3 September 2026

**BROOKS MACDONALD GROUP PLC**

**2026 Full-year results**

**"*Record FUMA, positive net flows and Brooks Financial demonstrating sustained momentum*"**

Brooks Macdonald Group plc ('Brooks Macdonald' or the 'Group') today announces results for the twelve months to 30 June 2026 ('FY26' or 'the year').

**Andrea Montague, CEO of Brooks Macdonald, commented:**

"FY26 was a year of strong progress as we completed a two-year period of transformation, investment and organisational restructuring to Reignite Growth. We returned to positive annual net flows, with growing momentum across the business. Platform MPS delivered strong growth of 35%, BPS FUM increased by 9%, and we successfully integrated Brooks Financial, contributing like-for-like revenue growth of 10%. We enter FY27 with a stronger and more efficient business and the momentum required to capture the significant market opportunities ahead."

**Financial highlights**

- Total funds under management and advice ('FUMA') increased by 14% to £21.7 billion (30 June 2025: £19.1 billion), including funds under management ('FUM') of £19.3 billion and advised only assets of £2.4 billion.
- Net inflows of £226 million, representing an improvement of more than £600 million compared with FY25, following three consecutive quarters of positive net flows.
- Revenue increased by 6% to £118.1 million, supported by higher average FUM and growth in Financial Planning revenue, partly offset by lower transactional, FX and interest income.
- Underlying costs reduced by 3% to £90.3 million on a like for like basis, excluding acquisitions and net finance income. On a reported basis, underlying costs increased by 6%, reflecting a full year of costs from the acquired businesses.
- Underlying profit before tax ('PBT') was £29.0 million, with an underlying operating profit margin of 24.6%.
- Underlying diluted earnings per share ('EPS') increased by 6% to 137.9 pence including the benefit of our completed share buy-back programme.
- Statutory PBT was £3.2 million, after strategic transformation, organisational restructure, acquisition and integration related items and the amortisation of acquired client relationships, equivalent to statutory diluted EPS of 15.1 pence.
- The Board has recommended a final dividend of 52.0 pence per share, resulting in a full-year dividend of 83.0 pence per share, an increase of 2.5%, the 21st consecutive year of dividend growth.

**Strategic and operational highlights**

- Executed the Group's "Reignite Growth" strategy, with significant progress across client service, client reach and efficiency.
- Completed a period of major investment across the group which has delivered positive net flows and a scalable platform for future growth, with almost 40% of the business now delivering double-digit increases in revenue.
- Successful inorganic investment in Brooks Financial as financial planning now contributes c25% of group revenue, having grown 10% on a like for like basis, exceeded its cost synergy target and achieved 98% client retention.

- Expanded our product range while enhancing our client service through smart deployment of technology.
- Combined Investment Managers with Distribution and strengthened our regional presence to address the market opportunity more systematically to grow both existing relationships and attract new clients.
- Investment in AI and digital have improved productivity, across both client-facing and support functions.
- Bespoke Portfolio Service (‘BPS’) FUM increased by 9%, with the number of clients with portfolios >£1m increasing by 15% and net outflows improving by c.50% compared with FY25.
- Platform Managed Portfolio Service (‘MPS’) FUM increased by 35% to £8.0 billion, with annualised net flows of 15% in a market which is projected to more than double to £450 billion in 2030.
- Strong investment performance across BPS and MPS.
- Focus on efficiency actions delivered organisational restructuring savings of c£5million on an annualised basis.
- Defaqto Gold award for Discretionary Fund Management Service for the fifth consecutive year and Defaqto 5 diamond for MPS direct and platform.

**Key financials**

| £ millions unless stated otherwise | **FY 2026** | **FY 2025** | **Change** |
|---|---|---|---|
| Revenue | **118.1** | 111.6 | 6% |
| Underlying operating expenses [2] | **(90.3)** | (85.2) | 6% |
| Underlying PBT | **29.0** | 28.9 | - |
| Underlying operating profit margin | **24.6%** | 25.9% | (1.3)ppts |
| Statutory PBT | **3.2** | 17.5 | (82)% |
| Underlying diluted earnings per share | **137.9p** | 130.4p | 6% |
| Statutory diluted earnings per share | **15.1p** | 71.4p | (79)% |
| Total dividend per share | **83.0p** | 81.0p | 2.5% |

The table above includes alternative performance measures used by the Group. Further detail, including reconciliations to statutory measures, is presented in the Financial Review section of this announcement.

**Outlook**

We remain focused on delivering our ‘Reignite Growth’ strategy and expect FY26 revenue trends to continue into FY27, with moderate growth in underlying costs. With the period of major investment now completed, organic investment is expected to decline materially from FY26 levels to high single digit millions in FY27 as we continue to invest organically in initiatives aligned to our strategic priorities. We will continue to assess potential Financial Planning M&A opportunities.

The Board currently anticipates that FY27 financial performance will be marginally ahead of current market expectations. We remain confident in delivering our medium-term targets of annualised net flows of +5% and BAU cost growth of <5%.

**2026 full-year results presentation**

The presentation and live Q&A hosted by Andrea Montague (CEO) and Katherine Jones (CFO) will start at 9am BST. The results presentation slides will be available on our website from 7am BST on 3 September 2026. Registration for the Q&A is required and can be accessed via a link:
https://stream.brrmedia.co.uk/broadcast/6a4cf978cba7980013e5f5ab

**Notice of first quarter 2027 FUMA update**

The Group will publish its first quarter 2027 FUMA update on 14 October 2026.

**Notes:**

Numbers are subject to rounding.

1. On 8 December 2025, two TM Brunsdon funds, managed by Brooks Macdonald Asset Management Limited ('BMAM') on behalf of Brunsdon Financial, were merged with two IFSL Magnus funds, and BMAM ceased to act as their investment manager. The earlier periods have been amended accordingly to reflect the funds' liquidation.
2. Excludes net finance income of £1.2 million (FY 2025: £2.5 million).

**Investor enquiries**


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**About Brooks Macdonald**

Brooks Macdonald is a leading UK wealth management firm. Founded in 1991, the firm has grown to become one of the UK's foremost wealth managers, entrusted with £22 billion in client assets. With 35 years of experience, Brooks Macdonald and Brooks Financial, its financial planning group, support financial advisers and individuals through a comprehensive range of innovative, specialist investment solutions, tailored financial advice and strong investment performance.

**Forward-looking statements**

This announcement may include statements, beliefs or opinions that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. No representation or warranty is made that any of these statements or forecasts will come to pass or that any forecast results will be achieved. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements contained in the announcement speak only as of their respective dates, reflect Brooks Macdonald's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Brooks Macdonald's business, results of operations, financial position, liquidity, prospects, growth and strategies. Except as required by any applicable law or regulation, Brooks Macdonald expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement or any other forward-looking statements it may make whether as a result of new information, future developments or otherwise.

## CEO's statement

### Our Year in Review

I am pleased to present these results reporting on the year that Brooks Macdonald returned to growth and net inflows through the disciplined execution of our Reignite Growth strategy. Excellent client service has been at our core since the company was founded in 1991. This year our focus on clients and adviser engagement was visible through our new offerings of products and services, the full integration of Brooks Financial and leveraging our unique ability to bring together our investment management, distribution, and financial planning teams to support clients throughout their financial journeys.

### Our Clients

Brooks Macdonald and Brooks Financial, our financial planning business, offer a broad range of products, services, and investment propositions. We can support clients across the range of their needs such as investments or retirement planning.

This year we upgraded our BPS offerings to reflect the financial needs of clients at different levels of wealth. BPS is principally aimed at clients with larger investment pots and more complex needs and the success of our strategy was seen with the 15% growth in the number of BPS clients with portfolios of more than £1 million compared to FY25.

As part of the modernisation of our investment architecture, we introduced a new MPS structure consisting of three 'Building Block' funds, to broaden investment capability and support better client outcomes through increased flexibility and scalability.

We launched Brooks Macdonald Strategic Partnerships, a partnership model focused on helping adviser firms grow, improve efficiency, and strengthen client service. This will create greater long-term value for both advisers and clients.

We continue to deliver strong investment performance through our Centralised Investment Proposition (CIP), which remains a differentiator for Brooks Macdonald. Market and investment performance contributed £2.5 billion to FUMA growth over the year, reflecting the strength of the Group's investment strategy in generally positive global markets.

In addition to the investments in new products and capabilities, we have invested in our business to create the conditions for long-term success.

We view AI and technology developments as enablers to the delivery of our strategy, helping our team to deliver better client service. We are using AI to help us complete annual reviews faster; provide consistent, compliant documentation reducing manual drafting, standardise automated meeting notes to prompt next actions, onboard clients faster and help anticipate client needs. Brooks Macdonald is digitally enabled but human led.

### Our Performance

We reported that FY26 net flows improved by more than £600 million vs FY25. Total FUMA increased to £21.7 billion (30 June 2025: £19.1 billion). Of this, total funds under management ("FUM") were £19.3 billion (30 June 2025: £16.5 billion).

We saw a significant turnaround with net inflows of £226 million for FY26 compared to net outflows of £396 million in FY25. Q4 represented our strongest quarter in the year and was our third consecutive quarter of increasingly positive net flows.

Platform MPS ("PMPS") FUM increased by 35% to £8.0 billion at FY26 compared to FY25, equivalent to annualised growth rate of 15%. BPS FUM increased by 9% to £9.3 billion at FY26.

Assets under Advice within Brooks Financial increased to £5.7 billion (30 June 2025: £5.3 billion).

Assets both advised and managed grew by 20% to £3.3 billion, representing 58% of AuA (51% at 30 June 2025). This reflects strong organic growth in the first full year following the acquisitions in our now fully integrated financial planning business. Advised only assets were £2.4 billion (30 June 2025: £2.6 billion).

**Our People**
The results this year reflect the passion and commitment of all our colleagues across the company to serve clients well. Our strengthened distribution team, regional structure with regional leadership, and our Senior Leadership Team now have common accountability for client service, outcomes, and growth.

Our town halls and smaller meetings throughout the year promote understanding of our strategy, build engagement and culture. New colleagues joined us this year from across the UK to all our regions and our teams. We enhanced our employee recognition programs where peers nominate their colleagues for going above and beyond on a weekly, quarterly, and annual basis reinforcing our culture that values performance, individual achievement as well as teamwork.

Our Brooks Financial Academy continues to attract and develop high quality financial planners with 18 currently enrolled. Over the last year three graduates have joined Brooks Financial.

We are expanding our Academy to increase early talent development by increasing an understanding of careers in Brooks Macdonald helping young people seeking employment.

We appointed Will Hobbs as Chief Investment Officer in March 2026 and as a member of our Executive Committee. Will brings more than 20 years of extensive experience in investment strategies and investment management. He is a valuable addition to our team as we continue to deliver strong investment performance.

**Looking Ahead**
We are confident in the substantial opportunities ahead for our clients, advisers, and shareholders.

We operate in a large and structurally attractive market with an ageing population, where people are not saving enough for retirement and with the largest intergenerational transfer of wealth in decades still to come. We're a simple business, serving an attractive growth market.

We offer a broad, well-structured product range, anchored by our CIP that delivers benchmark performance and market-leading consistency.

Looking to the future, our focus is on client satisfaction, to expand distribution, broaden our propositions and enhance our technology. We have established an integrated, holistic offering across investment management and financial planning that positions us well, underpinned by trusted advice and strong long-term investment performance.

Future growth will continue to be fuelled by client demand, our broad range of propositions and strong investment performance.

Our ambition is to be the best wealth manager in the UK, known and chosen for our client service. We have momentum for future sustainable growth. I am excited about the future for Brooks Macdonald, our clients, advisers, and shareholders.

**Andrea Montague**
CEO

## Financial review

*"I am pleased to present the Group's financial results for the year ended 30 June 2026. The year demonstrated strong strategic and financial progress, with record FUMA, a return to positive net flows and growth in Brooks Financial while maintaining cost discipline and delivering efficiency benefits across the organisation. Performance was underpinned by strong growth in Platform MPS, positive market and investment performance and the full-year contribution from the financial planning acquisitions completed in the prior year. We also continued to build the foundations for long-term value creation through transformation activity and the integration of recently acquired businesses."*

### Basis of presentation

The financial review should be read alongside the consolidated financial statements and the Non-IFRS financial information section, which explains the Group's alternative performance measures and reconciles them to the closest IFRS measures.

Year-on-year comparability is affected by transactions completed during the prior year, which included part-year contributions from CST Wealth, Lucas Fettes and LIFT. The current year includes a full-year contribution from each of these acquisitions, affecting comparisons particularly in financial planning revenue, staff costs and non-staff costs.

### Financial results summary

The table below shows our financial performance for the years ended 30 June 2026 and 2025.

£ million (unless stated otherwise)

| | 2026 | 2025 |
|---|---|---|
| Total FUMA (£ billion)[1] | **21.7** | 19.1 |
| Total FUM (£ billion)[1] | **19.3** | 16.5 |
| Net flows (£ billion) | **0.2** | (0.4) |
| | | |
| Fee income | **74.4** | 72.9 |
| Financial planning income | **28.6** | 17.1 |
| Transactional and FX income | **9.1** | 14.0 |
| Interest income | **6.0** | 7.6 |
| **Total revenue** | **118.1** | 111.6 |
| Fixed staff costs | **(44.8)** | (41.7) |
| Variable staff costs | **(13.0)** | (10.3) |
| Total underlying staff costs | **(57.8)** | (52.0) |
| Underlying non-staff costs | **(32.5)** | (33.2) |
| **Total underlying costs** | **(90.3)** | (85.2) |
| Net finance income | **1.2** | 2.5 |
| **Underlying profit before tax** | **29.0** | 28.9 |
| Underlying adjustments | **(25.8)** | (11.4) |
| **Statutory profit before tax** | **3.2** | 17.5 |
| Taxation | **(0.8)** | (5.9) |
| **Statutory profit after tax** | **2.4** | 11.6 |
| Other comprehensive income | **(0.1)** | - |
| Result from discontinued operations | **-** | 9.4 |
| **Total comprehensive income for the year** | **2.3** | 21.0 |



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**Movements in FUMA, by service**

| £ million | Opening assets 1 Jul 2025[1] | Gross inflows | Gross outflows | Net flows | Market performance and other | Closing assets 30 June 2026 | Net flows growth | FUM growth |
|---|---|---|---|---|---|---|---|---|
| **BPS** | **8,528** | **941** | **(1,304)** | **(363)** | **1,100** | **9,265** | **(4.3)%** | **8.6%** |
| MPS Custody | 906 | 29 | (181) | (152) | 144 | 898 | (16.8)% | (0.8)% |
| MPS Platform | 5,983 | 2,537 | (1,622) | 915 | 1,149 | 8,047 | 15.3% | 34.5% |
| **Total MPS** | **6,889** | **2,566** | **(1,803)** | **763** | **1,293** | **8,945** | **11.1%** | **29.9%** |
| **Funds[1]** | **1,084** | **137** | **(311)** | **(174)** | **133** | **1,043** | **(16.1)%** | **(3.8)%** |
| **Total FUM[1]** | **16,501** | **3,644** | **(3,418)** | **226** | **2,526** | **19,253** | **1.4%** | **16.7%** |
| Advised only assets | 2,577 | | | | | 2,416 | | |
| **Total FUMA** | **19,078** | | | | | **21,669** | | **13.6%** |

1. *On 8 December 2025, two TM Brunsdon funds, managed by Brooks Macdonald Asset Management Limited ("BMAM") on behalf of Brunsdon Financial, were merged with two IFSL Magnus funds, and BMAM ceased to act as their investment manager. The earlier periods have been amended accordingly to reflect the funds' liquidation. Prior to their liquidation, net outflows across both funds in the second quarter added to £0.1 million, which have also been excluded from the reported Funds net flows. Over the past four quarters, combined FUM across the two funds averaged £128 million, with combined average quarterly net outflows of £0.1 million.*

Total FUMA increased by 13.6% or £2.6 billion to £21.7 billion (30 June 2025: £19.1 billion), including FUM growth of 16.7%. Closing FUMA included total FUM of £19.3 billion (30 June 2025: £16.5 billion) and Assets under Advice of £5.7 billion, of which advised only assets were £2.4 billion (30 June 2025: £5.3 billion and £2.6 billion, respectively). The reduction in advised only assets reflects the continued conversion of assets to also being managed, rather than a reduction in the financial planning client base.

FUM increased by £2.8 billion to £19.3 billion, driven by positive market and investment performance of £2.5 billion and net inflows of £0.2 billion. This marked a return to positive annual net flows and a £0.6 billion improvement from the prior year. Flow trends strengthened during the year, reflecting focused activity across client relationships and distribution, with three consecutive quarters of positive net flows and the strongest quarterly performance for three years in the final quarter.

BPS FUM increased by 8.6% to £9.3 billion (30 June 2025: £8.5 billion), benefiting from market and investment performance of £1.1 billion. Net outflows improved by approximately 50% to £363 million, compared with £723 million in the prior year, reflecting the positive impact of sustained client engagement and distribution initiatives, together with investment in new regions. The improvement was particularly evident in the final quarter, when net outflows reduced to £20 million. BPS remains an important proposition for higher-net-worth clients with more complex financial needs and we increased the number of clients with portfolios greater than £1 million by 15% in the year.

MPS Platform delivered net inflows of £915 million and market and investment performance of £1.1 billion. Platform MPS FUM increased by 34.5% to £8.0 billion (30 June 2025: £6.0 billion), reflecting continued demand for platform-based managed portfolio solutions. MPS Custody FUM was broadly stable at £0.9 billion, with net outflows of £152 million offset by market and investment performance. Total MPS FUM increased by 29.9% to £8.9 billion.

Funds FUM decreased by 3.8% to £1.0 billion (30 June 2025: £1.1 billion), with net outflows of £174 million partly offset by market and investment performance of £133 million. Funds remain an important part of the Group's proposition, providing unitised and directly invested multi-asset approaches that reflect the Group's centralised investment process.

Our integrated Financial Planning business, Brooks Financial, made further progress with assets under advice increasing to £5.7 billion (30 June 2025: £5.3 billion), and assets both advised and managed increasing to £3.3 billion, representing 58% of total assets under advice compared with 51% at 30 June 2025. This demonstrates the benefits of our investment in the three financial planning businesses acquired in the prior year and the increasing collaboration between financial planners and investment managers.

Market and investment performance contributed £2.5 billion to FUM during the year and outperformed the Morningstar PIMFA Private Investor Balanced Index. Positive performance in the final quarter more than offset the impact of market volatility earlier in the period.

**Revenue**

Total revenue increased by 5.9% to £118.1 million (2025: £111.6 million). The principal driver was the increase in financial planning income to £28.6 million (2025: £17.1 million), reflecting a full-year contribution from the businesses acquired in the prior year and growth in the existing Brooks Financial client base. These businesses were brought together under the Brooks Financial brand during the year and revenue grew by 10% compared with FY25 on a like for like basis, now representing c25% of total group revenue.

Fee income increased to £74.4 million (2025: £72.9 million). Investment management fee income increased to £68.5 million, which included a 16% increase in MPS revenue. Growth was supported by higher average FUM, positive market performance, partially offset by lower yields and business mix effects. Fund management fees decreased to £6.0 million (2025: £6.6 million), reflecting lower average fund FUM and fund outflows.

Transactional and FX income decreased to £9.1 million (2025: £14.0 million), reflecting lower transaction volumes in less volatile market conditions. Interest income decreased to £6.0 million (2025: £7.6 million), largely reflecting lower prevailing interest rates over the period following a reduction in the Bank of England base rate.

From 1 July 2026, the Group no longer charges investment management fees on cash balances held within discretionary portfolios, reflecting the evolving regulatory environment and the Group's continuing commitment to clarity and value for clients. The Group continues to pay interest earned on cash to clients and expects the change to have no material impact on the Group's future financial performance.

**Revenue, average FUMA and yields**

| | Revenue | | | Average FUMA | | | Yields | | |
|---|---|---|---|---|---|---|---|---|---|
| | **2026 £m** | 2025 £m | Change £m | **2026 £m** | 2025 £m | Change % | **2026 bps** | 2025 bps | Change bps |
| BPS fees | 51.3 | 51.4 | (0.1) | 8,602 | 8,373 | 2.7 | 59.6 | 61.4 | (1.8) |
| BPS transactional and FX income | 9.1 | 14.0 | (4.9) | | | | 10.6 | 16.7 | (6.1) |
| **Total BPS** | **60.4** | **65.4** | **(5.0)** | **8,602** | **8,373** | **2.7** | **70.2** | **78.1** | **(7.9)** |
| MPS Custody | 5.2 | 5.4 | (0.2) | 893 | 929 | (3.9) | 58.2 | 58.6 | (0.4) |
| MPS Platform | 11.5 | 9.0 | 2.5 | 6,944 | 5,058 | 37.3 | 16.6 | 17.7 | (1.1) |
| **Total MPS** | **16.7** | **14.4** | **2.3** | **7,837** | **5,987** | **30.9** | **21.3** | **24.0** | **(2.7)** |
| Funds | 6.0 | 6.5 | (0.5) | 1,356 | 1,445 | (6.2) | 44.2 | 44.9 | (0.7) |
| **Total (excluding interest income)** | **83.1** | **86.3** | **(3.2)** | **17,795** | **15,805** | **12.6** | **46.7** | **54.6** | **(7.9)** |
| Interest income | 6.0 | 7.6 | (1.6) | | | | 7.0 | 8.2 | (1.2) |
| **Total FUM-related revenue** | **89.1** | **93.9** | **(4.8)** | **17,795** | **15,805** | **12.6** | **50.0** | **59.4** | **(9.4)** |
| Financial planning | 28.6 | 17.1 | 11.5 | 5,410 | 3,767 | 43.6 | 52.8 | 45.4 | 7.4 |
| Other income | 0.4 | 0.6 | (0.2) | | | | | | |
| **Total non-FUM-related revenue** | **29.0** | **17.7** | **11.3** | | | | | | |
| **Total revenue** | **118.1** | **111.6** | **6.5** | | | | | | |

The overall revenue yield reduced as the business mix evolved, with the impact of a greater proportion of lower-yielding Platform MPS assets (including our business-to-business proposition, BMSP), reduced transactional activity and lower interest income partly offset by an increase in the financial planning margin reflecting the benefits of the consistent rate card being applied across Brooks Financial post integration.

BPS total revenue decreased to £60.4 million (2025: £65.4 million). BPS fee revenue was broadly stable at £51.3 million (2025: £51.4 million), with average FUM increasing by 2.7% to £8.6 billion. The BPS fee yield reduced to 59.6 bps (2025: 61.4 bps), reflecting product mix and pricing effects. BPS transactional and FX income decreased to £9.1 million (2025: £14.0 million), reducing the total BPS yield to 70.2 bps (2025: 78.1 bps).

MPS revenue increased to £16.7 million (2025: £14.4 million), driven by growth in Platform MPS average FUM. Average MPS FUM increased by 30.9% to £7.8 billion, while the total MPS yield reduced to 21.3 bps (2025: 24.0 bps), reflecting the increasing mix of Platform MPS relative to MPS Custody.

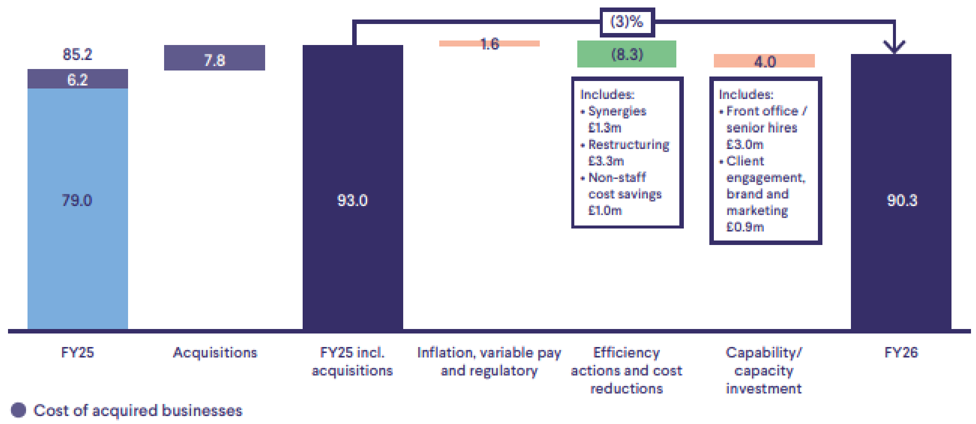
Funds revenue decreased to £6.0 million (2025: £6.5 million), with average FUM decreasing by 6.2% to £1.4 billion. The funds yield was broadly stable at 44.2 bps (2025: 44.9 bps).

Financial planning revenue increased to £28.6 million (2025: £17.1 million), with average assets under advice increasing to £5.4 billion (2025: £3.8 billion). On a like-for-like basis, financial planning income increased by 10% compared with FY25, now representing c.25% of total group revenue. The yield increased to 52.8 bps (2025: 45.4 bps), driven principally by the acquired client mix and the adoption of a consistent rate card across Brooks Financial post integration.

Looking ahead, the same revenue trends that we have seen in FY26 are expected to continue into FY27.

## Underlying cost analysis (£m)

**Efficiency actions and financial planning synergies create capacity for investment**




### Underlying costs

Underlying costs (before net finance income) decreased by 3% compared with FY25 on a like-for-like basis i.e. annualising the prior year costs acquired with the financial planning businesses. This reflects cost savings related to efficiency actions totalling £8.3 million, which included Brooks Financial integration synergies of £1.3 million ahead of the £1.0 million target, non-staff costs savings of £1.0 million and restructuring cost savings of £3.3 million. These costs savings created capacity for £4.0 million of targeted investment in capability and capacity to support future growth and have been partially offset by the impact of salary inflation, variable pay increases and regulatory fee changes of £1.6 million. Overall underlying costs increased by 6% versus the prior year to £90.3 million (2025: £85.2 million).

The Group remains focused on maintaining underlying BAU cost growth below 5% per annum over the medium term and expects a moderate increase in costs in FY27. The Group will continue to invest selectively where there are opportunities to deliver on its strategy to Reignite Growth, to strengthen future performance, client service and operational resilience.

### Staff costs

Total underlying staff costs were £57.8 million (2025: £52.0 million).

Fixed staff costs increased to £44.8 million (2025: £41.7 million), primarily due to the full-year incremental impact of the acquired businesses being incorporated, as well as salary inflation, employer national insurance changes and targeted senior hires to support the Group's strategic priorities, which were partly mitigated by organisational restructuring and other efficiency actions.

Variable staff costs increased to £13.0 million (2025: £10.3 million), reflecting the Group's performance, delivery against strategic priorities and the full-year impact of acquired businesses.

**Non-staff costs**
Non-staff costs decreased to £32.5 million (2025: £33.2 million), reflecting action taken during the year to deliver savings and simplify the Group's supplier base as part of the wider integration programme. These benefits, together with lower legal, professional, regulatory and compliance costs, more than offset targeted spend on technology, marketing, depreciation and amortisation and client engagement. The additional client engagement activity is intended to deepen relationships, support adviser and investment manager activity and help drive future growth.

**Profit before tax**
Underlying profit before tax ("PBT") was £29.0 million (2025: £28.9 million), broadly in line with the prior year. The underlying profit margin was 24.6% (2025: 25.9%). Revenue growth from financial planning and higher average FUM was offset by lower transactional and interest income and the incorporation of the costs of the acquired businesses for the full year.

On a statutory basis, profit before tax was £3.2 million (2025: £17.5 million). The reduction reflected a higher level of adjusting items, principally transformation and restructuring activity, acquisition-related costs and amortisation of acquired client relationships. These items include expenditure incurred to reshape the business, embed recent acquisitions and improve future efficiency.

**Reconciliation between underlying and statutory PBT**

| £ million (unless stated otherwise) | **2026** | 2025[1] |
|---|---|---|
| **Underlying profit before tax** | **29.0** | 28.9 |
| Acquisition and integration related costs | **(5.3)** | (4.4) |
| Amortisation of acquired client relationships | **(4.4)** | (4.0) |
| Strategic transformation | **(12.1)** | (2.7) |
| Organisational restructure | **(6.8)** | (2.1) |
| Other non-operating items | **2.8** | 1.8 |
| **Total underlying adjustments** | **(25.8)** | (11.4) |
| **Statutory profit before tax** | **3.2** | 17.5 |

1. *Certain line items have been reclassified to align with the current period's presentation*

Underlying PBT is considered by the Board to be an appropriate reflection of the Group's performance when compared to the statutory results, as it excludes income and expense categories that are deemed to be non-recurring in nature or non-operating items. The Non-IFRS financial information section includes a glossary of the Group's APMs and the criteria for how each measure is considered.

A reconciliation between underlying and statutory PBT for the year ended 30 June 2026, with comparative financial information, is presented in the table above.

**Acquisition and integration related costs (£5.3 million charge)**
These represent costs incurred in relation to the Group's recent and potential acquisitions and include legal fees as well as fair value adjustments and finance costs in relation to deferred contingent consideration. The charge also includes integration costs associated with the financial planning acquisitions completed in the prior year. These costs are excluded from underlying results because they arise as part of acquisition and integration activity and are not considered reflective of underlying trading performance.

**Amortisation of acquired client relationships (£4.4 million charge)**
Intangible assets are recognised on the acquisition of new businesses and in the course of acquiring FUM and financial advice portfolios. These are amortised over their useful lives, which have been assessed to range between 6 and 20 years. The amortisation charge of £4.4 million (2025: £4.0 million) has been excluded from underlying profit as it is a significant non-operating item. Refer to note 15 of the consolidated financial statements for more detail.

**Strategic transformation (£12.1 million charge)**
These costs relate to major change initiatives designed to reshape the Group, enhance client and adviser experiences and improve future operational efficiency. During the year, this included product and

proposition reviews and investment in digital and AI capabilities, automation, management information and reporting and processes. These initiatives are intended to improve productivity, strengthen the control environment and create a more scalable platform to support future growth. The costs have been excluded from underlying earnings because they relate to material change activity rather than ongoing trading performance. The prior year charge includes costs associated with the move to the Main Market of the London Stock Exchange.

**Organisational restructure (£6.8 million charge)**
As part of the Group's strategy to improve operational efficiency and deliver the best possible service to clients, further opportunities were identified to streamline core processes and remove duplication. The resulting redundancy costs have been excluded from underlying earnings as they relate to organisational restructuring and are not considered reflective of ongoing performance.

**Other non-operating items (£2.8 million income)**
Other non-operating items comprise £4.7 million of insurance proceeds received in relation to historic legacy litigation matters, which are now closed. This was partially offset by £1.8 million of head office relocation costs. The prior period credit included a refund from HMRC. These items are not considered reflective of underlying trading performance and have therefore been excluded from underlying profit.

**Taxation**
The underlying tax charge was £7.0 million (2025: £7.7 million), representing an underlying effective tax rate of 24.1% (2025: 26.5%). The reduction in the underlying effective tax rate primarily reflects a lower level of non-deductible expenses compared with the prior year and the impact of prior-year tax adjustments.

The statutory tax charge was £0.8 million (2025: £5.9 million), resulting in statutory profit after tax of £2.4 million (2025: £11.6 million). The statutory effective tax rate reduced to 24.1% (2025: 33.6%), broadly in line with the UK corporation tax rate, with the prior year rate being higher due to a greater level of disallowable expenses relating to the acquisition activity during the year and an under provision in respect of prior years.

**Earnings per share**

| pence | **2026** | 2025 |
|---|---|---|
| **EPS from continuing operations** | | |
| Basic | **15.5** | 72.0 |
| Diluted | **15.1** | 71.4 |
| **Underlying EPS from continuing operations** | | |
| Basic | **140.8** | 131.5 |
| Diluted | **137.9** | 130.4 |

Underlying diluted EPS was 137.9p (2025: 130.4p), and statutory diluted EPS was 15.1p (2025: 71.4p), reflecting the combined effects of the movements in earnings and a diluted weighted average number of shares in issue of 16.0 million (2025: 16.3 million). Details on the basic and diluted EPS are provided in note 13 of the consolidated financial statements.

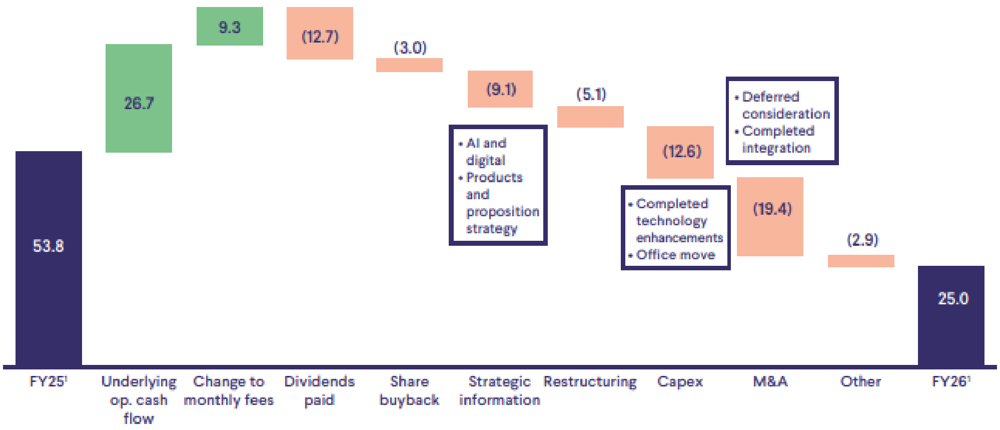
**Financial position, capital, cash and dividend**

| £ million (unless stated otherwise) | **2026** | 2025 |
|---|---|---|
| **Net assets** | **143.4** | 154.4 |
| **Excess capital after internal capital buffer[1]** | **5.9** | 15.6 |
| **Cash resources and liquid assets** | **25.0** | 53.8 |
| **Final dividend** | **52.0p** | **51.0p** |
| **Total dividend** | **83.0p** | 81.0p |

1 *Excess capital after internal capital buffer is stated before payment of the final dividend.*

## Cash resources and liquid assets[1] (£m)

**Transformed the business to deliver growth and efficiency**




*1. Group liquid assets are inclusive of UK government gilts and money market funds.*
*2. Other includes insurance recoveries from litigation relating to legacy matters of £4.7 million, offset by purchase of shares by the Employee Benefit Trust ("EBT") of £1.2 million, and timing differences of cash payments and other items.*

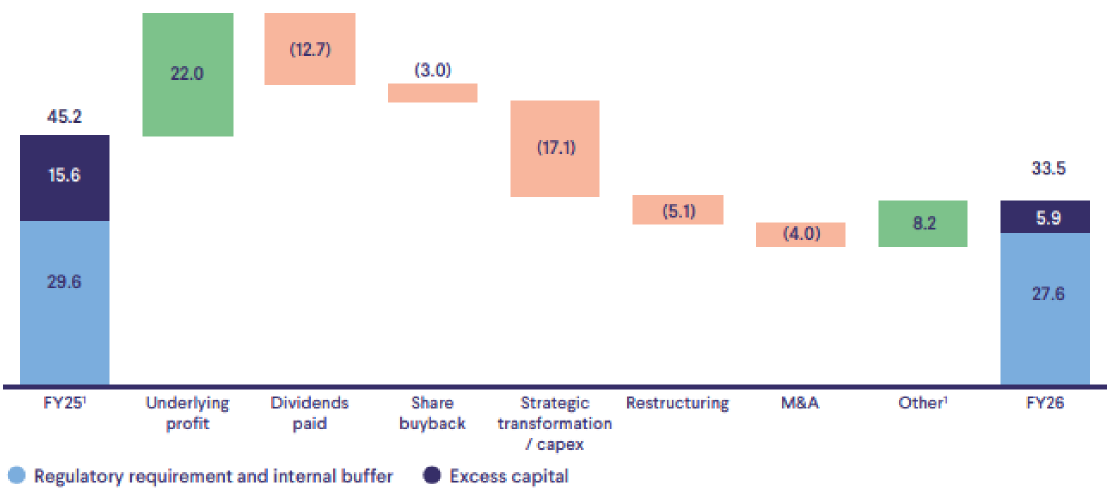
### Net assets and capital

Net assets were £143.4 million at 30 June 2026 (30 June 2025: £154.4 million). During the year, the Group capitalised £12.5 million of expenditure, primarily relating to the office relocation and investment in core systems, process automation and enhanced management information and reporting capabilities. Regulatory capital resources were £33.5 million at 30 June 2026, with a regulatory requirement including internal buffer of £27.6 million.

At 30 June 2026, excess capital after the internal capital buffer was £5.9 million (30 June 2025: £15.6 million), stated before payment of the final dividend. The movement reflects planned deployment during the year, including transformation and restructuring expenditure, capital investment, M&A-related items and dividends, partly offset by profits generated from the underlying business, consistent with the Group's approach of maintaining financial resilience while allocating capital to shareholder returns and selective investment in growth.

## Capital position (£m)

**Investment to drive growth and efficiency**




[1] Other includes insurance recoveries from litigation relating to legacy matters of £4.7 million, amortisation of software of £3.9 million and increase in share-based payment reserve of £3.6 million, partly offset by purchase of shares by the EBT of £1.2 million, and head office dual running costs of £1.3 million, and other items.

**Liquidity**
Total cash resources and liquid assets at 30 June 2026 were £25.0 million (30 June 2025: £53.8 million). The reduction primarily reflects planned spend on initiatives to strengthen the business over the long term, including transformation and restructuring activity, capital expenditure and integration costs relating to recent acquisitions. The movement also includes deferred contingent consideration payments, completion of the share buyback programme and dividends, partly offset by operating cash generation. The Group continues to generate strong underlying operating cash flows and manages liquidity carefully while investing to drive growth.

During the year, the Group used its revolving credit facility as part of normal liquidity management to manage short-term timing differences, principally between deferred contingent consideration payments falling due and deferred contingent consideration receipts expected in future periods. The facility was used temporarily to fund non-recurring items, rather than day-to-day operations and the Group had no debt on the balance sheet at the year end.

Looking ahead, the Group intends to continue to invest selectively in initiatives which continue to develop the propositions and digital capabilities. Organic investment is expected to decline materially from FY26 levels to high single digit millions in FY27. We also expect to receive net deferred consideration in respect of the previous transactions.

**Dividend**
The Board recognises the importance of dividends to shareholders and the benefit of providing sustainable shareholder returns. In determining the level of dividend in any year, the Board considers a number of factors including retained earnings, future cash commitments, statutory profit cover, capital and liquidity requirements and the level of profit retention required to sustain the growth of the Group.

The Board declared and paid an interim dividend of 31.0 pence per share (2025: 30.0 pence). Subject to final Board approval, the proposed final dividend is 52.0 pence per share (2025: 51.0 pence), bringing the proposed total dividend for the full year to 83.0 pence per share (2025: 81.0 pence). Subject to shareholder approval, the final dividend will be paid on 6 November 2026 to shareholders recorded on the register on 18 September 2026.

**Share buyback**
The £10.0 million share buyback programme initiated in January 2025 concluded in October 2025. During the year, the Group repurchased 179,330 shares for total consideration of £3.0 million, bringing total shares acquired under the programme to 643,330 for total consideration of £10.0 million. All acquired shares have been cancelled.

**In summary**
The progress made during the year provides a stronger platform from which to build. Brooks Financial is now fully integrated, our propositions have been strengthened and we have continued to enhance the capabilities needed to serve clients and advisers effectively. Our priorities for the year ahead remain clear, to deliver excellent client service, to broaden and deepen our engagement with clients, to improve efficiency and deliver sustainable long-term value for clients, colleagues and shareholders.

**Katherine Jones**
CFO

## Consolidated statement of comprehensive income

For the year ended 30 June 2026

| | Note | 2026 £'000 | 2025 £'000 |
|---|---|---|---|
| Revenue | 6 | **118,112** | 111,560 |
| Administrative costs | 7 | **(119,547)** | (99,282) |
| **Operating (loss)/profit** | 8 | **(1,435)** | 12,278 |
| Other losses | 9 | **(334)** | (272) |
| Finance income | 10 | **1,935** | 2,827 |
| Finance costs | 10 | **(1,640)** | (597) |
| Other non-operating income | 11 | **4,661** | 3,283 |
| **Profit before tax** | | **3,187** | 17,519 |
| Taxation | 12 | **(769)** | (5,889) |
| **Profit for the year from continuing operations attributable to equity holders of the Company** | | **2,418** | 11,630 |
| Profit for the year from discontinued operations | | **–** | 9,354 |
| **Other comprehensive expense** | | | |
| Items that may be reclassified to profit or loss: | | | |
| Changes in the fair value of debt instruments at FVOCI | 18 | **(85)** | – |
| Taxation impact | | **21** | – |
| **Other comprehensive expense for the year, net of tax** | | **(64)** | – |
| **Total comprehensive income for the year attributable to equity holders of the Company** | | **2,354** | 20,984 |
| **Earnings per share from continuing operations** | | | |
| Basic | 13 | **15.5p** | 72.0p |
| Diluted | 13 | **15.1p** | 71.4p |
| **Earnings per share from discontinued operations** | | | |
| Basic | 13 | **–** | 57.9p |
| Diluted | 13 | **–** | 57.4p |

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

## Consolidated statement of financial position

As at 30 June 2026

| | Note | 2026 £'000 | 2025 £'000 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Intangible assets | 15 | **119,478** | 119,465 |
| Property, plant and equipment | 16 | **7,101** | 3,418 |
| Right-of-use assets | 17 | **10,802** | 12,790 |
| Financial assets at amortised cost | 18 | **–** | 19,925 |
| Financial assets at fair value through other comprehensive income | 18 | **9,734** | – |
| Deferred contingent consideration receivable | 19 | **–** | 13,899 |
| **Total non-current assets** | | **147,115** | 169,497 |
| **Current assets** | | | |
| Financial assets at fair value through profit or loss | 18 | **1,346** | 1,095 |
| Financial assets at fair value through other comprehensive income | 18 | **5,142** | – |
| Deferred contingent consideration receivable | 19 | **14,974** | 289 |
| Trade and other receivables | 20 | **17,204** | 25,881 |
| Current tax asset | | **1,293** | – |
| Cash and cash equivalents | 21 | **10,086** | 33,915 |
| **Total current assets** | | **50,045** | 61,180 |
| **Total assets** | | **197,160** | 230,677 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Lease liabilities | 23 | **13,459** | 14,218 |
| Provisions | 24 | **154** | 773 |
| Deferred contingent consideration payable | 25 | **–** | 1,929 |
| Net deferred tax liabilities | 26 | **8,596** | 9,163 |
| Other non-current liabilities | 27 | **389** | 1,044 |
| **Total non-current liabilities** | | **22,598** | 27,127 |
| **Current liabilities** | | | |
| Lease liabilities | 23 | **689** | 700 |
| Provisions | 24 | **186** | 1,890 |
| Deferred contingent consideration payable | 25 | **2,023** | 14,176 |
| Trade and other payables | 28 | **28,234** | 31,294 |
| Current tax liabilities | | **–** | 1,041 |
| **Total current liabilities** | | **31,132** | 49,101 |
| **Net assets** | | **143,430** | 154,449 |
| **Equity** | | | |
| Share capital | 29 | **159** | 160 |
| Share premium account | 29 | **83,987** | 83,987 |
| Other reserves | 30 | **134** | 197 |
| Retained earnings | 30 | **59,150** | 70,105 |
| **Total equity** | | **143,430** | 154,449 |

The consolidated financial statements were approved on 2 September 2026 by the Board of Directors and authorised for issue, and signed on their behalf by:

**Andrea Montague**
CEO

**Katherine Jones**
CFO

Company registration number: 04402058

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

## Consolidated statement of changes in equity

For the year ended 30 June 2026

| | Note | Share capital £'000 | Share premium account £'000 | Other reserves £'000 | Retained earnings £'000 | Total equity £'000 |
|---|---|---|---|---|---|---|
| **Balance at 1 July 2024** | | 165 | 83,135 | 192 | 68,843 | 152,335 |
| **Comprehensive income** | | | | | | |
| Profit from continuing operations | | – | – | – | 11,630 | 11,630 |
| Profit from discontinued operations | | – | – | – | 9,354 | 9,354 |
| **Total comprehensive income** | | – | – | – | 20,984 | 20,984 |
| **Transactions with owners** | | | | | | |
| Issue of ordinary shares | 29 | – | 852 | – | – | 852 |
| Share-based payments | | – | – | – | 2,856 | 2,856 |
| Purchase of own shares by Employee Benefit Trust | | – | – | – | (2,566) | (2,566) |
| Shares repurchased in the share buyback programme | 29 | (5) | – | 5 | (6,971) | (6,971) |
| Tax on share options | 26 | – | – | – | (346) | (346) |
| Dividends paid | 14 | – | – | – | (12,695) | (12,695) |
| **Total transactions with owners** | | (5) | 852 | 5 | (19,722) | (18,870) |
| **Balance at 30 June 2025** | | **160** | **83,987** | **197** | **70,105** | **154,449** |
| **Comprehensive income** | | | | | | |
| Profit from continuing operations | | **–** | **–** | **–** | **2,418** | **2,418** |
| Other comprehensive expense | | **–** | **–** | **(64)** | **–** | **(64)** |
| **Total comprehensive income** | | **–** | **–** | **(64)** | **2,418** | **2,354** |
| **Transactions with owners** | | | | | | |
| Share-based payments | | **–** | **–** | **–** | **3,578** | **3,578** |
| Proceeds received on exercise of options | | | | | **44** | **44** |
| Purchase of own shares by Employee Benefit Trust | | **–** | **–** | **–** | **(1,201)** | **(1,201)** |
| Shares repurchased in the share buyback programme | 29 | **(1)** | **–** | **1** | **(3,030)** | **(3,030)** |
| Tax on share options | 26 | **–** | **–** | **–** | **(67)** | **(67)** |
| Dividends paid | 14 | **–** | **–** | **–** | **(12,697)** | **(12,697)** |
| **Total transactions with owners** | | **(1)** | **–** | **1** | **(13,373)** | **(13,373)** |
| **Balance at 30 June 2026** | | **159** | **83,987** | **134** | **59,150** | **143,430** |

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

## Consolidated statement of cash flows

For the year ended 30 June 2026

| | Note | 2026 £'000 | 2025 £'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Cash generated from operations | 32 | **17,477** | 28,752 |
| Corporation tax paid | | **(3,940)** | (7,064) |
| Other non-operating income | 11 | **4,661** | 3,048 |
| **Net cash generated from operating activities** | | **18,198** | 24,736 |
| | | | |
| **Cash flows from investing activities** | | | |
| Purchase of computer software and system development costs | | **(7,603)** | (7,491) |
| Purchase of property, plant and equipment | | **(5,935)** | (1,852) |
| Consideration paid for acquisitions net of cash acquired | | **–** | (34,150) |
| Disposal of financial assets at amortised cost | 18 | **5,002** | 9,984 |
| Investment in financial assets at fair value through profit or loss | 18 | **(67)** | (146) |
| Disposal of financial assets at fair value through other comprehensive income | 18 | **–** | 500 |
| Deferred contingent consideration paid | 25 | **(15,218)** | – |
| Proceeds from disposal of International and DCF | | **–** | 27,670 |
| Interest received | | **1,149** | 1,232 |
| **Net cash used in investing activities** | | **(22,672)** | (4,253) |
| | | | |
| **Cash flows from financing activities** | | | |
| Issue of ordinary shares | | **–** | 146 |
| SAYE proceeds received | | **44** | – |
| Purchase of shares in the share buyback programme | | **(3,030)** | (6,971) |
| Payment of lease liabilities – Principal | | **(1,686)** | (2,678) |
| Payment of lease liabilities – Interest | | **(785)** | (287) |
| Proceeds from borrowings | | **20,000** | – |
| Repayment of borrowings | | **(20,000)** | – |
| Purchase of own shares by Employee Benefit Trust | | **(1,201)** | (2,566) |
| Dividends paid to shareholders | 14 | **(12,697)** | (12,695) |
| **Net cash used in financing activities** | | **(19,355)** | (25,051) |
| | | | |
| **Net decrease in cash and cash equivalents from continuing operations** | | **(23,829)** | (4,568) |
| Net cash flows from discontinued operations | | **–** | (6,249) |
| Cash and cash equivalents at beginning of year | | **33,915** | 44,732 |
| **Cash and cash equivalents at end of year** | | **10,086** | 33,915 |

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

## 1. General information

Brooks Macdonald Group plc (“the Company”), a public limited company incorporated and registered in England and Wales and domiciled in the United Kingdom (“UK”) under the Companies Act 2006, is the Parent Company of a group of companies (collectively the “Group”) and offers wealth management and financial planning services in the UK. The Company is listed on the London Stock Exchange (“LSE”).

The Company’s registration number is 04402058. The address of the registered office is 40 Leadenhall Street, London, EC3A 2BJ, England.

## 2. Basis of preparation

The Group’s consolidated financial statements for the year ended 30 June 2026 have been prepared in accordance with UK-adopted International Accounting Standards (“IAS”) and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. These consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial instruments that are measured at fair value. The principal accounting policies adopted are set out below. Unless otherwise stated, they have been applied consistently to all periods presented in the financial statements.

All amounts in the financial statements have been rounded to the nearest thousand unless otherwise indicated.

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. In reaching this conclusion the Directors considered the Group’s forecast and liquidity position to 30 September 2027, including Group specific stress scenarios and available mitigating actions. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. There have been no post balance sheet events that have materially impacted the Group’s liquidity headroom and going concern assessment.

### Non-statutory accounts

The financial information set out within does not constitute the Group's statutory accounts for the year ended 30 June 2026 or 2025 but is derived from those accounts. Statutory accounts for 2025 have been delivered to the registrar of companies, and those for 2026 will be delivered in due course. The auditors have reported on those accounts; their report was (i) unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under section 498 of the Companies Act 2006.

### Basis of consolidation

The consolidated financial statements comprise of the Company and its subsidiaries.

The underlying financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Subsidiaries and structured entities are all entities controlled by the Company, deemed to exist where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiaries are included from the date on which control is transferred to the Group to the date that control ceases.

All intercompany transactions and balances between Group companies are eliminated on consolidation.

The Group has interests in structured entities, with one consolidated structured entity being the Brooks Macdonald Group Employee Benefit Trust (note 31). The Group has interests in other structured entities as a result of contractual arrangements arising from the management of assets on behalf of its clients but these are not consolidated as the Group does not commit to financially support its funds, nor guarantee repayment of any borrowings (note 37).

**3. New standards, amendments to standards and interpretations**

**New and amended standards adopted by the Group in the year**

The amendments to accounting standards in the table below became applicable for the current reporting period, with no material impact on the Group's results, financial position or disclosures.

| Standard, amendment or interpretation | Effective for periods beginning on or after: |
|---|---|
| Amendments to IAS 21 Lack of Exchangeability | 1 January 2025 |

**New standards, amendment and interpretation not yet adopted**

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for the 30 June 2026 reporting periods and have not been early adopted by the Group.

| Standard, amendment or interpretation | Effective for periods beginning on or after: |
|---|---|
| Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 | 1 January 2026 |
| Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 | 1 January 2026 |
| Annual Improvements to IFRS Accounting Standards – Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 | 1 January 2026 |
| IFRS 18 Presentation and Disclosures in Financial Statements | 1 January 2027 |
| IFRS 19 Subsidiaries without Public Accountability: Disclosures | 1 January 2027 |

The Group is currently assessing the impact that the adoption of the above standards and amendments will have on the Group's results reported within the financial statements.

**IFRS 18 Presentation and Disclosures in Financial Statements**

IFRS 18 includes requirements for all entities applying IFRS on the presentation and disclosure of information in the financial statements. The standard aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the consolidated statement of comprehensive income. IFRS 18 replaces IAS 1 Presentation of Financial Statements. The standard will require the Group's primary Alternative Performance Measure ("APM"), underlying profit, to be formally classified as a Management-Defined Performance Measure ("MPM") and be subject to audited reconciliation disclosures within the notes to the financial statements.

IFRS 18 is expected to have a significant impact on the Group's financial statements, although it is only expected to have an impact on the presentation and disclosure of the financial statements and is not expected to have an impact on recognition and measurement.

**IFRS 19 Subsidiaries without Public Accountability: Disclosures**

IFRS 19 specifies the reduced disclosure requirements an eligible subsidiary is permitted to apply instead of the disclosure requirements in other IFRS standards. The standard is not expected to impact the Group's financial statements.

**4. Material accounting policies**

The accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all years presented, unless otherwise stated.

**4(a) Critical accounting estimates and significant judgements**

The preparation of financial information requires the use of assumptions, estimates and judgements about future conditions. Use of currently available information and application of judgement are inherent in the formation of estimates. Actual results in the future may differ from those reported. In this regard, the Directors believe that the areas where critical accounting estimations are used, relate to the measurement of intangible assets, assumptions used in the goodwill impairment reviews and the measurement of contingent deferred consideration receivable. There are no areas of significant judgement that have been identified.

The consolidated financial statements include other areas of judgement and accounting estimates. Whilst these areas do not meet the definition under IAS 1 of significant accounting estimates or critical accounting judgements, the recognition and measurement of certain material assets and liabilities are based on assumptions and/or are subject to longer-term uncertainties.

The underlying assumptions and estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised only if the revision affects both current and future periods.

Further information about critical accounting estimates and sources of estimation uncertainty are set out below.

**Intangible assets – client relationship contracts and goodwill impairment reviews**
The Group has acquired client relationships and the associated investment management and financial advice contracts as part of business combinations, through separate purchase or with newly employed teams of fund managers, as described in note 15. In assessing the fair value of these assets, the Group has estimated their finite life based on information about the typical length of existing client relationships. Acquired client relationship contracts are amortised on a straight-line basis over their estimated useful lives, ranging from six to 20 years.

The recoverability of the client relationship intangible assets is assessed as part of the value-in-use calculations performed for the cash-generating units ("CGUs") to which they are allocated, as described below and in note 15. No separate sensitivity to a reduction in the estimated useful lives has been presented, as the carrying value of these assets is supported by the headroom identified in the CGU impairment reviews.

Goodwill recognised as part of a business combination is not amortised but instead reviewed annually for impairment, or when a change in circumstances indicates that it might be impaired. The recoverable amounts of cash-generating units ("CGUs") are determined by value-in-use calculations, which require the use of estimates to derive the projected future cash flows attributable to each unit. Details of the more significant assumptions and sensitivity analysis are given in note 15.

The identification of the Group's CGUs for goodwill impairment testing requires judgement and is based on the lowest level at which management monitors goodwill internally and the level at which largely independent cash inflows are generated. During the year, the Group reassessed the structure of its CGUs following changes to the Group's operating and management reporting structure, including the integration of the Group's acquired financial planning businesses. Management determined that the revised CGU structure reflects the way in which the business is now managed and how future cash flows are expected to be generated. The revised CGU structure has been applied consistently in the impairment review at 30 June 2026.

In assessing both the value of goodwill and client relationships including the associated investment management and financial advice contracts, the Group prepares forecasts for the cash flows acquired and discounts to a net present value. The key assumptions in these forecasts are the pre-tax discount rate and projected revenue growth. The pre-tax discount rate is adjusted from a post-tax discount rate derived from the Group's weighted average cost of capital ("WACC"), adjusted for any specific risks for the relevant CGU. The Group uses the capital asset pricing model ("CAPM") to estimate the WACC, which is calculated at the point of acquisition for a business combination, or the relevant reporting period date. Key inputs include the risk-free rate, market risk premium, the Group's adjusted beta with reference to beta data from peer-listed companies, small company premium and any risk-adjusted premium for the relevant CGU. Further details on discount rates used for each CGU are provided in note 15.

**Deferred contingent consideration receivable**
Deferred contingent consideration receivable arose in the prior year in connection with the sale of the Group's International business. The receivable represents the element of the transaction consideration that is receivable in future periods, subject to the achievement of specified revenue performance targets.

The deferred contingent consideration receivable is measured at fair value at each reporting date, with movements in fair value recognised within finance income or finance costs in the consolidated statement of comprehensive income. The fair value of the deferred contingent consideration receivable at the date of disposal was determined using a discounted cash flow model. The model incorporates management's assessment of the expected achievement of the specified performance targets and applies an appropriate discount rate. The valuation represents a critical accounting estimate due to the inherent uncertainty in forecasting the future revenue performance on which the consideration is dependent. Changes in expected future cash flows, or in the timing of their receipt, could have a material impact on the fair value recognised.

At the reporting date, the Group reassessed the fair value of the deferred contingent consideration receivable. If performance against the specified revenue targets were to exceed management's forecast by 5%, this would result in an additional gain of £3.5 million. If performance were to be 5% below management's forecast, this would result in a charge of £5.0 million. The valuation is subject to estimation uncertainty and actual outcomes may differ from those assumed, which could result in material adjustments to the carrying amount of the deferred contingent consideration receivable in future reporting periods.

**4(b) Discontinued operations**

During the year ended 30 June 2025, the Group completed the sale of its International operations, which comprised Brooks Macdonald Asset Management (International) Limited and its wholly-owned subsidiaries ("BMI"), on 21 February 2025. Additionally, Brooks Macdonald Asset Management Limited resigned as investment manager to the SVS Brooks Macdonald Defensive Capital Fund ("DCF") (subsequently renamed SVS RM Defensive Capital Fund) on 31 October 2024. There were no further disposals in the year ended 30 June 2026.

Consistent with IFRS 5 requirements, the post-tax results of discontinued operations were presented in the prior year as a single line item in the consolidated statement of comprehensive income. This line item includes the results of BMI and DCF for the relevant periods and the gain on disposal recognised in the year.

The results of the discontinued operations up to the date of disposal/discontinuation are presented after elimination of intragroup transactions. The consolidated statement of cash flows is presented for continuing operations only.

**4(c) Business combinations**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured at the fair value of the aggregate amount of the consideration transferred at the acquisition date, irrespective of the extent of any minority interest. Acquisition and integration-related costs are charged to the consolidated statement of comprehensive income when incurred.

When the Group acquires a business, it assesses the assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. If the business combination is achieved in stages, the fair value of the Group's previously held equity interest is remeasured at the acquisition date and the difference is credited or charged to the consolidated statement of comprehensive income. Identifiable assets and liabilities assumed on acquisition are recognised in the consolidated statement of financial position at their fair value at the date of acquisition.

Any deferred contingent consideration to be paid by the Group to the vendor is recognised at its fair value at the acquisition date, in accordance with IFRS 9. Subsequent changes based on the revised estimated fair value of deferred contingent consideration are recognised in accordance with IFRS 9 by revaluing the liability on the consolidated statement of financial position and the associated amount recognised in the consolidated statement of comprehensive income.

Goodwill is initially measured at cost, being the excess of the consideration transferred over the acquired company's net identifiable assets and liabilities assumed.

**Impairment**

Goodwill and other intangible assets with an indefinite life are tested annually or more frequently if events or changes in circumstances indicate that they might be impaired. For the purposes of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquisition are assigned to those units. The carrying amount of each CGU is compared to its recoverable amount, which relates to the higher of an asset's fair value less costs of disposals and value in use. This is determined using a discounted future cash flow model.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

**4(d) Revenue**

**Investment management fees**

Revenue from investment management services is recognised over time as the services are provided. Fees are typically billed monthly or quarterly in arrears and are calculated based on a percentage of the portfolio value, either daily or at the billing date, depending on the underlying product. The performance obligation is satisfied continuously over the service period, and revenue is recognised accordingly. Revenue from investment management fees is only recognised as the performance obligation is satisfied. Amounts are presented net of any rebates or discounts provided to clients.

**Fund management fees**

Revenue from fund management services provided to open-ended investment companies ("OEICs") is recognised over time as the services are provided. Fees are billed monthly in arrears and are calculated daily based on a fixed percentage of each fund's net asset value. As such, fund management fees include variable consideration but there is no significant estimation or level of judgement involved. The performance obligation is satisfied continuously throughout the reporting period, and revenue is recognised accordingly. Amounts are presented net of any rebates or discounts provided to investors.

**Financial planning**

Financial planning income relates to fees for the provision of financial advice. Fees are charged to clients either using an hourly rate, by a fixed fee arrangement, or by a fund-based arrangement whereby fees are calculated based on a percentage of the value of the portfolio at the billing date. All fees are recognised over the period the service is provided.

**Transactional income and foreign exchange trading**

Transactional income is earned through dealing and administration charges levied on trades at the time a deal is placed for a client. Fees are calculated based on a percentage of the individual trade value or a flat charge per trade. Revenue is recognised at the point of the trade being placed.

Foreign exchange trading fees are charged on client trades placed in non-base currencies, which therefore require a foreign currency exchange to action the trade. Revenue is recognised at the point of the trade being placed.

**Interest income**

Interest income on client money is the revenue earned on uninvested cash deposits held by clients. The amount recognised correlates with fluctuations in underlying interest rates and is recognised over time, based on balances held in investment accounts under administration.

**4(e) Cash and cash equivalents**

Cash comprises cash in hand and call deposits held with banks. Cash equivalents comprise short-term, highly liquid investments that are subject to an insignificant risk of change in value and with a maturity of less than three months from the date of acquisition. Cash and cash equivalents are classified at amortised cost, as the business model of these assets is to hold to collect contractual cash flows, which consist solely of payments of principal and interest. They are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate ("EIR") method.

**4(f) Share-based payments**

The Group operates a number of share incentive plans for its employees. These involve an award of shares or options in the Group (share-based payments).

The fair value of the services received is determined by reference to the fair value of the shares or share options at the grant date. Awards with non-market vesting conditions are valued using the Black-Scholes-Merton model, whilst awards with market-based vesting conditions are valued using a Monte Carlo model.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in the consolidated statement of comprehensive income, such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

**4(g) Segmental reporting**
The Group determines and presents operating segments based on the information that is provided internally to the Group Board of Directors, which is the Group's chief operating decision maker.

**4(h) Fiduciary activities**
The Group commonly acts as trustee and in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions. These assets and income arising thereon are excluded from these financial statements, as they are not assets of the Group.

The Group holds money on behalf of some clients in accordance with the client money rules of the Financial Conduct Authority ("FCA"). Such monies and the corresponding liability to clients are not included within the consolidated statement of financial position as the Group is not beneficially entitled thereto.

**4(i) Property, plant and equipment**
All property, plant and equipment is included in the consolidated statement of financial position at historical cost less accumulated depreciation and impairment. Costs include the original purchase cost of the asset and the costs attributable to bringing the asset into a working condition for its intended use.

Provision is made for depreciation to write off the cost less estimated residual value of each asset, and is charged to administrative expenses in the consolidated statement of comprehensive income using a straight-line method, over its expected useful life as follows:

– Leasehold improvements – over the lease term
– Fixtures, fittings and office equipment – five years
– IT equipment – four or five years

The assets' residual values and useful economic lives are reviewed and adjusted, if appropriate, at the end of each reporting period. Gains and losses arising on disposal are determined by comparing the proceeds with the carrying amount. These are included in the consolidated statement of comprehensive income.

**4(j) Intangible assets**
Amortisation of intangible assets is charged to administrative expenses in the consolidated statement of comprehensive income on a straight-line basis over the estimated useful lives of the assets.

**Acquired client relationship contracts**
Intangible assets are recognised where client relationship contracts are either separately acquired or acquired with investment managers who are employed by the Group. These are initially recognised at cost and are subsequently amortised on a straight-line basis over their estimated useful economic life. Separately acquired client relationship contracts are amortised over six to 20 years. The intangible assets are reviewed annually to determine whether there exists an indicator of impairment or an indicator that the assumed useful economic life has changed.

**Computer software**
Costs incurred on internally developed computer software are initially recognised at cost, and when the software is available for use, the costs are amortised on a straight-line basis over an estimated useful life of either four years or the contract term, ranging between three and eight years. Initial research and planning costs incurred prior to a decision to proceed with the software's development are recognised immediately in the consolidated statement of comprehensive income.

**Goodwill**
Goodwill arising as part of a business combination is initially measured at cost, being the excess of the fair value of the consideration transferred over the Group's interest in the net fair value of the separately identifiable assets, liabilities and contingent liabilities of the subsidiary at the date of acquisition. In accordance with IFRS 3 'Business Combinations', goodwill is not amortised but is reviewed annually for impairment and is therefore stated at cost less any provision for impairment of value. Any impairment is recognised immediately in the consolidated statement of comprehensive income and is not subsequently reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. On acquisition, any goodwill acquired is allocated to CGUs for the purposes of impairment testing. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated statement of comprehensive income as a gain on bargain purchase.

**4(k) Financial investments**
The Group classifies financial assets in the following categories: fair value through profit or loss; fair value through other comprehensive income; and amortised cost. The classification is determined by management on initial recognition of the financial asset, which depends on the purpose for which it was acquired and the nature of the cash flows.

**Fair value through profit or loss**
Financial investments are classified as fair value through profit or loss if they are either held for trading or specifically designated in this category on initial recognition. Assets in this category are initially recognised at fair value and subsequently remeasured, with gains or losses arising from changes in fair value being recognised in the consolidated statement of comprehensive income.

Financial assets at fair value through profit or loss include investments in regulated OEICs, which are managed and evaluated on a fair value basis in line with the market value.

**Fair value through other comprehensive income**
Financial investments are classified as fair value through other comprehensive income if the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and if the asset's contractual cash flows represent solely payments of principal and interest. Assets in this category are initially recognised at fair value and subsequently remeasured, with gains or losses arising from changes in fair value being recognised in other comprehensive income.

During the year, the Group reassessed the business model for its investment in gilts as part of its treasury liquidity management activities. As a result, certain gilts previously classified as financial assets at amortised cost were reclassified to financial assets at fair value through other comprehensive income. The reclassification arose because these assets are now managed within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets in order to manage liquidity requirements, rather than solely to collect contractual cash flows. The reclassification was applied prospectively from the date of the change in business model, being 1 January 2026. At that date, gilts with an amortised cost carrying amount of £14,963,000 were reclassified to financial assets at fair value through other comprehensive income. Their fair value at the date of reclassification was £15,112,000 and the resulting difference between the amortised cost and fair value (£149,000) was recognised in other comprehensive income and accumulated in the fair value through other comprehensive income reserve. Following reclassification, interest income continues to be recognised in profit or loss using the effective interest method and subsequent fair value movements are recognised in other comprehensive income until derecognition, at which point the cumulative gain or loss previously recognised in equity is reclassified to profit or loss.

**Amortised cost**
Financial instruments are classified as amortised cost if the asset is held to collect contractual cash flows and the asset's contractual cash flows represent solely payments of principal and interest. Disposals of instruments held at amortised cost are generally expected to be infrequent. However, where the Group's treasury liquidity management strategy changes such that assets are managed both to collect contractual cash flows and to sell, the related assets are reclassified prospectively in accordance with IFRS 9. In assessing whether the 'held to collect' model remains appropriate, management considers the frequency

and volume of disposals in relation to the total portfolio and disposals and reclassifications are disclosed in the financial statements, including the rationale for the transaction.

**4(l) Foreign currency translation**
The Group's functional and presentational currency is pound sterling ("£"). Foreign currency transactions are translated using the exchange rate prevailing at the transaction date. At the reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the prevailing rates on that date. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of period-end monetary assets and liabilities, are recognised in the consolidated statement of comprehensive income.

**4(m) Retirement benefit costs**
Contributions in respect of the Group's defined contribution pension scheme are charged to the consolidated statement of comprehensive income as they fall due.

**4(n) Taxation**
Tax on the profit for the financial year comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the financial year, using tax rates enacted, or substantively enacted, at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Group's Financial statements. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability settled based on tax rates (and laws) that have been enacted, or substantively enacted, at the reporting date.

Deferred tax assets are only recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax balances are presented on the consolidated statement of financial position as the net deferred tax balance by each jurisdiction the Group operates within. Deferred tax assets and liabilities are offset only where the Group has a legally enforceable right to offset. The gross deferred tax assets and liabilities are disclosed within the deferred tax in note 26.

**4(o) Trade receivables**
Trade receivables represent amounts due for services performed in the ordinary course of business. They are recognised in trade and other receivables and, if collection is expected within one year, they are recognised as a current asset. If collection is expected in greater than one year, they are recognised as a non-current asset. Trade receivables are measured at amortised cost less any expected credit losses.

**4(p) Right-of-use assets and lease liabilities**
Right-of-use assets are initially recognised at cost which is measured at the initial amount of the lease liability, reduced for any lease incentives received and increased for lease payments made at or before commencement of the lease, initial direct costs incurred and the amount of any provision recognised where the Group is required to dismantle, remove or restore the asset. Additionally, they may be re-measured to reflect reassessment due to lease modifications.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. Additionally, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The Group initially records a lease liability reflecting the present value of the future contractual cash flows to be made over the lease term, discounted using the Group's incremental borrowing rate. Interest is accrued on the lease liability using the effective interest rate method to give a constant rate of return over the life of the lease whilst the balance is reduced as lease payments are made.

If the Group revises its estimate of the term of any lease, it will adjust the carrying amount of the lease liability to reflect the payments to be made over the revised term, discounted at the revised discount rate. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

**4(q) Trade payables**
Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. These are classified as current liabilities if payment is due within one year or less. Otherwise, they are presented as non-current liabilities in the consolidated statement of financial position.

Trade payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

**4(r) Employee Benefit Trust ("EBT")**
The EBT is considered to be a structured entity, as defined in note 31. In substance, the activities of the trust are being conducted on behalf of the Group according to its specific business needs, to obtain benefits from its operation. On this basis, the assets held by the trust are consolidated into the Group's financial statements.

The Company provides finance to an EBT to purchase the Company's shares on the open market in order to meet its obligation to provide shares when an employee exercises certain options or awards made under the Group's share-based payment schemes. The administration and finance costs connected with the EBT are charged to the consolidated statement of comprehensive income. The cost of the shares held by the EBT is deducted from equity. A transfer is made between other reserves and retained earnings over the vesting periods of the related share options or awards to reflect the ultimate proceeds receivable from employees on exercise. The trustees have waived their rights to receive dividends on the shares held by the EBT.

**4(s) Share capital**
Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where the Company purchases its own equity share capital (treasury shares), the consideration paid, including any directly incremental costs (i.e. net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included within equity attributable to the Company's equity holders.

The share buyback programme, initiated in the prior financial year, repurchased shares on the open market and upon cancellation, the par value is transferred from the share capital to the capital redemption reserve of the Company, with the remaining amount reducing retained earnings. No gain or loss is recorded in the income statement as a result of this programme.

**4(t) Dividend distribution**
The dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividend is authorised and no longer at the discretion of the Company. Final dividends are recognised when approved by the Company's shareholders at the Annual General Meeting and interim dividends are recognised when paid.

**4(u) Other non-operating income**
Other non-operating income is that which is material by size and/or irregular in nature and therefore requires separate disclosure within the consolidated statement of comprehensive income to assist the users of the consolidated financial statements in understanding the business performance of the Group.

**5. Segmental information**
The Group has one reportable segment, consistent with the information that the Board of Directors, which is the Group's chief operating decision maker, uses internally for evaluating the Group's performance. The Board of Directors reviews the financial results and allocates resources at the level of the Group as a whole, and the Group is therefore not presenting a segmental analysis in accordance with IFRS 8 Operating Segments. During the year the Group reorganised the internal management of its business, the Board reconsidered its assessment of its operating segments in light of this change and concluded that it continues to review performance and allocate resources at the Group level and not at a lower level, so the

single-segment conclusion is unchanged. The three CGUs to which Goodwill is allocated for impairment testing (see note 15) are monitored below this segment level and do not constitute operating segments.

The required disclosures in accordance with IFRS 8, regarding revenues from major clients and geographical location, are disclosed in note 6.

**6. Revenue**

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| Investment management fees | **68,475** | 66,237 |
| Fund management fees | **5,980** | 6,598 |
| Financial planning income | **28,567** | 17,102 |
| Transactional income and foreign exchange trading fees | **9,090** | 14,022 |
| Interest income | **6,000** | 7,601 |
| **Total revenue** | **118,112** | 111,560 |

**6(a) Geographic analysis**
The Group's continuing operations are located in the United Kingdom; therefore all Group revenue is recognised in this jurisdiction. The Group's discontinued operations in the prior year in relation to BMI were located in Jersey and Guernsey.

**6(b) Major clients**
The Group is not reliant on any one client or group of connected clients for the generation of revenues.

**7. Administrative costs**
The largest component of the Group's administrative costs are employee costs as shown below. Some of the other costs included in administrative costs are set out in note 8.

**7(a) Employee costs**

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| Wages and salaries | **48,014** | 40,420 |
| Social security costs | **5,145** | 5,300 |
| Pension costs | **2,840** | 2,144 |
| Share-based payments | **3,125** | 1,379 |
| Redundancy-related costs | **5,039** | 1,792 |
| **Total employee costs** | **64,163** | 51,035 |

Pension costs relate entirely to a defined contribution scheme.

**7(b) Average number of employees**
The monthly average number of persons employed by the Group during the financial year, including Directors, was as follows:

| | **2026 Number of employees** | 2025 Number of employees |
|---|---|---|
| Business employees | **385** | 299 |
| Functional employees | **148** | 174 |
| **Average number of persons employed** | **532** | 473 |

## 8. Operating (loss)/profit

Statutory (loss)/profit is stated after charging for the following administrative costs:

| | Note | **2026 £'000** | 2025 £'000 |
|---|---|---|---|
| Employee costs | 7 | **64,163** | 51,035 |
| Amortisation of client relationships | 15 | **4,354** | 3,997 |
| Amortisation of computer software | 15 | **3,919** | 2,294 |
| Financial Services Compensation Scheme levy (see below) | | **409** | 1,114 |
| Depreciation of property, plant and equipment | 16 | **785** | 520 |
| Auditors' remuneration (see below) | | **1,040** | 1,783 |
| Depreciation of right-of-use assets | 17 | **2,096** | 1,661 |
| Impairment of right-of-use assets | 17 | **–** | 411 |

**Financial Services Compensation Scheme levies**

Administrative costs for the year ended 30 June 2026 include a charge of £409,000 (2025: £1,114,000) in respect of the Financial Services Compensation Scheme ("FSCS") levy, all of which is in respect of the estimated levy for the 2026/27 scheme year.

A more detailed analysis of Auditors' remuneration is provided below:

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| Fees payable to the Company's auditors for the audit of the consolidated Group and Parent Company financial statements | **410** | 610 |
| Fees payable to the Company's Auditors and its associates for other services: | | |
| – Audit of the Company's subsidiaries pursuant to legislation | **233** | 184 |
| – Audit-related assurance services | **395** | 530 |
| – Non-audit-related services | **2** | 458 |
| **Total Auditors' remuneration** | **1,040** | 1,783 |

## 9. Other losses

Other losses represent the net changes in the fair value of the Group's financial instruments recognised in the consolidated statement of comprehensive income.

| | Note | **2026 £'000** | 2025 £'000 |
|---|---|---|---|
| Loss in fair value of deferred contingent consideration payable | 25 | **(556)** | (341) |
| Gain on redemption of assets held at amortised cost | | **39** | 25 |
| Gain in fair value of financial assets at fair value through profit or loss | 18 | **183** | 44 |
| **Other losses** | | **(334)** | (272) |

### 10. Finance income and finance costs

| | Note | **2026 £'000** | 2025 £'000 |
|---|---|---|---|
| **Finance income** | | | |
| Dividends on preference shares | | **9** | 20 |
| Interest on gilts | 18 | **737** | 1,108 |
| Finance income on deferred contingent consideration receivable | 19 | **786** | 273 |
| Bank interest on deposits | | **403** | 1,426 |
| **Total finance income** | | **1,935** | 2,827 |
| | | | |
| **Finance costs** | | | |
| Finance cost of lease liabilities | | **785** | 122 |
| Finance cost on deferred contingent consideration payable | 25 | **580** | 426 |
| Finance charges on borrowings | | **275** | 49 |
| **Total finance costs** | | **1,640** | 597 |

### 11. Other non-operating income

Other non-operating income includes insurance proceeds received during the year of £4.7 million relating to the settlement of legacy legal matters. Other non-operating items in the year ended 30 June 2025 mainly related to an HMRC VAT refund of £3.10 million in respect of the Group's AIM Portfolio Services, following confirmation of VAT exemption for the period from 1 October 2019 to 30 September 2024.

### 12. Taxation

The current tax expense for the year ended 30 June 2026 was calculated based on the Corporation Tax rate of 25.0% (2025: 25.0%).

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| UK Corporation Tax | **1,910** | 6,670 |
| (Over)/under provision of current tax in prior years | **(453)** | 576 |
| Total current tax expense | **1,457** | 7,246 |
| Deferred tax credits | **(610)** | (1,357) |
| Over provision of deferred tax in prior years | **(78)** | – |
| **Total income tax expense** | **769** | 5,889 |

| Year ended 30 June 2026 | Underlying profit £'000 | Underlying profit adjustments £'000 | Statutory profit £'000 |
|---|---|---|---|
| **Profit before taxation from continuing operations** | **29,036** | **(25,849)** | **3,187** |
| | | | |
| **Profit before taxation from continuing operations multiplied by the standard rate of tax in the UK of 25.0%** | **7,259** | **(6,462)** | **797** |
| Tax effect of amounts that are not deductible/(taxable) in calculating taxable income: | | | |
| — Depreciation and amortisation | **276** | **7** | **283** |
| — Disallowable expenses | **411** | **70** | **481** |
| — Non-taxable income | **(410)** | **–** | **(410)** |
| — Share-based payments | **149** | **–** | **149** |
| — (Over)/under provision in prior years | **(682)** | **151** | **(531)** |
| **Total income tax expense** | **7,003** | **(6,234)** | **769** |
| | | | |
| **Effective tax rate** | **24.1%** | **N/A** | **24.1%** |

| Year ended 30 June 2025 | Underlying profit £'000 | Underlying profit adjustments £'000 | Statutory profit £'000 |
|---|---|---|---|
| **Profit before taxation from continuing operations** | **28,905** | **(11,386)** | **17,519** |
| | | | |
| **Profit multiplied by the standard rate of tax in the UK of 25.0%** | **7,226** | **(2,847)** | **4,379** |
| Tax effect of amounts that are not deductible/(taxable) in calculating taxable income: | | | |
| — Depreciation and amortisation | (54) | 79 | 25 |
| — Disallowable expenses | 381 | 983 | 1,364 |
| — Share-based payments | (470) | 15 | (455) |
| — Under provision in prior years | 576 | – | 576 |
| **Total income tax expense** | 7,659 | (1,770) | 5,889 |
| | | | |
| **Effective tax rate** | 26.5% | N/A | 33.6% |

The statutory rate of Corporation Tax applied to the taxable profit for the year ended 30 June 2026 is 25.0% (year ended 30 June 2025: 25.0%). Deferred tax assets and liabilities are calculated at the rate that is expected to be in force when the temporary differences unwind.

See note 13 for the breakdown of underlying profit adjustments.

**13. Earnings per share**

The Board of Directors considers that underlying earnings per share provides an appropriate reflection of the Group's performance in the financial year. Underlying earnings per share are calculated based on 'underlying earnings', which is defined as earnings after underlying adjustments listed below. The tax effect of these adjustments has also been considered. Underlying earnings is an alternative performance measure ("APM") used by the Group.

Earnings for the financial year used to calculate earnings per share as reported in these consolidated financial statements were as follows:

| | Note | **2026 £'000** | 2025[1] £'000 |
|---|---|---|---|
| Profit after tax from continuing operations | | **2,418** | 11,630 |
| Profit after tax from discontinued operations | | **–** | 9,354 |
| **Profit after tax attributable to ordinary shareholders** | | **2,418** | 20,984 |
| Acquisition and integration related costs | | **5,289** | 4,390 |
| Strategic transformation | | **12,099** | 2,736 |
| Organisational restructure | | **6,813** | 2,084 |
| Amortisation of acquired client relationships | | **4,354** | 3,997 |
| Head office relocation | | **1,757** | 1,278 |
| Other non-operating items | | **(4,463)** | (3,099) |
| **Total underlying profit adjustments** | 12 | **25,849** | 11,386 |
| Tax impact of underlying profit adjustments | 12 | **(6,234)** | (1,770) |
| Less earnings from discontinued operations | | **–** | (9,354) |
| **Underlying earnings attributable to ordinary shareholders from continuing operations** | | **22,033** | 21,246 |

1. *Certain line items have been reclassified to align with the current period's presentation.*

Strategic transformation costs of £12.10 million (2025: £2.74 million) have been excluded from operating profit as they relate to significant one-off initiatives intended to reshape the business and enhance future operational efficiency. These relate to reviewing our products and propositions to meet client needs and investing in digital capabilities including AI. These items are non- recurring and do not represent the ongoing cost base required to support revenue generation in the current reporting period.

Organisational restructuring costs of £6.81 million (2025: £2.08 million) primarily comprise redundancy costs incurred to streamline operations and eliminate duplication across core processes. These costs have been excluded from underlying earnings as they arise from specific restructuring activities.

Other non-operating items for the year comprise insurance proceeds received of £4.65 million offset by £0.20 million of other non-operating charges. For comparison, other non-operating items in the year ended 30 June 2025 included an HMRC VAT refund of £3.10 million in respect of the Group's AIM Portfolio Services, following confirmation of VAT exemption for the period from 1 October 2019 to 30 September 2024.

Basic earnings per share is calculated by dividing earnings attributable to ordinary shareholders by the weighted average number of shares in issue throughout the year. Included in the weighted average number of shares for basic earnings per share purposes are employee share options at the point all necessary conditions have been satisfied and the options have vested, even if they have not yet been exercised.

Diluted earnings per share represents the basic earnings per share adjusted for the effect of dilutive potential shares issuable on exercise of employee share options under the Group's share-based payment schemes, weighted for the relevant period. The diluted weighted average number of shares in issue and diluted earnings per share considers the effect of all dilutive potential shares issuable on exercise of employee share options. The potential shares issuable includes the contingently issuable shares related to share awards that have not yet vested and the vested unissued share options that are either nil cost options or have little or no consideration.

The weighted average number of shares in issue were as follows:

| | 2026 Number of shares | 2025 Number of shares |
|---|---|---|
| **Weighted average number of shares in issue** | **15,643,389** | 16,160,786 |
| Effect of dilutive potential shares issuable on exercise of employee share options | **336,903** | 135,256 |
| **Diluted weighted average number of shares in issue** | **15,980,292** | 16,296,042 |

| | 2026 p | 2025 p |
|---|---|---|
| **Based on reported earnings:** | | |
| Basic earnings per share from continuing operations | **15.5** | 72.0 |
| Basic earnings per share from discontinued operations | **–** | 57.9 |
| **Total statutory basic earnings per share** | **15.5** | 129.9 |
| Diluted earnings per share from continuing operations | **15.1** | 71.4 |
| Diluted earnings per share from discontinued operations | **–** | 57.4 |
| **Total statutory diluted earnings per share** | **15.1** | 128.8 |
| | | |
| **Based on underlying earnings from continuing operations:** | | |
| Basic underlying earnings per share | **140.8** | 131.5 |
| Diluted underlying earnings per share | **137.9** | 130.4 |

### 14. Dividends

Amounts recognised as distributions to equity holders of the Company in the financial year were as follows:

| | 2026 £'000 | 2025 £'000 |
|---|---|---|
| Final dividend paid for the year ended 30 June 2025 of 51.0p (2024: 49.0p) per share | **7,904** | 7,872 |
| Interim dividend paid for the year ended 30 June 2026 of 31.0p (2025: 30.0p) per share | **4,793** | 4,823 |
| **Total dividends** | **12,697** | 12,695 |

The interim dividend of 31.0p (2025: 30.0p) per share was paid on 10 April 2026.

A final dividend for the year ended 30 June 2026 of 52.0p (2025: 51.0p) per share was declared by the Board of Directors on 2 September 2026 and is subject to approval by the shareholders at the Company's Annual General Meeting. It will be paid on 6 November 2026 to shareholders who are on the register at the close of business on 18 September 2026. Based on the current number of shares in issue at the date of signing this report, and excluding own shares held, the total amount payable for the final dividend would be £8.1 million.

## 15. Intangible assets

| | Goodwill £'000 | Computer software and system development costs £'000 | Client relationship contracts £'000 | Total £'000 |
|---|---|---|---|---|
| **Cost** | | | | |
| At 1 July 2024 | 64,373 | 10,564 | 76,098 | 151,035 |
| Additions | 31,667 | 7,491 | 22,977 | 62,135 |
| Disposals | (249) | – | – | (249) |
| Disposal of subsidiary | (21,243) | – | (29,930) | (51,173) |
| **At 30 June 2025** | **74,548** | **18,055** | **69,145** | **161,748** |
| Additions | **–** | **8,062** | **–** | **8,062** |
| Measurement period adjustment | **224** | **–** | **–** | **224** |
| **At 30 June 2026** | **74,772** | **26,117** | **69,145** | **170,034** |
| | | | | |
| **Accumulated amortisation and impairment** | | | | |
| At 1 July 2024 | 22,854 | 1,962 | 42,995 | 67,811 |
| Amortisation charge | – | 2,480 | 5,863 | 8,343 |
| Disposal of subsidiary | (11,641) | – | (22,230) | (33,871) |
| **At 30 June 2025** | **11,213** | **4,442** | **26,628** | **42,283** |
| Amortisation charge | **–** | **3,919** | **4,354** | **8,273** |
| **At 30 June 2026** | **11,213** | **8,361** | **30,982** | **50,556** |
| | | | | |
| **Net book value** | | | | |
| At 30 June 2024 | 41,519 | 8,602 | 33,103 | 83,224 |
| At 30 June 2025 | 63,335 | 13,613 | 42,517 | 119,465 |
| **At 30 June 2026** | **63,559** | **17,756** | **38,163** | **119,478** |

The amortisation charge of intangible assets is recognised within administrative costs in the consolidated statement of comprehensive income.

### 15(a) Goodwill

Goodwill arising on business combinations is allocated at acquisition to the cash-generating units ("CGU"s) expected to benefit from those combinations.

During the year, the Group changed how its operations are managed and reported internally, including the integration of its acquired financial planning businesses. Following this integration, the former acquisition-based businesses are managed collectively, share operational resources and contribute to cash inflows generated across the wider business, such that their cash inflows are no longer considered largely independent. Accordingly, the Group reviewed its CGU structure for goodwill impairment testing and reorganised its acquired businesses into three separate CGUs. Management determined that this revised structure reflects the way the business is now managed and how future cash flows are expected to be generated. Under the revised structure the following CGUs have been identified:

- Financial Planning
- Investment Management
- Funds

These CGUs represent the lowest level within the Group at which goodwill is monitored for internal management purposes and are not larger than the Group's single operating segment (see note 5), as defined by IFRS 8, before aggregation. The three CGUs do not themselves constitute operating segments: the chief operating decision maker (the Board) reviews performance and allocates resources at the level of the Group as a single operating segment rather than at the level of these individual units, which are monitored below segment level for goodwill impairment purposes.

Following the change in how the Group manages operations, the carrying amounts of goodwill as at 30 June 2025 have been reallocated across the three CGUs. This allocation is made on a basis consistent with the relative values of the business operations and the way they are monitored, so as to reflect the expected synergies. The carrying amount of goodwill allocated to CGUs for the purpose of impairment testing in the prior year is set out in the table below, together with the revised allocation of goodwill to each CGU under the new CGU structure as at 30 June 2025.

| New CGU / Allocation | LIFT £'000 | Cornelian £'000 | Adroit £'000 | Integrity £'000 | Lucas Fettes £'000 | Funds £'000 | CST £'000 | Total allocated £'000 |
|---|---|---|---|---|---|---|---|---|
| Financial Planning | 22,175 | – | 8,541 | 3,945 | 3,859 | – | 1,683 | 40,203 |
| Investment Management | 3,949 | 7,173 | – | – | – | – | – | 11,122 |
| Funds | – | 8,690 | – | – | – | 3,320 | – | 12,010 |
| **Total as previously disclosed** | **26,124** | **15,863** | **8,541** | **3,945** | **3,859** | **3,320** | **1,683** | **63,335** |

In connection with the change in CGUs, an impairment testing was performed on the restructure date for both the old and new CGUs, and no impairment loss was identified. The carrying amount of goodwill as at 30 June 2026 in respect of these CGUs comprises:

**Carrying amount of goodwill by CGU**

| CGU | **2026 £'000** |
|---|---|
| Financial Planning | **40,427** |
| Investment Management | **11,122** |
| Funds | **12,010** |
| **Total goodwill** | **63,559** |

**Impairment assessment method and key assumptions**

The recoverable amounts of each CGU were determined using value-in-use calculations based on five-year cash flow projections derived from the latest Board-approved budgets and forecasts. Cash flows beyond this period were extrapolated using a long-term growth rate of 2%, consistent with historical performance, management strategies, and prevailing economic conditions. Key judgements and estimates applied in the impairment calculations include pre-tax discount rates and annual revenue growth assumptions, which are presented in the table below and reflect market conditions and CGU-specific risks.

| CGU | **Pre-tax discount rate** | **Annual revenue growth** |
|---|---|---|
| Financial Planning | 9% | 10-15% |
| Investment Management | 11% | 1-5% |
| Funds | 13% | 3-5% |

All CGUs with goodwill showed surplus recoverable amounts over carrying amounts in the impairment assessments as of 30 June 2026. No significant changes to assumptions of CGU-specific risks necessitate further disclosure.

**Sensitivity analysis: reasonably possible changes to assumptions**

The below table reflects the sensitivity analysis conducted to determine the potential for impairment under reasonably possible changes in assumptions.

| CGU | **Change in pre-tax discount rate** | **Change in revenue growth rate** |
|---|---|---|
| Financial Planning | Increase of 8% | Reduction of 18% |

| | Increase of | Reduction |
|---|---|---|
| Investment Management | Increase of 59% | Reduction of 35% |
| Funds | Increase of 4% | Reduction of 15% |

**15(b) Computer software and system development costs**

Software and system development costs are amortised on a systematic basis over their estimated useful lives, which are reviewed at least annually and reflect the period over which the assets are expected to generate economic benefits. These useful lives range from four to 15 years.

**15(c) Acquired client relationship contracts**

Acquired client relationship contracts represent fair value and are amortised over estimated useful lives ranging from six to 20 years.

The additions in the prior year relate to client relationships recognised on acquisition, including the acquisition of a portfolio of financial advice clients, totalling £22,977,000.

**16. Property, plant and equipment**

| | Leasehold improvements £'000 | Fixtures, fittings and office equipment £'000 | IT equipment £'000 | Total £'000 |
|---|---|---|---|---|
| **Cost** | | | | |
| At 1 July 2024 | 3,148 | 686 | 986 | 4,820 |
| Additions | 2,617 | 183 | 477 | 3,277 |
| Disposals | – | (7) | – | (7) |
| Disposal of subsidiary | (730) | (151) | (146) | (1,027) |
| **At 30 June 2025** | **5,035** | **711** | **1,317** | **7,063** |
| Additions | **3,973** | **437** | **58** | **4,468** |
| Disposals | **–** | **(97)** | **(74)** | **(171)** |
| **At 30 June 2026** | **9,008** | **1,051** | **1,301** | **11,360** |
| | | | | |
| **Accumulated depreciation** | | | | |
| At 1 July 2024 | 2,207 | 534 | 729 | 3,470 |
| Additions | 51 | 144 | 138 | 333 |
| Depreciation charge | 384 | 84 | 178 | 646 |
| Disposal of subsidiary | (566) | (105) | (133) | (804) |
| **At 30 June 2025** | **2,076** | **657** | **912** | **3,645** |
| Depreciation charge | **575** | **71** | **139** | **785** |
| Disposals | **–** | **(97)** | **(74)** | **(171)** |
| **At 30 June 2026** | **2,651** | **631** | **977** | **4,259** |
| | | | | |
| **Net book value** | | | | |
| At 30 June 2024 | 941 | 152 | 257 | 1,350 |
| At 30 June 2025 | 2,959 | 54 | 405 | 3,418 |
| **At 30 June 2026** | **6,357** | **420** | **324** | **7,101** |

### 17. Right-of-use assets

| | Cars £'000 | Property £'000 | Total £'000 |
|---|---|---|---|
| **Cost** | | | |
| At 1 July 2024 | 881 | 10,948 | 11,829 |
| Additions | 52 | 12,423 | 12,475 |
| Adjustment on change of lease terms | – | (2) | (2) |
| Disposals | – | (1,970) | (1,970) |
| **At 30 June 2025** | **933** | **21,399** | **22,332** |
| Additions | **27** | **–** | **27** |
| Disposals | **(398)** | **(8,412)** | **(8,810)** |
| **At 30 June 2026** | **562** | **12,987** | **13,549** |
| | | | |
| **Accumulated depreciation and impairment** | | | |
| At 1 July 2024 | 455 | 8,149 | 8,604 |
| Depreciation charge | 192 | 2,093 | 2,285 |
| Adjustment on change of lease terms | 51 | – | 51 |
| Disposal of subsidiary | – | (1,809) | (1,809) |
| Impairment | – | 411 | 411 |
| **At 30 June 2025** | **698** | **8,844** | **9,542** |
| Depreciation charge | **141** | **1,955** | **2,096** |
| Adjustment on change of lease terms | **(59)** | **(35)** | **(94)** |
| Disposal | **(385)** | **(8,412)** | **(8,797)** |
| **At 30 June 2026** | **395** | **2,352** | **2,747** |
| | | | |
| **Net book value** | | | |
| At 30 June 2024 | 426 | 2,799 | 3,225 |
| At 30 June 2025 | 235 | 12,555 | 12,790 |
| **At 30 June 2026** | **167** | **10,635** | **10,802** |

The Group offers a car leasing arrangement to provide a salary sacrifice car leasing scheme for employees. Each vehicle leased to individual employees creates a separate right-of-use asset and lease liability measured at present value of the remaining lease payments, discounted using the Group's estimated incremental borrowing rate (see note 23).

During the year ended 30 June 2025, the Company recognised right-of-use assets totalling £11,509,000 in respect of a lease agreement for the Group's head office relocation, with a 10-year term and no break options, a rent review scheduled five years from lease commencement, a 25-month rent-free period at the start of the lease and no rent deposit required. The Company assessed the ROU asset of the existing London office for impairment and recognised an impairment charge of £411,000 in the consolidated statement of comprehensive income.

### 18. Financial instruments

Financial assets and financial liabilities comprise the following:

| Financial assets | 2026 £'000 | 2025 £'000 |
|---|---|---|
| **Financial assets at fair value through other comprehensive income** | **14,876** | – |
| | | |
| **Financial assets measured at amortised cost** | **12,556** | 56,243 |
| Financial assets held at amortised cost (note 18(a)) | **–** | 19,925 |
| Cash and cash equivalents (note 21) | **10,086** | 33,915 |
| Trade and other receivables (note 20) | **2,470** | 2,403 |
| | | |
| **Financial assets at fair value through profit or loss** | **16,320** | 15,283 |

| | | |
|---|---|---|
| Financial assets held at fair value through profit or loss (note 18(c)) | **1,346** | 1,095 |
| Deferred contingent consideration receivable (note 19) | **14,974** | 14,188 |
| **Total financial assets** | **43,752** | 71,526 |

| Financial liabilities | **2026 £'000** | 2025 £'000 |
|---|---|---|
| **Financial liabilities measured at amortised cost** | **5,036** | 7,959 |
| Trade payables (note 28) | **5,036** | 7,959 |
| | | |
| **Financial liabilities measured at fair value through profit or loss** | **2,023** | 16,105 |
| Deferred contingent consideration payable (note 25) | **2,023** | 16,105 |
| **Total financial liabilities** | **7,059** | 24,064 |

### 18(a) Financial assets held at amortised cost

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **19,925** | 29,963 |
| Disposals | **(4,964)** | (9,959) |
| Interest income under EIR method | **421** | 1,108 |
| Contractual coupons received | **(419)** | (1,187) |
| Reclassification to FVOCI | **(14,963)** | – |
| **At 30 June** | **–** | 19,925 |

The Group holds UK government Investment Loan and Treasury Stock ("gilts"). During the year, the Group reassessed its business model for managing its gilt holdings. Whilst the previous objective was to hold these investments to maturity, a partial disposal was made during the year following a review of the Group's strategy for managing liquidity. Following this reassessment, the Group concluded that the business model no longer meets the criteria for classification at amortised cost under IFRS 9. Accordingly, with effect from 1 January 2026, gilt holdings were reclassified from 'financial assets at amortised cost' to 'financial assets at fair value through other comprehensive income' ("FVOCI") to reflect the revised business model.

### 18(b) Financial assets at fair value through other comprehensive income

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **–** | 500 |
| Reclassification from financial assets held at amortised cost | **14,963** | – |
| Change in fair value | **(85)** | – |
| Interest income under EIR method | **316** | – |
| Contractual coupons received | **(318)** | – |
| Disposal | **–** | (500) |
| **At 30 June** | **14,876** | – |
| | | |
| **Analysed as:** | | |
| Amounts falling due within one year | **5,142** | – |
| Amounts falling due after more than one year | **9,734** | – |
| **Total financial assets at fair value through other comprehensive income** | **14,876** | – |

As discussed in note 18(a) the Group's gilt holdings were reclassified as FVTOCI during the year. The Gilts carry coupon rates ranging from 1.5%-4.5% per annum and have maturity dates ranging from 2027-2028.

During the year ended 30 June 2025, the Group disposed of its investment of redeemable £500,000 preference shares in an unlisted company incorporated in the UK.

### 18(c) Financial assets at fair value through profit or loss

| | 2026<br>£'000 | 2025<br>£'000 |
|---|---|---|
| At 1 July | **15,283** | 905 |
| Additions | **68** | 14,453 |
| Finance income on deferred contingent consideration receivable | **786** | 273 |
| Changes in fair value | **183** | (348) |
| **At 30 June** | **16,320** | 15,283 |

Included in financial assets at fair value through profit or loss are amounts related to deferred contingent consideration receivable of £14.97 million (see note 19 for further details) and investments in funds.

The Group holds 500,000 shares in five of the SVS Cornelian Risk Managed Passive Funds and 11,000 shares in six of the SVS Cornelian J Class fund range. During the year ended 30 June 2026, the Group recognised a gain on these investments of £113,000. The Group's holding in the SVS Cornelian Risk Managed Passive Funds and SVS Cornelian J Class fund at 30 June 2026 was £784,000 and £17,000 respectively.

The Group previously invested £350,000 in the Blueprint Multi Asset Fund range across the various models within the fund range. During the year ended 30 June 2026, the Group recognised a gain on these investments of £70,000. Within the year, the Group invested an additional £60,000 in the MPS Fund. These investments generated a combined gain of £12,000. The Group's holding in the Blueprint Multi Asset Fund range at 30 June 2026 was £546,000.

**18(d) Levelling analysis**
The following table provides an analysis of the financial assets and liabilities that, subsequent to initial recognition, are measured at fair value. These are grouped into the following levels within the fair value hierarchy, based on the degree to which the inputs used to determine the fair value are observable:

- Level 1 – derived from quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 – derived from inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly; and
- Level 3 – derived from inputs that are not based on observable market data.

| | Level 1<br>£'000 | Level 2<br>£'000 | Level 3<br>£'000 | Total<br>£'000 |
|---|---|---|---|---|
| **Financial assets** | | | | |
| At 1 July 2025 | **1,095** | **–** | **14,188** | **15,283** |
| Additions | **15,031** | **–** | **–** | **15,031** |
| Net changes in fair value | **98** | **–** | **–** | **98** |
| Finance income | **316** | **–** | **786** | **1,102** |
| Coupon received | **(318)** | **–** | **–** | **(318)** |
| Disposals | **–** | **–** | **–** | **–** |
| **At 30 June 2026** | **16,222** | **–** | **14,974** | **31,196** |

Level 1 financial assets comprise investments in OEICs and gilts. The increase in the year reflects the classification of gilts as financial assets at fair value through other comprehensive income.

Level 3 financial assets include deferred contingent consideration receivable, which due to materiality is separately disclosed on the consolidated statement of financial position.

| | Level 1 £'000 | Level 2 £'000 | Level 3 £'000 | Total £'000 |
|---|---|---|---|---|
| **Financial liabilities** | | | | |
| At 1 July 2025 | **–** | **–** | **16,105** | **16,105** |
| Net changes in fair value | **–** | **–** | **556** | **556** |
| Finance cost of deferred contingent consideration payable | **–** | **–** | **580** | **580** |
| Disposals | **–** | **–** | **(15,218)** | **(15,218)** |
| **At 30 June 2026** | **–** | **–** | **2,023** | **2,023** |

Level 3 financial liabilities relate to deferred contingent consideration payable, valued using the net present value of the estimated future amounts payable. The key inputs are management-approved forecasts and expectations against the criteria of the deferred contingent consideration to set expectations of future amounts payable. The deferred contingent consideration is reviewed and revalued at regular intervals over the deferred contingent consideration period (refer to note 25). The fair value is sensitive to the change in management-approved forecasts, which relate to revenue and AUM projections for future periods, however, at each reporting date, the relevant management approved forecasts are deemed to be the most accurate and relevant input to the fair value measurement.

**19. Deferred contingent consideration receivable**

Deferred contingent consideration receivable reflects the Directors' best estimate of amounts receivable in the future in respect of the sale of certain subsidiary undertakings and businesses. Deferred contingent consideration receivable is measured at its fair value based on discounted expected future cash flows. The movements in the total deferred contingent consideration receivable balance during the financial year were as follows:

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **14,188** | – |
| Additions | **–** | 14,307 |
| Finance income on deferred contingent consideration receivable | **786** | 273 |
| Fair value adjustments | **–** | (392) |
| **At 30 June** | **14,974** | 14,188 |
| | | |
| **Analysed as:** | | |
| Amounts falling due within one year | **14,974** | 289 |
| Amounts falling due after more than one year | **–** | 13,899 |
| **Total deferred contingent consideration receivable** | **14,974** | 14,188 |

During the year ended 30 June 2025, the Group sold BMI, which comprised the Group's previously reported International segment. Part of the consideration is deferred based on the disposed Group's revenue over a one-year period commencing 12 months after disposal and is payable two years after completion. The estimated fair value of this receivable was £14.68 million as at 30 June 2026.

During the prior financial year, the Group also resigned as investment manager to the SVS Brooks Macdonald Defensive Capital Fund ("DCF"), subsequently renamed SVS RM Defensive Capital Fund. Under the related sale and purchase agreement, the Group is entitled to deferred contingent consideration based on funds under management meeting specified targets over the three years following disposal. The estimated fair value of this receivable was £0.29 million at 30 June 2025.

## 20. Trade and other receivables

| | 2026 £'000 | 2025 £'000 |
|---|---|---|
| Trade receivables | **1,883** | 832 |
| Other receivables | **587** | 1,571 |
| Prepayments and accrued income | **14,734** | 23,478 |
| **Total trade and other receivables** | **17,204** | 25,881 |

Expected credit losses are immaterial in relation to trade receivables; refer to note 33 for details on the credit risk assessment. Accrued income includes portfolio management fee income for the final month, outstanding at the consolidated statement of financial position date.

## 21. Cash and cash equivalents

Cash and cash equivalents are distributed across a range of financial institutions with high credit ratings in accordance with the Group's treasury policy. Cash at bank comprises current accounts which can be accessed immediately.

## 22. Borrowings

During the year, the Group had access to a revolving credit facility ("RCF") of £15 million to support its short-term liquidity requirements. Drawings under the facility are repayable at the end of the relevant interest period, with interest payable in arrears. The facility is subject to  financial covenants, all of which were complied with during the year.

The facility was drawn and repaid at various points during the year. As at 30 June 2026, there were no outstanding borrowings under the RCF (2025: £nil). Interest on amounts drawn was charged at variable rates based on SONIA plus a margin and was recognised within finance costs in the consolidated statement of comprehensive income.

As no amounts were outstanding at the reporting date, no balances have been presented as current or non-current borrowings in the consolidated statement of financial position.

## 23. Lease liabilities

Finance costs and financing cash flows associated with leases are reconciled below to show the movement in the financial year.

| | Cars £'000 | Property £'000 | Total £'000 |
|---|---|---|---|
| **At 1 July 2024** | **439** | **3,375** | **3,814** |
| Additions | 52 | 14,204 | 14,256 |
| Adjustment on change of lease terms | (57) | 3 | (54) |
| Payments made | (203) | (3,016) | (3,219) |
| Finance cost of lease liabilities | 15 | 280 | 295 |
| Disposal of subsidiary | – | (174) | (174) |
| **At 30 June 2025** | **246** | **14,672** | **14,918** |
| Additions | **27** | **–** | **27** |
| Adjustment on change of lease terms | **56** | **48** | **104** |
| Payments made | **(152)** | **(1,534)** | **(1,686)** |
| Finance cost of lease liabilities | **9** | **776** | **785** |
| **At 30 June 2026** | **186** | **13,962** | **14,148** |

| | 2026 £'000 | 2025 £'000 |
|---|---|---|
| **Analysed as:** | | |
| Amounts falling due within one year | **689** | 700 |
| Amounts falling due after more than one year | **13,459** | 14,218 |
| **Total lease liabilities** | **14,148** | **14,918** |

**Reconciliation of lease liability to changes in cash flows**
The payments made included in the table above include lease payments of £nil (2025: £254,000) relating to leases attributable to discontinued operations up until the date of disposal.

| | 2026<br>£'000 | 2025<br>£'000 |
|---|---|---|
| **Maturity analysis – undiscounted:** | | |
| Within one year | **730** | 1,561 |
| One to five years | **9,271** | 10,454 |
| More than five years | **8,108** | 7,568 |
| **Total lease liabilities – undiscounted** | **18,109** | **19,583** |

The Group offers a car leasing arrangement to provide a salary sacrifice car leasing scheme for employees. Each vehicle leased to individual employees creates a separate right-of-use asset (note 17) and lease liability measured at present value of the remaining lease payments, discounted using the lessee's estimated incremental borrowing rate.

The Group is party to leases as lessee in relation to property agreements for the use of office space. All leases are accounted for by recognising a right-of-use asset and a lease liability at the lease commencement date. Lease liabilities are initially measured at the present value of the contractual payments due to the lessor over the lease term discounted using the Group's incremental borrowing rate.

**24. Provisions**

| | Client compensation<br>£'000 | FSCS levy<br>£'000 | Leasehold dilapidations<br>£'000 | Other provisions<br>£'000 | Total<br>£'000 |
|---|---|---|---|---|---|
| **At 1 July 2024** | 595 | 691 | 440 | 280 | 2,006 |
| Charge to the consolidated statement of comprehensive income | 15 | 817 | 466 | 236 | 1,534 |
| Utilised during the year | (275) | (691) | – | (280) | (1,246) |
| Additions | – | – | – | 375 | 375 |
| Disposals | – | – | (6) | – | (6) |
| **At 30 June 2025** | **335** | **817** | **900** | **611** | **2,663** |
| Charge/(credit) to the consolidated statement of comprehensive income | **–** | **409** | **(264)** | **(609)** | **(464)** |
| Utilised during the year | **(335)** | **(1,084)** | **(440)** | **–** | **(1,859)** |
| **30 June 2026** | **–** | **142** | **196** | **2** | **340** |

| | 2026<br>£'000 | 2025<br>£'000 |
|---|---|---|
| **Analysed as:** | | |
| Amounts falling due within one year | **186** | 1,890 |
| Amounts falling due after more than one year | **154** | 773 |
| **Total provisions** | **340** | 2,663 |

**24(a) Client compensation**
Client compensation provisions related to potential liabilities arising from client complaints against the Group. Complaints were assessed on a case-by-case basis and provisions were recognised where the relevant recognition criteria were met. The provision was fully utilised or released during the year and no client compensation provision was recognised at 30 June 2026.

**24(b) FSCS levy**
Following confirmation by the FSCS in July 2026 of its final industry levy for the 2026/27 scheme year, the Group has made a provision of £142,000 (2025: £817,000) for its estimated share that remains payable.

**24(c) Leasehold dilapidations**
Leasehold dilapidations relate to dilapidation provisions expected to arise on leasehold premises held by the Group, and monies due under the contract with the assignee of leases on the Group's leased properties. The provision relating to the Group's previous London office was fully settled during the year.

**24(d) Other provisions**
Other provisions include provisions made for tax matters and on-going advice reviews, most of which were released during the year.

### 25. Deferred contingent consideration payable

Deferred contingent consideration payable reflects the Directors' best estimate of amounts payable in the future in respect of certain client relationships and subsidiary undertakings that were acquired by the Group. Deferred contingent consideration payable is measured at its fair value based on discounted expected future cash flows and is split between current and non-current liabilities to the extent that it is due for payment within one year of the reporting date. The movements in the total deferred contingent consideration payable balance during the financial year were as follows:

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **16,105** | – |
| Additions | **–** | 15,338 |
| Finance cost of deferred contingent consideration | **580** | 426 |
| Fair value adjustments | **556** | 341 |
| Payments made during the year | **(15,218)** | – |
| **At 30 June** | **2,023** | 16,105 |

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| **Analysed as:** | | |
| Amounts falling due within one year | **2,023** | 14,176 |
| Amounts falling due after more than one year | **–** | 1,929 |
| **Total deferred contingent consideration payable** | **2,023** | 16,105 |

During the prior financial year, the Group completed three acquisitions of CST, Lucas Fettes and LIFT. Part of the consideration amounts payable were deferred over one- and two-year periods with a total fair value of £15,338,000. The deferred amount is based on client attrition levels and business profitability over the deferral period. During the year ended 30 June 2026, £15,218,000 of payments were made (2025: nil) with fair value losses of £556,000 (2025: £341,000). During the year, the Group recognised a finance cost of £580,000 in respect of these liabilities (2025: £426,000).

Deferred contingent consideration is classified as Level 3 within the fair value hierarchy, as defined in note 18.

### 26. Net deferred tax liabilities

An analysis of the Group's deferred assets and deferred tax liabilities is shown below:

The gross movement on the deferred income tax account during the financial year was as follows:

| | Note | **2026 £'000** | 2025 £'000 |
|---|---|---|---|
| At 1 July | | **(9,163)** | (5,394) |
| Credit to the consolidated statement of comprehensive income | | **688** | 1,357 |
| Charge recognised in equity | | **(46)** | (346) |
| Reclassification | | **149** | – |
| Disposal of subsidiary | | **–** | 964 |
| Liability on acquisition of client relationship intangible assets | 15 | **(224)** | (5,744) |
| **At 30 June** | | **(8,596)** | (9,163) |

The change in deferred income tax assets during the financial year was as follows:

| | Share-based payments £'000 | Trading losses carried forward £'000 | Dilapidations £'000 | Accelerated capital allowances £'000 | Fair value losses £'000 | Total £'000 |
|---|---|---|---|---|---|---|
| **Deferred tax assets** | | | | | | |
| At 1 July 2024 | 1,901 | 147 | 112 | 93 | – | 2,253 |
| Disposal of subsidiary | – | (147) | (4) | 3 | – | (148) |
| Credit to the consolidated statement of comprehensive income | 2 | – | 117 | 106 | – | 225 |
| Charge to equity | (346) | – | – | – | – | (346) |
| **At 30 June 2025** | **1,557** | **–** | **225** | **202** | **–** | **1,984** |
| (Charge)/credit to the consolidated statement of comprehensive income | **(43)** | **41** | **(177)** | **(202)** | **–** | **(381)** |
| Charge to equity | **(67)** | **–** | **–** | **–** | **–** | **(67)** |
| Charge to other comprehensive income | **–** | **–** | **–** | **–** | **21** | **21** |
| Reclassification | **–** | **149** | **–** | **–** | **–** | **149** |
| **At 30 June 2026** | **1,447** | **190** | **48** | **–** | **21** | **1,706** |

The carrying amount of the deferred tax asset is reviewed at each reporting date and is only recognised to the extent that it is probable that future taxable profits of the Group will allow the asset to be recovered. There is an amount of unrecognised deferred tax in relation to capital losses carried forward at 30 June 2026 of £859,000 (2025: £859,000).

The change in deferred income tax liabilities during the financial year is as follows:

| | Accelerated capital allowances on research and development £'000 | Intangible asset amortisation £'000 | Unrealised Fair Value gains £'000 | Capital allowances £'000 | Total £'000 |
|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | |
| At 1 July 2024 | 918 | 6,729 | – | – | 7,647 |
| Disposal of subsidiary | (5) | (1,106) | – | – | (1,111) |
| Acquisition of subsidiaries | – | 5,744 | – | – | 5,744 |
| Charge/(credit) to the consolidated statement of comprehensive income | 75 | (1,208) | – | – | (1,133) |
| **At 30 June 2025** | **988** | **10,159** | **–** | **–** | **11,147** |
| (Credit)/charge to the consolidated statement of comprehensive income | **(322)** | **(867)** | **97** | **23** | **(1,069)** |
| Measurement period adjustment | **–** | **224** | **–** | **–** | **224** |
| **30 June 2026** | **666** | **9,516** | **97** | **23** | **10,302** |

## 27. Other non-current liabilities

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **1,044** | 587 |
| National insurance liability in respect of share option awards | **266** | 392 |
| Liability in respect of retention payments to ex-BMI employees | **–** | 456 |
| Transfer to current liabilities | **(921)** | (391) |
| **At 30 June** | **389** | 1,044 |

Other non-current liabilities comprise employer's National Insurance liabilities arising on share awards granted under the Long-Term Incentive Scheme ("LTIS") and Long-Term Incentive Plan ("LTIP"), together with retention payments due to former BMI employees. The opening balance at 1 July 2025 included

£456,000 relating to retention payments. During the year, an additional liability of £266,000 (2025: £392,000) was recognised in respect of share awards expected to vest in future periods. A total of £921,000 (2025: £391,000) was reclassified to current liabilities relating to share awards expected to vest within the next 12 months and retention payments due for settlement within the next 12 months. At 30 June 2026, the remaining non-current liability in respect of employer's National Insurance on LTIS and LTIP awards was £389,000 (2025: £588,000).

**28. Trade and other payables**

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| Trade payables | **5,036** | 7,959 |
| Other taxes and social security | **3,901** | 1,763 |
| Other payables | **2,270** | 2,295 |
| Accruals and deferred income | **17,027** | 19,277 |
| **Total trade and other payables** | **28,234** | 31,294 |

Included within accruals and deferred income is an accrual of £445,000 (2025: £391,000) in respect of employer's National Insurance contributions arising from share option awards under the LTIS. Other payables includes the current portion of the liability in respect of retention payments to ex-BMI employees.

**29. Share capital and share premium account**

The movements in share capital and share premium during the financial year were as follows:

| | **Number of shares** | **Exercise price £** | **Share capital £'000** | **Share premium account £'000** | **Total £'000** |
|---|---|---|---|---|---|
| At 1 July 2024 | 16,472,453 | | 165 | 83,135 | 83,300 |
| Shares issued: | | | | | |
| • on exercise of options | 699 | 17.70 | – | 16 | 16 |
| • to SAYE Scheme | 4,714 | 14.34 – 19.88 | – | 130 | 130 |
| • of consideration for business combinations | 42,673 | 16.41 – 16.61 | – | 706 | 706 |
| Shares cancelled on buybacks | (464,000) | – | (5) | – | (5) |
| **At 30 June 2025** | **16,056,539** | **–** | **160** | **83,987** | **84,147** |
| Shares cancelled on buybacks | **(179,330)** | **–** | **(1)** | **–** | **(1)** |
| **At 30 June 2026** | **15,877,209** | **–** | **159** | **83,987** | **84,146** |

The total number of ordinary shares issued and fully paid at 30 June 2026 was 15,877,209 (2025: 16,056,539) with a par value of 1p per share.

There were no shares issued during the year (2025: £852,000 of share capital issued).

On 28 January 2025, the Group announced the commencement of a share buyback programme in respect of its shares having an aggregate value of up to £10 million. The shares were purchased in the open market and upon cancellation, the par value was transferred from the share capital to the capital redemption reserve (within other reserves, refer to note 30).

During the year, the programme was completed and the Group repurchased 179,330 shares for a total consideration of £3,030,000 (2025: 464,000 shares for a total consideration of £6,971,000). The par value of share capital of £1,000 (2025: £5,000) for these repurchases has transferred to the capital redemption reserve and the remaining amounts have reduced retained earnings by £3,030,000 (2025: £6,971,000).

**Employee Benefit Trust**

The Group established an Employee Benefit Trust ("EBT") on 3 December 2010 to acquire ordinary shares in the Company to satisfy awards under the Group's LTIS; see note 31. At 30 June 2026, the EBT held 358,953 (2025: 437,374) 1p ordinary shares in the Company, acquired for a total consideration of £22,850,000 (2025: £21,650,000) with a market value of £4,477,939 at 30 June 2026 (2025: £7,457,000). These shares are classified as treasury shares in the consolidated statement of financial position, their cost being deducted from retained earnings within shareholders' equity.

## 30. Retained earnings and other reserves

The movements in retained earnings during the financial year were as follows:

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| At 1 July | **70,105** | 68,843 |
| Profit after tax | **2,418** | 20,984 |
| Share-based payments | **3,578** | 2,856 |
| Proceeds received on exercise of options | **44** | – |
| Tax on share options | **(67)** | (346) |
| Purchase of own shares by Employee Benefit Trust | **(1,201)** | (2,566) |
| Share buyback | **(3,030)** | (6,971) |
| Dividends paid | **(12,697)** | (12,695) |
| **At 30 June** | **59,150** | 70,105 |

Other reserves comprise the following balances:

| | **2026 £'000** | 2025 £'000 |
|---|---|---|
| Merger reserve | **192** | 192 |
| Capital redemption reserve | **6** | 5 |
| Financial assets at FVOCI reserve | **(64)** | – |
| **Total other reserves** | **134** | 197 |

**Other reserves**

The following table shows a breakdown of the statement of financial position line item 'other reserves' and the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided below the table.

| | **Merger reserve £'000** | **Capital Redemption reserve £'000** | **Financial assets at FVOCI £'000** | **Total other reserves £'000** |
|---|---|---|---|---|
| At 1 July 2024 | 192 | – | – | 192 |
| Shares repurchased in the share buyback programme | – | 5 | – | 5 |
| **At 30 June 2025** | **192** | **5** | **0** | **197** |
| Shares repurchased in the share buyback programme | **–** | **1** | **–** | **1** |
| Changes in the fair value of debt instruments at FVOCI | **–** | **–** | **(85)** | **(85)** |
| Deferred tax | **–** | **–** | **21** | **21** |
| **At 30 June 2026** | **192** | **6** | **(64)** | **134** |

**30(a) Merger reserve**

The merger reserve arises when the consideration and nominal value of the shares issued during a merger and the fair value of assets transferred during the business combination differ.

**30(b) Capital redemption reserve**

The capital redemption reserve arises on the cancellation of shares following share buybacks when the nominal value of the shares cancelled is transferred from share capital.

**30(c) Financial assets at FVOCI reserve**
The financial assets at FVOCI reserve arises on the changes in fair value of these financial assets. The accumulated changes in fair value are transferred to profit or loss when the investment is derecognised or impaired.

**31. Share-based incentive and benefits plans**
During the year ended 30 June 2026, the Group operated a number of share-based incentive and benefit schemes, which are described below.

**Company Share Option Plan ("CSOP")**
This plan was approved by HMRC in November 2013. The CSOP is a discretionary scheme whereby employees or Directors are granted an option to purchase the Company's shares in the future at a price set on the date of the grant. Since 2023, the maximum award under the terms of the scheme is a total market value of £60,000 per recipient. The options expire 10 years from the grant date.

The Company ceased making CSOP grants following the awards made in 2016. As at 30 June 2026, all options for the CSOP schemes have vested and are able to be exercised. 3,718 awards expired during the financial year under the CSOP schemes (2025: none).

**Employee Save As You Earn ("SAYE") Scheme**
SAYE is a voluntary participation benefit offered to all permanent employees. Under the SAYE, employees commit to a three-year savings contract of between £5 and £500 a month. At the end of the savings contract, employees have the option to use their savings to exercise their option to buy Company shares at a discounted price determined at the beginning of the savings contract or elect to have their cash savings returned. More recent annual schemes also include a savings bonus for completing the savings contract. This can be used to buy shares or be returned in cash, as it is the equivalent of an interest consideration.

**Long-Term Incentive Plan ("LTIP")**
This is an equity-settled scheme approved by shareholders at the 2018 Annual General Meeting and encompasses three components:

- **Deferred Bonus Plan ("DBP"):** Under this plan, a proportion of discretionary annual bonus awards for Material Risk Takers and high earning employees is awarded as nil price share options. These awards vest in three equal tranches at 12, 24 and 36 months from date of grant. The employee is then able to exercise the award in the option period at which point the shares would be transferred to the employee. Leaver provisions apply, where in cases of resignation, any vested and unvested options are forfeited to the employee on leaving, and employees leaving with good leaver status remain eligible for the awards.
- **LTIP awards:** These are nil price share options awarded to Executive Directors and ExCo Members. Vesting of these awards may be contingent on specified performance measures determined at grant being met. These awards are subject to three-year cliff vesting and a further two-year holding period (on any options that are exercised immediately after vesting). Awards are forfeited in instances of resignation and for good leavers, the award value will be pro-rated in alignment with the proportion of the vesting period the employee served.
- **Exceptional Share Option Awards ("ESOA"):** These are discretionary share option awards made to employees making exceptional contributions to the Company. The vesting profile and any performance conditions associated with these awards are determined by the Company's Remuneration Committee. ESOA awards are also used to fulfil buy-out commitments and share option awards made in relation to acquisitions made by the Company.

**Valuation of awards**
Full details of the awards granted during the year along with their valuation and the inputs used in the valuation are described in the tables below. Awards subject to non-market performance conditions were valued using the Black-Scholes-Merton model, whilst awards subject to market-based performance conditions were valued using a Monte Carlo model.

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | **Long-Term Incentive Plan** | **Save As You Earn ("SAYE")** | Long-Term Incentive Plan | Save As You Earn ("SAYE") |
| Fair value | **£4.78-£17.09** | **£3.61** | £12.17-£15.31 | £4.27 |
| Share price at grant | **£16.35-£17.90** | **£14.40** | £14.20-£18.25 | £15.00 |
| Exercise price | **–** | **£11.42** | – | £11.56 |
| Grant date | **Various** | **07/05/2026** | Various | 01/06/2025 |
| Vesting period | **10–51 months** | **36 months** | 27–51 months | 36 months |
| Volatility | **22.13%-35.44%** | **33.10%** | 34.84%-37.71% | 37.22% |
| Annual dividend | **4.73%-5.16%** | **5.85%** | 4.11%-5.70% | 5.40% |
| Risk-free rate | **3.47%-3.89%** | **4.26%** | 3.99%-4.50% | 3.87% |
| Option value | **£16.35-£17.90** | **£14.40** | £14.20-£18.25 | £15.00 |

**Outstanding awards**

Movements in the outstanding awards including the weighted average exercise price under each of the plans is set out in the tables below.

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | **Number of options** | **Weighted average exercise price (£)** | Number of options | Weighted average exercise price (£) |
| **Company Share Option Plan** | | | | |
| Outstanding at start of year | **8,401** | **17.23** | 8,401 | 16.92 |
| Exercised | **(2,741)** | **16.31** | – | – |
| Expired | **(3,781)** | **17.19** | – | – |
| **Outstanding at end of year** | **1,879** | **17.25** | 8,401 | 17.23 |
| **Exercisable at end of year** | **1,879** | **17.25** | 8,401 | 17.23 |

The CSOP options outstanding at 30 June 2026 had exercise prices of £18.79 (1,879 options) and a weighted average remaining contractual life of 0.36 years.

| | 2026 | | 2025 | |
|---|---|---|---|---|
| | **Number of options** | **Weighted average exercise price (£)** | Number of options | Weighted average exercise price (£) |
| **Employee SAYE Scheme** | | | | |
| Outstanding at start of year | **253,875** | **12.63** | 198,462 | 14.87 |
| Granted | **65,804** | **11.42** | 175,672 | 11.56 |
| Forfeited | **(78,631)** | **13.37** | (111,676) | 14.81 |
| Exercised | **(7,226)** | **13.50** | (8,583) | 15.14 |
| **Outstanding at end of year** | **233,822** | **12.01** | 253,875 | 12.63 |
| **Exercisable at end of year** | **35,951** | **13.78** | 7,650 | 19.88 |

The SAYE Plan options outstanding at 30 June 2026 totalled 233,822 and had a weighted average exercise price of £12.01 and a weighted average remaining contractual life of 2.3 years. Exercise prices comprised £11.42 (63,574 options), £11.56 (130,568 options), £14.34 (26,873 options) and £14.62 (12,807 options). Of the total outstanding options, 35,951 were exercisable at 30 June 2026, with a weighted average exercise price of £13.78.

All share options under the LTIP schemes set out below have exercise prices of £nil.

| | 2026 Number of shares | 2025 Number of shares |
|---|---|---|
| **Long-Term Incentive Plan** | | |
| Outstanding at start of year | **794,697** | 609,163 |
| Granted | **413,950** | 385,085 |
| Forfeited | **(103,635)** | (88,809) |
| Exercised | **(152,118)** | (110,742) |
| **Outstanding at end of year** | **952,894** | 794,697 |
| **Exercisable at end of year** | **106,384** | 2,896 |
| **Long-Term Incentive Scheme** | | |
| Outstanding at start of year | **1,144** | 1,144 |
| Expired | **(118)** | – |
| Exercised | **(436)** | – |
| **Outstanding at end of year** | **590** | 1,144 |
| **Exercisable at end of year** | **590** | 1,144 |

With the exception of a limited number of Good Leaver scenarios, employee eligibility for all LTIP awards is subject to continued employment. All LTIP awards are granted at the discretion of the Remuneration Committee. During the year, 413,950 (2025: 385,085) share options were granted under the LTIP. The vesting periods for these awards range from 12 to 36 months. During the year, 103,635 (2025: 88,809) share options were forfeited. At 30 June 2026, 952,894 (2025: 794,697) LTIP share options remained outstanding, of which 106,384 (2025: 2,896) were exercisable.

**Employee Benefit Trust ("EBT")**

The Company established an EBT on 3 December 2010 to acquire ordinary shares in the Company to satisfy various company award plans. All finance costs and administration expenses connected with the EBT are charged to the consolidated statement of comprehensive income as they accrue. The EBT has waived its rights to dividends. The number of shares held by the EBT have not yet vested unconditionally.

| | 2026 Number of shares | 2025 Number of shares |
|---|---|---|
| **Employee Benefit Trust** | | |
| 1 July | **437,374** | 421,938 |
| Acquired in the year | **78,717** | 141,070 |
| Exercised | **(157,138)** | (125,634) |
| **At 30 June** | **358,953** | 437,374 |

### 32. Reconciliation of operating profit to net cash inflow from operating activities

| | 2026 £'000 | 2025 £'000 |
|---|---|---|
| **Operating (loss)/profit before tax** | **(1,435)** | 12,278 |
| Adjustments for: | | |
| Amortisation of intangible assets | **8,273** | 7,850 |
| Depreciation of property, plant and equipment | **785** | 520 |
| Depreciation of right-of-use assets | **2,096** | 2,044 |
| Impairment of right-of-use assets | **–** | 411 |
| Decrease in receivables | **8,677** | 537 |
| (Decrease)/Increase in payables | **(1,106)** | 3,125 |
| (Decrease)/Increase in provisions | **(2,323)** | 151 |
| (Decrease)/increase in other non-current liabilities | **(665)** | 457 |
| Share-based payments charge | **3,125** | 1,379 |
| **Net cash inflow from operating activities** | **17,477** | 28,752 |

## 33. Financial risk management

The Group has identified the financial risks arising from its activities and has established policies and procedures as part of a formal structure for managing risk, including establishing risk lines, reporting lines, mandates and other control procedures. The structure is reviewed regularly. The Group does not use derivative financial instruments for risk management purposes.

### 33(a) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due. The primary objective of the Group's treasury policy is to manage short-term liquidity requirements and to ensure that the Group maintains a surplus of immediately realisable assets over its liabilities, such that all known and potential cash obligations can be met.

The table below shows the Group's undiscounted cash inflows and outflows from non-derivative financial assets and liabilities, together with cash and bank balances available on demand.

| | On demand £'000 | Not more than 3 months £'000 | After 3 months but not more than 1 year £'000 | After 1 year but not more than 6 years £'000 | No fixed payment date £'000 | Total £'000 |
|---|---|---|---|---|---|---|
| **At 30 June 2026** | | | | | | |
| **Cash flows from financial assets** | | | | | | |
| Financial assets at fair value through OCI | **–** | **–** | **5,142** | **9,734** | **–** | **14,876** |
| Financial assets at fair value through profit or loss | **–** | **–** | **–** | **–** | **1,346** | **1,346** |
| Deferred contingent consideration receivable | **–** | **–** | **14,974** | **–** | **–** | **14,974** |
| Cash and balances at bank | **10,086** | **–** | **–** | **–** | **–** | **10,086** |
| Trade receivables | **–** | **1,883** | **–** | **–** | **–** | **1,883** |
| Other receivables | **–** | **587** | **–** | **–** | **–** | **587** |
| | **10,086** | **2,470** | **20,116** | **9,734** | **1,346** | **43,752** |
| **Cash flows from financial liabilities** | | | | | | |
| Trade payables | **–** | **(5,036)** | **–** | **–** | **–** | **(5,036)** |
| Deferred contingent consideration payable | **–** | **–** | **(2,023)** | **–** | **–** | **(2,023)** |
| | **–** | **(5,036)** | **(2,023)** | **–** | **–** | **(7,059)** |
| **Net liquidity surplus/(gap)** | **10,086** | **(2,566)** | **18,093** | **9,734** | **1,346** | **36,693** |
| **At 30 June 2025** | | | | | | |
| **Cash flows from financial assets** | | | | | | |
| Financial assets at amortised cost | – | 205 | 419 | 19,301 | – | 19,925 |
| Financial assets at fair value through profit or loss | – | – | – | – | 1,095 | 1,095 |
| Deferred contingent consideration receivable | – | – | – | 14,188 | – | 14,188 |
| Cash and balances at bank | 33,915 | – | – | – | – | 33,915 |
| Trade receivables | – | 832 | – | – | – | 832 |
| Other receivables | – | 1,571 | – | – | – | 1,571 |
| | 33,915 | 2,608 | 419 | 33,489 | 1,095 | 71,526 |
| **Cash flows from financial liabilities** | | | | | | |
| Trade payables | – | (7,959) | – | – | – | (7,959) |
| Deferred contingent consideration payable | – | – | (14,176) | (1,929) | – | (16,105) |
| Accruals and deferred income | – | (19,277) | – | – | – | (19,277) |
| Other financial liabilities | – | (6,070) | (544) | (1,817) | – | (8,431) |

| | | | | | | |
|---|---|---|---|---|---|---|
| | – | (33,306) | (14,720) | (3,746) | – | (51,772) |
| **Net liquidity surplus/(gap)** | **33,915** | **(30,698)** | **(14,301)** | **29,743** | **1,095** | **19,754** |

**33(b) Market risk**

**Interest rate risk**

The Group is exposed to interest rate risk arising from fluctuations in market interest rates on both its cash balances and borrowings. Surplus cash is invested in short-term deposits with maturity dates not exceeding three months, whilst investments in gilts are held at fixed interest rates. In addition, the Group utilised an RCF during the year, on which interest is charged at a variable rate linked to SONIA plus an applicable margin.

Accordingly, the Group's profit before tax is affected by changes in interest rates through both interest receivable on cash and cash equivalents and interest payable on drawings under the RCF. A 100 bps decrease in the average monthly interest rate on cash would reduce profit before taxation by £101,000 (2025: £339,000), before taking account of any offsetting reduction in interest payable on variable-rate borrowings. A 100 bps increase in the average monthly interest rate would have an equal and opposite effect. Changes in the average monthly interest rate on the RCF would not have a material impact on profit before taxation.

**Foreign exchange risk**

The Group does not have any material exposure to transactional foreign currency risk, and therefore no analysis of foreign exchange risk is provided.

**Price risk**

Price risk is the risk that the fair value of the future cash flows from financial instruments will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). The Group is exposed to price risk through its holdings of equity securities and other financial assets, which are measured at fair value in the consolidated statement of financial position (note 18). A 1% fall in the value of these financial instruments would have the impact of reducing total comprehensive income by £13,000 (2025: £11,000). An increase of 1% would have an equal and opposite effect.

**33(c) Credit risk**

To reduce the risk of a counterparty default, the Group deposits its funds in approved high-quality banks. As part of the Group's strict due diligence assessment, there is a requirement for all banking counterparties to have a minimum credit rating of BBB+. The carrying amount of cash and cash equivalents exposed to credit risk at 30 June 2026 was £10,086,000 (2025: £33,915,000).

In line with the Group's corporate treasury policy, during the year ended 30 June 2026, the Group invested a proportion of surplus cash resources into UK GILTs, which had a carrying amount of £14,876,000 at 30 June 2026 (2025: £19,925,000). These Gilts are measured at FVOCI at 30 June 2026 (2025: amortised cost), following the change in business model described in note 4 under which the Gilts were reclassified during the year. The credit risk severity is considered minimal due to the inherent government backing. A minimum credit rating requirement for Gilts as part of the Group's strategy has therefore been set at 'AA', which aligns to the current credit rating of UK Gilts.

Trade receivables with a carrying amount of £1,883,000 (2025: £832,000) are neither past due nor impaired. Trade receivables have no external credit rating as they relate to individual clients, although the value of investments held in each individual client's portfolio is always in excess of the total value of the receivable. All trade receivables fall due within one year (2025: one year).

The deferred contingent consideration receivable is measured at fair value through profit or loss and credit risk is incorporated within its fair value, so no separate loss allowance is recognised. The maximum exposure to credit risk is the carrying amount of £14,974,000 (2025: £14,188,000), which relates to a single counterparty.

Assets exposed to credit risk recognised on the consolidated statement of financial position at 30 June 2026 and 2025 is the carrying amounts as disclosed in note 18.

### 34. Capital management

Capital is defined as the total of share capital, share premium, retained earnings and other reserves of the Company. Total capital at 30 June 2026 was £143,430,000 (2025: £154,449,000). Regulatory capital is derived from the Group's Internal Capital Adequacy and Risk Assessment ("ICARA"), which is a requirement of the Investment Firm Prudential Regime ("IFPR"). The ICARA draws on the Group's risk management process that is embedded within the individual businesses, function heads and Executive committees within the Group.

The Group's objectives when managing capital are to comply with the capital requirements set by the FCA to safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain a strong capital base to support the development of the business.

The Group frequently assesses the adequacy of its own funds on a consolidated and legal entity basis. This includes continuous monitoring of 'K-factor' variables, which captures the variable nature of risk involved in the Group's business activities. A regulatory capital update is additionally provided to senior management on a monthly basis alongside a rolling 12-month regulatory capital forecast. In addition to this, the Group has implemented a number of 'Key Risk Indicators', which act as early warning signs with the aim of notifying senior management if own funds misalign with the Group's risk appetite and internal thresholds.

Capital adequacy is continuously monitored by the Group's management. The Group's 2026 ICARA will be presented for approval in December 2026. There have been no capital requirement breaches during the financial year. Brooks Macdonald Group plc's IFPR public disclosure is presented on our website at www.brooksmacdonald.com.

### 35. Contingent liabilities and guarantees

In the normal course of business, the Group is exposed to legal and regulatory issues, which, in the event of a dispute, could develop into litigious proceedings and, in some cases, may result in contingent liabilities. Similarly, a contingent liability may arise in the event of a finding in respect of the Group's tax affairs, including the accounting for VAT, which could result in a financial outflow from the relevant tax authorities. The Board assesses any such matters on an ongoing basis and there are no contingent liabilities as at 30 June 2026.

Brooks Macdonald Asset Management Limited, a subsidiary of the Group, has an agreement with The Royal Bank of Scotland plc under which the bank guarantees settlement of CREST trades executed on behalf of clients. The Group holds client assets to facilitate settlement of such trading activity.

### 36. Related-party transactions

Transactions between the Company and its subsidiaries, which are related parties, are eliminated on consolidation. The Company's individual financial statements include the amounts attributable to subsidiaries.

**Transactions with key management personnel**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the Group. Details of the compensation paid to the Board of Directors as well as their shareholding in the Company are disclosed in the Remuneration Committee report.

Certain of the Group's key management personnel make use of the services provided by companies within the Group. Charges for such services are made at various staff rates. All transactions were made on normal business terms.

### 37. Interest in unconsolidated structured entities

Structured entities are those entities that have been designed so that voting or similar rights are not the dominant factor in deciding who has control, such as when any voting rights relate to administrative tasks only, or when the relevant activities are directed by means of contractual arrangements. The Group's interests in consolidated and unconsolidated structured entities are described below.

The only consolidated structured entity is the Brooks Macdonald Group EBT, details of which are given in note 31.

The Group has interests in structured entities as a result of contractual arrangements arising from the management of assets on behalf of its clients. These structured entities consist of unitised vehicles such as OEICs, which entitle investors to a percentage of the vehicle's net asset value. The structured entities are financed by the purchase of units or shares by investors. As fund manager, the Group does not guarantee returns on its funds or commit to financially support its funds. Where external finance is raised, the Group does not provide a guarantee for the repayment of any borrowings. The business activity of all structured entities in which the Group has an interest is the management of assets in order to maximise investment returns for investors from capital appreciation and/or investment income. The Group earns a management fee from its structured entities based on a percentage of the entity's net asset value.

The funds under management of unconsolidated structured entities within the Group's continuing operations total £1.043 billion (2025: £1.208 billion). Included in the revenue from continuing operations on the consolidated statement of comprehensive income is management fee income of £5,980,000 (2025: £6,598,000) from unconsolidated structured entities managed by the Group.

**38. Events since the end of the year**

A final dividend was declared on 2 September 2026, refer to note 14 for further details.

### Non-IFRS financial information

Non-IFRS financial information or alternative performance measures ("APMs") are used as supplemental measures in monitoring the performance of the Group. The adjustments applied to IFRS measures to compute the Group's APMs exclude income and expense categories, which are deemed to be outside the normal course of business operations. The Board considers the disclosed APMs to be an appropriate reflection of the Group's underlying performance.

The Group follows a rigorous process in determining whether an adjustment should be made to present an alternative performance measure compared to IFRS measures.

For an adjustment to be removed from IFRS statutory profit before tax to derive underlying profit, it must be a significant item and meet the following criteria:

- It is non-recurring and outside the normal course of business operations; or
- It has been incurred as a result of an acquisition, disposal or company restructure process.

The Group uses the below APMs:

| APM | Equivalent IFRS measure | Definition and purpose |
|---|---|---|
| Underlying profit before tax from continuing operations | Statutory profit before tax from continuing operations | Calculated as profit before tax from continuing operations, excluding income and expense categories, which are deemed of a non-recurring nature. It is considered by the Board to be an appropriate reflection of the Group's performance. |
| Underlying tax charge from continuing operations | Statutory tax charge from continuing operations | Calculated as the statutory tax charge from continuing operations, excluding the tax impact of the adjustments excluded from underlying profit.<br>See note 12 Taxation. |
| Underlying earnings/ Underlying profit after tax from continuing operations | Total comprehensive income from continuing operations | Calculated as underlying profit before tax from continuing operations less the underlying tax charge from continuing operations.<br>See note 13 of the consolidated financial statements for a reconciliation of underlying profit after tax from continuing operations and total comprehensive income. |
| Underlying diluted earnings per share from continuing operations | Statutory diluted earnings per share from continuing operations | Calculated as underlying profit after tax from continuing operations, divided by the weighted average number of shares in issue during the financial year, including the dilutive impact of future share awards. This is a key management incentive metric and is a measure used within the Group's remuneration schemes.<br>See note 13 Earnings per share. |