reasons, if exchange rates do not fluctuate significantly, a rate that approximates the actual rate at the date of the transaction may be used for all transactions in each foreign currency occurring during that period.

Foreign currency monetary assets and liabilities are translated at the year-end exchange rate.

Where there is a movement in the exchange rate between the date of the transaction and the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates, a currency translation gain or loss may arise. Any such differences are recognised in Profit or Loss.

Non-monetary assets and liabilities measured at historical cost are translated at the exchange rate on the day of the transaction, unless they are stated at fair value in which case they are translated at the exchange rate on the day the fair value was determined.

The assets and liabilities of overseas subsidiaries, including goodwill and fair value adjustments arising on consolidation, are translated at the year-end exchange rate. The revenues and expenses of these subsidiaries are translated at the weighted average exchange rate for the year. Where differences arise between these rates, they are recognised in the translation reserve within equity and other comprehensive income ("OCI").

The cash flows of these companies are typically translated at the weighted average exchange rate for the year.

In the consolidated financial statements, currency translation gains and losses on external loans and borrowings which are designated as net investment hedges and on long-term inter-company loans that form part of the net investment in a foreign operation are deferred in the translation reserve within equity and OCI.

In respect of all overseas companies, only those translation differences arising since 1 January 2004, the date of transition to IFRS, are presented as a separate component of equity. On disposal of such a company, the related translation reserve is released to the Income Statement as part of the gain or loss on disposal.

Critical accounting judgements and key sources of estimation uncertainty

The following provides information on those policies that the Directors consider critical because of the level of judgement and estimation required which often involves assumptions regarding future events which can vary from what is anticipated. The Directors review the judgements and estimates on an ongoing basis with revisions to accounting estimates recognised in the period in which the estimates are revised and in any future periods affected. The Directors believe that the consolidated financial statements reflect appropriate judgements and estimates and provide a true and fair view of the Group's performance and financial position.

Key sources of estimation uncertainty in applying the Group's accounting policies

The following are the key sources of estimation uncertainty that the Directors have made in the process of applying the Group's accounting policies and that have a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities within the next financial year.

Impairment of goodwill

The impairment of goodwill involves making assumptions. The most critical assumptions include near-term business outlook for the cash generating unit, including both its operating profit and operating cash flow performance, terminal growth rates beyond 2030 and discount rates applied. All assumptions are reviewed at each reporting date. Further details about the assumptions used and sensitivities are set out in note 3.1 "Intangible assets".

The goodwill recognised by the Group has all arisen as a result of acquisitions and is stated at cost less any accumulated impairment losses. Goodwill is allocated on acquisition to a cash-generating unit ("CGU"), or groups of CGUs, which are anticipated to benefit from the combination. The CGUs are assessed to be the three segments of the Group. Goodwill is not subject to amortisation but is tested for impairment annually, or earlier if there is an indicator triggering the impairment assessment. Impairment is determined by assessing the recoverable amount of the CGU to which the goodwill is allocated. Where the recoverable amount of the CGU is less than the carrying amount, an impairment loss is recognised in the Statement of Profit or Loss. All acquisitions are accounted for by applying the acquisition method. Goodwill on these acquisitions represents the excess of the fair value of the acquisition consideration over the fair value of the identifiable net assets acquired, all measured at the acquisition date. Subsequent adjustments to the fair values of net assets acquired can be made within 12 months of the acquisition date where original fair values were determined provisionally. These adjustments are accounted for from the date of acquisition. Further details about the assumptions used and sensitivities are set out in note 3.1 "Intangible assets".

Inventory

Provisions are required to write down slow-moving, excess and obsolete inventory to its net realisable value. Management assessed the level of inventory provisioning by category and judgements and estimates were made in determining if a provision was required and at what level. The key estimates relate to supply chains and their lead times, future selling price, anticipated future sales of products over particular time periods, the susceptibility of the underlying product to obsolescence and current year trading performance. The anticipated level of future sales is determined primarily based on actual sales over a specified historic reference period of six to 24 months, which is determined by Management and is deemed appropriate to the type of inventory. Further details about the sensitivities are set out in note 3.3 "Working capital".

Section 1 continued

Basis of Preparation continued

Pension benefits

The actuarial valuations associated with the pension schemes involve making assumptions about discount rates and life expectancy. All assumptions are reviewed at each reporting date. Further details about the assumptions used and sensitivities are set out in note 5.2 "Pensions".

Critical accounting judgements in applying the Group's accounting policies

The following are critical accounting judgements that the Group makes, apart from those involving estimations (which are dealt with above), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Development costs

The Group capitalises development costs which meet the criteria under IAS 38 "Intangible Assets" and discloses the amount capitalised in note 3.1 "Intangible assets". The Group makes significant judgements in the application of IAS 38, particularly in relation to its requirements regarding the technical feasibility of completing the asset and the Group's ability to sell and generate future economic benefits from the intangible asset.

Impairment of acquired intangibles

The critical judgement around the impairment assessment of acquired intangibles is dependent on the internal indicator analysis. This internal indicator includes performing a revenue trend analysis of the customer lists and brand names purchased on acquisitions which is then compared to the revenue projections included in valuing the acquired intangibles.

Going concern assessment

There were material judgements made by the Board to determine if the Group is a going concern. These judgements are disclosed under "going concern" in Section 1 "Basis of Preparation".

Alternative Performance Measures ("APMs")

In reporting financial information, the Group presents APMs which are not defined or specified under the requirements of IFRS. The Group believes that these APMs, which are not considered to be a substitute for, or superior to, IFRS measures, provide stakeholders with additional helpful information and enable an alternative comparison of performance over time. The "Glossary of Alternative Performance Measures ("APMs")" provides a comprehensive list of APMs that the Group uses, including an explanation of how they are calculated, why they are used and how they can be reconciled to an IFRS measure where relevant.

New and amended IFRS Accounting Standards that are effective for the current year

In the current year, the Group has applied a number of amendments to IFRS Accounting Standards that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Amendments to IAS 21: Lack of Exchangeability (effective 1 January 2025)

New standards and interpretations effective for future periods and not yet adopted

At 31 December 2025, the Group is in the process of ascertaining the impact of IFRS 18 – Presentation and disclosure in Financial Statements. The remaining amended standards and interpretations not yet effective are not expected to have a significant impact on the Group's consolidated financial statements.

At the date of authorisation of these financial statements, the Group has not applied any new or revised IFRS Accounting Standards that have been issued but are not yet effective. The standards applicable to the Group are shown below:

- IFRS 18: Presentation and disclosure in Financial Statements (effective 1 January 2027)
- IFRS 19: Subsidiaries without Public Accountability: Disclosures (effective 1 January 2027)
- Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments (effective 1 January 2026).

Section 2

Results for the Year

This section focuses on the results of the Group. On the following pages you will find disclosures relating to the following:

- 2.1 Loss before tax (including segmental information)
- 2.2 Adjusting items
- 2.3 Net finance expense
- 2.4 Tax
- 2.5 Earnings per share

2.1 Loss before tax (including segmental information)

This shows the analysis of the Group's loss before tax by reference to its three Divisions. Further segmental information and an analysis of key operating expenses are also shown here.

Material accounting policies

Government grants

For government assistance which meets the definition of a government grant under IAS 20, the Group applies the income approach to account for the grants received. As such, the grant is recognised in the Income Statement as a reduction of the related costs incurred.

Revenue recognition

Sale of goods

Revenue from the sale of goods is recognised when the Group sells a product to a customer which includes channels like distributors, dealers, retailers, e-tailers and intermediaries, and control has passed. This is either once the product has been shipped, or delivered to the channel, depending on the terms and conditions of the sale. Payment terms vary by Division and customer but where credit terms are given, payments are due generally 30 days after control of the goods has passed to the customer. Revenue is recognised at the transaction price exclusive of sales tax, adjusted for the expected level of returns, trade discounts and volume rebates. For the products expected to be returned, both a refund liability and a right to the returned goods are recognised using an expected value method based on past history. Volume rebates payable to customers are accounted for as variable consideration under IFRS 15 Revenue from Contracts with Customers and are estimated at contract inception and updated at each reporting date, with the estimated rebate recognised as a reduction of revenue in the period in which the related sales are recognised.

Some contracts include multiple deliverables, such as the sale of the product and its installation. If material, distinct goods and services are accounted for as separate performance obligations. The transaction price is allocated to each performance obligation based on their standalone selling prices.

Service contracts

Revenue from rental service contracts which are fulfilled using the Group's equipment and operators is recognised in the accounting period in which the services are rendered. Payment terms vary and there can be small advance payments but generally payments are due as services are rendered.

Generally, contracts with customers are for periods of one year or less. As a result, the transaction price allocated to any unsatisfied contracts is not disclosed, as permitted by IFRS 15.

Licences

Software licences are sold by the Group on a standalone basis and together with a tangible product. If the licence is considered distinct, the revenue recognition pattern is based on whether the licence is a right-to-use intellectual property (revenue recognised at a point in time) or a right-to-access intellectual property (revenue recognised over time). The majority of the licences granted by the Group represent a right-to-use intellectual property for which payments are generally in advance. For a right-to-access intellectual property, payments are normally on a monthly basis with a credit period of 30 days.

Financing components

The Group generally does not have contracts where the period between the transfer of the promised goods or services to the channel or customer and payment by the customer exceeds one year.

Segment reporting

The Group has three reportable segments which are reported in a manner that is consistent with the internal reporting provided to the Chief Operating Decision Maker (considered to be the Board) on a regular basis to assist in making decisions on capital allocated to each segment and to assess performance. Further details on the nature of these segments and the products and services they provide are contained in the Strategic Report.

Section 2 continued

Results for the Year continued

Segment reporting

	Media Solutions		Production Solutions	
	2025 £m	2024 £m	2025 £m	2024 £m
Analysis of revenue from external customers				
Sales	108.5	132.7	62.2	70.7
Licences	-	-	2.2	3.5
Services	-	-	8.3	16.5
Total revenue from external customers	108.5	132.7	72.7	90.7
United Kingdom	8.4	10.1	9.0	10.9
The rest of Europe	40.6	44.6	13.8	25.1
North America	37.0	48.4	33.7	40.3
Asia Pacific	17.9	24.0	12.2	9.7
The rest of the world	4.6	5.6	4.0	4.7
Total revenue from external customers, by location of customer	108.5	132.7	72.7	90.7
Inter-segment revenue	2.2	0.3	1.4	1.8
Total revenue	110.7	133.0	74.1	92.5
Other income	3.9	-	0.4	0.9
Adjusted EBITDA ²	11.2	12.8	1.6	13.6
Total depreciation and amortisation of purchased software and capitalised development costs	(8.3)	(9.4)	(6.4)	(6.6)
Adjusted impairment of property, plant and equipment, purchased software and capitalised development costs	-	(1.7)	(5.7)	(0.6)
One-off charges	-	(8.6)	-	(4.8)
Adjusted operating profit/(loss)	2.9	(6.9)	(10.5)	1.6
Profit on disposal of net assets ³	3.9	-	-	-
Amortisation of intangible assets that are acquired in a business combination	(3.2)	(3.5)	-	-
Restructuring and other costs ²	(1.8)	(6.0)	(1.6)	(1.7)
Other adjusting items	(2.5)	-	(1.3)	-
Impairment of assets	(26.1)	(16.8)	-	(34.2)
Acquisition related charges	-	(0.1)	-	(0.1)
Adjusting items in operating profit/(loss)	(29.7)	(26.4)	(2.9)	(36.0)
Operating (loss)/profit	(26.8)	(33.3)	(13.4)	(34.4)
Profit/(loss) from discontinued operations ¹	-	-	-	-
Net finance income/(expense)	(0.1)	(1.2)	-	-
Loss/(profit) before tax	(26.9)	(34.5)	(13.4)	(34.4)
Taxation	-	-	-	-
Loss/(profit) for the year	(26.9)	(34.5)	(13.4)	(34.4)
Segment assets	117.0	167.2	57.3	69.7
Unallocated assets				
Cash and cash equivalents	-	-	-	-
Non-current tax assets	-	-	-	-
Current tax assets	-	-	-	-
Deferred tax assets	-	-	-	-
Total assets	117.0	167.2	57.3	69.7
Segment liabilities	37.9	52.6	26.5	23.8
Interest-bearing loans and borrowings	0.5	0.4	-	-
Unallocated liabilities				
Bank overdrafts	-	-	-	-
Current tax liabilities	-	-	-	-
Deferred tax liabilities	-	-	-	-
Total liabilities	38.4	53.0	26.5	23.8
Non-current assets, by location				
United Kingdom	5.9	7.4	8.7	14.4
The rest of Europe	24.9	24.9	0.2	0.2
North America	38.5	74.0	2.8	4.3
Asia Pacific	0.5	0.7	0.1	0.6
The rest of the world	-	-	2.7	5.1
Total non-current assets⁴	69.8	107.0	14.5	24.6
Cash flows from operating activities	9.6	16.9	(1.3)	11.2
Cash flows from investing activities	(1.5)	(5.5)	(1.8)	(3.2)
Cash flows from financing activities	(3.3)	(3.1)	(1.7)	(1.7)
Capital expenditure				
Property, plant and equipment	5.6	3.5	1.5	4.2
Software and development costs	1.2	2.1	0.6	1.6

1 See note 3.4 "Discontinued operations" and note 3.5 "Disposal of net assets and business".

2 See "Glossary of Alternative Performance Measures ("APMs") – Unaudited".

3 See note 3.5 "Disposal of net assets and business".

Creative Solutions		Corporate and unallocable		Total		Discontinued operations ¹		Continuing and discontinued operations	
2025 £m	2024 £m	2025 £m	2024 £m	2025 £m	2024 £m	2025 £m	2024 £m	2025 £m	2024 £m
47.1	57.3	-	-	217.8	260.7	0.5	2.9	218.3	263.6
-	-	-	-	2.2	3.5	-	-	2.2	3.5
-	-	-	-	8.3	16.5	-	-	8.3	16.5
47.1	57.3	-	-	228.3	280.7	0.5	2.9	228.8	283.6
4.1	3.9	-	-	21.5	24.9	-	-	21.5	24.9
8.1	10.5	-	-	62.5	80.2	0.4	1.0	62.9	81.2
27.2	34.8	-	-	97.9	123.5	0.1	1.6	98.0	125.1
5.9	6.4	-	-	36.0	40.1	-	0.3	36.0	40.4
1.8	1.7	-	-	10.4	12.0	-	-	10.4	12.0
47.1	57.3	-	-	228.3	280.7	0.5	2.9	228.8	283.6
-	0.2	(3.6)	(2.3)	-	-	-	-	-	-
47.1	57.5	(3.6)	(2.3)	228.3	280.7	0.5	2.9	228.8	283.6
3.6	-	-	-	7.9	0.9	-	-	7.9	0.9
7.5	6.9	(11.3)	(13.2)	9.0	20.1	-	-	9.0	20.1
(3.9)	(3.8)	(0.1)	(0.2)	(18.7)	(20.0)	-	-	(18.7)	(20.0)
-	(1.7)	-	-	(5.7)	(4.0)	-	-	(5.7)	(4.0)
-	(0.9)	-	-	-	(14.3)	-	-	-	(14.3)
3.6	0.5	(11.4)	(13.4)	(15.4)	(18.2)	-	-	(15.4)	(18.2)
-	-	-	-	3.9	-	-	-	3.9	-
-	-	-	-	(3.2)	(3.5)	-	-	(3.2)	(3.5)
(0.3)	(0.3)	(0.4)	(3.3)	(4.1)	(11.3)	-	-	(4.1)	(11.3)
-	-	(5.2)	-	(9.0)	-	-	-	(9.0)	-
-	-	-	(0.3)	(26.1)	(51.3)	-	-	(26.1)	(51.3)
-	-	-	-	-	(0.2)	-	-	-	(0.2)
(0.3)	(0.3)	(5.6)	(3.6)	(38.5)	(66.3)	-	-	(38.5)	(66.3)
3.3	0.2	(17.0)	(17.0)	(53.9)	(84.5)	-	-	(53.9)	(84.5)
-	-	-	-	-	-	3.5	(12.0)	3.5	(12.0)
0.2	(0.1)	(16.2)	(5.5)	(16.1)	(6.8)	(0.3)	(0.1)	(16.4)	(6.9)
3.5	0.1	(33.2)	(22.5)	(70.0)	(91.3)	3.2	(12.1)	(66.8)	(103.4)
-	-	-	-	(1.7)	(44.1)	(0.1)	0.5	(1.8)	(43.6)
3.5	0.1	(33.2)	(22.5)	(71.7)	(135.4)	3.1	(11.6)	(68.6)	(147.0)
37.6	41.4	3.1	1.1	215.0	279.4	-	-	215.0	279.4
-	-	11.0	57.3	11.0	57.3	-	-	11.0	57.3
-	-	-	-	-	-	-	-	-	-
-	-	2.0	8.9	2.0	8.9	-	-	2.0	8.9
-	-	0.8	0.7	0.8	0.7	-	-	0.8	0.7
37.6	41.4	16.9	68.0	228.8	346.3	-	-	228.8	346.3
7.3	12.6	7.9	5.9	79.6	94.9	-	-	79.6	94.9
-	-	127.6	114.0	128.1	114.4	-	-	128.1	114.4
-	-	-	44.4	-	44.4	-	-	-	44.4
-	-	4.9	6.6	4.9	6.6	-	-	4.9	6.6
-	-	-	0.1	-	0.1	-	-	-	0.1
7.3	12.6	140.4	171.0	212.6	260.4	-	-	212.6	260.4
-	-	0.1	0.1	14.7	21.9	-	-	14.7	21.9
-	-	-	-	25.1	25.1	-	-	25.1	25.1
20.0	20.7	-	-	61.3	99.0	-	-	61.3	99.0
-	-	-	-	0.6	1.3	-	-	0.6	1.3
-	0.4	-	-	2.7	5.5	-	-	2.7	5.5
20.0	21.1	0.1	0.1	104.4	152.8	-	-	104.4	152.8
6.4	6.7	(27.1)	(18.0)	(12.4)	16.8	(3.9)	(4.1)	(16.3)	12.7
(1.1)	(4.0)	1.0	0.2	(3.4)	(12.5)	(0.5)	(0.1)	(3.9)	(12.6)
(1.0)	(1.0)	24.1	13.1	18.1	7.3	(0.1)	(0.3)	18.0	7.0
0.1	0.1	-	-	7.2	7.8	-	0.1	7.2	7.9
3.1	3.9	-	-	4.9	7.6	-	-	4.9	7.6

⁴ Non-current assets exclude employee benefit asset, derivative financial instruments and non-current tax assets.

The Group's operations are located in several geographical locations, and sell products and services on to external customers throughout the world. One customer (2024: one) accounted for more than 10% of external revenue. The total revenue from this customer, which was recognised in all three continuing segments, was £34.0 million (2024: £41.2 million).

Section 2 continued

Results for the Year continued

Other income

Other income comprises income that arises from activities outside the Group's ordinary revenue-generating activities and which does not meet the definition of revenue under IFRS 15 Revenue from Contracts with Customers. Other income is recognised when it is probable that the economic benefits will flow to the Group and the amount can be measured reliably.

Other income of £7.9 million (2024: £0.9 million) relates to profit of £3.9 million on the disposal of the JOBY brand (see note 3.5 "Disposal of net assets and business", cash received from US related Employee Retention Credit ("ERC") claims of £2.1 million (2024: £nil million) to cover expenses incurred during the COVID pandemic, litigation claims of £1.9 million received in cash (2024: £nil million), insurance claims of £nil million (2024: £0.7 million), and rental income of £nil million (2024: £0.2 million).

Operating expenses

	Notes	2025 £m	2024 £m
Analysis of operating expenses			
Adjusting items in operating loss ¹		38.5	66.3
Exclude non operating expenses included within adjusting items:			
– Revenue		0.6	–
– Cost of sales		(5.4)	(1.0)
– Profit on disposal of net assets	3.5	3.9	–
– Operating expenses within adjusting items		37.6	65.3
– Other administrative expenses		46.4	52.0
Adjusting items and administrative expenses		84.0	117.3
– Marketing, selling and distribution costs		31.1	38.9
– Research, development and engineering costs		19.0	21.5
Total operating expenses from continuing operations		134.1	177.7

¹ In 2024, operating loss of £12.0 million relating to discontinued operations was included in adjusting items as a continuing operation. In 2025, this is reported within profit/(loss) for the year from discontinued operations.

See note 2.2 "Adjusting items" and note 3.4 "Discontinued operations".

Operating loss

	2025 £m	2024 £m
The following items are included in total operating loss		
Fees payable to the Company's auditors for the audit of the Company's financial statements	2.2	1.2
Fees payable to the Company's auditors for:		
– The audit of the subsidiaries	0.3	1.2
– Audit-related assurance services	–	0.3
– Non-audit related assurance services ¹	1.3	–

¹ Charges of £1,350 relating to non-audit related assurance services were incurred in the comparative year ending 31 December 2024.

2.2 Adjusting items

The Group presents APMs in addition to its statutory results. These are presented in accordance with the Guidelines on APMs issued by the European Securities and Markets Authority ("ESMA").

APMs used by the Group and, where relevant, a reconciliation to statutory measures are set out in the glossary to these financial statements on pages 156 to 160. Adjusting items are described below along with more detail of the specific adjustment and the Group's rationale for the adjustment.

The Group's key performance measures, such as adjusted operating profit/(loss), exclude adjusting items.

The following are the Group's principal adjusting items when determining adjusting operating profit/(loss):

Amortisation of intangible assets that are acquired in a business combination:

Acquired intangible assets that are acquired in a business combination are measured at fair value, which takes into account the future cash flows expected to be generated by the asset rather than past costs of development. Additionally, these include assets such as brands, know-how and relationships which the Group would not normally recognise as assets outside of a business combination. The amortisation of the fair value of acquired intangibles is not considered to be representative of the normal costs incurred by the business within the Group on an ongoing basis.

Amortisation of capitalised development costs and purchased software:

On an ongoing basis, the Group capitalises development costs of intangible assets and the costs of purchasing software. These intangible assets are recognised at cost and the amortisation of these costs are not included in adjusting expenses, and thereby included in adjusted operating profit/(loss).

Restructuring and other costs:

Restructuring and other associated costs arising from significant strategy changes that are not considered by the Group to be part of the normal operating costs of the business.

Impairment of assets:

Impairment of intangible assets:

Impairments to goodwill and acquired intangibles arise as a result of the estimated net present values of cash flows being lower than the carrying value at year end.

Impairments to capitalised software costs arise as a result of no future economic inflow being attributed to the software costs.

These impairments are not considered to be representative of the normal costs incurred by the business within the Group on an ongoing basis.

Impairment of property, plant and equipment:

Impairment of property, plant and equipment resulted from the reduction in net book value to the asset's estimated future cash flows, or assets being classified as non-current assets held for sale, measured at the lower of the carrying amount and the expected fair value less costs to sell.

These impairments are not considered to be representative of the normal costs incurred by the business within the Group on an ongoing basis.

Impairment of inventory:

The impairment of inventory relates to a discontinuation of product lines which are significant in nature and not considered by the Group to be part of the normal operating result of the business.

For discontinued operations, impairment of assets are included within profit/(loss) for the year from discontinued operations.

Acquisition related charges:

Retention bonuses agreed as part of the acquisition:

Under IFRS 3, most of the Group's earnout charges and retention bonuses are treated as post combination remuneration, although the levels of remuneration generally do not reflect market rates and do not get renewed as a salary (or other remuneration) might. The Group considers this to be inconsistent with the economics reflected in the deals because other consideration for the acquisition is effectively included in goodwill rather than in the Income Statement. Retention agreements are generally entered into with key management at the point of acquisition to help ensure an efficient integration.

These charges and bonuses which are incurred as part of the acquisition are not considered to be representative of the normal costs incurred by the business within the Group on an ongoing basis.

Section 2 continued

Results for the Year continued

Other adjusting items:

- profit/(loss) after tax from discontinued operations (see note 3.4 “Discontinued operations”);
- profit/(loss) on disposal of businesses (see note 3.5 “Disposal of businesses”);
- past service charges associated with defined benefit pensions, such as gender equalisation of guaranteed minimum pension (“GMP”) for occupational schemes; and
- other significant initiatives not related to trading.

These are not considered by the Group to be part of the normal operating costs of the business.

In addition, the following are treated as adjusting items when considering post tax APMs:

- significant adjustments to current or deferred tax which have arisen in previous periods but are accounted for in the current period;
- the net effect of significant new tax legislation changes; and
- the current and deferred tax effects of adjusting items.

These are not considered by the Group to be part of the normal operating costs of the business.

	2025 £m	2024 ¹ £m
Continuing operations		
Profit on disposal of net assets ²	3.9	–
Amortisation of intangible assets that are acquired in a business combination	(3.2)	(3.5)
Restructuring costs ³	(4.1)	(11.3)
Other adjusting items ⁴	(9.0)	–
Impairment of assets ⁵	(26.1)	(51.3)
Acquisition related charges ⁶	–	(0.2)
Adjusting items in operating loss from continuing operations	(38.5)	(66.3)

1 On 9 April 2025, the Group sold its investment in the Amimon business, which was part of the Creative Solutions Division, and classified it a discontinued operation. Accordingly, the operating loss of £12.0 million of discontinued operations for the year ended 31 December 2024 has been reclassified from an adjusting item of continuing operations to profit/(loss) of discontinued operations. See note 3.4 “Discontinued operations” and note 3.5 “Disposal of net assets and business”.

2 On 3 September 2025, the Group sold its consumer orientated JOBY brand, which was previously included in the Media Solutions Division, for a gross cash consideration of \$6.0 million (£5.2 million). The disposal supports Management’s strategy to focus on core professional markets. A profit after tax of £3.9 million, reported as an adjusting item from continuing operations, arose on disposal after taking into account assets disposed of £1.1 million and £0.2 million of transaction costs.

Post disposal of the JOBY brand, management determined the triggering date for impairment of the remaining inventory to be 31 October 2025, considering the buyer has the ability to sell their products in the market. Accordingly, for the months of November and December 2025, the associated gross loss on revenue amounting to £0.8 million and the impairment of the remaining inventory and other fixed assets amounting to £2.0 million and £0.2 million respectively, are treated as adjusting items.

3 Restructuring costs of £4.1 million (2024: £11.3 million) relate mainly to site rationalisation and other restructuring activities, of which employee related charges are £3.8 million (2024: £8.2 million), site rationalisation costs and corporate related initiatives £0.2 million (2024: £1.6 million) and legal expenses of £0.1 million (2024: £1.0 million). As at 31 December 2025, there is a provision of £2.5 million in relation to restructuring activities. See note 3.6 “Provisions”.

Several Group wide restructuring projects were commissioned in 2025, with the focus on site rationalisation to increase capacity utilisation together with cost base realignment, to recognise the lower level of order demand and in turn, revenue, the Group was experiencing. The projects resulted in a number of employees leaving in 2025, for which costs are recognised in 2025. Future employee related costs are recognised where an announcement of restructuring activity in 2026 has been made prior to the end of 2025. There is an expectation that there will be charges incurred in 2026 relating to these projects as the restructuring activities complete. The following material projects were approved in 2025:

- In the Media Solutions Division, total employee related charges amount to £2.0 million:
- The decision was made to transfer the assembly and manufacturing from the Ashby De La Zouch site in the UK to Feltre in Italy. The announcement was made to employees in May 2025, with the transfer planned to complete in 2026.
 - An announcement to close the operations in Australia in December 2025 was made and to transition to an external distribution model, utilising third party distributors.
 - The operations in Asia saw the consolidation of locations, which resulted in employee redundancies.

In the Production Solutions Division, total employee related charges amount to £1.5 million:

- The decision was made to transfer the assembly and manufacturing from the site in Bury St Edmunds in the UK to Feltre in Italy. The announcement was made in 2025.
- There were redundancies announced at the Shelton site in the US in 2025.

In the Creative Solutions Division, total employee related charges amount to £0.3 million:

- There were redundancies announced in the US and UK, which resulted in employees being made redundant in 2025.

4 In 2025, other adjusting items of £9.0 million (2024: £nil million) relate mainly to:

- the costs that were not directly attributed but related to the unsuccessful refinancing initiative of the existing multicurrency revolving credit facility in the first half of 2025: £5.4 million; and
- legal costs incurred to defend patent infringement cases: £1.0 million.
- the remaining amounts relate to other items that are accounted for as adjusting items in line with the group accounting policy, but are individually not material to be disclosed.

None of these costs reflect the true trading nature of the group and meet the definition of adjusting items as per the Group accounting policy.

5 In connection with the above restructuring activity and the sale of JOBY brand, an assessment of the recoverability of assets was conducted across the Group. This resulted in total impairment charges of £26.1 million (2024: £51.3 million), comprising acquired intangible assets: £22.9 million (2024: £nil million), inventory: the net realisable value of £2.1 million (2024: £0.1 million), land and buildings: £0.6 million (2024: £4.6 million), other fixed assets: £0.5 million (2024: £0.6 million), and goodwill: £nil million (2024: £46.0 million).

An impairment charge of £0.6 million (2024: £4.6 million) was made to land and buildings following restructuring and site rationalisation projects announced within the Group, namely:

- £0.6 million (2024: £1.3 million) in the Media Solutions Division, relating to the site in Feltre. Further impacts relate to the transfer of the assembly and manufacturing from the Ashby De La Zouch site in the UK to Italy and announcement of close of operations in Australia;
- £nil million (2024: £3.0 million) in the Production Solutions Division following the decision to transfer assembly and manufacturing from the Bury St Edmunds site to other group facilities; and
- £nil million (2024: £0.3 million) within Corporate costs following the exit of the Richmond-upon-Thames office.

In 2024, a goodwill impairment charge of £46.0 million (£14.9 million Media Solutions CGU; £31.1 million Production Solutions CGU) was made to the Consolidated Statement of Profit and Loss.

6 In 2024, acquisition related charges of £0.2 million (Quasar: £0.1 million and Audix: £0.1 million) were for retention bonuses relating to continued employment. There was no such charge in 2025, and no further charges are expected in relation to these acquisitions.

2.3 Net finance expense

This note details the finance income and expense generated from the Group's financial assets and liabilities.

Accounting policies

Net finance expense comprises:

- foreign exchange gains and losses on cash and external loans that are not net investment hedges;
- fair value gain/loss on interest rate swaps designated as cash flow hedges;
- interest expense on lease liabilities;
- interest expense on borrowings and deferred payments;
- interest receivable on funds paid on account or invested;
- unwind of discount on liabilities; and
- net interest expense on net defined benefit pension scheme.

Net finance expense

	2025 £m	2024 ¹ £m
Finance income		
Net currency translation gains	–	2.5
Other interest income ²	0.6	0.6
Interest income on net defined benefit pension scheme ³	0.2	0.2
	0.8	3.3
Finance expense		
Interest expense on interest-bearing loans and borrowings ⁴	(15.5)	(10.1)
Fair value gain on interest rate swaps designated as cash flow hedges	–	1.6
Interest expense on net defined benefit pension scheme ³	(0.1)	(0.1)
Interest expense on lease liabilities	(1.3)	(1.5)
	(16.9)	(10.1)
Net finance expense from continuing operations	(16.1)	(6.8)
Finance expense from discontinued operations⁵	(0.3)	(0.1)
Net finance expense from continuing and discontinued operations	(16.4)	(6.9)

1 In 2024, finance expense of £0.1 million was reclassified from an adjusting charge of continuing operations, to profit/(loss) for the year from discontinued operations. This related to discount unwinding on the provision for grant re-payments to the Israeli Innovation Authority ("IIA") in Amimon, which was disposed on 9 April 2025.

2 Interest income mainly comprises £0.3 million (2024: £nil million) of interest received on the ERC claims, £nil million (2024: £0.2 million) relating to the EU State Aid investigation, and £0.2 million (2024: £0.2 million) of bank interest received. See note 2.4 "Tax".

3 See note 5.2 "Pensions".

4 Interest expense on interest-bearing loans and borrowings of £15.5 million (2024: £10.1 million) relates to interest expense of £11.2 million (2024: £9.1 million) and loan fees of £4.3 million (2024: £1.0 million).

5 Finance expense from discontinued operations of £0.3 million (2024: £0.1 million) relates to the unwinding of discount on the provision for grant re-payments to the Israeli Innovation Authority ("IIA") in Amimon. This is included within profit/(loss) for the year from discontinued operations. See note 3.4 "Discontinued operations".

Section 2 continued

Results for the Year continued

2.4 Tax

This note sets out the tax accounting policies, the total tax charge or credit in the Profit or Loss, and tax assets and tax liabilities in the Balance Sheet. This includes amounts relating to deferred tax.

Accounting policies

Income tax

The tax expense in the Profit or Loss represents the sum of current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the Balance Sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised for all deductible temporary differences and carried forward unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, can be utilised.

The carrying amount of deferred income tax assets is reviewed at each Balance Sheet date and increased or reduced to the extent of the probable level of taxable profit that would be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities are not recognised for the following temporary differences:

- goodwill not deductible for tax purposes or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor the taxable profit or loss; and
- differences relating to investments in subsidiaries to the extent that the timing of the reversal is controlled by the Company and they will probably not reverse in the foreseeable future.

Tax – Profit or Loss

	2025 £m	2024 £m
The total taxation charge/(credit) in the Profit or Loss is analysed as follows:		
Current tax	1.7	(0.7)
Deferred tax	0.1	44.3
Total tax	1.8	43.6
Split as follows:		
Continuing operations	1.7	44.1
Discontinued operations	0.1	(0.5)
Total tax	1.8	43.6
Before adjusting items in continuing operations	(2.7)	(8.1)
Adjusting items in continuing operations ¹	4.4	52.2
Discontinued operations	0.1	(0.5)
Total tax	1.8	43.6

¹ Total tax charge on adjusting items in continuing operations recognised in the year comprises current tax credit of £6.2 million (2024: £4.1 million credit) and deferred tax debit of £10.6 million (2024: £56.3 million debit).

The current tax credit of £6.2 million (2024: £4.1 million credit) on adjusting items comprises £4.2 million credit (2024: £4.1 million credit) in relation to restructuring and integration costs, and £2.0 million charge (2024: £nil million) to other adjusting items.

The deferred tax debit of £10.6 million (2024: £56.3 million debit) on adjusting items comprises £10.6 million (2024: £62.6 million) in relation to deferred tax assets derecognised in the year, £nil million (2024: £0.2 million credit) to restructuring and impairment costs, £nil million (2024: £0.2 million credit) to acquisitions, and £nil million (2024: £5.9 million credit) to amortisation and impairment of intangible assets. Further details on deferred tax assets are below.

	2025 £m	2024 £m
Current tax charge/(credit)		
Charge/(credit) for the year	1.4	(0.2)
Adjustments in respect of prior years	0.3	(0.5)
Total current tax charge/(credit)	1.7	(0.7)

The Group current tax charge of £1.7 million (2024: £0.7 million credit) represents UK current tax charge of £nil million (2024: £0.6 million charge) and £1.7 million charge (2024: £1.3 million credit) relating to overseas tax.

	2025 £m	2024 £m
Deferred tax charge/(credit)		
Origination and reversal of temporary differences	0.4	44.9
Adjustments in respect of prior years	(0.3)	(0.6)
Total deferred tax charge	0.1	44.3

The Group deferred tax charge of £0.1 million (2024: £44.3 million) represents US deferred tax charge of £nil million (2024: £42.8 million), UK deferred tax credit of £0.7 million (2024: £0.6 million credit) with £0.8 million charge (2024: £2.1 million) relating to non-US overseas tax.

	2025 £m	2024 £m
Tax charge/(credit) recognised in Statement of Changes in Equity ("SOCIE")		
Deferred tax recognised in SOCIE ²	(0.2)	(0.9)
	(0.2)	(0.9)

2 A deferred tax credit of £0.2 million (2024: £0.9 million credit) relating to £0.1 million (2024: £0.9 million) impact of cashflow hedges and £0.1 million (2024: £nil million) on actuarial pension movements, has been reflected in the SOCIE.

Reconciliation of Group tax charge

	2025 £m	2024 £m
Loss before tax from continuing operations	(70.0)	(91.3)
Loss before tax from discontinued operations	3.2	(12.1)
Loss before tax	(66.8)	(103.4)
Income tax using the domestic corporation tax rate at 25.0% (2024: 25.0%)	(16.7)	(25.9)
Effect of tax rates in foreign jurisdictions	(6.0)	1.5
Beneficial tax rates and incentives ³	(0.1)	(0.6)
Non-deductible expenses	2.6	2.2
Non-taxable income and incentives	(0.3)	(0.4)
Impairment of goodwill and intangible assets	–	5.9
Other – including movement on assessment of tax risks	0.6	(0.6)
Unrecognised deferred tax asset ⁴	21.6	62.6
Adjustments in respect of prior years	0.1	(1.1)
Total income tax charge/(credit) in Profit or Loss	1.8	43.6

3 The beneficial tax rates and incentives of £0.1 million credit (2024: £0.6 million credit) relate to the incentive tax rate in Costa Rica.

4 Deferred tax assets have mostly been unrecognised. See section 1 "Basis of preparation" for details on going concern.

Section 2 continued

Results for the Year continued

Tax – Balance Sheet

Current tax

The current tax liability of £4.9 million (2024: £6.6 million) represents the amount of income taxes payable in respect of current and prior periods, including a provision in relation to uncertain tax positions. The current tax asset of £2.0 million (2024: £8.9 million), which previously included the £3.3 million receivable relating to the EU State Aid), mainly relates to income tax receivable in the UK and Italy, and in relation to uncertain tax positions.

The international tax environment has received increased attention and seen rapid change over recent years, both at a US and European level, and by international bodies such as the Organisation for Economic Co-operation and Development (“OECD”). In light of this, the Group has been monitoring developments and continues to engage transparently with the tax authorities in countries where the Group operates, to ensure that the Group manages its tax arrangements on a sustainable basis.

As for most multinationals, the current tax environment is creating increased levels of uncertainty and the Group is potentially subject to tax audits in many jurisdictions. By their nature these are often complex and could take a significant period of time to be agreed with the tax authorities. The Group estimates and accrues taxes that will ultimately be payable when reviews or audits by tax authorities of tax returns are completed. These estimates include management judgements about the position expected to be taken by each tax authority, primarily in respect of transfer pricing as well as in respect of financing arrangements and tax credits and incentives.

Management estimates of the level of risk arising from tax audit may change in the next year as a result of changes in legislation or tax authority practice or correspondence with tax authorities during a specific tax audit. It is not possible to quantify the impact that such future developments may have on the Group’s tax positions. Actual outcomes and settlements may differ significantly from the estimates recorded in these consolidated financial statements.

EU State Aid investigation

On 8 April 2025, HMRC made a refund payment to the group of £3.3 million, which includes interest of £0.3 million.

Deferred tax assets and liabilities

	2025 £m	Recognised in income £m	Recognised in goodwill and reserves £m	Exchange movements £m	Transfer between categories £m	2024 £m
Assets						
Inventories	1.1	(0.8)	-	-	-	1.9
Tax losses	-	(0.9)	-	-	-	0.9
Property, plant, equipment and other	0.5	(0.1)	-	0.1	-	0.5
Lease liability	2.0	(0.4)	-	0.1	-	2.3
	3.6	(2.2)	-	0.2	-	5.6
Liabilities						
Property, plant, equipment and other	-	1.0	0.1	-	-	(1.1)
Pension	(0.9)	-	0.1	-	-	(1.0)
Intangible assets	(0.4)	(0.1)	-	0.1	-	(0.4)
Right-of-use assets	(1.5)	0.9	-	0.1	-	(2.5)
	(2.8)	1.8	0.2	0.2	-	(5.0)
Net	0.8	(0.4)	0.2	0.4	-	0.6

	2024 £m	Recognised in income £m	Recognised in goodwill and reserves £m	Exchange movements £m	Transfer between categories £m	2023 £m
Assets						
Inventories	1.9	0.6	-	-	(1.0)	2.3
Intangible assets	-	(2.1)	-	-	0.2	1.9
Tax losses	0.9	(35.8)	-	(0.1)	-	36.8
Property, plant, equipment and other	0.5	(9.5)	-	(0.1)	1.0	9.1
Lease liability	2.3	(2.9)	-	(0.1)	-	5.3
	5.6	(49.7)	-	(0.3)	0.2	55.4
Liabilities						
Property, plant, equipment and other	(1.1)	0.5	0.9	-	-	(2.5)
Pension	(1.0)	-	-	-	-	(1.0)
Intangible assets	(0.4)	2.4	-	-	(0.2)	(2.6)
Right-of-use assets	(2.5)	2.5	-	0.1	-	(5.1)
	(5.0)	4.5	0.9	0.1	(0.2)	(11.2)
Net	0.6	(44.3)	0.9	(0.2)	-	44.2

After offsetting deferred tax assets and liabilities that relate to taxes levied by the same taxation authority on the same taxable fiscal unit, the net deferred tax asset of £0.8 million as at 31 December 2025 comprised deferred tax asset of £3.6 million and deferred tax liabilities of £2.8 million as reported on the Balance Sheet.

Section 2 continued

Results for the Year continued

The table below shows deferred tax on losses.

	Gross 2025 £m	Tax 2025 £m	Gross 2024 £m	Tax 2024 £m
Recognised	–	–	3.6	0.9
Unrecognised	291.3	73.1	260.8	61.0
Total	291.3	73.1	264.4	61.9

No taxes have been provided for liabilities which may arise on the distribution of unremitted earnings of subsidiaries on the basis of control, except where distributions of such profits are planned. As dividends remitted from overseas subsidiaries to the UK should be exempt from additional UK tax, no significant tax charges would be expected.

Deferred tax

Deferred tax assets are recognised to the extent it is probable that future taxable profit will be available against which the unused tax losses, unused tax credits and deductible temporary differences can be utilised in the relevant jurisdictions. As of 31 December 2025, the Group has recognised deferred tax assets of £3.6 million (2024: £5.6 million).

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The Group has applied a consistent approach to previous years and based on the forecasts of taxable profit in relation to the Group's ability to utilise the unused tax losses and deductible temporary differences. At 31 December 2025, the Group believes that £3.6 million of deferred tax assets are recoverable within a reasonably foreseeable timeframe.

The deferred tax asset increase of £0.2 million (2024: £0.9 million increase) recognised in the SOCIE, comprises £0.1 million (2024: £0.9 million) deferred tax on financial instruments, and £0.1 million to deferred tax on pension actuarial movements.

2.5 Earnings per share

Earnings per share ("EPS") is the amount of post-tax profit/(loss) attributable to each share.

Basic EPS is calculated on the profit/(loss) for the year divided by the weighted average number of ordinary shares in issue during the year.

Diluted EPS is calculated on the profit for the year divided by the weighted average number of ordinary shares in issue during the year, but adjusted for the effects of dilutive share options. The key features of share option contracts are described in note 5.3 "Share-based payments".

A negative basic EPS is not adjusted for the effects of dilutive share options.

The adjusted EPS measure is calculated based on adjusted profit/(loss) and is used by Management to set performance targets for employee incentives and to assess performance of the businesses.

The calculation of basic, diluted and adjusted EPS is set out below:

	2025 £m	2024 £m
Loss for the financial year from continuing operations	(71.7)	(135.4)
Add back adjusting items:		
Profit on disposal of business, net of tax	(3.9)	-
Amortisation of intangible assets that are acquired in a business combination, net of tax	3.2	3.0
Restructuring costs, net of tax	(0.2)	7.1
Other adjusting items, net of tax	7.1	-
Impairment of assets, net of tax	26.1	45.7
Acquisition related charges, net of tax	-	0.2
Deferred tax asset derecognised	10.6	62.5
Add back adjusting items from continuing operations, all net of tax:	42.9	118.5
Adjusted loss after tax from continuing operations	(28.8)	(16.9)
Loss after tax for the financial year from:		
Continuing operations	(71.7)	(135.4)
Discontinued operations	3.1	(11.6)
Loss for the financial year	(68.6)	(147.0)
Adjusted loss after tax for the financial year from:		
Continuing operations	(28.8)	(16.9)
Discontinued operations	-	-
Adjusted loss after tax for the financial year	(28.8)	(16.9)

Section 2 continued

Results for the Year continued

	Weighted average number of shares '000		Adjusted earnings per share		Earnings per share	
	2025 Number	2024 Number	2025 pounds	2024 pounds	2025 pounds	2024 pounds
From continuing operations¹						
Basic ³	504	472	(57.2)	(35.8)	(142.3)	(287.1)
Dilutive ordinary shares	2	2	-	-	-	-
Diluted	506	474	(57.2)	(35.8)	(142.3)	(287.1)
From discontinued operations²						
Basic ³	504	472	-	-	6.2	(24.6)
Dilutive ordinary shares	2	2	-	-	-	-
Diluted	506	474	-	-	6.1	(24.6)
From total operations¹						
Basic ³	504	472	(57.2)	(35.8)	(136.1)	(311.7)
Dilutive ordinary shares	2	2	-	-	-	-
Diluted	506	474	(57.2)	(35.8)	(136.1)	(311.7)

1 2,000 (2024: 2,000) potential ordinary shares are antidilutive for both adjusted earnings per share and statutory earnings per share.

2 Nil (2024: 2,000) potential ordinary shares are antidilutive for statutory earnings per share.

3 In conjunction with the issue of equity on 30 March 2026, a capital reorganisation comprising the Sub-division and the Consolidation of existing equity shares occurred. Each Existing Ordinary Share of 20 pence nominal value was sub-divided and converted into 1 Intermediate Share of 0.005 pence nominal value and 1 Deferred Share of 19.995 pence nominal value. Immediately following the above, every 200 Intermediate Shares of 0.005 pence nominal were consolidated into 1 Consolidated Share of 1 pence nominal value. See note 5.7 "Subsequent events".

Accordingly, as per IAS 33 "Earnings per share", the calculation of basic earnings per share for both years, 2024 and 2025, has been adjusted retrospectively, to reflect the change in the number of shares.

Had the capital reorganisation of 30 March 2026 not happened, the weighted average number of basic ordinary shares would have been 100,773,407 (2024: 94,322,592). The adjusted earnings per share from continuing operations would have been (28.6) pence (2024: (17.9) pence) while the statutory earnings per share would have been (71.1) pence (2024: (143.5) pence). The adjusted earnings per share from total operations would have been (28.6) pence (2024: (17.9) pence) while the statutory earnings per share would have been (68.1) pence (2024: (155.8) pence).

Section 3

Operating Assets and Liabilities

This section shows the assets and liabilities used to generate the Group's trading performance. Liabilities relating to the Group's financing activities are addressed in Section 4. Current tax and deferred tax assets and liabilities are shown in note 2.4 "Tax".

On the following pages, there are disclosures covering the following:

- 3.1 Intangible assets
- 3.2 Property, plant and equipment
- 3.3 Working capital
- 3.4 Discontinued operations
- 3.5 Disposal of net assets and business
- 3.6 Provisions
- 3.7 Leases

3.1 Intangible assets

This shows the non-physical assets used by the Group to generate revenues and profits. These assets include the following :

- Goodwill
- Acquired intangible assets
- Software
- Capitalised development costs

Accounting policies

Goodwill

The goodwill recognised by the Group has all arisen as a result of acquisitions and is stated at cost less any accumulated impairment losses. Goodwill is allocated on acquisition to CGUs, or groups of CGUs, assessed to be the three segments of the Group, that are anticipated to benefit from the combination. It is not subject to amortisation but is tested annually for impairment. Impairment is determined by assessing the recoverable amount of the cash generating unit to which the goodwill relates. This estimate of recoverable amount is determined at each Balance Sheet date.

The estimate of recoverable amount requires significant assumptions to be made and is based on a number of factors such as the near-term business outlook for the segment, including both its operating profit and operating cash flow performance. Where the recoverable amount of the cash generating unit is less than the carrying amount, an impairment loss is recognised. Impairment losses on goodwill are not reversed.

All acquisitions are accounted for by applying the acquisition method. Goodwill on these acquisitions represents the excess of the fair value of the acquisition consideration over the fair value of the identifiable net assets acquired, all measured at the acquisition date. Subsequent adjustments to the fair values of net assets acquired can be made within 12 months of the acquisition date where original fair values were determined provisionally. These adjustments are accounted for from the date of acquisition.

Other intangible assets

Acquired intangible assets

Other intangible assets acquired as part of a business combination are shown at fair value at the date of acquisition less accumulated amortisation at the rates indicated below:

Brand	3 to 20 years
Customer relationships	3 to 10 years
Technology	3 to 20 years

Software

The cost of acquiring software (including associated implementation and development costs where applicable) is classified as an intangible asset. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that are assessed as likely to generate economic benefits exceeding costs beyond one year, are also capitalised and recognised as intangible assets. Costs associated with maintaining computer software programs are recognised as an expense as incurred. Software expenditure is amortised over its estimated useful life of between three to five years, and is stated at cost less accumulated amortisation and impairment losses.

Capitalised development costs

Research and development costs are charged to the Statement of Profit or Loss in the year in which they are incurred unless development expenditure meets the criteria for capitalisation. Once detailed and strict criteria have been met that confirm that the product or process is both technically and commercially feasible and the Group has sufficient resources to complete the product, any further expenditure incurred on the project is capitalised. The capitalised expenditure includes the cost of materials, direct labour and an appropriate portion of overheads. Capitalised expenditure is amortised over the life of the product, and is stated at cost less accumulated amortisation and impairment losses.

The significant judgements relate to the future forecasts of revenue. Impairments to capitalised development costs were made where the revenue and profit did not support the balance and not illustrating future economic benefits to support the balance.

Section 3 continued

Operating Assets and Liabilities continued

Impairment tests for CGUs or groups of CGUs containing goodwill

Subsequent to the exercise to identify individual impaired assets, in accordance with the requirements of IAS 36 "Impairment of Assets", goodwill is allocated to the CGU groups, assessed to be the three segments of the Group, which are expected to benefit from the combination and are identified by the way goodwill is monitored for impairment. The Group's total consolidated goodwill of £46.5 million at 31 December 2025 (£49.2 million at 31 December 2024) is allocated to: Media Solutions: £36.1 million (2024: £38.1 million); Creative Solutions: £10.4 million (2024: £11.1 million); and Production Solutions: £nil million (2024: £nil million). Goodwill allocated to each segment is assessed for impairment annually and whenever there is a specific indicator of impairment.

As part of the annual impairment test review, the recoverable value of the CGU has been assessed with reference to the higher of fair value less costs of disposal and the value in use ("VIU") methodology, which is then compared to the carrying value of the net assets within the CGU. The VIU was performed over a projected period of five years together with a terminal value. This reflects the projected cash flows of each segment based on the actual operating results, the most recent Board approved budget, the strategy, and Management projections. As part of determining the value in use of each CGU group and carrying value of long-term assets, Management has considered the potential impact of climate change on the business performance over the next five years, and the terminal growth rates. While there is considerable uncertainty relating to the longer term and quantifying the impact on a range of outcomes, Management considers that environmental related incremental costs are expected to have a minimal impact; the Group has already implemented strategies to mitigate this impact.

Recognising that there are extreme but unlikely scenarios, the Group considers that while exposed to physical risks associated with climate change (such as flooding, heatwaves, sea level rises and increased precipitation), the estimated impact of these on the Group is not deemed material when determining the value in use of each CGU group and carrying value of associated long-term assets. In addition, the Group is exposed to transitional risks which might arise, for example, from government policy, customer expectations, material costs and increased stakeholder concern. The transitional risks could result in financial impacts such as higher environmentally focused levies (e.g. carbon pricing) and increased material costs. While the Group is exposed to the potential financial impacts associated with transitional risks after expected mitigating actions, these are not deemed to have a significant impact on the value in use of each CGU group, determination of available headroom and carrying value of associated long-term assets.

The key assumptions on which the value in use calculations are based relate to (i) Business performance over the next five years; (ii) Terminal growth rates beyond 2030; and (iii) Discount rates applied.

- (i) Business performance over the next five years – Forecast sales growth rates are based on past experience and take into account current and future market conditions and opportunities, and strategic decisions made in respect of each CGU group. Operating profits are forecast based on historical experience of operating margins adjusted for the impact of changes in product costs, cost-saving initiatives already implemented or committed to at the balance sheet date and new product launches. Cash conversion is the ratio of operating cash flow to operating profit. Management forecasts the cash conversion rate based on historical experience.
- (ii) Terminal growth rates beyond 2030 – These are based on Management's assessment of the outlook for overall market growth with Creative Solutions, Media Solutions and Production Solutions broadly similar to long-term world GDP growth at 2.3% (2024: 2.0% for Creative Solutions, Media Solutions and Production Solutions).
- (iii) Discount rates applied – The post-tax discount rates were measured based on the interest rate of 30-year government bonds issued in the relevant market, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the CGU group. The post-tax discount rates and the equivalent pre-tax discount rates applied to discount the post-tax cash flows were as follows:

CGU	Post tax discount rate		Equivalent pre-tax discount rate	
	2025	2024	2025	2024
Media Solutions	12%	12%	15%	15%
Production Solutions	12%	12%	15%	14%
Creative Solutions	12%	12%	15%	15%

Outcome of the impairment review

The Group performed an impairment assessment as at 31 December 2025. Management concluded that there remained sufficient headroom in the Media Solutions CGU and Creative Solutions CGU, and therefore no impairment was recognised for these CGUs (2024: goodwill impairment charge of £14.9 million and £nil million respectively). However, in relation to the Production Solutions CGU, the assessment identified an impairment of £3.3 million. As the goodwill attributable to this CGU was fully written down in 2024, the 2025 assessment focused on the remaining assets within the CGU, following which the impairment was allocated to other fixed assets. See Note 3.2 "Property, plant and equipment". A detailed review was undertaken to ensure that no impairment was allocated to assets whose recoverable amount exceeded their net book value.

Other sensitivities

The Group performed sensitivity analysis for all CGUs. This included considering changes to the discount rates, terminal growth rates, terminal cash conversion rates and historical performance versus budget previously achieved. The sensitivity analysis indicated a reduction in the level of underlying cash flows which the business can generate could have a significant reduction on the level of headroom on the goodwill impairment assessment. For VMS and VCS these were considered as stress tests such that further sensitivity analysis over discount rates and long-term growth rates was not necessary. For VPS, given the goodwill in the CGU was already impaired in 2024, further sensitivity analysis over these assumptions is disclosed which would change the impairment as follows:

	Scenario 1 (+/-50bps)	Scenario 2 (+/-100bps)
Discount rate	(£1.5 million)/£1.6 million	(£2.8 million)/£3.4 million
Terminal growth rate	£1.1 million/(£1.0 million)	£2.4 million/(£2.0 million)
Terminal cash conversion rate	£0.2 million/(£0.2 million)	£0.5 million/(£0.5 million)

Intangible assets

	Total £m	Goodwill £m	Acquired intangible assets £m	Software £m	Capitalised development costs £m
Cost					
At 1 January 2024	269.0	95.2	98.1	19.9	55.8
Add back disposal group previously held for sale ¹	19.1	–	–	–	19.1
Currency translation adjustments	1.2	0.6	1.3	(0.7)	–
Additions	7.6	–	–	0.3	7.3
Disposals	(1.6)	–	–	(0.9)	(0.7)
At 31 December 2024 and 1 January 2025	295.3	95.8	99.4	18.6	81.5
Currency translation adjustments	(10.7)	(3.7)	(5.6)	0.6	(2.0)
Additions	4.9	–	–	–	4.9
Disposals	(21.2)	–	(1.9)	–	(19.3)
At 31 December 2025	268.3	92.1	91.9	19.2	65.1
Accumulated amortisation and impairment losses					
At 1 January 2024	116.4	0.4	65.2	17.5	33.3
Add back disposal group previously held for sale ¹	13.6	–	–	–	13.6
Currency translation adjustments	0.5	0.2	0.8	(0.6)	0.1
Amortisation in the year	11.6	–	3.5	0.7	7.4
Impairment losses in the year ²	55.1	46.0	–	0.9	8.2
Disposals	(1.6)	–	–	(0.9)	(0.7)
At 31 December 2024 and 1 January 2025	195.6	46.6	69.5	17.6	61.9
Currency translation adjustments	(6.3)	(1.0)	(4.1)	0.5	(1.7)
Amortisation in the year	9.7	–	3.2	0.3	6.2
Impairment losses in the year ²	25.3	–	22.9	0.1	2.3
Disposals	(20.2)	–	(1.1)	–	(19.1)
At 31 December 2025	204.1	45.6	90.4	18.5	49.6
Carrying amounts					
At 1 January 2024	152.6	94.8	32.9	2.4	22.5
At 31 December 2024 and 1 January 2025	99.7	49.2	29.9	1.0	19.6
At 31 December 2025	64.2	46.5	1.5	0.7	15.5

There were no capital commitments at 31 December 2025 nor at 31 December 2024 for which no provision has been made in the accounts.

Amortisation of intangible assets of £9.7 million (2024: £11.6 million) and impairment losses of £25.3 million (2024: £55.1 million) are included within operating expenses.

1 Net capitalised development costs of £5.5 million (cost: £19.1 million, depreciation: £13.6 million), relating to the disposal group held for sale in the Creative Solutions Division in 2023, were reclassified in December 2024 from discontinued to continuing operations. See note 3.4 "Discontinued operations" and note 3.5 "Profit on disposal of net assets and business".

2 Impairment losses of £25.3 million (2024: £55.1 million) comprise the following:

- There is no goodwill impairment in the year ending 31 December 2025. Goodwill impairment losses of £46.0 million in the year ending 31 December 2024 comprised £14.9 million relating to the Media Solutions CGU and £31.1 million relating to the Production Solutions CGU.
- The acquired intangibles impairment review identified an internal indicator of impairment during the year. Following this assessment, Management concluded that the acquired intangible assets be fully impaired, resulting in an impairment charge of £22.9 million (2024: £nil million). The review considered the performance of the underlying assets against the key assumptions applied at the time of acquisition, including forecast revenue. These assumptions underpin the original valuation of the acquired intangibles and therefore determine whether their carrying amounts remain supportable.
- Software impairment losses of £0.1 million (2024: £0.9 million) relate to Media Solutions Division: £0.1 million (2024: £0.4 million) and Creative Solutions Division: £nil million (2024: £0.5 million).
- Capitalised development impairment losses of £2.3 million (2024: £8.2 million) relate to Media Solutions Division: £0.1 million (2024: £1.7 million), Production Solutions Division: £2.2 million (2024: £0.6 million) and Creative Solutions Division: £nil million (2024: £5.9 million of which £4.7 million related to Amimon). The impairment losses arise due to carrying net book value not being supported by future forecasts or abandoning of projects.

Section 3 continued

Operating Assets and Liabilities continued

3.2 Property, plant and equipment

This shows the physical assets used by the Group to generate revenues and profits. These assets include the following:

- Land and buildings
- Plant, machinery and vehicles
- Equipment, fixtures and fittings

Accounting policies

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Rental assets are recorded as plant and machinery. Right-of-use assets under lease contracts are included within property, plant and equipment. See note 3.7 "Leases".

Depreciation

Depreciation is charged on a straight-line basis over their estimated useful economical lives of the assets. The annual depreciation charge is sensitive to the estimated useful life of each asset and expected residual value at the end of its life. The major categories of property, plant and equipment are depreciated as follows:

Freehold land	not depreciated
Freehold buildings	up to 50 years
Leasehold improvements	shorter of estimated useful life or remaining period of the lease
Plant and machinery	4 to 10 years
Motor vehicles	3 to 4 years
Equipment, fixtures and fittings	3 to 10 years
Rental assets	3 to 6 years

Impairment of assets

Property, plant and equipment that is subject to depreciation is reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Indicators of impairment may include changes in technology and market conditions.

The impact of climate change on useful economic lives of property, plant and equipment is not deemed to be significant.

Property, plant and equipment

	Total £m	Land and buildings £m	Plant, machinery and vehicles £m	Equipment, fixtures and fittings £m
Cost				
At 1 January 2024	187.5	82.2	94.4	10.9
Add back disposal group previously held for sale ¹	2.5	1.4	1.0	0.1
Currency translation adjustments	(3.7)	(1.0)	(2.5)	(0.2)
Transfers between categories	–	–	(0.2)	0.2
Additions	12.2	4.2	7.4	0.6
Disposals	(12.3)	(4.7)	(5.0)	(2.6)
At 31 December 2024 and 1 January 2025	186.2	82.1	95.1	9.0
Currency translation adjustments	1.2	(0.8)	2.0	–
Transfers between asset categories	0.3	–	0.3	–
Additions	11.7	4.4	6.9	0.4
Disposals	(15.7)	(8.6)	(5.3)	(1.8)
At 31 December 2025	183.7	77.1	99.0	7.6
Accumulated depreciation				
At 1 January 2024	131.1	45.6	77.8	7.7
Add back disposal group previously held for sale ¹	1.4	1.0	0.3	0.1
Currency translation adjustment	(3.1)	(0.7)	(2.2)	(0.2)
Transfers between categories	–	(0.1)	–	0.1
Depreciation charge in the year	13.2	6.0	6.1	1.1
Impairment losses in the year ²	6.0	5.2	0.6	0.2
Disposals	(11.0)	(3.7)	(4.7)	(2.6)
At 31 December 2024 and 1 January 2025	137.6	53.3	77.9	6.4
Currency translation adjustment	1.8	(0.1)	1.8	0.1
Transfers between asset categories	0.3	–	0.3	–
Depreciation charge in the year	12.2	5.9	5.4	0.9
Impairment losses in the year ²	4.4	1.4	2.6	0.4
Disposals	(11.6)	(4.8)	(5.0)	(1.8)
At 31 December 2025	144.7	55.7	83.0	6.0
Carrying amounts				
At 1 January 2024	56.4	36.6	16.6	3.2
At 31 December 2024 and 1 January 2025	48.6	28.8	17.2	2.6
At 31 December 2025	39.0	21.4	16.0	1.6

1 Net property, plant and equipment of £1.1 million (Cost: £2.5 million, Depreciation: £1.4 million), relating to the disposal group held for sale in the Creative Solutions Division in 2023, were reclassified in December 2024 from discontinued to held for continuing operations. See note 3.4 "Discontinued operations".

2 In 2025, an impairment loss of £4.4 million was recognised in property, plant and equipment. Out of the £4.4 million, £3.3 million impairment resulted following the goodwill impairment review mentioned in note 3.1 "Intangible assets". This impairment relates to the Production Solutions CGU and was allocated to land and buildings £0.9 million, plant, machinery and vehicles £2.0 million, and Equipment, fixtures and fittings £0.4 million. The remaining impairment loss of £1.1 million relates to the restructuring activities in the Media Solutions Division (£0.9 million) and Production Solutions Division (£0.2 million). The impairment in the Media Solutions Division arose due to restructuring activities during the year.

In 2024, property, plant and equipment impairment losses of £6.0 million related mainly to the restructuring activities around the Group. Impairment losses of £5.2 million to land and buildings comprise Productions Solutions Division: £3.0 million, Media Solutions Division: £1.3 million, Amimon: £0.6 million, and Corporate: £0.3 million. Impairment losses of £0.6 million to plant, machinery and vehicles related to Amimon.

See 2.2 "Adjusting items".

Plant, machinery and vehicles includes equipment rental assets with an original cost of £14.5 million (2024: £13.7 million) and accumulated depreciation of £10.9 million (2024: £10.0 million).

There were capital commitments of £0.5 million at 31 December 2025 (2024: £nil million) for which no provision has been made in the accounts.

Depreciation is included within the operating expenses and cost of sales within the Consolidated Statement of Profit or Loss.

Section 3 continued

Operating Assets and Liabilities continued

3.3 Working capital

Working capital represents the assets and liabilities the Group generates through its trading activities. These include inventories, trade and other receivables, and trade and other payables.

Careful management of working capital is vital as it ensures that the Group can meet its trading and financing obligations within its ordinary operating cycle.

Accounting policies

Inventories

Inventories and work in progress are carried at the lower of cost and net realisable value. Inventory acquired as part of business combinations is initially measured at fair value. Cost represents direct costs incurred and, where appropriate, production or conversion costs and other costs to bring the inventory to its existing location and condition. In the case of manufacturing inventory and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Inventory is accounted for on an average cost method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Provisions for inventories are recognised when the book value exceeds their net realisable value.

In the ordinary course of business, judgement is applied to assess the level of provisions required to write down slow-moving, excess and obsolete inventory to its net realisable value.

Contract assets and receivables

Trade receivables and contract assets are recognised initially at fair value, and subsequently at amortised cost using the effective interest rate method, less provision for impairment.

A receivable is recognised when performance obligations are satisfied as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the number of days past due. The expected loss rates are based on payment profiles of sales over a preceding 36-month period based on past experience and the corresponding historical credit losses experienced within this period. When appropriate, the historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables where a trend exists.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for an extended period.

Amounts recoverable on contracts are included in contract assets and represent revenue recognised in excess of payments on account.

Prepayments represent payments made in advance of the receipt of goods or services and are recognised as current assets in the statement of financial position. Prepayments are initially recognised at cost and subsequently expensed to the statement of profit or loss on a systematic basis over the period to which the related goods or services are consumed, in accordance with the accruals principle under IAS 1 Presentation of Financial Statements.

Other receivables comprise non-trade amounts due to the Group, including accrued income, recoverable taxes, deposits and other miscellaneous receivables. Other receivables are initially recognised at fair value and subsequently measured at amortised cost, less any allowance for expected credit losses, in accordance with IFRS 9 Financial Instruments. Other receivables are classified as current or non-current based on their expected realisation within the Group's normal operating cycle.

Factoring of trade receivables

Trade receivables are derecognised through schemes with a financial institution, where the counterparty assumes the risk of non-payment by the customer. The transfer is on a limited recourse basis in which there is no obligation to the factor for non-payment by a customer and substantially all risks and rewards have been transferred.

Derecognition occurs when cash is received from the financial institution (less reverse factoring discount).

On 3 December 2025, the factoring facility was repaid by buyer payments and closed. At 31 December 2024, the amount of receivables factored was £8.3 million.

Contract liabilities and payables

Trade payables are generally recognised at the value of the invoice received from a supplier.

When customer payments are received in advance and the amount of consideration exceeds the revenue recognised, a contract liability is recognised in the Balance Sheet.

Accruals are a liability where a cost has been incurred but an invoice is yet to have been received. This includes, but is not limited to, utilities, travel, audit, freight duty and taxes.

Inventories

	2025 £m	2024 £m
Raw materials and components	22.5	26.5
Work in progress	7.1	7.6
Finished goods	30.2	48.4
Total inventories, net of impairment provisions	59.8	82.5

Inventories recognised as an expense during the year ended 31 December 2025 amounted to £156.0 million (2024: £188.4 million) for continuing operations, and £0.1 million (2024: £0.7 million) for discontinued operations. These were included in cost of sales.

Inventory of £59.8 million (2024: £82.5 million) is stated net of impairment provisions of £39.9 million (2024: £43.5 million). During the year, £3.0 million (2024: £15.3 million) was recognised as an expense resulting from the impairment and write-down of inventory. A reversal of £5.1 million (2024: £0.5 million) was recognised as a reduction of the amount of inventory recognised as an expense. Foreign exchange on translation amounted to a reduction in provision of £1.5 million (2024: £nil million).

Inventory impairment provisions of £39.9 million (2024: £43.5 million) comprise raw materials: £18.0 million (2024: £16.9 million), work in progress: £1.7 million (2024: £1.6 million), and finished goods: £20.2 million (2024: £25.0 million).

The key estimates relating to the inventory provision include: consideration of supply chain and their lead times, future selling price, anticipated future sales of products over particular time periods, the susceptibility of the underlying product to obsolescence and current year trading performance. The anticipated level of future sales is determined primarily based on actual sales over a specified historic reference period of six to 24 months, which is determined by Management and is deemed appropriate to the type of inventory.

The inventory provision calculation is based on a standard Group policy which is reviewed in detail. The £3.5 million (2024: £14.8 million increase) year on year decrease was mainly driven by the Group performance and related level of expected sales for specific inventory. A movement of 10% within the determination of the inventory provision would result in a £4.0 million (2024: £4.4 million) movement.

Trade and other receivables

	2025 £m	2024 £m
Current receivables		
Trade receivables, net of impairment provisions	33.4	27.8
Recoverable VAT	1.5	2.0
Other receivables	7.1	4.3
Right to returned goods	0.1	0.1
Prepayments	4.3	4.5
Total current receivables	46.4	38.7
Non-current receivables		
Other receivables ¹	1.2	4.5
Total receivables – continuing operations	47.6	43.2

¹ As at 31 December 2024, in relation to Savage which was acquired in 2021, the Group had recognised a provision of £1.7 million for a tax-related contingent liability which was not in the scope of IAS 12 "Income Taxes", and a Pay As You Earn ("PAYE") liability of £1.2 million. Other receivables included an amount of £2.9 million recoverable by the Group under the escrow and indemnity arrangement with the vendors of Savage. The statute of limitations ended in July 2025 and both the provision and the PAYE liability totalling £2.9 million were released. The corresponding receivable included in trade and other receivables was also released at the same time.

Section 3 continued

Operating Assets and Liabilities continued

	2025 £m	2024 £m
Gross trade receivables – ageing²		
Not yet due	25.9	23.6
1-30 days	5.4	3.4
31-60 days	1.7	1.7
61-90 days	0.6	0.7
Over 90 days	3.0	2.9
Gross trade receivables	36.6	32.3

² Days overdue are measured from the date an invoice was due to be paid.

	Total £m
Impairment provisions against trade receivables	
Balance at 1 January 2025	4.5
Net increase during the year	0.2
Utilised during the year	(1.4)
Currency translation adjustments	(0.1)
Balance at 31 December 2025	3.2

Trade and other payables

	2025 £m	2024 £m
Current trade and other payables		
Trade payables	20.1	21.7
Other tax and social security costs	3.1	3.6
Expected refunds to customers	1.0	1.3
Accruals	13.3	12.1
Other creditors ³	4.6	5.0
Total current trade and other payables	42.1	43.7
Non-current payables		
Other non-trade payables	0.8	0.8
Total trade and other payables	42.9	44.5

³ Other creditors mainly relate to employee benefits of £4.6 million (2024: £5.0 million).

3.4 Discontinued operations

Syrrp

On 31 December 2023, the Syrrp business, which was part of the Media Solutions Division, was abandoned and the business wound down in 2024.

Amimon

In December 2024, the decision was made to no longer proceed with the disposal of Amimon, part of the Creative Solutions Division, as no credible offers were received at the time. Amimon, therefore, no longer met the IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" definition of a disposal group held for sale as at 31 December 2024, and as a result, was reclassified from held for sale and discontinued operations, to continuing operations in 2024, where its results were disclosed as an adjusting item.

Subsequently, on 9 April 2025 the Group sold its investment in the Amimon business, which rendered Amimon a discontinued business. Hence, 2024 comparatives have been reclassified from that of continuing operations to that of discontinued operations. See note 3.5 "Disposal of net assets and business".

The tables below shows the results of the discontinued operations which are included within profit/(loss) for the year from discontinued operations in the Consolidated Statement of Profit or Loss and in the Consolidated Statement of Cash Flows. The 2024 comparative loss after tax of £11.6 million has been re-classified from that of continuing operations to that of discontinued operations.

	Notes	2025 £m	2024 £m
a) Income Statement – discontinued operations			
Revenue	2.1	0.5	2.9
Cost of sales		(0.1)	(0.7)
Operating expenses		(1.7)	(14.2)
Operating loss		(1.3)	(12.0)
Finance expense – unwinding of discount on the Israeli Innovation Authority ("IIA") grant		(0.3)	(0.1)
Loss before tax		(1.6)	(12.1)
Taxation		(0.1)	0.5
Loss after tax from discontinued operations		(1.7)	(11.6)
Profit on disposal of discontinued operation after tax		4.8	-
Profit/(loss) after tax from discontinued operations attributable to owners of parent		3.1	(11.6)
b) Statement of Cash Flows – discontinued operations			
Net cash used in operating activities		(3.9)	(4.1)
Net cash used in investing activities		(0.5)	(0.1)
Net cash used in financing activities		(0.1)	(0.3)
Net cash used in discontinued operations		(4.5)	(4.5)

Section 3 continued

Operating Assets and Liabilities continued

3.5 Disposal of net assets and business

On 9 April 2025, the Group sold its investment in the Amimon business, which was previously included in the Creative Solutions Division. Disposal of the Amimon business is classified as a discontinued operation due to it being a separate major line of business and is part of a single co-ordinated plan to dispose. The gross cash consideration was \$3.3 million (£2.6 million), of which \$1.0 million (£0.8 million) was for the sale of shares, and \$2.3 million (£1.8 million) for entering into an agreement with Teradek LLC, also part of the Creative Solutions Division, to grant Amimon a licence to use certain intellectual property. In assessing the substance of the two arrangements over the legal form, it was determined to treat the total consideration of \$3.3 million as the proceeds of disposal. A profit after tax from discontinued operations of £4.8 million arose on disposal after taking into account net assets disposed of £0.1 million (inclusive of £0.5 million of cash), £0.1 million transaction costs, and the previously recorded foreign exchange gain of £2.4 million that has been recycled to the Consolidated Statement of Profit or Loss, within the profit on disposal of business. Tax is £nil million on this profit on disposal. The disposal enables Management to place greater focus on opportunities in Creative Solutions Division's core cine activities.

On 3 September 2025, the Group sold its consumer orientated JOBY brand, which was previously included in the Media Solutions Division, for a gross cash consideration of \$6.0 million (£5.2 million). A profit after tax of £3.9 million, reported as an adjusting item from continuing operations, arose on disposal after taking into account assets disposed of £1.1 million and £0.2 million transaction costs. Tax is £nil million on this profit on disposal. The sale is not a discontinued operation as JOBY is not considered a major line of business. The disposal supports Management's strategy to focus on core professional markets.

Post disposal of the JOBY brand, management determined the triggering date for impairment of the remaining inventory to be 31 October 2025. Accordingly, for the months of November and December 2025, the associated gross loss on revenue amounting to £0.8 million and the impairment of the remaining inventory and other fixed assets amounting to £2.0 million and £0.2 million respectively, are treated as adjusting items.

A summary of the gain on disposal is set out below.

	Total 2025	Continuing operations – disposal of net assets JOBY 2025	Discontinued operations – disposal of business Amimon 2025
Summary of profit on disposal of net assets/business			
Consideration received, satisfied in cash	7.8	5.2	2.6
Cash disposed	(0.5)	–	(0.5)
Net cash inflow	7.3	5.2	2.1
Add (net assets)/net liabilities disposed ¹	(0.7)	(1.1)	0.4
Foreign exchange gain recycled within the profit on disposal	2.4	–	2.4
Profit on disposal of business before transaction costs, after tax	9.0	4.1	4.9
Transaction costs	(0.3)	(0.2)	(0.1)
Profit on disposal of net assets/business, after tax	8.7	3.9	4.8
'Net assets/(liabilities) disposed			
Brand names and brand intellectual property rights	1.0	1.0	–
Plant and machinery	0.1	0.1	–
Inventories	1.6	–	1.6
Trade and other receivables	1.0	–	1.0
Trade and other payables	(2.6)	–	(2.6)
Lease liabilities	(0.4)	–	(0.4)
Net assets/(liabilities) disposed	0.7	1.1	(0.4)

3.6 Provisions

A provision is recognised by the Group where an obligation exists, relating to events in the past, and it is probable that an outflow of economic benefits will be required to settle it.

Accounting policies

Provisions

Provisions are recognised in the Balance Sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle it. If the effect is material, provisions are determined by discounting the expected future cash flows at an appropriate discount rate.

Provisions for warranties, based on historical warranty data, are recognised when the underlying products or services are sold.

Obligations arising from restructuring plans are recognised when detailed formal plans have been established and the restructuring has either commenced or has been announced.

	Total £m	Warranty £m	Restructuring £m	Tax- related provisions £m	Grant repayment £m	Other £m
At 1 January 2025	11.9	1.5	6.7	1.8	1.4	0.5
Provisions made during the year	4.4	0.2	4.0	-	-	0.2
Provisions utilised during the year	(10.3)	(0.6)	(8.3)	-	(1.3)	(0.1)
Provisions reversed during the year	(1.8)	(0.1)	-	(1.7)	-	-
Currency translation adjustments	(0.1)	-	0.1	(0.1)	(0.1)	-
At 31 December 2025	4.1	1.0	2.5	-	-	0.6
Current	3.7	0.9	2.5	-	-	0.3
Non-current	0.4	0.1	-	-	-	0.3
	4.1	1.0	2.5	-	-	0.6

Warranty provisions

Warranties over the Group's products typically cover periods of between one and five years. The provision represents Management's best estimate of the Group's liability based on past experience.

Restructuring

The restructuring provision is expected to be utilised during 2026. These include provisions in relation to redundancy and other costs, see note 2.2 "Adjusting items".

Tax-related provisions

In relation to Savage, which was acquired in 2021, the Group recognised a provision of £1.7 million as at 31 December 2024 for a tax-related contingent liability which was not in the scope of IAS 12 "Income Taxes". The statute of limitations ended in July 2025 and both the provision and the corresponding receivable included in trade and other receivables were released.

Grant repayment

A provision as at 31 December 2024 of £1.4 million in Amimon related to grant re-payments to the Israeli Innovation Authority ("IIA"). The amounts repayable were based on royalties from future sales of the products that were developed using the grant fund. A full payment of £1.3 million was made in March 2025, and a currency translation adjustment of £0.1 million.

Other

Other provisions of £0.6 million relate to potential dilapidation costs on the termination of leases on occupied property that the Group has entered into.

Section 3 continued

Operating Assets and Liabilities continued

3.7 Leases

This note provides information in relation to leases when the Group is a lessee. The Group does not have any material leases where it acts as a lessor.

Accounting policies

Leases

Each lease is recognised as a right-of-use asset with a corresponding liability at the date at which the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a present value basis. Interest expense is charged to the Consolidated Statement of Profit or Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

For the Group, lease payments generally comprise the following:

- fixed payments, less any lease incentives receivable;
- variable payments that are based on an index or rate; and
- payments to be made under extension options which are reasonably certain to be exercised.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the interest rate implicit in the lease is not readily determinable, as such the incremental borrowing rate is used to discount future lease payments.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability, and lease payments made at or before the commencement date less any lease incentives received, any initial direct costs and restoration costs.

When an adjustment to lease payments based on an index takes effect, the liability is remeasured with a corresponding adjustment to the right-of-use asset.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the Consolidated Statement of Profit or Loss.

The Group's leasing activities

The Group enters into leases of land and buildings in relation to offices, warehouses and factory premises around the world. In addition, the Group leases plant, machinery and vehicles, as well as other equipment.

Contracts entered into by the Group have a wide range of terms and conditions but generally do not impose any additional covenants. Several of the Group's contracts include indexation adjustments to lease payments in future periods which are not reflected in the measurement of the lease liabilities at 31 December 2025.

Many of the contracts entered into by the Group include extension or termination options which provide the Group with additional operational flexibility. If the Group considers it reasonably certain that an extension option will be exercised or a termination option not exercised, the additional period is included in the lease term. Generally, extension options are not included in the lease term for plant, machinery and vehicles, and equipment, fixtures and fittings. Most options in respect of land and buildings are not included in the calculation of the lease term.

During 2025, the financial effect of revising lease terms arising from the effect of exercising extension and termination options was a decrease of £0.9 million (2024: £0.6 million) in the recognised lease liabilities.

As at 31 December 2025, potential future cash outflows of £5.2 million (2024: £8.9 million) (undiscounted) have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

A maturity analysis of lease liabilities is included in note 4.2 "Financial instruments".

Right-of-use assets

	Total £m	Leasehold land and buildings £m	Plant, machinery and vehicles £m	Equipment, fixtures and fittings £m
Cost				
At 1 January 2024	60.5	58.3	1.7	0.5
Currency translation adjustments	(0.4)	(0.4)	-	-
Additions	4.3	3.5	0.8	-
Termination of leases	(4.6)	(4.4)	(0.2)	-
Disposals	(0.5)	(0.3)	(0.2)	-
At 31 December 2024 and 1 January 2025	59.3	56.7	2.1	0.5
Currency translation adjustments	(1.4)	(1.4)	-	-
Additions	4.5	4.1	0.4	-
Termination of leases	(8.3)	(7.4)	(0.7)	(0.2)
Disposals	(1.2)	(1.0)	(0.2)	-
At 31 December 2025	52.9	51.0	1.6	0.3
Accumulated depreciation				
At 1 January 2024	28.0	27.0	0.8	0.2
Currency translation adjustment	(0.4)	(0.3)	(0.1)	-
Depreciation charge in the year	6.0	5.3	0.6	0.1
Impairment losses in the year	4.5	4.4	0.1	-
Depreciation on termination of lease	(3.6)	(3.4)	(0.2)	-
Disposals	(0.5)	(0.3)	(0.2)	-
At 31 December 2024 and 1 January 2025	34.0	32.7	1.0	0.3
Currency translation adjustments	(0.7)	(0.7)	-	-
Depreciation charge in the year	5.8	5.1	0.6	0.1
Impairment losses in the year	0.5	0.5	-	-
Depreciation on termination of lease	(4.5)	(3.7)	(0.6)	(0.2)
Disposals	(1.2)	(1.0)	(0.2)	-
At 31 December 2025	33.9	32.9	0.8	0.2
Carrying amounts				
At 1 January 2024	32.5	31.3	0.9	0.3
At 31 December 2024 and 1 January 2025	25.3	24.0	1.1	0.2
At 31 December 2025	19.0	18.1	0.8	0.1

Total cash outflow for leases is £7.8 million (2024: £7.6 million) of which £6.5 million (2024: £6.1 million) relates to principal lease repayments and £1.3 million (2024: £1.5 million) to interest.

Section 4

Capital Structure

This section outlines the Group's capital structure. The Group defines its capital structure as its equity and non-current interest-bearing loans and borrowings, and aims to manage this to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Group manages its capital and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, it may return capital to shareholders, through dividends and share buybacks, issue new shares or sell assets to reduce debt. The Group considers its dividend policy at least twice a year ahead of announcing results in the context of its ability to continue as a going concern and deliver its business plan. The Group focuses on leverage, credit ratings and interest cost, particularly when considering investment.

On the following pages there are disclosures concerning the following:

- 4.1 Net debt
- 4.2 Financial instruments
- 4.3 Share capital and reserves

4.1 Net debt

The Group's net debt comprises the following:

- Cash and cash equivalents (cash on hand and demand deposits at banks)
- Bank overdrafts that are payable on demand
- Interest-bearing loans and borrowings
- Lease liabilities

Accounting policies

Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet represents cash on hand and at banks.

Cash and cash equivalents in the Statement of Cash Flows includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

Interest-bearing loans and borrowings

Interest-bearing borrowings are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these transaction costs are recognised in the Statement of Profit or Loss over the term of the related borrowings.

Lease liabilities

See note 3.7 "Leases".

Analysis of net debt

The table below analyses the Group's components of net debt and their movements in the period:

	Interest-bearing loans and borrowings ¹ £m	Leases £m	Liabilities from financing sub-total £m	Cash and cash equivalents ² £m	Total £m
Opening at 1 January 2024	(99.2)	(34.0)	(133.2)	4.7	(128.5)
Add back disposal group previously held for sale ³	-	(0.3)	(0.3)	-	(0.3)
Other cash flows	-	-	-	(0.4)	(0.4)
Repayments	231.1	6.1	237.2	(237.2)	-
Borrowings	(244.7)	-	(244.7)	244.7	-
Leases entered into during the year	-	(4.4)	(4.4)	-	(4.4)
Leases – early termination	-	0.8	0.8	-	0.8
Fees incurred	1.2	-	1.2	-	1.2
Amortisation of fees	(0.6)	-	(0.6)	-	(0.6)
Foreign currency	(2.2)	0.3	(1.9)	1.1	(0.8)
Closing at 31 December 2024 and opening at 1 January 2025	(114.4)	(31.5)	(145.9)	12.9	(133.0)
Other cash flows	-	-	-	(12.5)	(12.5)
Business disposal ⁴	-	0.4	0.4	(0.5)	(0.1)
Repayments ⁵	13.0	6.5	19.5	(19.5)	-
Borrowings	(30.3)	-	(30.3)	30.3	-
Leases entered into during the year	-	(4.5)	(4.5)	-	(4.5)
Leases – early termination	-	3.2	3.2	-	3.2
Fees incurred	6.9	-	6.9	-	6.9
Amortisation of fees	(3.9)	-	(3.9)	-	(3.9)
Foreign currency	0.6	0.7	1.3	0.3	1.6
Closing at 31 December 2025	(128.1)	(25.2)	(153.3)	11.0	(142.3)

1 Interest bearing loans and borrowings include unamortised fees and transaction costs of £4.3 million (2024: £1.3 million).

2 Cash and cash equivalents include bank overdrafts of £nil million (2024: £44.4 million).

3 Lease liability of £0.3 million relating to the disposal group held for sale in the Creative Solutions Division in 2023 was reclassified in December 2024 from discontinued to continuing operations. See note 3.4 "Discontinued operations".

4 See note 3.5 "Disposal of net assets and business".

5 Total cash outflow for leases is £7.8 million (2024: £7.6 million) of which £6.5 million (2024: £6.1 million) relates to principal lease repayments and £1.3 million (2024: £1.5 million) to interest.

On 31 December 2025, the Group had a £146.1 million Revolving Credit Facility ("RCF") from four syndicate banks. This facility was reduced from £150.0 million following the receipt of the JOBY disposal proceeds in 2025. The RCF was capped at £135.1 million, of which 98% was utilised by the Group as at 31 December 2025.

Subsequent to the end of 2024 the reset December covenant tests were met and both the February and March covenants tests waived. On 28 April the Group successfully negotiated amended covenants ("the Amended Covenants") through to the end of the facility in August 2026. Leverage and interest cover was to be tested only for December 2025, March 2026 and June 2026 with, at each test date, leverage (net debt:EBITDA) to be no higher than 6x and interest cover (EBITA:net interest) of at least 1x.

A trailing last twelve-month ("LTM") EBITDA covenant applied for two quarters, with LTM EBITDA to be at least £5 million at the end of June 2025 and at least £6 million at the end of September 2025. This was subsequently amended to LTM EBITDA of at least £10 million at the end of October 2025. In addition, throughout the remaining term of the RCF, a weekly tested minimum liquidity covenant will be in place, starting at £7.5 million, before falling to £5 million from 1 September 2025. Minimum liquidity has been defined as cash at bank, net of overdrafts, plus available undrawn RCF up to the cap of £139 million, after which lender consent is required. The Amended Covenants were conditional on the Company raising at least £6 million in net proceeds from a fully underwritten share placing. These and previous amendments to the RCF also precluded the Board from declaring a dividend and restricted factoring to £15 million. On 15 September 2025, Springing Security was granted to the Lenders, with Videndum Group Limited a single point of enforcement.

Both the June and September 2025 LTM EBITDA covenants were met and all weekly minimum liquidity covenant tests have also been met throughout 2025. The October and December 2025 tests were waived.

On 30 March 2026, the Group completed refinancing its debt ("existing RCF"). The new Group facilities total £60.0 million:

- A three-year £31.5 million Senior Term Loan (tranche A);
- a two-year £13.5 million Senior Term Loan (tranche B); and
- a new three-year £15.0 million Super Senior Revolving Credit Facility.

Section 4 continued

Capital Structure continued

From 31 March 2026 to 31 March 2028 monthly minimum liquidity¹ (defined as cash at bank, net of overdrafts, plus available undrawn RCF), is to be £5.0 million. From 31 March 2028 to 31 March 2029 the net leverage and interest covenants are set as follows:

The covenants associated with the new debt are:

Test date	Net debt: EBITDA not higher than	EBITDA:net interest not lower than
March 2028	4.75x	1.25x
June 2028	4.50x	1.50x
September 2028	4.25x	1.75x
December 2028 onwards	4.25x	2.00x

¹ Minimum liquidity tested monthly, looking back 3 weeks prior and the following 13 weeks.
See section 1 "Basis of preparation" for updates in relation to amended covenants and borrowing facilities.

In January 2021, the Group received a €0.7 million (£0.6 million) fixed rate loan from the Italian Government in response to COVID-19. The loan amortises bi-annually from June 2024 and will be fully repaid by December 2027. As at 31 December 2025, the outstanding balance was €0.5 million; £0.5 million, and at 31 December 2024, €0.5 million; £0.4 million.

In July 2025, the group received an additional €0.2 million (£0.2 million) fixed rate loan from the Italian Government. No amount was received in 2024. The loan amortises bi-annually from August 2027 and will be fully repaid by February 2031. As at 31 December 2025, the outstanding balance was €0.2 million (£0.2 million). On 25 January 2024, the group entered into a new operating cash pooling arrangement with HSBC which caused a change in presentation under IAS 32, accordingly the balances as at 31 December 2024 were presented gross. Under the new arrangement, the offset was allowed for net overdraft utilisation and interest calculation purposes. On 31 October 2025 the cash pool arrangement and overdraft with HSBC was cancelled. The Group's net cash position as at 31 December 2025 is £11.0 million (31 December 2024: £12.9 million).

4.2 Financial instruments

This note provides details on:

- Financial risk management
- Derivative financial instruments
- Fair value hierarchy
- Interest rate profile
- Maturity profile of financial liabilities

Financial risk management

The Group's multinational operations and debt financing expose it to a variety of financial risks. In the course of its business, the Group is exposed to foreign currency risk, interest rate risk, liquidity risk and credit risk.

Financial risk management is an integral part of the way the Group is managed. Financial risk management policies are set by the Board of Directors. These policies are implemented by a central treasury department that has formal procedures to manage foreign currency risk, interest rate risk and liquidity risk, including, where appropriate, the use of derivative financial instruments. The Group has clearly defined authority and approval limits built into these procedures.

Foreign currency risk

Foreign currency risk arises both where sale or purchase transactions are undertaken in currencies other than the respective functional currencies of Group companies (transactional exposures) and where the results of overseas companies are consolidated into the Group's reporting currency of Sterling (translational exposures).

Transactions and balances

The Group has businesses that operate around the world and accordingly record their results in a number of different functional currencies. Some of these operations also have some customers or suppliers that transact in a foreign currency. Foreign currency transactions are usually translated into the functional currency using the exchange rates at the dates of the transactions. For practical reasons, if exchange rates do not fluctuate significantly, a rate that approximates the actual rate at the date of the transaction may be used for all transactions in each foreign currency occurring during that period. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates, are generally recognised in profit or loss. They are deferred in the translation reserve within equity and OCI if they relate to qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

The Group manages its transactional exposures to foreign currency risks through the use of forward exchange contracts including the US Dollar, Euro and Japanese Yen. Forward exchange contracts are used to hedge the Group's forecasted foreign currency exposure in respect of forecast cash transactions for the following 12 months. Forward exchange contracts may also be used to hedge a proportion of the forecast cash transactions for the following 13 to 24 months. The forward exchange contracts currently have maturities of less than two years at the Balance Sheet date.

The Group ensures that its net exposure to foreign denominated cash balances is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances. In addition, the Group manages the denomination of surplus cash balances across the overseas subsidiaries to allow natural hedging where effective in any particular country.

Translation to presentation currency

The Group's results, which are reported in Sterling, are exposed to changes in foreign currency exchange rates across a number of different currencies with the most significant exposures relating to the US Dollar ("USD") and Euro ("EUR"). The Group is exposed to the underlying translational movements which remain outside the control of the Group.

The Group's translational exposures to foreign currency risks relate to both the translation of income and expenses and net assets of overseas subsidiaries which are converted into Sterling on consolidation. The Group does not seek to hedge the translational exposure that arises from the translation of income and expenses which arises from changes in the exchange rates of the US Dollar, Euro and Japanese Yen against Sterling. However, the Group does finance overseas investments partly through the use of foreign currency borrowings in order to provide a net investment hedge over the foreign currency risk that arises on translation of its foreign currency subsidiaries.

Sensitivities

It is estimated that the Group's adjusted operating loss from continuing operations for the year ended 31 December 2025 would have increased/decreased by approximately £0.3 million (2024: £1.4 million) from a ten cent stronger/weaker US Dollar against Sterling and by approximately £1.5 million (2024: £0.2 million) from a ten cent stronger/weaker Euro against Sterling. This reflects the impact of the sensitivities to the translational exposures and to the proportion of the transactional exposures that are not hedged.

It is estimated that the statutory operating loss from continuing and discontinued operations for the year ended 31 December 2025 would have increased/decreased by £2.7 million (2024: £1.3 million) from a ten cent stronger/weaker US Dollar against Sterling and by approximately £1.5 million (2024: £0.1 million) from a ten cent stronger/weaker Euro against Sterling.

Interest rate risk

Interest rate risk comprises the interest cash flow risk that results from borrowing at variable rates.

The Group is exposed to cash flow interest rate risk arising from long-term borrowings bearing variable risk-free interest rates. The Group policy is to maintain between 25% and 75% of its borrowings at fixed rate when leverage is forecast to be above 1:1 for more than 12 months. At 31 December 2025, the Group's variable interest rate borrowings were mainly denominated in Sterling and US Dollars, with 0% of the Group's floating rate debt fixed due to the ongoing refinancing discussions throughout 2025.

The borrowings are periodically contractually repriced which exposes the Group to the risk of future changes in market interest rates.

For the year ended 31 December 2025, it is estimated that a general increase of 1% in interest rates would decrease the Group's profit before tax by approximately £1.2 million (2024: £0.5 million) and a general decrease of 1% in interest rates would increase the Group's profit before tax by approximately £1.2 million (2024: £0.5 million).

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

On 31 December 2025, the Group had a £146.1 million Revolving Credit Facility ("RCF") from four syndicate banks. This facility was reduced from £150.0 million following the receipt of the JOBY disposal proceeds in 2025. The RCF was capped at £135.1 million, of which 98% was utilised by the Group as at 31 December 2025.

The €15 million (£12.5 million) receivable factoring facility was cancelled in December 2025 (Utilisation 31 December 2024: €10.1 million (£8.3 million)).

See note 3.3 "Working capital", and for details on refinancing, see Section 1 "Basis of preparation – going concern"

Credit risk

Credit risk arises because a counterparty may fail to meet its obligations. The Group is exposed to credit risk on financial assets such as trade receivables, cash balances and derivative financial instruments. The Group's maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the Group Balance Sheet.

a) Trade receivables

The Group's credit risk is primarily attributable to its trade receivables. Trade receivables are subject to credit limits, and control and approval procedures in the operating companies. At the Balance Sheet date, two (2024: two) of the Group's largest customers, which have a high credit rating, accounts for 26% (2024: 30%) of the gross outstanding trade receivables which represents a concentration of credit risk.

b) Cash balances and derivative financial instruments

Credit risk associated with cash balances is managed by transacting with a number of major financial institutions worldwide and periodically reviewing their creditworthiness. 97% (2024: 88%) of the Group's cash and cash equivalents are held in counterparties with a credit rating of A- or above; 0% (2024: 11%) with credit ratings between BBB+ and BBB-; with the remaining 3% (2024: 1%) held at banks with credit ratings of BB+ or lower. Transactions involving derivative financial instruments are managed centrally. These are only with banks that are part of the Group's multi-currency RCF and all of which have strong credit ratings between BBB+ and A+. Accordingly, the Group's associated credit risk is limited. The Group has no significant concentration of credit risk.

Section 4 continued

Capital Structure continued

Equity risk

Equity risk arises where the variability in interest rates affect the underlying derivative valuations of the hedged interest rate swaps and variability in exchange rates affect the re-translation of the debt that is put in to the foreign currency translation reserve through net investment hedging. The effects of these variabilities are not material.

Derivative financial instruments

This is a summary of the derivative financial instruments that the Group holds and uses to manage transactional exposure. The value of these derivatives changes over time in response to underlying variables such as interest and exchange rates. They are carried in the Balance Sheet at fair value.

The fair value of forward exchange contracts is determined by estimating the market value of that contract at the reporting date. Derivatives with a positive fair value are recorded as assets and negative fair values as liabilities, and presented as current or non-current based on their contracted maturity dates.

The fair value of interest rate swaps are determined by estimating the market value of that swap at the reporting date. Derivatives with a positive fair value are recorded as assets and negative fair values as liabilities, and presented as current or non-current based on their contracted maturity dates.

Contracts with derivative counterparties are based on ISDA Master Agreements. Under the terms of these arrangements, only in certain situations will the net amounts owing/receivable to a single counterparty be considered outstanding. The Group does not have the present legal ability to set-off these amounts and so they are not offset in the Balance Sheet. Of the derivative assets and derivative liabilities recognised in the Balance Sheet, an amount of £0.1 million (2024: £0.3 million) would be set-off under enforceable master netting agreements.

Accounting policies

Financial assets classification and measurement

The Group classifies its financial instruments depending on the business model for managing the financial assets and their contractual cash flows. Trade receivables and contract assets are measured at amortised cost while derivatives are measured at fair value through Profit or Loss unless designated in a qualifying hedging relationship.

Derivative financial instruments

In accordance with Board-approved policies, the Group uses derivative financial instruments such as forward foreign exchange contracts and interest rate swaps to hedge its exposure to fluctuations in foreign exchange rates and interest rates arising from operational activities. The Group does not hold or use derivative financial instruments for trading or speculative purposes.

Cash flow hedge accounting

Cash flow hedges are used to hedge the variability in cash flows of highly probable forecast transactions caused by changes in foreign currency exchange rates and interest rates.

Where a derivative financial instrument is designated in a cash flow hedge relationship with a highly probable forecast transaction, the effective part of any change in fair value arising is deferred in the cash flow hedging reserve within equity, via the Statement of Comprehensive Income. The gain or loss relating to the ineffective part is recognised in the Profit or Loss within net finance expense. Amounts deferred in the cash flow hedging reserve are reclassified to the Profit or Loss in the periods when the hedged item is recognised in the Profit or Loss.

If a hedging instrument expires or is sold but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised immediately in the Profit or Loss.

If a derivative financial instrument is not formally designated in a cash flow hedge relationship, any change in fair value is recognised in the Profit or Loss.

Forward exchange contracts

For hedges of foreign currency sales, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item and the Group designates the forward exchange rate as the hedged risk. The Group therefore performs a qualitative assessment of effectiveness. In hedges of foreign currency sales, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated, or if there are changes in the credit risk of the Group or the derivative counterparty.

The following table shows the nominal value of the forward exchange contracts in place at the Balance Sheet date. These contracts mature in the next 24 months, therefore the cash flows and resulting effect on profit and loss are expected to occur within the next 24 months.

	Currency	As at 31 December 2025 (millions)	Average exchange rate of contracts	As at 31 December 2024 (millions)	Average exchange rate of contracts
Cash flow hedging contracts (buy/sell)					
GBP/USD forward exchange contracts	USD	-	-	4.1	1.22
EUR/USD forward exchange contracts	USD	5.0	1.20	10.0	1.08
GBP/EUR forward exchange contracts	EUR	26.2	1.14	6.4	1.12
GBP/JPY forward exchange contracts	JPY	224.5	209.6	177.6	167.7
EUR/JPY forward exchange contracts	JPY	127.6	172.7	410.0	149.9

A net gain of £1.0 million (2024: £3.0 million gain) relating to forward exchange contracts was reclassified to the Profit or Loss, to match the crystallisation of the hedged forecast cash flows which affect the Profit or Loss, within revenue.

The balances and movements into and out of the cash flow hedging reserve are shown in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Changes in Equity respectively. Amounts reclassified from the cash flow hedging reserve to the Consolidated Statement of Comprehensive Income are included in revenue for foreign currency forward exchange contracts.

The table below provides further information on the Group's forward contracts.

	2025 £m	2024 £m
Forward exchange contracts asset	0.1	0.7
Forward exchange contracts liability	(0.1)	(0.3)
Recognised in OCI	0.6	0.9
Reclassified from OCI to the Profit or Loss	(1.0)	(3.0)
Maturity dates	January 2026 to December 2026	January 2023 to December 2025
Hedge ratio	1:1	1.1
Change in value of hedging instruments since 1 January	0.6	0.9
Change in value of the hedged item used to determine hedge effectiveness	(0.6)	(0.9)

Interest rate swaps

The Group enters into interest rate swaps that have the same critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. As all critical terms matched during the year, there is an economic relationship.

The following table shows the interest rate swap contracts in place at the Balance Sheet date. The interest is payable quarterly on 31 March, 30 June, 30 September and 31 December.

	Currency	Nominal amounts as at 31 December 2025	Weighted average fixed rate ¹	Maturity	Nominal amounts as at 31 December 2024
Interest rate swap contracts					
GBP Interest rate swaps float (SONIA) to fix ¹	GBP	-	1.01%	Jan 25	37.0

¹ In addition to these fixed rates, the margin relating to the interest swapped of the underlying RCF or term loans continues to apply.

Section 4 continued

Capital Structure continued

As at 31 December 2025, no swaps were in place following the maturity of the £37.0 million swap (31 December 2024: £37.0 million).

Hedge ineffectiveness for interest rate swaps is assessed using the same principles as for hedges of foreign currency sales. It may occur due to:

- changes in credit risk on the interest rate swaps which is not matched by the loan; and
- differences in critical terms between the interest rate swaps and loans.

There was no recognised ineffectiveness during 2025 in relation to the interest rate swaps.

The gain or loss relating to the effective portion of the interest rate swaps that are hedging variable rate borrowings is recognised in the Profit or Loss within net finance expense at the same time as the interest expense on the hedged borrowings.

For interest rate swaps hedging interest rate risk on term loans, the notional amount of interest rate swaps decreases in line with the repayments of the hedged borrowings.

For interest rate swaps on other borrowings, the notional amounts are consistent over the term of the hedging relationship.

The balances and movements into and out of the cash flow hedging reserve are shown in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Changes in Equity respectively. Amounts reclassified from the cash flow hedging reserve to the Consolidated Statement of Comprehensive Income are included in net finance expense for interest rate swaps.

The table below provides further information on the Group's interest rate swaps

	2025 £m	2024 £m
Interest rate swaps asset	–	1.0
Recognised in OCI	–	0.3
Reclassified from OCI to the Profit or Loss	(0.1)	(1.6)
During the period ended 31 December 2025 a net gain of £0.1 million (2024: £1.6 million) relating to interest rate swaps was reclassified to the Profit or Loss, to match the crystallisation of the hedged forecast cash flows which affects the Profit or Loss.		
	January 2025 to January 2026	January 2024 to January 2025
Maturity dates		
Hedge ratio	1:1	1:1
Change in value of hedging instruments since 1 January	–	0.3
Change in value of the hedged item used to determine hedge effectiveness	–	(0.3)
Interest rate swap average hedged rate for the year	0.0%	(2.1%)

Fair value hierarchy

The following summarises financial instruments carried at fair values and the major methods and assumptions used in estimating these fair values.

The different levels of fair value hierarchy have been defined as follows:

Level 1

Fair value measured using quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2

Fair values measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3

Fair values measured using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying values of the Group's financial instruments approximate their fair value. The fair value of floating rate borrowings approximates to the carrying value because interest rates are at floating rates where payments are reset to market rates at intervals of less than one year. The Group's derivative financial instruments are Level 2. The fair value of forward foreign currency exchange derivative financial instruments is determined based on the present value of future cash flows using forward exchange rates at the Balance Sheet date. The fair value of interest rate swap derivative financial instruments is estimated as the present value of the future cash flows based on observable yield curves at the Balance Sheet date.

Accounting policies

Net investment hedge accounting

The Group uses its US Dollar, Euro and Japanese Yen denominated borrowings as a hedge against the translation exposure on the Group's net investment in overseas companies. The Group designates the spot rate of the loans as the hedging instrument. There was no ineffectiveness to be recognised on hedges of net investments in foreign operations.

Where the hedge is fully effective at hedging the variability in the net assets of such companies caused by changes in exchange rates, the changes in value of the borrowings are recognised in the translation reserve within equity, via the Statement of Comprehensive Income. The ineffective part of any change in value caused by changes in exchange rates is recognised in the Profit or Loss.

The effective portion will be recycled into the Profit or Loss on the sale of the foreign operation.

None of the £5.2 million US Dollar debt held at December 2025 was designated as at 31 December 2025.

The table below provides further information on the Group's net investment hedging relationships:

	2025 £m	2024 £m
Hedge ratio	1:1	1:1
Change in value of hedging instruments due to foreign currency movements since 1 January	–	2.0
Change in value of the hedged item used to determine hedge effectiveness	–	(2.0)

The balances and movements into and out of the foreign currency translation reserve are shown in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Changes in Equity respectively.

The amount in the foreign currency translation reserve in relation to hedge accounting is a loss of £42.9 million (2024: £42.9 million loss) and is split as follows:

- net investment hedges loss from continuing operations of £13.8 million (2024: £13.8 million loss); and
- hedging relationships for which hedge accounting is no longer applied, a loss of £29.1 million (2024: £29.1 million loss).

Interest-bearing loans and borrowings

The table below analyses the Group's interest-bearing loans and borrowings, including bank overdrafts, by currency:

Currency	Total £m	Fixed rate borrowings £m	Floating rate borrowings £m
US Dollar	5.2	–	5.2
Sterling	126.7	–	126.7
Euro	0.5	0.5	–
Unamortised fees and transaction costs	(4.3)	–	(4.3)
At 31 December 2025	128.1	0.5	127.6
US Dollar	12.3	–	12.3
Sterling	144.5	37.0	107.5
Euro	3.3	0.4	2.9
Unamortised fees and transaction costs	(1.3)	–	(1.3)
At 31 December 2024	158.8	37.4	121.4

The floating rate borrowings comprise borrowings bearing interest at rates based on SONIA and SOFR for Sterling and US Dollar respectively, in 2025.

The floating rate borrowings are repriced between one and three months.

Section 4 continued

Capital Structure continued

Maturity profile of financial liabilities

The table below analyses the Group's financial liabilities and derivative financial liabilities into relevant maturity groupings based on the period remaining until the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest), so will not always reconcile with the carrying amounts disclosed on the Balance Sheet.

The following are the contractual maturities of financial liabilities, including undiscounted future interest payments:

	Carrying amount £m	Total contractual cash flows £m	Within one year £m	From two to five years £m	Greater than five years £m
2025					
Unsecured interest-bearing loans and borrowings including bank overdrafts	(128.1)	(132.5)	(132.2)	(0.3)	-
Lease liabilities	(25.2)	(30.7)	(6.3)	(17.1)	(7.3)
Trade payables	(20.1)	(20.1)	(20.1)	-	-
Accruals	(13.3)	(13.3)	(13.3)	-	-
Forward exchange contracts outflow	(0.1)	(0.1)	(0.1)	-	-
Total outflows	(186.8)	(196.7)	(172.0)	(17.4)	(7.3)
2024					
Unsecured interest-bearing loans and borrowings including bank overdrafts	(158.8)	(177.3)	(55.2)	(122.1)	-
Lease liabilities	(31.5)	(37.3)	(9.4)	(20.7)	(7.2)
Trade payables	(21.7)	(21.7)	(21.7)	-	-
Accruals	(12.1)	(12.1)	(12.1)	-	-
Provisions	(1.4)	(1.4)	(1.4)	-	-
Forward exchange contracts outflow	(0.3)	(0.3)	(0.3)	-	-
Total outflows	(225.8)	(250.1)	(100.1)	(142.8)	(7.2)

The Group had the following undrawn borrowing facilities at the end of the year:

Expiring in:	2025 £m	2024 £m
Less than one year		
- Committed facilities ¹	14.1	-
More than one year but not more than five years		
- Committed facilities	-	34.7
Total	14.1	34.7

¹ All lender consent required to utilise beyond the drawstop of £135.1 million.

4.3 Share capital and reserves

This note explains the movements in share capital, and the nature and purpose of other reserves forming part of equity. The movements in reserves are set out in the Consolidated Statement of Changes in Equity.

The Group utilises share award schemes as part of its employee remuneration packages. Options that have been granted and remain outstanding at 31 December 2025 are set out below. The various share-based payment schemes are explained in note 5.3 "Share-based payments".

Share capital

	Number of shares (thousands)	Nominal value £m
Issued, authorised and fully paid		
At 1 January 2025	94,201	18.9
New shares issued for equity raise	9,412	1.9
At 1 January 2025 and 31 December 2025	103,613	20.8

Each ordinary share carries one vote, participates equally with the other ordinary shares in distribution of dividends and capital (including on a winding up) and is not redeemable.

At 31 December 2025, the following options had been granted and remained outstanding under the Company's share option schemes:

	Number of shares (thousands)	Exercise prices	Dates normally exercisable
UK Sharesave Schemes	175	224p-1272p	2025-2028
International Sharesave Schemes	1,196	224p-1123p	2026-2028
	1,371		

Share capital and share premium

Equity raise:

On 30 April 2025, the Company issued 9,412,663 new ordinary shares of 20.0 pence each for an offer price of 85.0 pence, generating gross proceeds of £8.0 million. Expenses of £0.5 million were incurred and have been offset in the share premium account resulting in net proceeds of £7.5 million.

Other reserves

The nature and purpose of other reserves forming part of equity are as follows:

Translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries, including gains or losses arising on net investment hedges.

Capital redemption reserve

The capital redemption reserve of £1.6 million was created on the repurchase and subsequent cancellation of 885,000 ordinary shares by the Company in 1999.

On 5 November 2024, the Company purchased 7,922 ordinary shares of 20 pence each to eliminate new issue shares tied to a US share plan over which options were exercised during 2024. All these purchased ordinary shares were cancelled and a transfer of £1,584 was made from share capital to the capital redemption reserve. There were no such transactions during the year ended 31 December 2025.

Cash flow hedging reserve

This reserve records the cumulative net change in the fair value of forward exchange contracts and interest rate swaps where they are designated as effective cash flow hedge relationships.

Retained earnings

Retained earnings are the cumulative gains and losses recognised by the Group, not recorded in any other reserves. On 12 April 2021, the Company issued 309,753 ordinary shares as part of the consideration for the acquisition of Lightstream. The excess of the fair value of the shares issued over their nominal value was recorded in retained earnings.

Section 4 continued

Capital Structure continued

Own shares held

Own shares held by the Company's Employee Benefit Trust are recognised as a deduction from retained earnings. As at 31 December 2025, the Employee Benefit Trust held 3,739 (2024: 1,464) ordinary shares at 20 pence nominal value. The Company holds no shares in treasury (2024: nil).

The Employee Benefit Trust purchased 249,185 own shares during 2025 (average price of 73.4p per share) used to satisfy the Restricted Share Plan ("RSP") on the same day. A further £0.1 million was paid to settle Share and Restricted Share Scheme maturities respectively, under the UK and International Schemes.

Dividends

Dividends are recognised through equity on the earlier of their approval by the Company's shareholders or their payment. There was no dividend proposed for both years ended 31 December 2025 and 31 December 2024.

Section 5

Other Supporting Notes

This section explains items that are not explained elsewhere in the financial statements.

On the following pages, there are disclosures covering the following:

- 5.1 Employees
- 5.2 Pensions
- 5.3 Share-based payments
- 5.4 Contingent liabilities
- 5.5 Related party transactions
- 5.6 Group investments
- 5.7 Subsequent events

5.1 Employees

	2025 £m	2024 £m
Employee costs, including Directors' remuneration, comprise:		
Government grants repaid voluntarily towards employee costs ¹	(0.5)	(0.4)
Wages and salaries ⁽²⁾	66.6	76.8
Redundancy costs	4.5	8.1
Employers' social security costs	10.0	11.1
Employers' pension costs – defined benefit schemes	0.2	0.2
Employers' pension costs – defined contribution schemes	2.5	3.4
Other employment benefits	2.5	3.0
Share-based payment charge	2.3	2.2
	88.1	104.4

1 This excludes amounts paid directly to employees by governments. There were no unfulfilled conditions or other contingencies attached to this government assistance.

2 £4.0 million (2024: £5.4 million) of costs included in wages and salaries were capitalised as development costs.

Details of Directors' remuneration and share incentives are disclosed in the Remuneration Report and note 5.5 "Related party transactions".

	2025 Total	2024 Total
Monthly average number of employees during the year		
Media Solutions	589	719
Production Solutions	461	529
Creative Solutions	215	248
Central	28	28
From continuing operations	1,293	1,524
From discontinued operations	10	45
	1,303	1,569

Section 5 continued

Other Supporting Notes continued

5.2 Pensions

This note explains the accounting policies governing the Group's treatment of the pension schemes, followed by an analysis of these schemes.

Accounting policies

Defined contribution schemes

The assets are held separately from those of the Group in independently administered funds. The costs of providing pensions for employees under defined contribution schemes are expensed as incurred.

Defined benefit schemes

The Group operates pension schemes providing benefits based on final pensionable pay. The assets of the schemes are held separately from those of the Group. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The discount rate is determined by reference to market yields at the Balance Sheet date on high quality corporate bonds.

The calculation is performed by a qualified actuary using the projected unit credit method. Actuarial gains and losses are recognised in full in the period in which they arise in the Statement of Comprehensive Income.

The Group recognises the ongoing service cost, past service costs and any cost or income relating to the curtailment or settlement of a pension scheme in operating expenses in the Profit or Loss. The unwinding of the discount (above) is recognised as part of net financial expense.

Pension schemes

The Group has defined benefit pension schemes in the UK, Italy, Germany, Japan and France. The schemes outside of the UK are not material. The UK defined benefit scheme was closed to future benefit accrual with effect from 31 July 2010. All UK employees of the Group are now offered membership of the defined contribution pension scheme. Other overseas subsidiaries have their own defined contribution schemes.

Defined contribution schemes

The total Profit or Loss charge of the defined contribution schemes for the year ended 31 December 2025 was £2.5 million (2024: £3.4 million). There were no outstanding or prepaid contributions to these plans as at 31 December 2025 (or at 31 December 2024).

Defined benefit schemes

The Group's defined benefit schemes are disclosed below:

	2025 £m	2024 £m
Amounts recognised on the Group Balance Sheet		
Plan assets		
– Equities	0.1	0.1
– Bonds	43.2	33.2
– Other	0.7	11.9
Total fair value of plan assets	44.0	45.2
Present value of defined benefit obligation	(42.4)	(43.6)
Net asset recognised on the Group Balance Sheet	1.6	1.6
Analysis of net recognised deficit		
Total funded plan (UK pension scheme)	3.8	4.1
Total unfunded plans (non-UK pension schemes)	(2.2)	(2.5)
Net asset recognised on the Group Balance Sheet	1.6	1.6
Amounts recognised in the Group Profit or Loss		
Administration costs Included in operating expenses	0.2	0.2
Net interest expense on net defined benefit pension scheme liabilities	(0.1)	(0.1)
Total amounts charged to the Group Profit or Loss	0.1	0.1

UK pension scheme

The UK defined benefit pension scheme, being significant, is disclosed below.

The UK defined benefit scheme is in an actuarial surplus position at 31 December 2025 (measured on an IAS 19 "Employee Benefits" basis) of £3.8 million (31 December 2024: £4.1 million). The surplus has been recognised on the basis that the Group has an unconditional right to a refund, assuming the gradual settlement of Scheme liabilities over time until all members have left the Scheme.

The nature of the UK scheme is a funded final salary scheme closed to future benefit accrual with effect from 31 July 2010. As a result, since that date, no contributions are payable in respect of future accrual of benefits, although an employer contribution of £0.8 million was made in 2025. As the 5 April 2022 funding valuation of the scheme disclosed a funding surplus, no recovery plan is required under the Pensions Act 2004. As such, member and employer contributions to the scheme over the year to 31 December 2026 are expected to be £nil million. The scheme is subject to all legislation and regulations that apply to UK occupational pension schemes.

The main risk to which the Group is exposed by the scheme is that the cost of the benefits provided by the scheme is greater than expected, for example due to lower than expected investment returns or members of the scheme living longer than expected, which may result in additional contributions being required from the Group.

In accordance with UK trust and pensions law, the pension scheme has a corporate trustee. Although the Group bears the financial cost of the scheme, the responsibility for the management and governance of the scheme lies with the trustee, which has a duty to act in the best interest of members at all times. The assets of the scheme are held in trust by the trustee who consults with the Group on investment strategy decisions.

In June 2023, the UK High Court in *Virgin Media Limited v NTL Pension Trustees II Limited* ruled that specific historical amendments to contracted-out defined benefit schemes in the period from 6 April 1997 to 5 April 2016 were invalid if they lacked a confirmation under section 37 of the Pension Schemes Act 1993 from the scheme's actuary. This decision was upheld on appeal in July 2024 and is relevant for the Videndum DB Pension Scheme ("the Scheme").

The Company has undertaken a risk assessment and engaged with the relevant Trustee of the Scheme who have confirmed that based on the governance processes in place and an initial review of significant deed changes during the period in question, these bodies have no reason to believe, at this stage in their review, that the relevant requirements were not complied with in relation to the Scheme with regard to the relevant period in question. Given that there is no indication at this stage of non-compliance with the relevant requirements, the Scheme's valuation as at 31 December 2025 does not reflect potential additional liabilities arising from this Virgin Media case.

Impact on defined benefit obligation ("DBO") of changes in the three key individual assumptions

	2025	2024
Discount rate increased by 0.25% points (2024: 0.25% points)	-3%	-3%
Inflation increased by 0.25% points (2024: 0.25% points)	2%	2%
Life expectancy increased by one year	3%	3%

A decrease in the assumptions noted above results in an equal and opposite movement to those disclosed.

The sensitivity applied is based on a reasonable possible change expected in the underlying assumptions. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

	2025 % pa	2024 % pa
Assumptions used by the actuary to value the liability of the defined benefit plan, on 31 December, were:		
Price inflation (RPI)	2.8	3.1
Price inflation (CPI)	RPI less 1% pa to 2030, and RPI less 0.1% pa from 2030	RPI less 1% pa to 2029, and RPI less 0.1% pa from 2030
Life expectancy of male / female aged 65 in 2023/2022	21.5/23.8	21.1/23.6
Life expectancy of male / female aged 65 in 2038/2037	22.1/24.6	21.7/24.4
Pension increase rate (% pa)	0% to 3.4%	0% to 3.5%
Discount rate (% pa)	5.5	5.5

Section 5 continued

Other Supporting Notes continued

	2025 £m	2024 £m
Change in DBO for the year to 31 December		
Present value of DBO at start of year	41.1	46.2
Interest cost	2.2	2.0
Actuarial loss on experience	0.3	0.7
Actuarial gain/(loss) on demographic assumptions	0.2	(1.0)
Actuarial loss on financial assumptions	(0.9)	(4.6)
Actual benefit payments	(2.7)	(2.2)
Past service gains	–	–
Present value of DBO at end of year	40.2	41.1

At 31 December 2025, the weighted average duration of the scheme's DBO was 12 years (2024: 12 years). The proportion of DBO in respect of pensions in payment is approximately 58% and that in respect of deferred pensioners is approximately 42%.

	Fair value 2025 £m	Quoted split %	Unquoted split %	Fair value 2024 £m
Scheme assets and proportion which have quoted market price, at 31 December				
Bonds	43.2	100	–	33.2
Equities	0.1	–	100	0.1
Cash/non-cash assets	0.6	–	100	11.8
Insurance policies	0.1	–	100	0.1
Total value of assets	44.0			45.2

Note: The asset values shown are, where relevant, estimated bid values of market securities.

	2025 £m	2024 £m
Change in fair value of assets for the year to 31 December		
Fair value of assets at start of year	45.2	50.4
Contributions by employer	0.8	–
Interest income on scheme assets	2.4	2.2
Return on scheme assets greater/(less) than discount rate	(1.7)	(5.2)
Actual benefit payments	(2.7)	(2.2)
Fair value of assets at end of year	44.0	45.2

	2025 £m	2024 £m
Development of net Balance Sheet position at 31 December		
Present value of defined benefit obligation	(40.2)	(41.1)
Assets at fair value	44.0	45.2
Net defined benefit scheme asset	3.8	4.1

	2025 £m	2024 £m
Reconciliation of net Balance Sheet position		
Net defined benefit scheme asset at start of year	4.1	4.2
Total amounts credited to the Profit or Loss	0.2	0.2
Employer contributions	0.8	-
Remeasurement effects recognised in OCI	(1.3)	(0.3)
Defined benefit scheme asset at end of year	3.8	4.1
	2025 £m	2024 £m
Amounts recognised in the Profit or Loss		
Net interest income on net defined benefit pension scheme asset	(0.2)	(0.2)
Total amounts credited to the Profit or Loss	(0.2)	(0.2)
	2025 £m	2024 £m
Amounts recognised in OCI		
Actuarial loss due to liability experience	0.3	0.7
Actuarial gain due to liability assumption changes	(0.7)	(5.6)
Actuarial gain arising during the period	(0.4)	(4.9)
Return on scheme assets less than discount rate	1.7	5.2
Remeasurement effects recognised in OCI	1.3	0.3
	2025 £m	2024 £m
Defined benefit pension scheme cost		
Net interest income on net defined benefit pension scheme asset	(0.2)	(0.2)
Remeasurement effects recognised in OCI	1.3	0.3
Total defined benefit pension scheme cost	1.1	0.1

Section 5 continued

Other Supporting Notes continued

5.3 Share-based payments

Group employees participate in a number of employee incentive schemes including a Sharesave Scheme, an LTIP, a Deferred Bonus Plan and a Restricted Share Plan.

This note explains the accounting policy governing share-based payments and the impact of various share schemes operated by the Group.

Accounting policies

Share-based payments

The Group operates a number of share-based incentive schemes, which are treated as equity-settled awards. The fair value of equity-settled awards is determined at grant date and charged to the Profit or Loss over the vesting period of the award, with a corresponding adjustment to equity. During the year, Videndum plc re-charges the applicable share-based payment charge to its subsidiaries.

Any potential employer's Social Security liability on share awards is calculated based on the intrinsic value of the awards at the Balance Sheet date and recognised over the vesting period of the related award.

Exercises of share options granted to employees can be satisfied by a market purchase or an issue of new shares. Shares purchased in the market are held by the Company's Employee Benefit Trust.

Further details of the accounting for the schemes provided by the Group are set out below.

Long Term Incentive Plan

The awards granted under this scheme include a portion linked to a non-market condition (adjusted EPS) as well as a portion linked to a market condition (Total Shareholder Return, "TSR"). A description of the LTIP including its general terms and conditions, such as performance conditions and vesting requirements, is set out in the Remuneration report.

The fair value of the awards linked to the EPS condition is the Company's share price at grant date, while the fair value of awards containing market conditions is determined using Monte Carlo simulation models. The number of awards which are expected to vest is estimated by Management based on levels of expected forfeitures and the expected outcome of the EPS condition. For awards subject to market conditions, no adjustment is made to reflect the likelihood of the market condition being met nor the actual number of awards which lapse as a result of the condition not being met.

Sharesave Scheme

Options granted under the Sharesave Scheme vest subject to continued employment and a saving condition in some countries. The options entitle employees to purchase shares in the Company at a fixed price. Further details of the Group's Sharesave arrangement are included in the Strategic Report.

The fair value of options granted under the Sharesave Scheme is determined using a Black-Scholes model with the key inputs to the model set out below. The number of awards which are expected to vest is estimated by Management based on levels of expected forfeitures. At an employee's discretion they can choose to withdraw from a particular scheme and stop saving. This action is accounted for as a cancellation and results in an acceleration of the Profit or Loss charge related to the cancelled options.

Restricted Share Plan (RSP)

The RSP was introduced in 2019 to support retention plans for key employees, excluding Directors. The fair value of awards under the RSP is the Company's share price at grant date. Under the RSP, shares which are awarded, generally vest over three years and are subject to a continued employment condition. The number of awards which are expected to vest is estimated by Management based on levels of expected forfeitures.

Share-based payment expense

The amount recognised in the Profit or Loss for share-based payment transactions with employees for the year ended 31 December 2025 was £2.3 million (2024: £2.2 million).

Share options outstanding at the end of the period

Options outstanding under the UK Sharesave Scheme and International Sharesave Scheme as at 31 December 2025, together with their exercise prices and vesting periods, are as follows:

Range of exercise prices	Number outstanding (thousands)	Weighted average exercise price (£)	Weighted average remaining contractual life (years)
£2.00–£2.50	1,354	2.26	1.87
£11.00–£11.50	17	11.23	0.33
£12.50–£13.00	–	12.72	1.33
Total	1,371	2.38	1.85

Movements in these share option plans were as follows:

	Sharesave (thousands)	Weighted average exercise price (£)
Awards at 1 January 2024	965	7.13
Exercised during 2024	(8)	11.92
Cancelled during 2024	(218)	9.87
Forfeited during 2024	(54)	5.28
Lapsed during 2024	(695)	5.73
Granted during 2024	1,860	2.27
Awards at 31 December 2024	1,850	2.46
Exercised during 2025	–	–
Cancelled during 2025	(222)	2.31
Forfeited during 2025	(58)	3.03
Lapsed during 2025	(199)	3.07
Granted during 2025	–	–
Awards at 31 December 2025	1,371	2.38
Awards exercisable at 31 December 2025	7	3.56

The weighted average share price at the date of exercise for share options exercised during the year was £nil (2024: £2.69).

Section 5 continued

Other Supporting Notes continued

Arrangement	2014 Long Term Incentive Plan
Nature of arrangement	Share award plan
Date of grant	04 Jan 2025
Number of instruments granted (thousands)	200
Exercise price	n/a
Share price at date of grant	£1.46
Contractual life (years)	n/a
Expected option life (years)	n/a
Vesting conditions	Up to 2-year service period
Settlement	Shares
Expected volatility	n/a
Risk-free interest rate	n/a
Expected dividend yield	n/a
Expected departures (per annum from grant date)	3%
Expected outcome of non-market based related performance condition	n/a
Expected outcome of non-vesting condition	n/a
Fair value per granted instrument determined at the grant date	£1.46
Valuation model	n/a

5.4 Contingent liabilities

From time to time, the Group is subject to various legal proceedings and claims that arise in the ordinary course of business often concerning the Group's intellectual property and patents. A liability is recorded only when it is probable that the case will result in a future economic outflow which can be reliably measured.

There are no other contingent liabilities at 31 December 2025.

5.5 Related party transactions

A related party relationship is based on the ability of one party to control or significantly influence the other.

The Group has identified the Directors, the Videndum DB Pension Scheme and members of the Executive Committee as related parties to the Group under IAS 24 "Related Party Disclosures".

Transactions with key management personnel

Details of Directors' remuneration along with their pension, share incentive, bonus arrangements and holdings of the Company's shares are shown in detail in the Remuneration Report. This also shows the highest paid Director.

The compensation of the 8 (2024: 15) key management personnel during the year, including the Executive Directors, is shown in the table below:

	2025 £m	2024 £m
Salaries	2.2	3.0
Employers' social security costs	0.2	0.5
Share-based payment charge/(income) ¹	0.6	0.4
Other short-term employee benefits	0.1	0.5
Employers' pension costs – defined contribution schemes	0.1	0.4
	3.2	4.0

¹ IFRS 2 charge recognised in the Profit or Loss for share-based payment transactions with key management personnel. Of the £0.6 million IFRS 2 charge, £0.3 million relates to the directors of the Group.

Transactions with other related parties

During the year ended 31 December 2025, there were transactions with other related parties in relation to rental services and donations amounting to £nil million (2024: £0.1 million). Transactions with defined benefit pension schemes are disclosed in this annual report in note 5.2 "Pensions".

5.6 Group investments

The Group's subsidiaries at 31 December 2025 are listed below. All subsidiaries are 100% owned within the Group.

Company	County of incorporation	Issued securities
Videndum Media Distribution Australia Pty Ltd	Australia ⁽¹⁾	Ordinary shares of AUD 1.00 each
Videndum Media Distribution Shanghai Limited	China ⁽²⁾	Ordinary shares / Registered capital of US \$1,050,000.00*
Lowepru Huizhou Trading Co Ltd	China ⁽³⁾	Ordinary shares/ Registered capital of HKD \$3,000,000*
JOBY Technology (Shenzhen) Co. Limited	China ⁽⁴⁾	Ordinary shares/ Registered capital of CNY 1,814,855.00*
Videndum Production Solutions Sociedad de Responsabilidad Limitada	Costa Rica ⁽⁵⁾	Quota shares of CRC 50,000.00 each
Autocue Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Autoscript Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Camera Corps Ltd**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Colorama Photodisplay Holdings Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Gitzo Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Kata UK Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Lastolite Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Litepanels Ltd**	England & Wales ⁽⁶⁾	Ordinary shares of US\$1 each
Manfrotto Distribution Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Palmer Dollar Finance**	England & Wales ⁽⁶⁾	Ordinary shares of US\$0.000001 each
Palmer Finance**	England & Wales ⁽⁶⁾	Ordinary shares of €1 each
Palmer Yen Finance**	England & Wales ⁽⁶⁾	Ordinary shares of JP¥100 each
Petrol Bags Limited ⁽⁶⁾	England & Wales ⁽⁶⁾	Ordinary shares of £1 each

Section 5 continued

Other Supporting Notes continued

Company	County of incorporation	Issued securities
Radamec Broadcast Systems Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Rycote Microphone Windshields Ltd**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each and Deferred shares of £1 each
Sachtler Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
The Camera Store Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Creative Solutions UK Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Group Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Group Holdings Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Investments Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Media Solutions UK Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Pensions Trust Company (UK) Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Videndum Production Solutions Limited**	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Vinten Broadcast Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Vizua Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
VTC International Limited ^(a)	England & Wales ⁽⁶⁾	Ordinary shares of £1 each
Camera Dynamics sarl	France ⁽⁷⁾	Ordinary shares of €8 each
Videndum Media Distribution France SAS	France ⁽⁷⁾	Ordinary shares of €16 each
Gitzo S.A.S	France ⁽⁸⁾	Ordinary shares of €40 each
Videndum GmbH	Germany ⁽⁹⁾	Ordinary shares of DEM50,000 each
Videndum Media Distribution HK Limited	Hong Kong ⁽¹⁰⁾	Shares of HKD1.00 each
Videndum Media Solutions HK Limited	Hong Kong ⁽¹⁰⁾	Shares of HKD1.00 each
Petrol Bags Limited	Israel ⁽¹¹⁾	Ordinary shares of ILS1.00 each
Manfrotto Bags Ltd	Israel ⁽¹²⁾	Ordinary shares of ILS1 each
Videndum Italia spa	Italy ⁽¹³⁾	Ordinary shares of €1,000 each
Videndum Media Solutions Spa	Italy ⁽¹³⁾	Ordinary shares of €100 each
Videndum Media Distribution KK	Japan ⁽¹⁴⁾	Shares of JP¥1.00 each
Videndum Production Solutions KK	Japan ⁽¹⁴⁾	Ordinary shares of JP¥1,000 each
Videndum Media Distribution Benelux B.V.	Netherlands ⁽¹⁵⁾	Ordinary shares of €454.00 each
Syrp Limited	New Zealand ⁽¹⁶⁾	Ordinary shares of NZD1.00 each
Videndum Production Solutions Pte. Limited	Singapore ⁽¹⁷⁾	Ordinary shares of SGD1 each
Teradek Ukraine LLC	Ukraine ⁽¹⁸⁾	Membership interests of NPV
Audix LLC	United States ⁽¹⁹⁾	Membership interests
Camera Corps, Inc.	United States ⁽¹⁹⁾	Par value US\$.01
Chalfont Investments, Inc.	United States ⁽¹⁹⁾	Par value US\$.01
Creative Solutions Division Inc.	United States ⁽¹⁹⁾	Par value US\$.001
Infiniscene, Inc.	United States ⁽¹⁹⁾	Par value US\$.001
Offhollywood LLC ^(b)	United States ⁽¹⁹⁾	Membership interests
Quasar Science LLC ^(b)	United States ⁽¹⁹⁾	Membership interests
Savage Universal LLC ^(b)	United States ⁽¹⁹⁾	Membership interests
SmallHD LLC ^(b)	United States ⁽¹⁹⁾	Membership interests
Superior Paper Specialties LLC ^(b)	United States ⁽¹⁹⁾	Membership interests
Videndum Production Solutions Inc.	United States ⁽¹⁹⁾	Par value US\$.01
Videndum US Holdings Inc.	United States ⁽¹⁹⁾	Par value US\$.01
Autocue LLC	United States ⁽²⁰⁾	Membership interests
Mount Olive 2016, LLC ^(b)	United States ⁽²¹⁾	Membership interests
Superior Paper Specialties, LLC ^(b)	United States ⁽²²⁾	Membership interests
Videndum Media Solutions US, LLC ^(b)	United States ⁽²²⁾	Membership interests
Teradek LLC ^(b)	United States ⁽²³⁾	Membership interests
Videndum Media Distribution US Inc.	United States ⁽²⁴⁾	No par value
Wooden Camera, Inc.	United States ⁽²⁵⁾	No par value

* A joint stock limited Company in China and therefore has no issued securities

(a) Dormant company (UK)

(b) Limited Liability Company (US)

** These subsidiaries have taken advantage of an exemption from audit under Section 479A of the Companies Act 2006. The ultimate parent Company of the subsidiaries, Videndum plc, has provided a statutory guarantee for any outstanding liabilities of these subsidiaries. All these subsidiary undertakings have been included in the consolidated financial statements of Videndum plc as at 31 December 2025.

The registered addresses are as follows:

- 1 Suite 204, 492 St Kilda Road, Melbourne VIC 3004, Australia
- 2 Room 2103,21/F, Shanghai Mart Tower, No.2299, Yan'an Road (West), Shanghai, 200336, China
- 3 No. 68, 2F, Hu Mei Street, Da Shu Ling, Qing Tang Village, Xiao Jin Kou Town, Guangdong Province, China
- 4 Unit 5543,5544, 5545, Office Tower, Shun Hing Square, Di Wang Commercial Centre, 5002 Shen Nang Don Road, Shenzhen, China
- 5 Cartago, Cartago, Parque Industrial Zona Franca, avenida Las Américas, calle Australia, Costa Rica
- 6 William Vinten Building, Easlea Road, Bury St Edmunds, IP32 7BY, United Kingdom (*)
- 7 7 rue Taine 75 012 Paris, France
- 8 44 Rue de La Couture, 94150 Rungis, France
- 9 Edison Strasse 4A, 85716 Unterschleissheim, Germany
- 10 Room 908, Two Grand Tower, 625 Nathan Road, Kowloon, Hong Kong
- 11 3 Hasolelim Street, 67897, Tel Aviv, Israel
- 12 Abraham & Bachar co., Keren Hayesod 36, Jerusalem, Israel
- 13 Via Valsugana 100, 36022 Cassola VI, Italy
- 14 Shinagawa East One Tower 8F, 2-16-1 Konan Mikato-ku, Tokyo 108-0075, Japan
- 15 J.P. Poelstraat 5, 1483 GC De Rijp, Netherlands
- 16 32 Crummer Road, Grey Lynn, Auckland, 1021, New Zealand
- 17 601 Macpherson Road, #05-16, Singapore 368242
- 18 Preobrazhenska Str 15, Ste 3, Odessa, 65082, Ukraine
- 19 Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808 United States
- 20 c/o Videndum Production Solutions Inc., 14 Progress Drive, Shelton, CT 06484 United States
- 21 Corporation Service Company, 5235 North Front Street, Harrisburg, PA 17110 United States
- 22 Corporation Service Company, 7955 S Priest Drive – Suite 102, Tempe, AZ 85284 United States
- 23 Corporation Service Company, 2710 Gateway Oaks Drive – Suite 150N, Sacramento, CA 95833 United States
- 24 Corporation Service Company, Princeton South Corporate Ctr, Ste 160, 100 Charles Ewing Blvd, Ewing, NJ 08628 United States
- 25 Corporation Service Company, 211 E. 7th Street – Suite 620, Austin, TX 78701 United States

5.7 Subsequent events

On 10 March 2026, the Company published a combined prospectus and circular (the “Prospectus”) detailing the Firm Placing and Placing and Open Offer to raise gross proceeds of £85 million (the “Capital Raising”) and the broader Refinancing. The transaction was approved by the shareholders at the general meeting held on 27 March 2026. Further details on the purpose of the refinancing and use of the funds are in the Chairman’s report on page 6. The costs directly associated with the refinancing will be offset against the equity and loans respectively.

The key streams, along with the gross proceeds, are as follows:

Capital reorganisation and Firm Placement

On 30 March 2026, each Existing Ordinary Share of 20 pence nominal value was sub-divided and converted into 1 Intermediate Share of 0.005 pence nominal value and 1 Deferred Share of 19.995 pence nominal value. Immediately following the above, every 200 Intermediate Shares of 0.005 pence nominal were consolidated into 1 Consolidated Share of 1 pence nominal value. Subsequently, at a future stage, every Deferred share will be acquired at an aggregate value of 1 pence and cancelled by the Company.

On the same day, after the capital reorganisation above, the Company issued 31,481,482 new ordinary shares for an offer price of 270 pence, generating gross proceeds of £85 million. In conjunction with the issue of equity, a capital reorganisation comprising the Sub-division and the Consolidation of existing equity shares occurred.

Debt forgiveness

RCF debt of £15.8 million was written off and released by the previous lenders. The write off will be recorded as an adjusting item in 2026, as a gain on extinguishment through the profit and loss.

Debt for Equity Conversion

RCF debt of £23 million was equalised by Polus Capital in exchange for new equity.

New credit facility

On going debt facilities of £60 million with Polus Capital as the main lender, which includes an undrawn RCF facility of £15 million, and new credit facilities of Term Loan A of £31.5 million and Term Loan B, £13.5 million. The overall accounting impact of the above is an extinguishment of the previous loan, with the balance of unamortised costs being accelerated upon its extinguishment.

On 28 February 2026, a war commenced in the Gulf region. The Group is closely monitoring the situation, although it is too early to determine the impact of this on its business.

There were no other events after the Balance Sheet date that require disclosure.

Company Balance Sheet

As at 31 December 2025

	Notes	2025 £m	2024 £m
Fixed assets			
Property, plant and equipment		0.1	0.1
Investments in subsidiary undertakings	f)	141.8	181.8
Other receivables	g)	89.9	45.6
		231.8	227.5
Current assets			
Other receivables	g)	7.1	8.6
Cash at bank and in hand		0.8	17.8
		7.9	26.4
Liabilities falling due within one year			
Other payables	h)	(131.3)	(71.5)
Provisions	j)	(0.1)	(1.4)
		(131.4)	(72.9)
Net current liabilities		(123.5)	(46.5)
Total assets less current liabilities		108.3	181.0
Liabilities falling due after one year			
Other payables	h)	(97.5)	(115.3)
Provisions	j)	-	(0.1)
		(97.5)	(115.4)
Net assets		10.8	65.6
Capital and reserves			
Called up share capital	k)	20.8	18.9
Share premium account		139.3	133.7
Cash flow hedge reserve	l)	-	0.1
Other reserves	m)	58.8	58.8
Profit and Loss Account		(208.1)	(145.9)
Total Shareholders' funds		10.8	65.6

The Company's loss after tax for the year ended 31 December 2025 was £64.2 million (2024: £383.2 million).

The notes to the financial statements on pages 150 to 155 form an integral part of the financial statements.

Approved and authorised for issue by the Board of Directors on 31 March 2026 and signed on its behalf by:

Brian Morgan
Group Chief Financial Officer

Videndum plc
Registered in England and Wales no. 227691

Company Statement of Changes in Equity

For the year ended 31 December 2025

	Notes	Share capital £m	Share premium £m	Cash flow hedging reserve £m	Other reserves £m	Profit and Loss Account £m	Total equity £m
Balance at 1 January 2024		18.9	133.7	1.0	58.8	235.6	448.0
Total comprehensive income/(loss) for the year							
Loss for the year		-	-	-	-	(383.2)	(383.2)
Fair value of cash-flow hedges reclassified to the Income Statement		-	-	(1.5)	-	-	(1.5)
Effective portion of changes in fair value of cash-flow hedges		-	-	0.3	-	-	0.3
Tax associated with changes in cash-flow hedges		-	-	0.3	-	-	0.3
Total comprehensive loss for the year		-	-	(0.9)	-	(383.2)	(384.1)
Contributions by and distributions to owners							
Own shares purchased		-	-	-	-	(0.5)	(0.5)
Share-based payment charge, net of tax		-	-	-	-	2.2	2.2
Balance at 31 December 2024 and 1 January 2025		18.9	133.7	0.1	58.8	(145.9)	65.6
Total comprehensive income/(loss) for the year							
Loss for the year		-	-	-	-	(64.2)	(64.2)
Fair value of cash-flow hedges reclassified to the Income Statement		-	-	(0.1)	-	-	(0.1)
Total comprehensive loss for the year		-	-	(0.1)	-	(64.2)	(64.3)
Contributions by and distributions to owners							
Transfer of share options		-	-	-	-	(0.3)	(0.3)
New shares issued, net of costs	k)	1.9	5.6	-	-	-	7.5
Share-based payment charge, net of tax		-	-	-	-	2.3	2.3
Balance at 31 December 2025		20.8	139.3	-	58.8	(208.1)	10.8

Notes to the Company Financial Statements

a) Basis of preparation

The financial statements of Videndum plc have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of derivative financial assets, financial liabilities and defined benefit pension schemes measured at fair value through profit or loss, and in accordance with the Companies Act 2006.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (UK-adopted international accounting standards) but makes amendments where necessary in order to comply with the Companies Act 2006 and to take advantage of FRS 101 disclosure exemptions.

Going concern assessment

The Company relies on the overall performance of the Group to fulfil its liabilities and obligations in the foreseeable future. As outlined in Section 1 "Basis of Preparation" of the Consolidated Financial Statements, the Group's and Company's financial statements have been prepared on a going concern basis with a material uncertainty which may cast significant doubt over the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group and Company were unable to continue as going concerns.

Critical accounting judgements and key sources of estimation uncertainty

The following provides information on those policies that the Directors consider critical because of the level of judgement and estimation required which often involves assumptions regarding future events which can vary from what is anticipated. The Directors review the judgements and estimates on an ongoing basis with revisions to accounting estimates recognised in the period in which the estimates are revised and in any future periods affected. The Directors believe that the Company's financial statements reflect appropriate judgements and estimates and provide a true and fair view of the Company's performance and financial position.

Key sources of estimation uncertainty

The following are the key source of estimation uncertainties that the Directors have made in the process of applying the Company's accounting policies and that have a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities within the next financial year.

Impairment of investments in subsidiary undertakings

The critical estimate around the impairment assessment of investments in subsidiary undertakings is dependent on the internal indicator analysis. The impairment of investments in subsidiary undertakings involves making assumptions. The most critical assumptions include determination of the discount rates and terminal growth rates. All assumptions are reviewed at each reporting date. Further details about the assumptions used and sensitivities are set out in note 3.1 "Intangible assets" in the consolidated financial statements of the Group.

Investments in subsidiary undertakings is tested for impairment annually or if there is an indicator triggering the impairment assessment. Impairment is determined by assessing the recoverable amount of the investment in the subsidiary. This estimate of recoverable amount is determined at each assessment date. The estimate of recoverable amount requires significant assumptions to be made and is based on a number of factors such as the near-term business outlook for the subsidiary, including both its operating profit and operating cash flow performance, Terminal growth rates beyond 2030 and discount rates applied. Where the recoverable amount of the subsidiary is less than the carrying amount, an impairment loss is recognised in the statement of profit or loss.

During the year ended 31 December 2025, the impairment of investments in subsidiary undertakings involved making assumptions. The most judgemental assumptions include determination of the weighted average cost of capital ("WACC"), growth rates. All assumptions are reviewed at each reporting date.

Impairment of amounts owed by subsidiary undertakings

The impairment of loans to subsidiary undertakings involves making assumptions. The most critical assumptions include determination of the probability of default and loss given default rates. All assumptions are reviewed at each reporting date.

Critical accounting judgements

The following critical accounting judgement that the Company makes, apart from those involving estimations (which are dealt with above), that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Going concern assessment

There were material judgements made by the Board to determine if the Group is a going concern. These judgements are disclosed under "going concern" in Section 1 "Basis of Preparation" in the consolidated financial statements of the Group.

Impact of adoption of new accounting standards or amendments

The impact of adoption of new accounting standards or amendments is disclosed in Section 1 – Basis of Preparation of the Group's consolidated financial statements.

b) Exemptions taken by the Company under FRS 101

Under Section 408(3) of the companies Act 2006, the Company is exempt from the requirement to present its own profit or loss account. The Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- disclosures in respect of information related to key management personnel, and transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- disclosures in respect of leases; and
- the effects of new but not yet effective IFRSs.

As the consolidated financial statements of Videndum plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 "Share-based Payments" in respect of Group settled share-based payments; and
- certain disclosures required by IFRS 13 "Fair Value Measurement" and the disclosures required by IFRS 7 "Financial Instruments: Disclosures".

c) Material accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to these financial statements.

Investments in subsidiary undertakings

Investments in subsidiaries are stated at historical cost, less provision for any impairment in value.

The Company holds investments in all of the Group's intermediate holding companies, financing companies and trading subsidiaries. The Company's accounting policy choice is to derecognise the investment in the subsidiaries, and recognise any difference between the consideration received and the carrying amount of the investment in the subsidiaries in the statement of profit or loss.

It is possible that changes in outlook over the next year that are different to the assumptions made by Management could require a material adjustment to the carrying value of the Company's investments in its subsidiaries.

Pensions

The Company participates in the Group's defined benefit scheme operated in the UK, which was closed to future benefit accrual with effect from 31 July 2010. All UK employees of the Company are now offered membership of the defined contribution scheme. The assets of the schemes are held separately from those of the Company. There is no practical way of allocating the assets and liabilities of the scheme and therefore, the Company has adopted a policy to recognise the full net pension cost, and hence pension asset, in its subsidiary Videndum Production Solutions Limited's financial statements prepared in accordance with FRS 101.

Details in respect of the UK defined benefit pension scheme are disclosed in note 5.2 "Pensions" of the Group's consolidated financial statements.

Dividends receivable

Dividends received and receivable are credited to the Company's Income Statement.

Other material accounting policies are consistent with the Group's consolidated financial statements and below are references where they are disclosed:

Foreign currencies	Section 1 – Basis of Preparation
Intangible assets	3.1 "Intangible assets"
Property, plant and equipment	3.2 "Property, plant and equipment"
Debtors and Creditors	3.3 "Working capital"
Provisions	3.6 "Provisions"
Leases	3.7 "Leases"
Cash and cash equivalents	4.1 "Net debt"
Bank loans	4.1 "Net debt"
Derivative financial instruments and hedging activities	4.2 "Financial instruments"
Share capital and reserves	4.3 "Share capital and reserves"
Share-based payments	5.3 "Share-based payments"

Notes to the Company Financial Statements continued

d) Employees

	2025 £m	2024 £m
Employee costs comprise:		
Wages and salaries	3.6	3.8
Redundancy costs	1.5	1.6
Employers' social security costs	0.4	0.4
Employers' pension costs – defined contribution schemes	0.2	0.2
Share-based payment charge	0.5	0.4
Total employee costs	6.2	6.4
	2025	2024
Monthly average number of employees during the year	28	28

Further details of Directors' remuneration and share incentives are disclosed in the Remuneration Report.

e) Audit fees

The details regarding the remuneration of the Company's auditors are included in note 2.1 "Loss before tax (including segmental information)" of the Group's consolidated financial statements under "Fees payable to PricewaterhouseCoopers LLP for the audit of the Company's financial statements".

f) Investments in subsidiary undertakings

	Total £m	Shares in Group undertakings £m	Loans to Group undertakings £m
Cost			
At 1 January 2024	632.8	631.2	1.6
Repayments	(1.6)	–	(1.6)
At 31 December 2024 and 1 January 2025	631.2	631.2	–
Disposals	(631.2)	(631.2)	–
Additions	181.8	181.8	–
At 31 December 2025	181.8	181.8	–
Provisions			
At 1 January 2024	85.1	85.1	–
Impairment losses	364.3	364.3	–
At 31 December 2024 and 1 January 2025	449.4	449.4	–
Disposals	(449.4)	(449.4)	–
Impairment losses	40.0	40.0	–
At 31 December 2025	40.0	40.0	–
Net book value			
At 31 December 2024 and 1 January 2025	181.8	181.8	–
At 31 December 2025	141.8	141.8	–

The Company's investments in subsidiaries as at 31 December 2024 are included in note 5.6 "Group investments" of the Group's consolidated financial statements.

On 8 August 2025, the Company sold all the shares in its subsidiaries with a carrying value of £181.8 million to Videndum Group Limited, in exchange for ten fully paid ordinary shares of £1 each in Videndum Group Limited at a value of £181.8 million, being the 100% of capital of Videndum Group Limited.

An impairment loss of £40.0 million (2024: £364.3 million) was recognised for investment in subsidiary undertakings based on Management's assessment of near-term business outlook for the subsidiaries, including both its operating profit and operating cash flow performance, terminal growth rates beyond 2030 and discount rates. The basis for the impairment calculations is similar to that used in the impairment of CGUs containing goodwill, see note 3.1 "Intangible assets" in the consolidated financial statements of the Group for consideration of the assumptions to which the model is most sensitive, and also sensitivity disclosures.

g) Other receivables

	2025 £m	2024 £m
Amounts falling due within one year		
Amounts owed by subsidiary undertakings ¹	3.9	3.8
Corporation tax	–	3.3
Other debtors ²	2.8	0.1
Prepayments	0.3	0.4
Derivative financial instruments – interest rate swap	–	0.1
Derivative financial instruments – forward exchange contracts	0.1	0.9
	7.1	8.6
Long-term receivables		
Amounts owed by subsidiary undertakings ¹	89.9	45.6
Total other receivables	97.0	54.2

¹ Amounts owed by subsidiary undertakings are amounts advanced to Group undertakings and are recognised as financial assets when the Company becomes party to the contractual provisions of the loan, initially measured at fair value (net of directly attributable transaction costs) and subsequently measured at amortised cost, with interest income recognised in profit or loss, and are subject to the expected credit loss model under IFRS 9 Financial Instruments, including an assessment of credit risk on a forward-looking basis for loans repayable on demand. Amounts owed by subsidiary undertakings within one year are unsecured and payable on demand. Long term amounts owed by subsidiary undertakings are unsecured, bear floating rates of interest and are repayable after more than one year. An impairment loss of £nil million (2024: £3.5 million) was recognised in the year based on Management's assessment of expected credit losses.

² Other debtors include costs of £2.5 million (2024: £nil million) in relation to the refinancing project. See section 1 "Basis of preparation" for updates in relation to borrowing facilities.

Notes to the Company Financial Statements continued

h) Other payables

	2025 £m	2024 £m
Amounts falling due within one year		
Bank overdraft (secured) ¹	122.5	-
Lease liabilities	0.3	0.4
Amounts owed to subsidiary undertakings ²	1.6	67.1
Derivative financial instruments – forward exchange contracts	0.1	0.9
Trade payables	1.0	0.8
Taxation and social security	-	0.2
Accruals	5.8	2.1
Total other payables	131.3	71.5
Amounts falling due after more than one year		
Bank loans (unsecured) ¹	-	103.1
Lease liabilities	-	0.2
Amounts owed to subsidiary undertaking ²	97.5	12.0
Total other payables	97.5	115.3

¹ Details in relation to the term loans are set out in note 4.1 "Net debt" of the Group's consolidated financial statements.

² Amounts owed to subsidiary undertakings are amounts borrowed from Group undertakings and are recognised as financial liabilities when the Group becomes party to the contractual provisions of the loan, initially measured at fair value (net of directly attributable transaction costs) and subsequently measured at amortised cost, with interest expense recognised in profit or loss, in accordance with IFRS 9 Financial Instruments. Amounts owed to subsidiary undertakings due within one year are unsecured and payable on demand. Amounts owed to subsidiary undertakings due after more than one year are unsecured, bear floating rates of interest and are repayable after more than one year.

i) Contingent liabilities

There are no contingent liabilities at 31 December 2025 (2024: £nil).

j) Provisions

	2025 £m	2024 £m
At 1 January	1.5	0.1
Provisions created during the year	0.3	1.6
Provisions utilised during the year	(1.7)	(0.2)
At 31 December	0.1	1.5

Restructuring costs of £0.3 million (2024: £1.6 million) were incurred during the year in respect of Corporate initiatives relating to 2025 cost base realignment, and leadership changes in 2024, including associated moving costs, legal and professional fees.

The dilapidation provision of £0.1 million is expected to be utilised during 2026.

k) Called up share capital

Disclosure in respect of the Company's share capital are provided in note 4.3 "Share capital and reserves" of the Group's consolidated financial statements.

Options over shares of the Company have been granted to employees of the Company under various plans. Details of the terms and conditions of each share-based payment plan are given in the Annual Report on Remuneration on pages 51 to 75 and note 5.3 "Share-based payments" of the Group's consolidated financial statements.

l) Cash flow hedge reserve

As described in note 4.2 "Financial instruments" of the Group's consolidated financial statements, the Company hedges the variability in cash flows of a proportion of its floating rate borrowings. This reserve records the effective portion of the cumulative net change in the fair value of derivative financial instruments where they are designated in cash flow hedge relationships.

m) Other reserves

Other reserves of £58.8 million represent the reduction of the share premium account; £22.7 million in 1989 and £37.3 million in 1995 less £16.0 million of share repurchases in 1995; a capital redemption reserve of £1.6 million created on the repurchase and subsequent cancellation of 885,000 ordinary shares by the Company in 1999; and £13.2 million in relation to a merger reserve.

On 5 November 2024, the Company purchased 7,922 ordinary shares of 20 pence each to eliminate new issue shares tied to a US share plan over which options were exercised during 2024. All these purchased ordinary shares were cancelled and a transfer of £1,584 was made from share capital to the capital redemption reserve.

n) Related party transactions

The Company has identified a related party relationship with its Board, the Videndum Group Pension Scheme and Executive Directors as disclosed in the Remuneration report and note 5.5 "Related party transactions" of the Group's consolidated financial statements. There are no other related party transactions to disclose.

o) Post balance sheet events

See note 5.7 "Subsequent events" of the Group's consolidated financial statements.

Glossary of Alternative Performance Measures ("APMs") – Unaudited

The Group believes that these APMs, which are not considered to be a substitute for or superior to IFRS measures, provide stakeholders with additional helpful information and enable an alternative comparison of performance over time.

The Group uses APMs to aid the comparability of information between reporting periods and Divisions, by adjusting for certain items which impact upon IFRS measures, to aid the user in understanding the activity taking place across the Group's businesses. APMs are used by the Directors and Management for performance analysis, planning, reporting and incentive purposes. Where relevant, further information on specific APMs is provided in each section below.

The APMs refer to continuing operations. On 9 April 2025 the Group sold its investment in the Amimon business. As such, 2024 comparatives have been re-presented. See note 3.4 "Discontinued operations" and note 3.5 "Disposal of net assets and business".

APM	Closest equivalent IFRS measure	Definition and purpose		
Income Statement measures from continuing operations				
Adjusted revenue	Revenue	Calculated as revenue before adjusting items. The table below shows a reconciliation: See note 2.1 "(Loss)/profit before tax (including segmental information)".		
			2025	2024
			£m	£m
		Revenue	228.3	280.7
		Adjusting items in revenue	(0.6)	–
		Adjusted revenue	227.7	280.7
Adjusted gross profit	Gross profit	Calculated as gross profit before adjusting items. The table below shows a reconciliation: See note 2.1 "(Loss)/profit before tax (including segmental information)".		
			2025	2024
			£m	£m
		Gross profit	72.3	92.3
		Adjusting items in revenue	(0.6)	–
		Adjusting items in cost of sales	5.4	1.0
		Adjusted gross profit	77.1	93.3
Adjusted gross profit margin	None	Calculated as adjusted gross profit divided by adjusted revenue.		
Adjusted operating expenses	Operating expenses	Calculated as operating expenses before adjusting items. The table below shows a reconciliation: See note 2.1 "(Loss)/profit before tax (including segmental information) – operating expenses".		
			2025	2024
			£m	£m
		Operating expenses	134.1	177.7
		Adjusting items in operating expenses	(37.6)	(65.3)
		Adjusted operating expenses	96.5	112.4
Adjusted operating loss	Loss before tax	Calculated as Loss before tax, before net finance expense, and before adjusting items. This is a key management incentive metric. Adjusting items include non-cash charges such as amortisation of intangible assets that are acquired in a business combination, impairment of disposed entities or groups of asset(s) and effect of fair valuation of acquired inventory and property, plant and equipment. Cash charges include items such as transaction costs, earnout, retention and deferred payments, and significant costs relating to the integration of acquired businesses. The table below shows a reconciliation: See note 2.2 "Adjusting items".		
			2025	2024
			£m	£m
		Loss before tax	(70.0)	(91.3)
		Net finance expense	16.1	6.8
		Adjusting items in operating (loss)/profit	38.5	66.3
		Adjusted operating loss	(15.4)	(18.2)

APM	Closest equivalent IFRS measure	Definition and purpose												
Income Statement measures from continuing operations continued														
Adjusted operating loss margin	None	Calculated as adjusted operating (loss)/profit divided by adjusted revenue. Progression in adjusted operating margin is an indicator of the Group's operating efficiency.												
Adjusted earnings before interest, tax, depreciation, amortisation and impairment, and one-off charges ("Adjusted EBITDA")	Operating loss	Calculated as adjusted operating loss before depreciation, amortisation, and impairment of fixed assets, and one-off charges. One-off charges represent non-cash items, predominantly related to one-off inventory provision charges made in H2 2024. See "Adjusted operating cash flow" below for a reconciliation.												
Adjusted EBITDA margin	None	Calculated as adjusted EBITDA divided by adjusted revenue.												
Adjusted loss before tax	Loss before tax	Calculated as Loss before tax, before adjusting items. This is a key management incentive metric and is a measure used within the Group's incentive plans as set out in the Remuneration report. See Consolidated Statement of Profit or Loss for a reconciliation.												
Adjusted (loss)/profit after tax	Loss after tax	Calculated as (loss)/profit after tax before adjusting items. See Consolidated Income Statement and note 2.5 "Earnings per share" for a reconciliation.												
Adjusted basic earnings per share	Basic earnings per share	Calculated as adjusted profit after tax divided by the weighted average number of ordinary shares outstanding during the period. This is a key management incentive metric and is a measure used within the Group's incentive plans as set out in the Remuneration report. See note 2.5 "Earnings per share" for a reconciliation.												
Adjusted other income	Other income	Calculated as other income before adjusting items. The table below shows a reconciliation: See note 2.1 "Loss before tax (including segmental information) – operating expenses".												
		<table border="1"> <thead> <tr> <th></th> <th>2025 £m</th> <th>2024 £m</th> </tr> </thead> <tbody> <tr> <td>Other income</td> <td style="text-align: right;">7.9</td> <td style="text-align: right;">0.9</td> </tr> <tr> <td>Adjusting items in other income – profit on disposal of net assets of JOBY</td> <td style="text-align: right;">(3.9)</td> <td style="text-align: right;">–</td> </tr> <tr> <td>Adjusted other income</td> <td style="text-align: right;">4.0</td> <td style="text-align: right;">0.9</td> </tr> </tbody> </table>		2025 £m	2024 £m	Other income	7.9	0.9	Adjusting items in other income – profit on disposal of net assets of JOBY	(3.9)	–	Adjusted other income	4.0	0.9
	2025 £m	2024 £m												
Other income	7.9	0.9												
Adjusting items in other income – profit on disposal of net assets of JOBY	(3.9)	–												
Adjusted other income	4.0	0.9												
Cash flow measures from continuing operations														
Free cash flow	Net cash from operating activities	Net cash from operating activities after proceeds from property, plant and equipment and software, purchase of property, plant and equipment, and capitalisation of software and development costs. This measure reflects the cash generated in the period that is available to invest in accordance with the Group's capital allocation policy. See "Adjusted operating cash flow" below for a reconciliation. See "Five Year Financial Summary" on page 161.												

Glossary of Alternative Performance Measures ("APMs") continued

APM	Closest equivalent IFRS measure	Definition and purpose		
Adjusted operating cash flow	Net cash from operating activities	Free cash flow before payment of interest, tax, restructuring, integration and other costs, retention bonuses and transaction costs relating to the acquisition of businesses, and before proceeds from sale of impaired inventory. This is a measure of the cash generation and working capital efficiency of the Group's operations.		
			2025	2024
			£m	£m
		Loss for the period from continuing operations	(71.7)	(135.4)
		Add back:		
		Taxation and net finance expense	17.8	50.9
		Adjusting items in operating (loss)/profit	38.5	66.3
		Adjusted operating loss	(15.4)	(18.2)
		Depreciation	12.2	12.7
		Amortisation of purchased software and capitalised development costs	6.5	7.3
		Impairment of property, plant and equipment, and capitalised development costs	6.7	9.2
		Exclude impairment charges of fixed assets included in adjusting items	(1.0)	(5.2)
		One-off charges	-	14.3
		Adjusted EBITDA	9.0	20.1
		Decrease in adjusted trade working capital ¹	8.1	7.8
		(Increase)/decrease in adjusted non-trade working capital ¹	(0.4)	2.2
		Decrease in adjusted provision ¹	(1.6)	(0.1)
		- Net (gain)/loss on disposal of property, plant and equipment and software	(0.1)	0.3
		- Fair value losses on derivative financial instruments	0.1	0.1
		- Foreign exchange (gains)/losses	(0.3)	0.2
		- Share-based payments	2.3	2.2
		- Proceeds from sale of property, plant and equipment and software	0.3	2.7
		- Add back proceeds from property held for sale previously	-	(2.5)
		Purchase of property, plant and equipment	(7.2)	(7.8)
		Purchase of software and payment of development costs	(4.9)	(7.6)
		One off R&D expenditure	-	(1.0)
		Adjusted operating cash flow	5.3	16.6
		Interest paid	(19.1)	(10.3)
		Interest received	0.6	0.2
		Tax received	2.7	0.7
		Proceeds from property held for sale previously	-	2.5
		Restructuring and other adjusting items	(12.8)	(4.2)
		Retention bonuses	(0.1)	(1.2)
		Transaction costs relating to disposals	(0.2)	-
		Free cash outflow	(23.6)	4.3
		Deduct interest received from financing activities	(0.6)	(0.2)
		Proceeds from sale of property, plant and equipment and software	(0.3)	(2.7)
		Purchase of property, plant and equipment	7.2	7.8
		Purchase of software and payment of development costs	4.9	7.6
		Net cash (used in)/from operating activities	(12.4)	16.8

¹ See "Adjusted trade working capital movement" and "Adjusted non-trade working capital movement" and "Adjusted provision movement" below for a reconciliation.

APM	Closest equivalent IFRS measure	Definition and purpose		
Cash flow measures from continuing operations				
Decrease in adjusted trade working capital	None	The decrease in adjusted trade working capital includes movements in inventories, trade debtors and trade creditors, excluding movements relating to adjusting items.		
			2025	2024
			£m	£m
		Decrease in inventories	18.8	12.5
		(Increase)/decrease in trade receivables	(6.6)	8.2
		(Decrease)/increase in trade payables	(1.4)	1.2
		Decrease in trade working capital	10.8	21.9
		Discontinued operations	0.7	(0.7)
		One-off other charges	-	(13.3)
		Deduct inflows from Adjustments for integration, restructuring and other costs	(3.4)	(0.1)
		Decrease in adjusted trade working capital	8.1	7.8
(Increase)/decrease in adjusted non-trade working capital	None	The (increase)/decrease in adjusted non-trade working capital includes movements in other debtors, other creditors and contract assets/liabilities, excluding movements relating to adjusting items.		
			2025	2024
			£m	£m
		(Increase)/decrease in other receivables and contract assets	(2.4)	2.9
		Increase/(decrease) in other payables and contract liabilities	4.5	(0.9)
		(Increase)/decrease in non-trade working capital	2.1	2.0
		Discontinued operations	-	(0.6)
		Deduct inflows from adjustments for restructuring and other costs, transaction costs relating to acquisition of businesses, and retention bonuses	(2.5)	0.8
		(Increase)/decrease in adjusted non-trade working capital	(0.4)	2.2
(Decrease)/increase in adjusted provisions	(Decrease)/increase in trade provisions	The decrease/(increase) in adjusted provisions excludes movements relating to adjusting items.		
			2025	2024
			£m	£m
		(Decrease)/increase in trade provisions	(7.6)	6.3
		Discontinued operations	1.7	0.2
		Adjustments for restructuring costs	4.3	(6.6)
		Decrease in adjusted provisions	(1.6)	(0.1)

Glossary of Alternative Performance Measures ("APMs") continued

APM	Closest equivalent IFRS measure	Definition and purpose	
Other measures from continuing operations, excluding previously discontinued operations			
Return on capital employed (ROCE)	None	ROCE is calculated as annual adjusted operating profit for the last 12 months divided by the average total assets (excluding defined benefit pension asset and deferred tax assets), current liabilities (excluding current interest-bearing loans and borrowings), and non-current lease liabilities. The average is based on the opening and closing of the 12-month period. See "Five Year Summary".	2025 £m
		Adjusted operating profit for the last 12 months	(15.4)
		Capital employed at the beginning of the year	202.2
		Capital employed at the end of the year	143.1
		Average capital employed	172.7
		Adjusted ROCE %	(8.9%)
Organic revenue	None	Organic revenue is revenue from existing business, and not from new mergers and acquisitions.	
Organic adjusted operating profit	None	Organic adjusted operating profit is adjusted operating profit from existing business, and not from new mergers and acquisitions.	
Organic growth	None	Organic growth is the growth achieved year-on-year from existing business, and not from new mergers and acquisitions.	
Constant currency	None	Constant currency variances are derived by calculating the current year amounts at the applicable prior year foreign currency exchange rates, excluding the effects of hedging in both years. Revenue growth is represented on a constant currency basis as this best represents the impact of volume and pricing on revenue growth.	
Organic revenue at constant currency	None	Calculated as organic revenue at constant currency. The table below shows a reconciliation: See "Consolidated Statement of Profit or Loss" See "Constant currency", "Organic revenue" and "Organic growth" above for definitions.	2025 £m
		2024 organic revenue	280.7
		2025 organic revenue	228.3
		Exclude effects of foreign currency exchange rates:	
		Translational effects	4.9
		Transactional effects	1.9
		Organic revenue at constant currency	235.1
		Organic growth at constant currency %	(16%)
Cash conversion	None	Calculated as adjusted operating cash flow divided by adjusted operating profit.	

Five Year Financial Summary

Years ended 31 December

	Continuing operations			Continuing and discontinued operations				
	2025 £m	2024 £m	2023 ³ £m	2025 £m	2024 ⁴ £m	2023 ³ £m	2022 £m	2021 ^{1,2} £m
Continuing operations	228.3	280.7	306.9	228.3	280.7	306.9	442.5	394.3
Discontinued operations	-	-	-	0.5	2.9	8.1	8.7	-
Revenue	228.3	280.7	306.9	228.8	283.6	315.0	451.2	394.3
Continuing operations	(15.4)	(18.2)	13.3	(15.4)	(18.2)	13.3	66.2	46.2
Discontinued operations	-	-	-	-	-	(6.3)	(6.2)	-
Adjusted operating profit	(15.4)	(18.2)	13.3	(15.4)	(18.2)	7.0	60.0	46.2
Adjusted net interest on interest-bearing loans and borrowings	(15.5)	(10.1)	(13.7)	(15.5)	(10.1)	(13.7)	(7.5)	(3.2)
Interest on lease liabilities	(1.3)	(1.5)	(1.5)	(1.3)	(1.5)	(1.5)	(1.5)	(1.0)
Other net financial income	0.7	4.8	3.7	0.7	4.8	3.6	3.0	0.4
Adjusted (loss)/profit before tax	(31.5)	(25.0)	1.8	(31.5)	(25.0)	(4.6)	54.0	42.4
Cash generated from operating activities	4.0	26.4	16.9	4.0	26.4	16.9	65.3	65.7
Discontinued operations	-	-	-	(3.8)	(3.9)	(7.1)	-	-
Interest paid	(19.1)	(10.3)	(15.3)	(19.1)	(10.3)	(15.4)	(9.4)	(4.5)
Tax received/(paid)	2.7	0.7	(10.4)	2.6	0.5	(10.5)	(7.2)	(6.5)
Net cash from/(used in) operating activities	(12.4)	16.8	(8.8)	(16.3)	12.7	(16.1)	48.7	54.7
Interest received	0.6	0.2	-	0.6	0.2	-	-	-
Net capital expenditure on property, plant and equipment, software and development costs	(11.8)	(12.7)	(15.0)	(11.8)	(12.8)	(18.3)	(20.2)	(21.6)
Free cash flow	(23.6)	4.3	(23.8)	(27.5)	0.1	(34.4)	28.5	33.1
Capital employed								
Total assets	228.8	346.3	451.3	228.8	346.3	451.3	554.2	441.1
Current liabilities	(188.9)	(118.8)	(65.7)	(188.9)	(118.8)	(65.7)	(146.4)	(116.5)
Total assets less current liabilities	39.9	227.5	385.6	39.9	227.5	385.6	407.8	324.6
Less defined benefit asset	(3.8)	(4.1)	(4.2)	(3.8)	(4.1)	(4.2)	(3.9)	-
Less deferred tax assets	(0.8)	(0.7)	(55.4)	(0.8)	(0.7)	(55.4)	(53.2)	(33.6)
Add the current portion of interest-bearing liabilities	127.8	0.2	0.2	127.8	0.2	0.2	36.0	13.2
Less non-current lease liabilities	(20.0)	(23.3)	(28.4)	(20.0)	(23.3)	(28.4)	(28.8)	(24.6)
	143.1	199.6	297.8	143.1	199.6	297.8	357.9	279.6
Exclude discontinued operations:								
Less total assets	-	(2.8)	(12.3)	-	-	-	-	-
Add current liabilities	-	5.1	3.6	-	-	-	-	-
Add non-current lease liability	-	0.3	-	-	-	-	-	-
	143.1	202.2	289.1	143.1	199.6	297.8	357.9	279.6
Statistics								
Adjusted operating (loss)/profit (%)	(6.7)	(6.5)	4.3	(6.7)	(6.4)	2.2	13.3	11.7
Adjusted effective tax rate (%)	n/a	n/a	n/a	n/a	n/a	n/a	23.2	24.3
Adjusted basic earnings per share (p)	(5,716)	(17.9)	9.5	(5,716)	(17.9)	(23.0)	90.1	69.9
Statutory basic earnings per share (p)	(14,230)	(143.5)	(24.4)	(13,615)	(155.8)	(157.5)	71.4	56.4
Dividends per share (p)	-	-	-	-	-	-	40.0	35.0
ROCE (%)	(8.9)	(7.4)	4.5	(6.2)	(7.3)	2.1	18.8	18.0
Year-end mid-market share price (p)	13	146	348	13	146	348	1,078	1,420

1 Capital employed was restated in these years for the exclusion of deferred tax assets, and changes to IFRS 16 "Leases" in 2020.

2 In 2022, the process to measure the fair values of the assets and liabilities acquired was completed in respect of the Savage acquisition. The 2021 Balance Sheet was adjusted to reflect a decrease in goodwill of £0.7 million as a result of adjustments increasing deferred tax assets by £0.5 million, increasing acquired intangible assets by £0.3 million, and increasing other creditors by £0.1 million.

3 For the year ended 31 December 2024, resulting from an application of accounting policy choice, the Group has presented £0.6 million legal expenses relating to the Quasar acquisition as an adjusting item. The comparative figures for the year ended 31 December 2023 have been restated accordingly in the Consolidated Statement of Profit or Loss and related notes for an amount of £0.5 million. There is no impact on the Group's net assets.

4 In 2024, the Syrp business was being wound down and in addition, the decision was made to no longer proceed with the disposal of Amimon. The results of both Syrp and Amimon were disclosed as an adjusting item within continuing operations. In the year ended 31 December 2025, the Group sold its investment in the Amimon business on 9 April 2025. As a result, the comparative figures of both Syrp and Amimon for the year ended 31 December 2024 have been reclassified from that of continuing operations where the results were disclosed as an adjusting item, to that of discontinued operations.

Shareholder Information

Shareholder information

The Investors section of the Group website, [videndum.com](https://www.videndum.com), contains detailed information on news, key financial information, Annual Reports, financial calendar, share price information, dividends and key contact details. The following is a summary and readers are encouraged to view the website for more detailed information.

Shareholder enquiries

The Company's Registrar is Equiniti Limited.

Equiniti provides a range of services to shareholders.



Extensive information including many answers to frequently asked questions can be found online.

Use the QR code to register for FREE at shareview.co.uk

Equiniti's registered address is:

Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Alternatively you can contact the Group Company Secretary either by phone on +44 (0)20 8332 4602 or email on info@videndum.com.

Share price information

The closing mid-market price of an ordinary share of 20 pence nominal value of Videndum plc on 31 December 2025 was 11 pence. During 2025, the share price fluctuated between £1.00 and 11 pence. The Company's share price is available on our website with a 15-minute delay, and from the Financial Times website, [ft.com](https://www.ft.com), with a similar delay.

Share Capital

The Company's share capital as at 31 December 2025 comprised 103,613,404 ordinary shares of 20 pence nominal value each. At a General Meeting held on 27 March 2026, the Company undertook a Capital Reorganisation ahead of a Capital Raising.

Analysis of shareholdings as at 31 December 2025

Shares held	Number of holders	% of holders	Number of shares	% of shares
Up to 1,000	346	45.89%	116,584	0.11%
1,001 to 5,000	202	26.79%	476,464	0.46%
5,001 to 10,000	55	7.29%	408,680	0.39%
10,001 to 50,000	73	9.68%	1,755,037	1.69%
50,001 to 100,000	22	2.92%	1,613,748	1.56%
100,001 and over	56	7.43%	99,242,891	95.78%
Total	754	100%	103,613,404	100%
Institutions and companies	304	40.32%	102,420,200	98.85%
Individuals including Directors and their families	450	59.68%	1,193,204.00	1.15%
Total	754	100%	103,613,404	100%

Share scams

Shareholders should be aware that fraudsters may try and use high-pressure tactics to lure investors into share scams. Information on share scams can be found on the Financial Conduct Authority's website, [fca.org.uk/scams](https://www.fca.org.uk/scams), or via their consumer helpline: 0800 111 6768.

Annual General Meeting

The Company's Annual General Meeting will be on Tuesday 19 May 2026 at 14:00 held at Regal House, 70 London Road, Twickenham, TW1 3QS.

Statement interpretation

Statements and information contained within this report refer to forward looking statements, including, but not limited to, expectations, objectives, targets, goals, strategies, performance, future revenue, future goals relating to financial position and future operations and development. Videndum plc believes that such expectations and opinions are reasonable, fair and balanced, however no assurance can be given. By nature, these statements are subject to several known and unknown risks, uncertainties and contingencies, making the actual result differ from those stated within this report. Nothing in this report should be construed as a profit forecast.

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Notes

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