

zegona

Interim Financial Report

For the six months ended 30 September 2025

Zegona Communications plc

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Management Report

2 Performance Update

Performance Update

Key priorities

Our key priorities include top line stabilisation, operating cost reduction, creation of a future-proof 100% FTTH network and implementation of a “fit for purpose” organisation.

In just 18 months since the Vodafone acquisition, we have delivered on every major element of our strategy, driving operational progress, executing two landmark FibreCos and completing the transition to a future-proof 100% FTTH network. Once the FibreCo transactions are completed, we will be in a position to return significant proceeds to our equity and debt investors through a capital allocation proposal designed to be shareholder friendly, simplify our capital structure, balance the needs of the business and deliver a fit for purpose balance sheet.

We are pleased to report progress on the key areas of our strategy during the 6 months to 30 September 2025 (“the Period”):

- **Continued customer growth:** We have continued investing in our customers including new product propositions, new Lowi branding, churn reduction programs and insourced sales/customer care platforms. As a result, the customer base of Vodafone Spain¹ has continued its growth. Broadband lines reached 2,587k at the end of September 2025, growing 24k in the Period (adding 17k lines in the last quarter). In addition, contract Mobile lines reached 10,150k at the end of September 2025, growing 93k in the Period (adding 54k in the last quarter)^{2,3}.
- **Continued profit margin expansion:** We continue to execute c.700 initiatives to improve the financial results, progress the rationalisation of network assets/leases, consolidate IT systems and renegotiate contracts. EBITDAaL⁴ for the six months to September 2025 was €664m with margins increasing by 3pts to 37% compared to FY25.
- **Significant Cash flow improvement:** Operating Cash-flow (EBITDAaL - Capex)⁴ remains a key focus. Cash flow improved to €411m for the Period. This is an increase in cash flow margins⁴ of over 5pts to 23% compared to FY25.
- **FibreCos:** We entered into a binding contract with MasOrange to create a new fibre network company in Spain (“PremiumFiber”). We announced in August 2025 an investment by GIC to acquire a c.25% stake in PremiumFiber. Vodafone Spain will retain a 17% stake. This transaction is expected to close in the final quarter of this calendar year.

The joint venture with Telefónica (Fiberpass) was established in March 2025 in which Vodafone Spain holds a 37% stake. The monetisation process of Fiberpass is well advanced.

The combination of FiberPass and PremiumFiber will deliver a future-proof 100% FTTH national network with attractive economic terms and enabling substantial cost savings across the business.

- **Improving debt terms:** In the Period we successfully refinanced the Term Loan A (“TLA”) facility, redeemed some of our outstanding Secured Notes and repaid the TLA facility in full via an extension of Term Loan B and an extension of the Euro Secured Notes. This enabled us to create a more “fit for purpose” debt structure, reduce our debt interest annual run-rate and agree a more streamlined set of covenants.
- **Shareholder returns:** We are a management team that are very focused on creating shareholder value. Since our £1.50 per share capital raise in September 2023, the Zegona share price has increased over 8X. Today’s results demonstrate that this significant improvement in the company’s value is underpinned with strong operational KPIs, leaving us well positioned to continue our value creation journey.

¹ Vodafone Spain comprises Vodafone Holdings Europe, S.L.U. and the trading entities Vodafone España, S.A.U.; Vodafone ONO, S.A.U.; Vodafone Servicios, S.L.U., Valley Fijo, S.L. (formerly Vodafone Energía, S.L.U.), VSales España S.L., VPlat España S.L., Vtor America S.A., Sercom Recargas, S.L.U. and Sercom Soluciones, S.L.U..

² Unaudited Vodafone Spain number.

³ All periods exclude FiNetwork customers.

⁴ Metrics relate to the Vodafone Spain consolidated group - the full definitions can be found on page 3.

The Group's Financial Performance

Revenue in the Period was €1.8bn (€1.2bn in the 6 months ended 30 September 2024), driven in part by non comparative periods.

The Group's performance for the 6 months ended 30 September 2025 resulted in a loss for the period of €28m (€307m loss in the 6 months ended 30 September 2024⁵). The reduced loss for the Period reflects the comparative period including only 4 months of post acquisition results of Vodafone Spain, the implementation of performance and cost improvements, improved interest costs following debt restructuring and a reduction in separately reportable items including acquisition costs (see note 4 to the Condensed Consolidated Financial Statements).

The balance sheet has remained stable during the Period reflecting seasonal working capital movements and an increase in cash and cash equivalents as at 30 September 2025 to €303m (31 March 2025: €208m).

Alternative performance measures

Non-GAAP measures are used as the basis for financial KPIs (EBITDAaL, EBITDAaL less Capex and Cash Flow margin) as defined below and explained on page 27. Certain information presented is derived from amounts calculated in accordance with IFRS but is not itself a measure defined under GAAP. Such measures should not be viewed in isolation or as an alternative to the equivalent GAAP measured.

The table below provides a reconciliation of these KPIs below to the Group's total loss for the Period of €28m:

€m					
	Vodafone Spain 6m ended 30 September 2025	Zegona Holdco Ltd 6m ended 30 September 2025	Zegona Holdco Ltd Group 6m ended 30 September 2025	Other Zegona entities 6m ended 30 September 2025	Zegona Group Consolidated results 6m ended 30 September 2025
Total revenue	1,790	—	1,790	—	1,790
EBITDAaL	664	(4)	660	(12)	648
Depreciation & amortisation					(485)
Finance cost					(176)
Finance income					6
Separately reported items					(26)
Other					5
Tax					—
Net (loss)					(28)
EBITDAaL	664	(4)	660	(12)	648
Capex	(253)	—	(253)	—	(253)
EBITDAaL - Capex	411	(4)	407	(12)	395

Metric	Definition
EBITDAaL	EBITDAaL is defined as earnings before income tax credit, net financing costs, amortisation of customer-related intangible assets, amortisation of owned assets and depreciation of owned assets, excluding gains/losses on disposal of owned and leased assets, restructuring costs, other income and expense and significant items that are not considered by management to be reflective of the underlying performance, including the impacts of depreciation and gain on disposal of leased assets and interest on lease liabilities, and adjusted in line with the parent's accounting policy relating to subscriber acquisition costs. This definition is aligned with the definition included in the contractual requirements stipulated in the Zegona Holdco Limited loan documents. (For the avoidance of doubt, in line with the definition in the loan documents, EBITDAaL specifically excludes Management Incentive Plans, both pre-existing and implemented post-acquisition).
EBITDAaL less Capex	This is defined using the definition of EBITDAaL (above) less CAPEX, where Capex relates to net capital proceeds. This includes Capital Expenditure relating to acquisition of property, plant and equipment, intangible assets and costs relating to customer commercial activity, as well as payments made for dismantling assets and excluding telecommunication licences and financed assets, minus the selling price upon disposal of any assets and changes in asset retirement obligation provisions.
Cash flow margin	This is EBITDAaL less Capex as a ratio of total revenue.

The Separately reported items noted above are non-recurring or non-operational costs including restructuring costs (€3m) and costs in relation to long term incentive plans (€23m).

⁵ Includes four months of trading post-acquisition.

Principal and emerging risks

Management has reviewed the principal and emerging risks facing the Group (full details of which can be found in the FY25 Annual Report) and note below an update to those risks disclosed in the FY25 Annual Report that have significantly changed during the Period:

Ability to create value in acquired businesses - Given the successful progress on the FibreCo transactions, along with the positive trends in customer numbers and the continued increase in the Zegona Share Price, this risk is deemed to have decreased in the period.

Financing - The successful repricing and refinancing processes in March, April and August 2025 show the confidence the debt market has in Zegona and given the multiple, successful improvements in debt terms, management perceives this risk to have decreased in the period.

Reliance on key management - Through the recruitment of experienced staff within the Zegona Group, Management has reduced this risk of reliance on key people in the organisation.

Responsibility statement

We confirm that to the best of our knowledge:

- The unaudited condensed consolidated financial statements have been prepared in accordance with IAS 34, 'Interim Financial Reporting', as issued by the International Accounting Standards Board and as contained in UK-adopted international accounting standards; and
- The interim management report includes a fair review of the information required by Disclosure Guidance and Transparency Rules sourcebook 4.2.7 and Disclosure Guidance and Transparency Rules sourcebook 4.2.8.

Neither the Company nor the directors accept any liability to any person in relation to the half-year financial report except to the extent that such liability could arise under English law. Accordingly, any liability to a person who has demonstrated reliance on any untrue or misleading statement or omission shall be determined in accordance with section 90A and schedule 10A of the Financial Services and Markets Act 2000.

The names and functions of the Zegona Communications plc Board of Directors can be found on the [Zegona Website](#).

By Order of the Board



Eamonn O'Hare

Chairman and Chief Executive Officer

24 November 2025

Financial Statements

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Condensed Consolidated Statement of Comprehensive Income

		6m ended 30 September 2025 €000	6m ended 30 September 2024 €000
	Notes		
Revenue	2	1,789,966	1,204,655
Cost of sales		(356,907)	(230,236)
Gross profit		1,433,059	974,419
Administrative expenses		(1,241,539)	(868,824)
Net credit losses on financial assets		(8,011)	(23,159)
Separately reported items	4	(26,121)	(217,758)
Share of profit in an associated undertaking	9	2,027	—
Operating profit/(loss)		159,415	(135,322)
Finance income		6,245	6,526
Finance cost		(193,861)	(180,160)
Loss for the period before tax		(28,201)	(308,956)
Income tax credit	5	—	1,892
Loss for the period		(28,201)	(307,064)
Other comprehensive income and expense			
<i>Other comprehensive income/(expense) that may be reclassified to profit or loss in subsequent periods (net of tax):</i>			
Exchange differences on translation of foreign operations		—	22,360
Net (loss)/gain on bad debts measured at fair value through other comprehensive income		(1,901)	1,786
Net gain/(loss) on cash flow hedges		5,244	(14,338)
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods, net of tax		3,343	9,808
Total comprehensive loss		(24,858)	(297,256)

The 6 month period to 30 September 2024 includes 4 months of Vodafone Spain results.

The accompanying notes are an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Financial Position

	Notes	30 September 2025 €000	31 March 2025 €000
Assets			
Non-current assets			
Goodwill	8	924,024	905,517
Intangible assets		1,825,693	1,879,189
Property, plant and equipment		3,403,122	3,533,690
Investments in associated undertakings	9	481,723	598,096
Other investments		1,462	1,733
Trade and other receivables		201,797	257,887
		6,837,821	7,176,112
Current assets			
Trade and other receivables		800,783	950,203
Inventory		46,069	45,812
Cash and cash equivalents		302,859	207,989
		1,149,711	1,204,004
Assets held for sale	6	107,698	107,698
Total assets		8,095,230	8,487,814
Equity and liabilities			
Equity			
Share capital		8,971	8,971
Share premium		1,229,327	1,229,327
Capital reduction reserve		190,424	190,424
Share based payment reserve	15	67,927	62,751
Other reserves		(3,206)	(8,450)
Retained earnings		(720,095)	(689,993)
Foreign currency translation reserve		23,561	23,561
Total equity		796,909	816,591
Non-current liabilities			
Borrowings	13	3,878,882	3,918,120
Trade and other payables		736,351	676,425
Provisions	11	158,764	176,058
Lease liabilities		692,875	654,622
		5,466,872	5,425,225
Current liabilities			
Interest payable on borrowings		38,004	46,283
Trade and other payables		1,271,702	1,635,556
Provisions	11	192,182	213,528
Lease liabilities		329,561	350,631
		1,831,449	2,245,998
Total liabilities		7,298,321	7,671,223
Total equity and liabilities		8,095,230	8,487,814

The accompanying notes are an integral part of the condensed consolidated financial statements.

The Financial Statements of Zegona Communications plc (registered number 09395163) were approved by the Board of Directors on 24 November 2025 and were signed on its behalf by:



Eamonn O'Hare
Director

Condensed Consolidated Statement of Changes in Equity

	Share capital	Share premium	Capital reduction reserve	Share-based payment reserve	Other reserves – cash flow hedge reserve	Retained earnings	Foreign currency translation reserve	Total equity
Note	€000	€000	€000	€000	€000	€000	€000	€000
Balance at 1 April 2025	8,971	1,229,327	190,424	62,751	(8,450)	(689,993)	23,561	816,591
Loss for the period	—	—	—	—	—	(28,201)	—	(28,201)
Other comprehensive income/(expense)	—	—	—	—	5,244	(1,901)	—	3,343
Share-based payment movement	15	—	—	5,176	—	—	—	5,176
Balance at 30 September 2025	8,971	1,229,327	190,424	67,927	(3,206)	(720,095)	23,561	796,909

Share premium reserves includes €900m of capital contributions.

The accompanying notes are an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Changes in Equity

	Share capital	Share premium	Capital reduction reserve	Share-based payment reserve	Other reserves – cash flow hedge reserve	Other reserves – promissory note	Retained earnings	Foreign currency translation reserve	Total equity
Note	€000	€000	€000	€000	€000	€000	€000	€000	€000
Balance at 1 April 2024	8,312	1,182,375	2,565	156	—	(3,722)	(12,721)	1,201	1,178,166
Loss for the period	—	—	—	—	—	—	(307,064)	—	(307,064)
Other comprehensive income/(expense)	—	—	—	—	(14,338)	—	1,786	22,360	9,808
Reclassification of interest income related to promissory note	—	—	—	—	—	3,722	(3,722)	—	—
Share premium reduction	—	(187,859)	187,859	—	—	—	—	—	—
Transaction costs arising on share premium reduction	—	(46)	—	—	—	—	—	—	(46)
Share-based payment movement	—	—	—	117	—	—	—	—	117
Balance at 30 September 2024	8,312	994,470	190,424	273	(14,338)	—	(321,721)	23,561	880,981

Share premium reserves includes €900m of capital contributions.

The accompanying notes are an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Cash Flows

		6m ended 30 September 2025 €000	6m ended 30 September 2024 €000
	Notes		
Net cash flows from operating activities	14	679,931	583,004
Cash flows from investing activities			
Repayment of loans in acquired subsidiary		—	(3,325,540)
Net cash from borrowings used for the acquisition		—	(362,560)
Cash acquired	8	888	—
Purchase of investments		—	(280)
Disposal of investments		271	—
Purchase of intangible fixed assets		(170,205)	(120,410)
Purchase of property, plant and equipment		(139,178)	(66,787)
Interest received relating to investing activities		5,163	2,804
Proceeds from sale of property, plant and equipment		33,109	—
Equity distribution from associate	9	118,400	—
Net cash outflow from investing activities		(151,552)	(3,872,773)
Cash flows from financing activities			
Costs of share premium reduction		—	(46)
Proceeds from borrowings, net of transaction costs paid	13	730,994	3,649,894
Repayment of borrowings	13	(722,881)	—
Interest paid relating to financing activities		(143,007)	(52,027)
Repayments of leases		(298,615)	(182,181)
Net cash (outflow)/inflow from financing activities		(433,509)	3,415,640
Net increase in cash and cash equivalents		94,870	125,871
Cash and cash equivalents at the beginning of the period		207,989	4,709
Cash and cash equivalents at the end of the period		302,859	130,580

The accompanying notes are an integral part of the condensed consolidated financial statements.

See note 8 for details of the non-cash investment movements relating to the acquisition of Sercom.

Notes to the Condensed Consolidated Financial Statements

1. Basis Of Preparation

The unaudited condensed consolidated financial statements for the six months ended 30 September 2025:

- are prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting' ('IAS 34') as issued by the International Accounting Standards Board ('IASB') and as adopted by the United Kingdom;
- are presented on a condensed basis as permitted by IAS 34 and therefore do not include all disclosures that would otherwise be required in a full set of financial statements and should be read in conjunction with the Group's Annual Report for the period ended 31 March 2025;
- The Group has applied the same accounting policies, presentation and methods of calculation as those followed in the preparation of the Group's consolidated financial statements for the period ended 31 March 2025, which were prepared in accordance with UK-adopted International Accounting Standards ('IAS'), with International Financial Reporting Standards ('IFRS') as issued by the IASB and with the requirements of the UK Companies Act 2006.
- include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results for the periods presented;
- do not constitute statutory accounts within the meaning of section 434(3) of the UK Companies Act 2006; and
- were approved by the Board of Directors on 24 November 2025.

Due to the year end change in FY25, the comparative figures for the six months ending 30 September 2024 are unaudited and were not subject to review procedures.

The information relating to the period ended 31 March 2025 is extracted from the Group's published Annual Report for that period, which has been delivered to the Registrar of Companies, and on which the auditor's report was unqualified and did not contain any emphasis of matter of statements under section 498(2) or 498(3) of the UK Companies Act 2006.

The preparation of the unaudited condensed consolidated financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period, and the reported amounts of revenue and expenses during the period. Actual results could vary from these estimates. These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Going concern

The Group has a robust liquidity position as at 30 September 2025 with €303m of cash and cash equivalents, together with undrawn revolving credit facilities of €500m, which cover all the Group's reasonably expected cash requirements over the going concern period. The Directors have reviewed trading and liquidity forecasts for the Group, which were based on current trading conditions, and also considered downside scenarios. As a result of the assessment performed, the Directors have concluded that the Group is able to continue in operation for the period up to and including 31 December 2026 and that it is appropriate to continue to adopt the going concern basis in preparing the unaudited condensed consolidated financial statements.

Critical accounting judgements and estimates

The Group's critical accounting judgements and estimates are disclosed in the Group's Annual Report for the period ended 31 March 2025. There have been no updates in the Period.

Material accounting policies

The Group's material accounting policies are disclosed in the Group's Annual Report for the period ended 31 March 2025, with these interim financial statements being produced on the same basis with one exception due to a change in the below definition of Separately reported items. Previously this definition specified that items had to be non-recurring. Management has reviewed this policy and excluded the qualification of non-recurring, believing that the non-operational nature of the material items captured should still be reported separately, even in the case of recurrence, along with one off transactions.

Management has reviewed the prior period and determined that no restatement is required, as all costs in the prior period were either one off or non operational in nature. The new policy is stated below:

(i) Separately reported items

Separately reported items are income or costs considered to be individually material and either one off in nature or not directly related to the operations of the Group. Management believe that such items require separate presentation and disclosure to avoid distortion of the comparability of operational results between periods.

Furthermore, an additional accounting policy has been implemented in the Period in relation to the Group's associates, as set out below:

In certain commercial relationships with the Group's associates, the Group will simultaneously receive and provide different services. While these services are partially independent, the substance of the transactions takes place within the framework of an ongoing commercial relationship with a single counterparty and the services exchanged, though different in nature, are operationally interconnected. In light of this, the Group has chosen to present both components within a single line item in the Consolidated Statement of Comprehensive Income. When the Group has an obligation to provide future services, the discounted value of those services is recognised as a liability, which is recorded in the Consolidated Statement of Comprehensive Income when the services are consumed or expire.

New accounting pronouncements to be adopted

No interpretations or amendments to UK-adopted international accounting standards for 2025 have had a significant impact on the Group's accounting policies or reporting in the current period. IFRS 18 'Presentation of Financial Statements', replacing IAS 1, has been issued by the IASB and endorsed by the UKEB and is effective for annual periods beginning or after 1 January 2027, with earlier application permitted. The impact of adopting this standard is currently being assessed by Management.

2. Revenue

Revenue reported for the Period includes service revenue from contracts with customers as well as other revenue items including revenue from equipment revenue, leases and interest revenue arising from transactions with a significant financing component.

	6m ended 30 September 2025 €000	6m ended 30 September 2024 €000
Service revenue	1,565,038	1,071,101
Other revenue	224,928	133,554
Total Revenue	1,789,966	1,204,655

All revenue in the Period to 30 September 2025 relates to Vodafone Spain and was earned in Spain. Comparative period shows four months of post-acquisition consolidated revenue only.

The Group is organised as a single business. The chief operating decision maker is considered to be the Board, which receives consolidated information, and therefore the Group's conclusion is that it has a single operating segment for which the measure of performance is the Group's consolidated loss for the Period from continuing operations and all amounts required to be disclosed are the same as the equivalent consolidated amounts disclosed elsewhere in these financial statements.

Other revenue comprises: Equipment revenue €175,342k (2024: €101,934k), Interest revenue €14,802k (2024: €11,999k) and Other revenue €34,784k (2024: €19,621k). Equipment revenue is recognised on a point in time basis; all other revenue is recognised over time.

3. Impairment Review

The Group performs its annual impairment test in March and when circumstances indicate that the carrying value may be impaired. The Group's impairment test for goodwill and intangibles with indefinite life is based on value-in-use calculations. The key assumptions used to determine the recoverable amount for the cash generating units were disclosed in the annual consolidated financial statements for the period ended 31 March 2025.

At interim reporting periods the Group performs a review to identify any indicator of impairment that may indicate that the carrying amount of any of the Group's cash generating units ('CGUs') may not be recoverable.

The Group's review of the potential impact of indicators of impairment did not indicate that the carrying amount of the Group's CGU was not recoverable as at 30 September 2025. The Group considers, amongst other factors, the relationship between Zegona's market capitalisation and the book value of its investments, when reviewing for indicators of impairment. As at 30 September 2025, the market capitalisation of the Group was above the book value of its equity, indicating no impairment of goodwill was required.

4. Separately Reported Items

In the Period €26,121k of Separately reported items were recognised including restructuring costs €3,231k (€123,921k in the 6 month period to 30 September 2024), costs in relation to long term incentive plans €22,511k (€117k in the 6 month period to 30 September 2024), refinancing related expense costs €379k (€71,913k in the 6 month period to 30 September 2024) and acquisition related costs nil (€21,807k in the 6 month period to 30 September 2024).

5. Taxes

This note explains how the Group tax charge/credit arises. The deferred tax section of the note also provides information on the expected future tax charges/credits and sets out the tax assets held across the Group together with the view on whether or not we expect to be able to make use of these in the future.

Fiscal consolidation regime

The individual taxable income is included in the taxable income of the tax consolidation group of which Zegona Communications plc is the ultimate parent company and Zegona Bidco, S.L.U. is the representative parent company in Spain.

	6m ended 30 September 2025 €'000	6m ended 30 September 2024 €'000
Current period	—	—
Deferred tax credit	—	—
Adjustments in respect of prior years	—	(1,892)
Income tax (credit) directly attributable to comprehensive loss for the period	—	(1,892)

Tax charge for the Period was nil (30 September 2024: tax credit of €1,892k).

Factors affecting the tax credit for the Period

Below is a reconciliation between the accounting profit and the taxable income for corporation tax purposes:

	6m ended 30 September 2025 €'000	6m ended 30 September 2024 €'000
Loss before tax as shown in the consolidated statement of comprehensive loss	(28,201)	(308,956)
Tax on profit at standard UK rate of 25%	(7,050)	(77,239)
Expenses not deductible for tax purposes:	7,016	60,865
Effects of overseas tax rates	—	—
Deferred tax assets not recognised	34	14,482
Prior year adjustment	—	—
Income tax (credit) directly attributable to comprehensive loss for the period	—	(1,892)

Deferred tax assets on losses

Deferred tax assets and liabilities, before offset of balances are as follows:

	Opening Gross deferred tax asset/(liability) at 31 March 2025	Closing Gross deferred tax asset/(liability) at 30 September 2025	Amount credited/ (expensed) in the statement of comprehensive income
	€000	€000	€000
Business combination			
Customer relationships	(78,084)	(71,988)	6,096
Brand	(10,737)	(10,359)	378
Tangible assets	(2,551)	(2,527)	24
PPA deferred tax assets	91,372	84,874	(6,498)
	—	—	—
IFRS 16 Lease ROU adjustment	(204,334)	(210,608)	(6,274)
IFRS 16 Lease ROU adjustment	204,334	210,608	6,274
	—	—	—
Total gross deferred assets	295,706	295,482	(224)
Total gross deferred liabilities	(295,706)	(295,482)	224
Credited to the statement of comprehensive income	—	—	—

The Group has tax losses of €5.6bn (31 March 2025: €5.3bn) which are available to offset against the future profits of the Spanish Group subsidiary companies. No deferred tax asset is recognised for these losses, due to the insufficient taxable Spanish profits.

The UK entities have tax losses of €66.5m (31 March 2025: €57.0m) which are available to offset against the future profits of the UK companies. No deferred tax asset is recognised for these losses due to the insufficient taxable UK profits. There is also a temporary difference arising in respect of interest that is restricted and carried forward to be offset in future periods (subject to certain conditions being met). The gross temporary difference is €179.7m. No deferred tax asset has been recognised due to insufficient taxable UK profits.

The Group does not recognise further deferred assets as the Group's future profits are not currently seen sufficiently certain for the purposes of deferred tax recognition.

6. Assets Held For Sale

On 2 January 2025, the Group announced that Vodafone Holdings Europe, S.L.U. and MasOrange, S.L. had entered into a binding contract to create a new fibre network company in Spain ("PremiumFiber"). On 4 August 2025, GIC entered into an agreement to purchase a c.25% stake in PremiumFiber. Following the GIC investment, the ownership of PremiumFiber will be 58% MasOrange, 17% Zegona and 25% GIC. This transaction is expected to close in the final calendar quarter of 2025.

The relevant assets and liabilities which will be transferred out of the Group, and therefore are disclosed as Held for Sale, are included in the table below.

	30 September 2025 €000	31 March 2025 €000
Non-current assets		
Property, plant & equipment	107,698	107,698
Assets held for sale	107,698	107,698

7. Earnings Per Share

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive ordinary shares. Management shares in the share capital of Zegona Limited were issued in prior years and, on exercise, the value of these shares is expected to be delivered by the Company issuing new ordinary shares. Hence, the Management Shares in Zegona Limited (see note 15) could have a dilutive effect, although the Company has the right at all times to settle such value in cash.

As the Group made a loss in the periods ending 30 September 2025 and 30 September 2024 no dilutive impact is included in the loss per share.

	6m ended 30 September 2025	6m ended 30 September 2024
Loss for the period attributable to equity holders of the parent (€000)	(28,201)	(307,064)
Weighted average number of ordinary shares	759,209,905	704,149,410
Basic EPS (€)	(0.04)	(0.44)

8. Acquisitions

(a) Background

On 1 April 2025, Zegona (via Vodafone Holdings Europe S.L.U.) acquired Sercom, comprising of 100% of the share capital of Sercom Recargas, S.L.U. and Sercom Soluciones, S.L.U. The trading entities provide prepaid SIM card sales channels. The Group acquired Sercom to expand control of its prepaid distribution channel, as Sercom is responsible for a large proportion of Vodafone Spain Prepaid SIM sales. Sercom's capabilities are complementary to Zegona's business as it will facilitate upstream control of the main Prepaid SIM distribution channel.

Purchase consideration net of cash acquired was €18.6m. The purchase price includes cash consideration of €5.1m and further contingent consideration of €15.0m. There was no cash outflow in the period associated with this acquisition.

As the Purchase Price Allocation has not yet been finalised, the net assets acquired and fair value adjustments are provisional and, in line with IFRS 3, amendments may be made to these figures in the 12 months following the date of acquisition with a corresponding adjustment to the goodwill recognised.

The revenue and profit for the period from 1 April 2025 to 30 September 2025 and the costs incurred in completing the acquisition were not significant in relation to the Group's revenue and profit for the Period.

(b) Reconciliation of Goodwill

A reconciliation of the carrying amount of provisional goodwill at the beginning and end of the reporting period is presented below:

	30 September 2025 €000
Goodwill as at 1 April 2025	905,517
Additions	18,507
Provisional goodwill as at 30 September 2025	924,024

9. Investment In Associates

The Group holds an interest in an associate FiberPass in Spain. The investment in this associate was acquired through non-cash contributions involving the transfer of certain property, plant and equipment and a strategic undertaking. The carrying amount of the investment at 30 September 2025 is €481,723k (31 March 2025: €598,096k). During the Period, there was a return of capital to equity holders of €118,400k which reduced the carrying value of the investment.

The exclusivity granted to Vodafone Spain will be recognised, via the unwind from Trade and Other Payables, through the Income Statement over the life of the Master Service Agreement (MSA).

The Group's associate has share capital consisting solely of ordinary shares and is directly held. The country of incorporation or registration is also the principal place of operation.

There is no change in the activity of the associate and as there is a long term contractual arrangement in place, which gives comfort over the provision of services, Management deems this arrangement to have not changed the risk profile.

The table below provides aggregated financial information for the Group's associate as it relates to the amounts recognised in the condensed consolidated income statement and condensed consolidated statement of financial position. The share of profits from associate represents the income of the period from inception to the 30 September 2025.

Name of associate	Principal activity	Percentage holding	
		As at 30 September 2025	As at 31 March 2025
Fiberpass	Network operator	37%	37%

Summarised financial information of the associate is set out below.

Income Statement

	6m to 30 September 2025 €000
Revenue	71,675
Operating expenses	(19,629)
Depreciation and amortisation	(41,037)
Finance cost	(5,299)
Tax	(1,427)
Profit for the period	4,283

Statement of financial position

	As at 30 September 2025 €000
Non-current assets	1,578,882
Current assets	30,247
Cash	40,648
Total assets	1,649,777
Equity shareholders' funds	1,303,343
Current liabilities	4,189
Non-current liabilities	342,245
Total equity and liabilities	1,649,777

10. Financial Instruments

The following tables show the carrying amounts and the fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities measured at amortised costs as their carrying amount is a reasonable approximation of fair value.

Financial instrument classification and fair values

	Fair value 30 September 2025 €000	Amortised cost 30 September 2025 €000	Fair value 31 March 2025 €000	Amortised cost 31 March 2025 €000
Trade receivables	48,564	—	86,957	—
Contract assets	—	66,601	—	61,126
Contract-related costs	—	5,906	—	5,883
Other receivables	—	40,855	—	39,445
Prepayments	—	31,119	—	45,077
Derivative financial assets	8,752	—	19,399	—
Total non-current financial assets	57,316	144,481	106,356	151,531
Trade receivables	57,072	353,090	92,731	238,050
Amounts owed by associated companies	—	1,191	—	101,010
Contract assets	—	173,832	—	170,917
Contract-related costs	—	13,281	—	12,550
Other receivables	—	98,374	—	155,417
Prepayments	—	99,617	—	169,838
Taxation recoverable	—	636	—	156
Derivative financial assets	3,690	—	9,534	—
Total current financial assets	60,762	740,021	102,265	847,938

	Fair value 30 September 2025 €000	Amortised cost 30 September 2025 €000	Fair value 31 March 2025 €000	Amortised cost 31 March 2025 €000
Trade payables	—	10	—	—
Other payables	—	142,588	—	129,753
Derivative financial liabilities	82,091	—	40,181	—
Accruals	—	11,259	—	1,471
Contract liabilities	—	500,403	—	505,020
Total non-current financial liabilities	82,091	654,260	40,181	636,244
Trade payables	—	715,060	—	878,819
Other taxes and social security payable	—	59,268	—	166,058
Other payables	—	202,353	—	258,779
Derivative financial liabilities	2,484	—	1,074	—
Accruals	—	214,851	—	238,209
Contract liabilities	—	77,686	—	92,617
Total current financial liabilities	2,484	1,269,218	1,074	1,634,482

Derivative financial assets and liabilities are measured at fair value based on Level 2 within the fair value hierarchy, which comprises items where fair value is determined from inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. There were no transfers between fair value hierarchies during the period.

11. Provisions

A provision is a liability recorded in the Consolidated statement of financial position, where there is uncertainty over the timing or amount that will be paid, and is therefore often estimated. The main provisions at 30 September 2025 relate to asset retirement obligations, which include the cost of returning network infrastructure sites to their original condition at the end of the lease and claims for legal and regulatory matters.

	Asset retirement €000	Legal/regulatory €000	Restructuring €000	Other €000	Total €000
At 1 April 2025	60,196	179,832	81,249	68,309	389,586
Amounts charged to Income Statement	—	4,170	2,875	—	7,045
Utilised in period	(1,240)	(5,148)	(27,267)	(9,532)	(43,187)
Released to Income Statement	—	(4,255)	(40)	—	(4,295)
Other movements	1,797	—	—	—	1,797
At 30 September 2025	60,753	174,599	56,817	58,777	350,946

Current/non-current	Asset retirement	Legal/regulatory	Restructuring	Other	Total
Current liabilities	2,187	127,351	43,582	19,062	192,182
Non-current liabilities	58,566	47,248	13,235	39,715	158,764
At 30 September 2025	60,753	174,599	56,817	58,777	350,946

12. Dividends

No dividends were paid in the Period.

13. Borrowings

The Group's sources of borrowing for funding and liquidity purposes arise from committed bank facilities and through short-term and long-term issuances in the capital markets including bond issuances and bank loans. We manage the basis on which we incur interest on debt between fixed interest rates and floating interest rates depending on market conditions using interest rate derivatives. The Group enters into foreign exchange contracts to mitigate the impact of exchange rate movements on long term borrowings in non-EUR denominated currency.

TLA and RCF Repricing

In April 2025, the Group successfully completed the repricing of our €500m TLA Euro and RCF facilities (due 2029) reducing our interest rate margin by 125 basis points ("bps"), from 425 bps to 300 bps for TLA and 375 bps to 250 bps for the RCF.

Refinancing

On 31 July 2025, the Group announced the successful repayment of the TLA, and part repayment of the Secured Notes (Euro and USD) via an extension of the Term Loan B and an extension of the Euro Secured Notes (the "Refinancing").

The Refinancing comprised debt repayment and extensions as follows:

- Extension of the TLB facility by €575m (at a margin of 300bps which reduced to 275bps during the period);
- Issuance of a further €150m EUR Senior Secured Notes due 2029 (at a yield to worst of 4.3%);
- Repayment of \$90m USD Senior Secured Notes (yield of 8.625%);
- Repayment of €130m EUR Senior Secured Notes (yield of 6.75%); and
- Repayment in full of the TLA facility of €500m (originally issued at a margin of 425bps).

	As at 30 September 2025 €000	As at 31 March 2025 €000
Non-current borrowings		
USD secured notes	690,331	840,573
EUR secured notes	1,320,000	1,300,000
Premium on notes	8,250	—
Term loan A	—	500,000
Term loan B	1,865,000	1,290,000
	3,883,581	3,930,573
Less: capitalised loan fees	(4,699)	(12,453)
Borrowings	3,878,882	3,918,120

All borrowings are non-current.

As at 30 September 2025 the Secured Notes and TLB Euro remained fully drawn, with an additional undrawn €500m Revolving Credit Facility, entered into as part of the original financing (this has remained undrawn throughout the period). The loans are secured with charges over Zegona Finance plc, Zegona Holdco Limited, Zegona Midco Limited and Zegona Bidco SLU.

The fair value of the Group's financial liabilities held at amortised cost approximate to fair value.

14. Reconciliation Of Net Cash Flow From Operating Activities

	6m ended 30 September 2025 €000	6m ended 30 September 2024 €000
Cash flows from operating activities		
Loss for the period	(28,201)	(307,064)
Reconciliation of loss for the period to operating cash flows:		
Tax paid/(credit)	481	(1,892)
Depreciation and amortisation	718,203	470,050
Share-based payment movement	15 5,176	117
Finance income	(6,245)	(6,526)
Finance costs	193,861	180,160
Movements in derivatives	4,279	29,840
Movement in ECL	8,011	23,159
Share of profit in associate or joint venture	9 (2,027)	—
Gain on disposal of property, plant and equipment	(11,167)	—
Losses on repayment of borrowings	367	—
Working capital adjustments		
Decrease/(increase) in trade and other receivables	175,712	(19,426)
(Decrease)/increase in trade and other payables	(378,552)	218,409
Decrease/(increase) in inventories	33	(3,823)
Net cash inflow from operating activities	679,931	583,004

15. Long Term Incentive Plans

Zegona Management Incentive Plan

Incentive scheme arrangements were put in place at Zegona's inception in 2015 to create incentives for Zegona's management team who have been issued Class A Ordinary Shares in the Company's subsidiary, Zegona Limited ("Management Shares").

The Fourth Calculation Period

The Fourth Calculation Period automatically began on the date of the redemption notice for the Third Calculation Period; 15 October 2024, with the Baseline Value Per Share for the new Calculation Period being £3.57 per share, which was equal to volume weighted average mid-market price of Zegona shares for the previous 30 trading days. During the Fourth Calculation Period, the Management Shares are permitted to be redeemed between 15 October 2027 and 15 October 2029. The renewal of the scheme rights was approved by a vote by Zegona's shareholders at the AGM held on 24 September 2025.

As an equity settled scheme, the assessed value of the award at grant date is recognised over the period from the start of each calculation period to the earliest redemption point. A preliminary valuation was performed as at the start of the Fourth Calculation Period. Following the approval of the scheme rights at the AGM, this valuation was updated as at 24 September 2025. As required under IFRS 2, the valuation was prepared reflecting the operation of the scheme, including assumptions around volatility, dividend yield, vesting restrictions, risk free rate of returns and the expected share capital at the date of scheme redemption, in accordance with Monte Carlo methodology. The expected share capital has reduced since the preliminary valuation as a result of business developments in the period, reducing the valuation of the award.

The cumulative charge in the Fourth Calculation Period has been adjusted in the current period, resulting in a cumulative charge to 30 September 2025 of €67.9m (cumulative charge to 31 March 2025: €62.8m).

The key assumptions are listed below:

Assumption	30 September 2025	31 March 2025
Volatility	22.0 %	22.0 %
Dividend yield	— %	— %
Post vesting restriction	7.5 %	10.0 %
Lack of liquidity & Bid/Offer spread	— %	5.0 %
Risk free rate	4.0 %	4.1 %

Zegona Employee Incentive Plan

This cash settled scheme is valued at each year end (31 March). During the Period a provision is recorded reflecting the total expected cost of the scheme over the period in which it is earned. This is calculated with reference to the last valuation date, updated for any relevant data points. The charge for the Period was €4.3m.

Vodafone Incentive Plan

This cash settled scheme is assessed via a weighted probability analysis undertaken at each year end (31 March). As at 30 September 2025 a review was undertaken and any changes in probability were then reflected in the period end provision.

16. Related Party Transactions

In the opinion of the Directors, there is no one single controlling party for the Period ended 31 March 2025 and the Period to 30 September 2025. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, or the parties are under common control or influence, in making financial or operational decisions. There were no related party transactions in the Period other than those disclosed in note 9.

17. Investment In Subsidiaries

The financial statements include the results of all subsidiaries wholly owned by the Company as listed in the FY25 Annual Report, with the addition of the following subsidiaries in the Period to 30 September 2025:

Subsidiary	Nature of business	Country of incorporation	Shares held directly by the Company	Shares held indirectly by Company	Address
Sercom Recargas, S.L.U.	Trading company	Spain	–	100%	1
Sercom Soluciones, S.L.U.	Trading company	Spain	–	100%	1

The registered office address of the subsidiaries is: 1) Calle La Granja 1, Local 9, Edificio B, 28108 Alcobendas, Madrid, Spain.

18. Post Balance Sheet Events

Cancellation of share premium account

Following the approval by special resolution at the annual general meeting held on 24 September 2025 and approval of the High Court, the Company's share premium account was cancelled in full and confirmed by the Registrar of Companies on 6 November 2025.

FiNetwork

Zegona has obtained approval from both the Foreign Direct Investment (FDI) authority and the Comisión Nacional de los Mercados y la Competencia (CNMC), with regard to the legal proceedings with FiNetwork.

Auditor's Report

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Independent Report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZEGONA COMMUNICATIONS PLC

Conclusion

We have been engaged by the Company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 September 2025 which comprises the Condensed Consolidated Income Statement, Condensed Consolidated Statement of Financial Position, Condensed Consolidated Statement of Changes in Equity, Condensed Consolidated Statement of Cash Flows and the related notes 1 to 18. We have read the other information contained in the half yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 September 2025 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34 and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Basis for conclusion

We conducted our review in accordance with International Standard on Review Engagements 2410 (UK) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" (ISRE) issued by the Financial Reporting Council. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in note 1, the annual financial statements of the group are prepared in accordance with UK adopted international accounting standards. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34, "Interim Financial Reporting".

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis for conclusion section of this report, nothing has come to our attention to suggest that management have inappropriately adopted the going concern basis of accounting or that management have identified material uncertainties relating to going concern that are not appropriately disclosed.

This conclusion is based on the review procedures performed in accordance with this ISRE, however future events or conditions may cause the entity to cease to continue as a going concern.

Responsibilities of the directors

The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority. In preparing the half-yearly financial report, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the review of the financial information

In reviewing the half-yearly report, we are responsible for expressing to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report. Our conclusion, including our Conclusions relating to going concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for conclusion paragraph of this report.

Other matter

The condensed financial statements of the Company for the six months ended 30 September 2024 (corresponding figures) were not reviewed.

Use of our report

This report is made solely to the company in accordance with guidance contained in International Standard on Review Engagements 2410 (UK) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Financial Reporting Council. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our work, for this report, or for the conclusions we have formed.



Ernst & Young LLP

London

24 November 2025

Other Information

26 Other Information

Other Information

Vodafone Spain Operational Information

Vodafone Spain:

	3m to Jun 25	3m to Sept 25	6m to Sept 25	Notes
Operational				
EoP 000s				
FBB lines	2,570	2,587	2,587	1
Mobile lines	12,519	12,763	12,763	1, 2
Financial				
€m				
Total Revenue	895	895	1,790	
EBITDAaL	316	349	664	
EBITDAaL less Capex	201	210	411	
Zegona Holdco group				
€bn				
Net Debt	3.6	3.6	3.6	

Comparatives are not included as they are publically available on the Company website.

¹ Excludes FiNetwork customers.

² Includes both prepay and contract mobile lines.

Definitions and rationale

Metric	Rationale
Total Revenues	Total revenues for each period and is a key measure of performance.
EBITDAaL	EBITDAaL (Earnings Before Interest, Taxes, Depreciation, Amortisation after Leases) is not an IFRS-defined metric; it is however a common metric used in the telecommunications industry and the basis of the debt covenants.
EBITDAaL less Capex	This is a commonly used proxy for the operational cash-flow generation, used widely in the telecommunications industry.
Cash flow margin	This shows the ability of the Group to generate EBITDAaL less capex from revenue.
Net debt	The net debt of the business (defined below) is monitored as a ratio of EBITDAaL for covenant compliance.

Metric	Definition
FBB lines	This is the total number of customers subscribed to a broadband internet service offered by a telecommunications provider. This metric includes all users who have an active broadband connection, which can include different types of broadband technologies.
Mobile Lines	A mobile line is defined as a Subscriber Identity Module ("SIM"), or in territories where SIMs do not exist, a unique mobile telephone number, which has access to the network for any purpose (including data only usage) except telemetric applications and SIMs used in wearables. Telemetric applications include, but are not limited to, asset and equipment tracking, mobile payment and billing functionality (for example, vending machines and meter readings) and include voice enabled customers whose usage is limited to a central service operation (for example, emergency response applications in vehicles). Non-revenue generating SIMs that are used for network testing or demonstration purposes are excluded from the reported customer base. In situations where two or more SIM cards are linked to one telephone number only one customer is reported. If SIMs associated with different telephone numbers use the same linked voice, messaging or data entitlements, this is recorded as one customer unless: - all SIMs associated to the bundle can be used for different communication events simultaneously; and - the customer pays substantive additional fees for the additional SIMs or, where additional SIMs are integral to a bundle, the customer is demonstrably paying a substantively higher tariff rate in order to receive additional SIMs. For bundles meeting the above criteria that include more than one additional SIM, there must be a reasonable expectation of that the customer will use the additional SIMs in order for the SIMs to be recorded as additional customers. If two telephone numbers are linked to one SIM this is also recorded as a single customer. Prepaid lines are included for up to six months after last use, as per the Vodafone Spain legal terms.
Total Revenues	This means the total revenues, encompassing all types of services and product sales made by the entities within the group but excluding any intercompany revenue amounts.
Net Indebtedness	This includes the principal amount relating to bonds and drawn credit facilities that are owed to external parties as at the reference date (excluding those incurred in the normal course of operations), net of the cash and cash equivalent held at that date. This definition is aligned with the definition of Consolidated Total Net Debt included in the contractual requirements stipulated in the Zegona Holdco Limited loan documents.

