



# Report and Accounts



Year ended 31 March 2025

TelecomPlus

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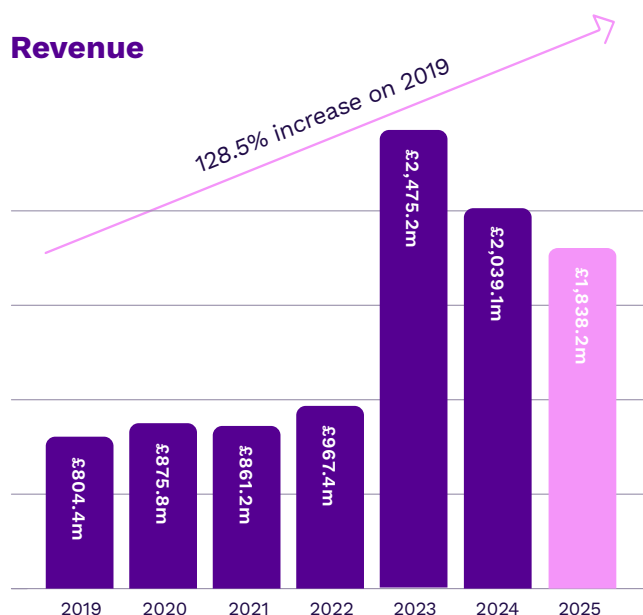
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## Financial Statements

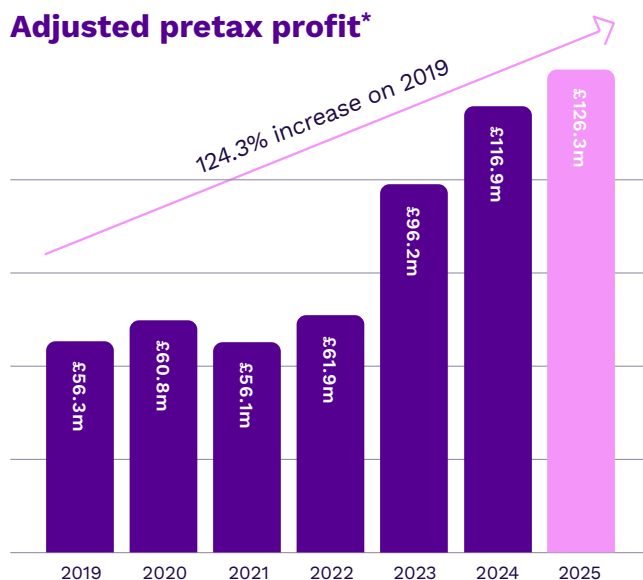
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# Financial and Operational Highlights

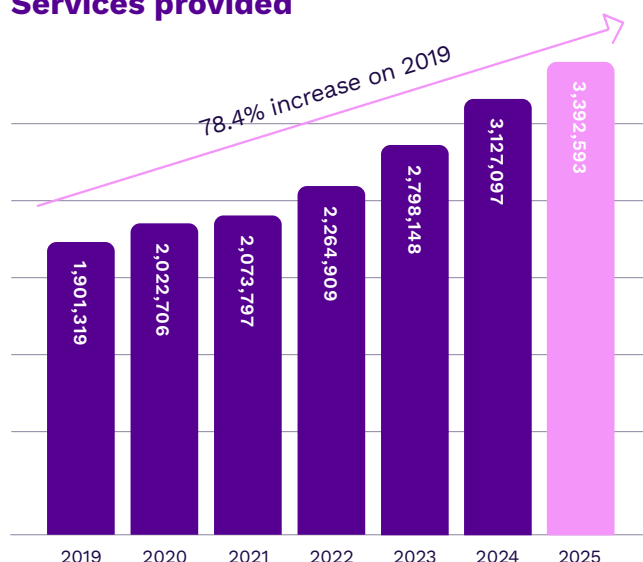
## Revenue



## Adjusted pretax profit\*



## Services provided



- Revenues of £1,838.2m (2024: £2,039.1m)
- Gross profit up 0.8% to £358.1m (2024: £355.2m)
- Adjusted pre-tax profit\* up 8.1% to £126.3m (2024: £116.9m)
- Statutory pre-tax profit up 5.4% to £105.9m (2024: £100.5m)
- Adjusted EPS\* up 9.4% to 119.2p (2024: 109.0p)
- Statutory EPS up 7.1% to 96.3p (2024: 89.9p)
- Full year dividend up 13.3% to 94p (2024: 83p) per share
- Net debt to adjusted EBITDA ratio at 0.8x
- Number of customers up 15.0% to 1,163,608 (including around 25,000 fixed-line/broadband customers acquired from a subsidiary of the TalkTalk Group) (2024: 1,011,489)
- Number of services supplied up by 265,496 to 3,392,593 (2024: 3,127,097)
- Awarded Which? Recommended Provider status for Energy and Broadband, the first company to hold both awards simultaneously, and rated “Excellent” on Trustpilot
- Increase in Partner numbers to 71,710 (2024: 68,251) reflecting ongoing strong demand for our income opportunity as cost-of-living pressures and the pensions crisis continue

\*Adjusted pre-tax profit (£126.3m), adjusted EBITDA (£148.1m) and Adjusted EPS exclude share incentive scheme charges (£3.4m), the amortisation of the energy supply contract intangible asset (£11.2m) and restructuring costs (£5.7m). The reconciliations for adjusted pre-tax profit, adjusted EBITDA and net debt, and adjusted EPS are set out in notes 1 and 19 respectively of the financial statements.

# At a glance

## A multiservice platform for subscription-style essential household services

We are the only multiservice provider in the UK, serving over 1.1 million customers under the Utility Warehouse brand. We offer our customers an integrated subscription-style platform for their essential services, bundling energy, broadband, mobile and insurance, resulting in high CLTV customers and significant recurring revenue. We offer competitive prices over the long term, and we pride ourselves on providing a best-in-class customer service experience whilst helping our customers save time and money on their household bills.

## A track record of growth in all conditions: on track for two million customers

The business has delivered uninterrupted growth in customer numbers for every one of its 25+ years. This has been achieved in a broad spectrum of market and macroeconomic conditions, demonstrating the continuing strength of our business model, as well as the sustainable double-digit customer growth and earnings potential ahead. We remain firmly on track to reach two million customers and beyond over the medium term.

## Our structural cost advantage

Our unique multiservice customer proposition allows our customers to bundle many of their essential household services together with UW. As a result, we receive up to four core revenue streams per customer but have just one back office supporting all the services we provide to them. This gives us an inbuilt and enduring cost advantage that our competitors have been unable to replicate. We share this benefit with our customers through lower prices.

## Fair pricing and loyal customers

This long-term, fair pricing approach, enhanced by top-rated customer service and the convenience of having one account, one bill, and one app to manage all their household services, builds loyalty to our brand amongst our customers; as a result, our typical homeownership customers display below-market rates of churn and bad debt, further compounding our cost advantage, and giving us the high earnings visibility typically found within other B2C subscription style businesses.

## Our unique word-of-mouth customer acquisition model

The key to acquiring new multiservice customers is our unique and hard-to-replicate word-of-mouth acquisition model. Over many years we have built up a UK-wide community of over 71,000 Partners who are real advocates for our proposition. They help overcome the natural inertia that exists to simultaneously switch multiple essential household services by personally explaining to family, friends, work colleagues and acquaintances the convenience of a single UW account for all their household services and the long-term value we offer. This unique approach enables us to successfully grow our multiservice customer base in a way that other customer acquisition strategies cannot replicate. Our Partners are attracted by the opportunity to earn a second income amidst cost-of-living pressures, the flexible nature of the work, the need to build a secure income for their retirement and by the sense of doing something worthwhile by helping their community, friends and family save money on their essential household services.

# Investment case

## Why invest in Telecom Plus?

Our unique platform for subscription-style essential services has a clear purpose: to help households save time and money, whilst benefitting from award-winning customer service. We have partnerships with leading suppliers of energy, broadband, mobile and insurance and a high-quality customer base. This leads to a high growth, predictable, capital-light and cash generative business model supporting a clear capital allocation policy which prioritises cash returns to shareholders through a progressive dividend policy.

### 1. The UK's only integrated platform covering a broad cross section of subscription-style essential household services

We have a unique award-winning customer proposition providing multiple essential services (including energy, broadband, mobile and insurance) to over 1.1 million UK customers under the Utility Warehouse brand. This provides consistently larger savings than peers and simplicity through a single bill and point of service.

### 2. Significant growth opportunity

Our ability to offer lower prices than competitors, combined with award-winning customer service, means we are able to achieve sustainable double-digit customer growth. We are the leading challenger in our markets and with a c.3% share of the UK energy market, c.1% share of the broadband and mobile markets and a nascent position in insurance there is ample opportunity for growth.

### 3. Differentiated route to market

Our business model is based on a unique and hard-to-replicate word-of-mouth route to market. Our Partners refer UW to their friends, family and personal networks, attracting loyal multiservice homeowner customers which other operators find hard to reach. Customer satisfaction

and loyalty gives market-leading customer lifetimes and lower bad debts. Our Partners value the opportunity to earn an additional long-term income stream, providing a high-quality and low-cost means of customer acquisition, while fulfilling our social purpose.

### 4. Structural cost advantage

We have a structural cost advantage as we have multiple revenue streams but only one set of overheads, unlike our competitors. This allows us to offer the most attractive prices to our multiservice customers, permitting us to be more profitable and to reinvest in the business to improve our value for money still further – reinforcing our competitive position and sustaining our superior growth rate.

### 5. Capital light business model

We do not own any infrastructure, as we are a virtual service provider meaning we do not need significant capital expenditure to grow. We are able to offer high-quality services from the best providers, benefiting from 20+ year relationships and long-term contracts. Our long track record increases supplier and Partner confidence in us. Our model means we differentiate on price, simplicity and service while not being exposed to either capacity or technology risk.

### 6. Proven financial track record with strong returns

We generate predictable, recurring and growing earnings from the supply of essential services. We are highly cash generative due to our capital light model. Since FY21 the Company has delivered compound annual growth rates of 15.3% in customer numbers, 19.9% in gross profit, 22.5% in adjusted pre-tax profit and 13.3% in dividend per share. We consistently generate strong returns with a ROCE above 30%. We pursue a progressive distribution policy with a total pay out of 80-90% of adjusted post-tax profit via dividends, while maintaining a conservative level of gearing appropriate for a listed company.

# Chairman's Statement

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I am pleased to report another strong performance during FY25 with double-digit percentage customer growth, record profits and a record dividend.

Adjusted pre-tax profits increased by 8.1% to £126.3m (2024: £116.9m), in line with market expectations, reflecting the continuing double-digit growth in our customer numbers, and lower average energy prices compared to the prior year.

The Ofgem energy price cap during FY25 averaged £1,700 (2024: £2,140); a fall of over 20%. This significant reduction led to a fall in overall revenues to £1,838.2m (2024: £2,039.1m) despite an increase in service numbers and higher revenues from non-energy services. These factors were also responsible for our higher gross profit margin of 19.5% (2024: 17.4%) and the modest 0.8% increase in our gross profit to £358.1m (2024: £355.2m). Adjusted earnings per share for the year rose by 9.4% to 119.2p (2024: 109.0p). Statutory pre-tax profits rose by 5.4% to £105.9m (2024: £100.5m), and statutory EPS rose by 7.1% to 96.3p (2024: 89.9p).

Our strong growth continued during the year, with customer numbers increasing by 15.0% to 1,163,608 (2024: 1,011,489) including around 25,000 fixed-line/broadband customers acquired from TalkTalk as part of a cross-sell transaction (and an organic growth rate of 12.6% excluding the impact of these). Churn increased to 13.7% due to the recent sharp fall in forward energy wholesale prices, a market dynamic which tends to support introductory tariffs at a significant discount to the prevailing Price Cap in the short term; the Price Cap level is expected to decrease from July and remain relatively stable during the remainder of FY26, which should support a reduction in churn back towards historically lower levels.

Service numbers increased by 265,496 to 3,392,593 (2024: 3,127,097); this rate of growth should accelerate going forwards following the recent relaunch of our insurance products.

We were pleased to agree terms with TalkTalk for a cross-sell transaction, under which a total of c.95,000 TalkTalk fixed-line/broadband customers are being transferred to UW for an undisclosed sum, with a view to us upselling additional utility services to them through our Partner network; this will support the anticipated acceleration in our service growth this year, as mentioned above. The first 25,000 of these customers were transferred during Q4 of FY25. If this is successful, it can be expected to open up additional exciting growth opportunities (both inorganic and partnership) in the future.



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Across the UK, families have continued to face cost-of-living pressures, and we are proud of the role we play in helping both customers and Partners address these challenges. Our unique business model shares the benefits we derive from our integrated platform with our customers (by giving them sustainable long-term savings on their essential household subscription-style services). Meanwhile our Partner opportunity offers hard-working people, from all walks of life, the ability to earn an additional long-term income (which helps offset their rising cost of living whilst building financial freedom). With a pension crisis looming over the medium term, the need for this income is becoming ever more urgent; as a result, we are seeing strong ongoing interest in our Partner opportunity, with our total Partner numbers increasing to over 71,000.

I am very proud of the commitment and hard work of our employees who were critical in achieving another record company performance. Amongst other achievements, we became a Which? Recommended Provider for both Energy and Broadband, the first company to hold both awards simultaneously. We were awarded “Best Value for Money” and “Best Customer Service” by Uswitch in their 2024 Energy Awards, were rated the top energy supplier for customer service by Citizens Advice; and maintained an “Excellent” rating on Trustpilot. These accolades reflect the outstanding customer service delivered by our colleagues and the dedication of our Partners, as well as the great value for money of our customer offering.

## Sustainability

Our people and communities are central to our strategy. We focus on sustainability through building long-term relationships with customers and Partners, supporting our employees, and conducting business responsibly. This includes considering our wider impact on society and the environment around us, and supporting the UK’s transition to net zero.

Based on our FY24 Diversity & Inclusion audit, we’ve developed a Diversity, Inclusion and Belonging (DI&B) vision and strategy to ensure our employees feel they belong and can achieve their full potential. We also launched a new employee-led Belonging Group with the aim of celebrating and supporting neurodiversity at UW, bringing the total number of Belonging Groups to seven. Our DI&B initiatives have enabled us to exceed our targets for management roles held by women and ethnically diverse employees, helping us achieve our commitment to career progression for all.

As UK families face ongoing cost-of-living challenges, we are proud to help customers save on household services, while offering Partners an opportunity to earn additional income. Last year, we commissioned research to assess the socio-economic impact of our Partner opportunity and were thrilled to discover that 86% of the Partners who participated felt that being able to earn flexibly through UW had improved their quality of life; 79% said that this income had provided them with a greater sense of financial empowerment and 53% stated the boost in skills and confidence enabled them to increase their income outside UW, change jobs, progress their career or start their own business.

We continue supporting vulnerable customers nationwide through our company-funded Hardship Fund, while our new Electric Vehicle (EV) tariff and enhanced Smart Export Guarantee (SEG) tariff help us to better serve our customers as the UK’s energy retail market continues to evolve alongside the UK’s transition toward net zero.

Our FY26 ESG objectives demonstrate our ongoing commitment to sustainability, with further details available in our ESG and Sustainability Reports.

## Corporate governance

The UK Corporate Governance Code (the “Code”) encourages the Chairman to report personally on how the principles in the Code relating to the role and effectiveness of the Board have been applied.

As a Board we are responsible to the Company’s shareholders for delivering sustainable shareholder value over the long term through effective management and good governance. A key role of mine, as Non-Executive Chairman, is to provide strong leadership to enable the Board to operate effectively.

We believe that open and rigorous debate around the key strategic issues, risks and opportunities faced by the Company is important to achieving our objectives and the Company is fortunate to have non-executive directors with diverse and extensive business experience who actively contribute to these discussions.

Further detail on the Company’s governance processes and compliance with the Code is set out in the Corporate Governance Statement.

# Chairman's Statement

## continued

### Dividend and capital allocation

The Company continues to deliver strong underlying cash generation, notwithstanding our ongoing double-digit organic customer growth.

We are proposing a final dividend of 57p (2024: 47p), bringing the total for the year to 94p (2024: 83p); an increase of over 13%. Subject to approval by shareholders at the Company's AGM which will be held on 6 August 2025, this will be paid on 15 August 2025 to shareholders on the register at the close of business on 25 July 2025. This takes the total return to shareholders for FY25 to 80% of adjusted post-tax profit (see note 1).

The Board adopts a disciplined approach to the allocation of capital, with the overriding objective being to enhance long-term shareholder value, whilst maintaining an appropriate level of gearing; this means retaining sufficient resources within the business to ensure that our organic growth is not constrained by lack of capital. We intend to continue following a progressive distribution policy, returning 80-90% of adjusted post-tax profit to shareholders over the medium term via dividends.

### Board changes

Stuart Burnett assumed overall responsibility for the business as sole CEO at the AGM in August 2024, following the departure of former Co-CEO Andrew Lindsay. Andrew is continuing to support our Partner network on a part-time basis as President of Team Purple.

We also welcomed Bindi Karia as a new independent non-executive director to the Board following the AGM. We expect her extensive experience, particularly in technology and innovation (where she has held senior board, investment, and advisory roles across the technology sector in Europe), to be of considerable value over the coming years.

As announced on 24 June, we look forward to welcoming Gemma Godfrey and Phil Bunker who will be joining the Board following the forthcoming AGM in August, and I would like to take this opportunity to thank Bea Hollond and Andrew Blowers, who are stepping down from the Board at the AGM in August and in December respectively, for the significant contributions both of them have made over the last c. nine years as non-executive directors. Suzi Williams will be assuming the role of Senior Non-executive Director following Bea Hollond's departure.

### Outlook

#### Significant growth opportunity

UW remains in a unique position as the UK's only fully integrated provider of a broad range of subscription-style essential household services, spanning energy, broadband, mobile and insurance. Our multiservice proposition delivers long-term savings funded by the inherent efficiency of our integrated platform, with significant and growing appeal. This sustainable cost advantage sets us apart from our competitors, each of whom are focused on individual market segments. With 97 out of every 100 UK households taking their essential household services from one of these other suppliers, our growth opportunity has barely been tapped.

Since FY21, we have grown our customer numbers at an annualised compound rate of around 15.3%, spanning a period during which energy commodity prices increased steeply and then fell sharply, before stabilising at or around current levels. During the period of steeply rising energy prices, our annualised customer growth rate was in excess of 20% (albeit on a smaller opening customer base), whilst during the periods of both falling and now broadly stable prices our annualised organic growth rate has been consistently between 12-14%, giving us confidence in our ability to continue growing our customer base at a compound annual double digit growth rate to two million households (and beyond) over the medium term.

#### Regulatory environment

We now operate in a more sustainable and responsible regulatory environment for retail energy suppliers. The combination of new capital adequacy requirements being imposed upon suppliers and the low regulatory EBIT margin allowed by Ofgem, make it extremely challenging for any standalone energy supplier to sell below the level of the price cap and earn an acceptable return on capital. As a result, we are uniquely positioned to out-compete over the longer term, increasing our market share both sustainably and profitably.

Notwithstanding these constraints, the retail energy market remains competitive, with the major energy suppliers actively seeking to acquire new customers through offering a range of attractive fixed price introductory tariffs, supported by the recent significant fall in the wholesale energy forward price curve; but importantly, pricing remains rational.



## Energy prices & operating costs

The average energy price in FY26 is currently expected to remain relatively stable compared with FY25, settling between around £1,650 and £1,750. Ofgem has also undertaken a review of the operating cost allowances within the energy price cap, to reflect the progress made across the industry in delivering efficiencies over recent years. Together with the recent increases in National Insurance and National Living Wage announced in the budget last year, this will present a modest headwind in FY26, which we will look to mitigate through further economies of scale and other operating cost savings.

Looking forward, we retain a number of levers for expanding our EBITDA per customer over time, including optimising our multiservice pricing, growing service penetration and improving our operating leverage.

## Guidance

We remain focused on growing the size of the business to two million customers (and beyond), with the following medium-term internal base case planning assumptions:

- Annual percentage customer growth is expected to remain within the 10-15% range.
- Adjusted pre-tax profits are expected to increase broadly in line with customer growth.
- Excess capital will be returned to shareholders through a progressive dividend with a payout of between 80-90% of adjusted post-tax profit.

For FY26 specifically, we anticipate that:

- adjusted pre-tax profits will be within a range of £132m-£138m which is slightly below the level of customer growth due to the one-off headwinds referred to above;
- total customer growth will be around 15% (including the balance of the customers to be transferred from TalkTalk), with continuing low double digit organic customer growth; and
- dividend growth will be in line with our increased adjusted post-tax profit.

We will continue to invest in our people and technology at all levels as we continue to scale - both of which are vital to delivering an exceptional UW experience - whilst evolving and improving our systems and digital capabilities. During what seems likely to be a challenging period for the global economy, we are fortunate that our business model makes us largely immune to any changes in trade tariffs, interest rates, economic growth or business confidence. Indeed, such environments have historically been positive for us, with increasing numbers of people seeking additional income sources and ways to reduce their household bills. At the same time, many households in the UK are also struggling with the question of how to provide for a comfortable retirement; we remain convinced that our Partner opportunity is a compelling answer to that challenge for people from all backgrounds and walks of life.

I would like to thank my boardroom colleagues for their support and all our staff and Partners for their energy, determination and commitment through another excellent year of growth, and for the significant contribution they are making to the ongoing strong performance of the business.

We have once again grown our customer base by a double-digit percentage in FY25 and remain firmly on track to achieve our next milestone of more than two million customers over the medium term. We expect to make significant further progress towards this over the current year.



**Charles Wigoder**  
Non-Executive Chairman  
24 June 2025

# Chief Executive's Review



## The year in summary

### Record customers, profits and dividend

Over our 25+ year history, we have consistently helped households save time and money on their essential services, which include energy, broadband, mobile and insurance. Our unique multiservice proposition continues to deliver exactly what financially stretched and time poor households are looking for; namely savings, simplicity and service. At the same time, our word-of-mouth Partner model is increasingly suited to the needs of modern society, enabling people from all walks of life to generate an additional income in their spare time which fulfils their immediate needs as well as contributing to longer-term financial security.

With rational competition now firmly embedded in the retail energy market, the company has continued to perform strongly, clearly demonstrating the enduring ability of our subscription-style business model to deliver double-digit organic growth under every wholesale energy price environment. The profitable growth trajectory we have delivered over the last three and a half years gives us confidence in the strength of our business model and the achievability of our medium-term ambition to increase our customer base to more than two million customers, alongside continuing strong and sustainable growth in our earnings and dividends.

We welcomed 152,119 additional customers to UW during the year, representing a growth rate of 15.0%, of which 12.6% was organic. This takes the total number of customers we supply to a record high of 1,163,608 (2024: 1,011,489). Ongoing multiservice take-up amongst new customers seeking to maximise the savings that they can make on their household bills resulted in the number of services we supply to our customers increasing by a further 265,496, to a total of 3,392,593 (2024: 3,127,097).

Over many years we have built up a large UK-wide community of Partners; people from all walks of life who are genuine advocates for our unique proposition. They overcome the natural inertia that exists to simultaneously

switching multiple essential household services by personally explaining to family, friends, work colleagues and acquaintances the convenience of a single UW account for all their household services, the long-term value we offer, and the award-winning service we provide. This unique approach enables us to successfully grow our multiservice customer base in a way that other customer acquisition strategies cannot replicate.

Whilst the dynamics in each of our markets constantly vary, we continue to focus our efforts on strengthening our core multiservice proposition and supporting our Partner community. During the year, we continued to innovate and evolve our multiservice customer offering, launching our first EV charging tariffs, which offer market-leading overnight charging rates for our multiservice customers, alongside a more competitive and market leading 'multi-SIM' mobile offer, and we extended our Full Fibre offering by launching a 900Mbps ultra-high-speed service.

We continue to see strong interest in our Partner opportunity, as confidence in the strength of our customer proposition continues to build, enhanced by these new initiatives. The total number of UW Partners increased during the year to 71,710 (2024: 68,251). This underpins the sustainability of our growth, with our Partners being a unique route to market for referring high-quality customers in significant volumes. There are over 20 million people in the UK with a second or third part-time income - a trend which is driven by changing societal attitudes towards work, as well as the ongoing pensions crisis which emphasises the need to build a sustainable retirement income, for which our Partner opportunity is a compelling solution.

We remain proud of the consistent and disciplined approach we have adopted to building a long-term, sustainable and consistently profitable business, rather than simply looking to grow at any cost. In a year which saw increased marketing and customer acquisition activity across both the energy and telecoms industries, and rising premia in the insurance sector, we have concentrated our efforts on delivering on our three key business priorities:

- Supporting strong customer growth
- Improving customer service
- Transforming operational efficiency

We are pleased to have made significant progress against these priorities, laying the foundations for further progress in the years ahead.

### Strong customer growth

- Our market leading proposition combined with our unique word-of-mouth Partner network allows us to focus on acquiring high-quality multiservice homeowner customers. Our proposition was strengthened during the year with the launch of our first EV tariffs, 900Mbps ultra-high-speed Full Fibre broadband and a new multi-SIM offering, contributing to organic customer growth of 12.6%.

### Improving customer service

- We provide award-winning customer service which is fundamental to giving our Partners the confidence to refer us to their friends and family. During the year we invested in our WhatsApp channel for faster query resolution across multiple verticals. We made an AI chatbot available for customers on a 24/7 basis, as well as a chatbot for Partners. The strength of our customer service was recognised by Uswitch which awarded UW “Best Customer Service” and “Best Value for Money” in their 2024 Energy Awards. We also became a Which? Recommended Provider for both Energy and Broadband and twice won Top Energy Supplier for Customer Service from Citizens Advice.

### Transforming operational efficiency

- We focused this year on embedding a culture of managing performance and goal setting, especially for People Leaders. This also applied to operations where we're implementing scalable structures to maximise efficiency and enhance the customer experience. This includes eliminating duplication and improving team, department,

and role design across all areas of our operations function. Through the increased use of technology and AI tools we were able to limit hiring for new customer service roles.

The current market environment offers significant opportunities for our business to continue increasing our market share. Our unique business model and structural cost advantages allow us to sustainably outcompete by giving our customers what they want – long-term savings on their essential household services, and an additional income from referring these savings to their friends, family and social network.

Having continued our strong double-digit momentum in customer growth, we are firmly on track to achieve our next milestone of more than two million customers over the medium term, and we look forward to making significant further progress towards this over the coming year.

## Our business model

We have a unique, self-reinforcing and long-term business model – we are the UK's only integrated platform for subscription-style essential household services, spanning energy, broadband, mobile and insurance, as well as a Cashback Card which provides extra savings at a wide range of retailers. The discounts available to our customers increase with each service taken and our subscription-style model leads to recurring and predictable profits and cashflow.



# Chief Executive's Review

## continued

We bundle essential home services together to give UW customers peace of mind, sustainable long-term savings, a simple single monthly bill and award-winning customer service; these ensure our customers stay with UW for far longer than our competitors. The combination of higher revenues per customer (from taking multiple services) and lower churn generate a significantly higher average customer lifetime value.

By having a single set of central overheads for our multiple revenue streams, we are able to make substantial cost savings due to operating efficiencies. This gives us a sustainable, structural cost advantage which enables us to offer the best value across our range of services, and offer significant savings to our customers year after year.

Our Partner network gives us a unique way of acquiring hard-to-reach multiservice homeowner customers. The perceived effort of switching multiple services can be high amongst consumers, resulting in more conventional advertising and marketing approaches typically failing to successfully convert customers to a relatively complex multiservice proposition. In contrast, a conversation with a trusted Partner can provide first-hand reassurance and explanation of the switching process – often based on the Partner's personal experience – thus helping to overcome any such concerns, as well as the natural inertia associated with switching multiple essential household services simultaneously.

By further strengthening our market-leading proposition, and keeping Partners incentivised to sign up new customers in increasing volumes and with greater consistency, we are confident we can continue successfully growing our multiservice customer base in a way that other customer acquisition strategies cannot replicate.

### Unique platform for subscription-style essential household services

We enable customers to choose the essential services they want and combine them together to create a unique multiservice proposition, all within one integrated platform. These services include energy, broadband, mobile and insurance as well as a pre-paid Cashback Card. This approach provides:

- Simplicity: a single simple bill for all their home services.
- Savings: compared with the prices they were previously paying.
- Service: an easy-to-use customer app backed up by award-winning customer support.

By offering customers the ability to receive all their essential home services on a single monthly bill, and manage them on a single app, we deliver a straightforward and cost-effective experience. The more services a customer takes from us, the more they save.

A key component of our business model is the long-term relationships we have built to secure high-quality and reliable wholesale services from market-leading established industry providers, which we then bundle together for our customers' benefit. We source our energy from E.ON, use Openreach and CityFibre broadband via PXC for broadband, and utilise the EE network (which has the widest national coverage) for our mobile services. We have also established insurance relationships with a number of major insurers, alongside our own insurance company, UWI.

### Unique structural cost advantage

Our unique multiservice customer proposition allows customers to bundle many of their essential household services together with us. As a result, we receive up to four revenue streams from each of our customers but have just one back office supporting all the services we provide to them. This gives us an inbuilt and enduring cost advantage that our competitors have been unable to replicate and which we share with our customers year-on-year through competitive prices.

This long-term, fair pricing approach, enhanced by award-winning customer service and the convenience of having one bill, one account and one app to manage all their household services, builds loyalty towards our brand; as a result, our typical homeownership customers display below-market rates of churn and lower bad debt, compounding our cost advantage.

### A unique word-of-mouth model that creates earning opportunities

The key to acquiring new multiservice customers is our unique and hard-to-replicate word-of-mouth acquisition model. Our network of over 71,000 Partners is motivated by the opportunity to earn additional income in the context of continuing cost of living pressures; the satisfaction of helping people to save money on their essential household services; the need to save for retirement; and a long-term structural trend towards multiple incomes which now comprises over 20 million individuals in the UK.



Our Partners receive a monthly commission based on the services being used by the customers they have referred, with the opportunity in some cases to receive a prepayment of some of this future commission as a lump sum. As Partners refer more people to UW, who then choose to sign up as customers, and grow their Partner teams, their income stream can continue to grow, creating a truly life-changing potential earning opportunity. Our proposition provides genuine alignment of interests between our Partners, customers and UW. Our customers benefit from exceptional value, great service and a more convenient way of buying their essential household services while our Partners can build a valuable residual income stream.

## Energy

During FY25 the Price Cap level varied between £1,568-£1,738, substantially lower than the previous year. After the significant fall in customer switching during the energy crisis, we have seen competition returning strongly to the retail market this year, with fixed tariff offerings becoming a key acquisition tool.

As a multiservice supplier, we are able to offer extremely competitive energy tariffs as part of our multiservice bundle funded by a combination of re-investing some of the margin we earn from supplying the broadband, mobile and/or insurance services that our customers also take from us, and the operational cost advantage we enjoy as an integrated multi-utility supplier. In this competitive marketplace, most energy suppliers have experienced a reduction in the size of their customer base, with UW being one of only two suppliers who grew during Q1:25, successfully growing our energy portfolio from 1,678,404 to 1,745,004 over the year. We are pleased to be a Which? Recommended Energy Provider, having also won the Uswitch Energy Awards categories for “Best Customer Service” and “Best Value for Money”.

In September, we launched our first suite of EV tariffs, with pricing dependent upon the number of other services taken. These are variable time-of-use tariffs, enabling five hours of cheap overnight electricity for charging the vehicle. This tariff type has proved popular with both existing and new customers.

Our position at the forefront of the smart meter rollout programme led to a significant decrease in our Ofgem installation target for this year. UW worked with Calisen to deliver well beyond our Ofgem target; we are now at 75% (2024: 70%) penetration against a market average of

66% and we remain fully committed to delivering further progress on this vital element of the UK's transition to net zero.

Ofgem remains focused on its programme of retail market reform. Capital Adequacy regulations have been in force since April 2025 to support market sustainability. Ofgem is currently consulting on several topics relating to Price Cap allowances for operating costs and debt. It has extended the ban on acquisition tariffs, seeking to strike a balance between ensuring market sustainability and encouraging rational competition between suppliers, and is consulting on options to remove or reduce standing charges within the price-capped variable tariff range.

## Broadband

The broadband market remains highly competitive and is increasingly dominated by introductory offers, with alternative full fibre networks attempting to attract customers across from the main networks.

Our broadband numbers grew by 34,566 during the year to 409,358; an increase of 9.2%.

Our growing relationship with CityFibre allowed us to launch a market-leading six months free “Try Before You Buy” broadband offer, allowing customers to install a new connection before cancelling their previous service. With this promotion we ran a number of targeted campaigns in CityFibre areas, raising awareness through flyers and a partnership with local radio.

We were delighted to be voted Which? Recommended Broadband Provider in March 2025 for the first time. This award, coupled with our router being awarded a Which? Best Buy, highlights the excellent service we provide to our customers at a time when everyone is becoming increasingly reliant on their broadband connection. We also believe that our stance of not increasing prices mid-contract is a key product differentiator, providing our customers with the significant benefit of certainty over their broadband charges.

Our longstanding relationship with TalkTalk has seen us agree terms on a cross-sell transaction, under which they will transfer c.95,000 fixed-line/broadband connections to UW with a view to our cross-selling additional services. The first c.25,000 customers were transferred during March, with the remainder being transferred over the coming months.



# Chief Executive's Review

## continued

### Mobile

Our mobile base has grown by 31% during the year and now stands at 610,689.

Throughout the year, we have continued to lead the market with the most competitive Unlimited 'Multi-Sim' offering, with more than 50% of new customers taking advantage of our market-leading offer. With the UK population using more data than ever before, we believe our service provides the value and peace of mind that customers need. We have also maintained the hugely popular option for customers to receive free roaming whilst in the EU.

As the market continues to shift away from plastic SIM cards, we look forward to offering eSIMs later this year, enabling customers to get quicker and more convenient access to our services.

### Insurance

This year was a transitional year for our insurance business. Following the strong 38% growth in FY24, which saw us break the 100,000 policies milestone, we paused sales of our insurance products for most of the year while we reviewed our product offering with the FCA. Following this review, our insurance products have been available to new UW customers since late April this year. As a result, we have seen our insurance business return to growth, and look forward to building on the exciting opportunities in this large and diverse sector.

### Cashback Card

Our unique Cashback Card (CBC) has continued its growth, driving the outcomes that differentiate our model, including: reduced churn, stronger brand affinity and higher customer lifetime values. This year was once again a record year, with our first "million pound months", namely months in which we paid out more than £1 million in cashback to our customers (this happened four times in the last six months).

Our rollout of open banking payments (branded as "Instant Bank Transfer") for card top-ups has been highly successful, and now represents the vast majority of CBC top-ups; helping to drive both higher customer satisfaction and improved operational efficiency.

We have recently launched a trial of "3 months free" for new and existing customers taking a CBC for the first time, and have seen a material increase in the uptake of this product.

### Investing for growth

#### Supporting our customers

To gain our customers' trust and ensure their long-term loyalty, we give them an excellent standard of service, fair treatment, and swiftly resolve any issues they might have. This is also important in delivering a proposition which our Partners can confidently refer to their friends and family. This is one of the key objectives for our operations and customer service teams.

Our investment in high-quality customer service across all sectors continues to be highlighted externally as we achieved Which? Recommended Provider status for both Energy and Broadband; the first company to hold both awards simultaneously. To ensure that customers joining UW have a great experience we have a dedicated welcome team who can assist customers in their first few weeks across our energy, mobile, broadband and insurance services, whilst our advanced routing technology allows us to route new customer calls automatically to our specialist welcome advisers.

We continue to invest in our customer experience across all of our contact points. Our fastest growing customer channel is our WhatsApp channel, first introduced in FY24 and enhanced in FY25, which receives excellent feedback from our customers. Customers can submit questions on a 24/7 basis and it is able to auto-resolve queries rather than solely routing the question to a customer services representative. It is currently resolving c.15% of customer queries, which creates significant efficiencies both in terms of time and cost. We also introduced a 24/7 chatbot for Partners, which is seeing very high usage growth and helps our Partners find information and onboard customers more quickly.

Our use of AI tools has expanded to assist our advisers in providing the very best levels of service through the development of agent assist to place accurate and concise knowledge in front of our teams when they are talking to our customers. As a result, we are resolving our customers' queries quicker than before and creating greater efficiency in our operations. We are leveraging

our more mature AI tools for greater impact, including using the data gathered from our call transcripts to become more precise in understanding our customers' most frequent requests. We are also using AI to identify cross-sell opportunities with increased accuracy. This includes capturing customer renewal dates for various services and deepening the customer relationship. We are building a new predictive model for churn using the latest AI technology, and while this is still in development, we expect it to become operational in FY26.

Supporting vulnerable customers continues to be a focus across UW and, following a successful partnership between the UW Hardship Fund and Citizens Advice, we have extended the programme for another year and increased investment. This is alongside our dedicated energy prepayment customer service hub in Selkirk, Scotland, which was set up to provide support to those in greatest need.

### Supporting our Partners

We continue to invest in and improve our customer proposition, which is enhanced by our best in class customer service, and attractive savings on our bundled packages. Improvements to our proposition during the year included our first market-leading EV charging tariff, our fastest ever Full Fibre broadband at 900Mbps and the expanded range of unlimited mobile SIMs which qualify for further discounts as an additional service. These innovations were warmly welcomed by our Partners, increasing their ability and confidence to refer the UW offer to friends, family and their wider social networks.

There are several long-term structural drivers which we believe will accelerate demand for our Partner opportunity. This includes the increasing prevalence of individuals earning an additional part-time income; there are now over 20 million in the UK and we expect this figure to continue to grow. This is driven somewhat by the more recent but irreversible trend of working flexibly from home and the increasing need to enhance residual income for use in retirement, otherwise known as the “pensions crisis”, a topic which is set to garner more public and government interest and urgency as time goes on. This is supplemented by a more immediate need for a flexible and satisfying way of earning additional income due to the ongoing cost-of-living crisis, combined with the satisfaction of helping people to get a better deal on their essential household services.

Our Partners come from all walks of life and play a key role in unlocking the acquisition of high-value multiservice customers, and the ongoing growth of our Partner

community puts us in a strong position for continued high-quality customer acquisition. We are hugely proud of the positive societal impact our Partner business model is having by generating additional income and flexible work opportunities, while at the same time lowering customer bills and providing outstanding customer service.

We continue to invest in our Partners through modern digital tools and training, as well as the ability to work flexibly. In FY25 we enhanced our offer to Partners through the first of its kind “Free Energy Club” which incentivises greater consistency of homeowner customer acquisition by rewarding Partners with an increasing number of free months of energy the more customers they refer. This uses the proven psychology of building “streaks” to create more beneficial behaviour and outcomes for both the Partner and UW. As customers benefit from exceptional value, great service and a more convenient way of buying their essential household services, and Partners build a valuable residual income stream, there is a genuine alignment of interests between our Partners, customers and UW.

### Operational performance and non-financial KPIs

We had another record year with customer numbers rising by 15.0% (2024: 14.1%) to 1,163,608. Excluding the 25,000 broadband customers acquired from TalkTalk, organic growth was 12.6%.

As in FY24, our customer acquisition efforts were focused on residential customers, with our business offering remaining closed to new customers. During the course of FY26, we expect to relaunch our offering to new business customers, which will benefit from our new “Connectors” proposition which enables local businesses and community organisations to generate income from referring their customers and/or members to our Partners.

Customers	2025	2024
Residential	1,151,071	995,892
Business	12,537	15,597
<b>Total</b>	<b>1,163,608</b>	<b>1,011,489</b>

Going forwards we will report on both total customer numbers, and also total customer numbers excluding inorganically acquired customers (for example, those acquired from TalkTalk) except to the extent that they have elected to upgrade or take additional services from us.

# Chief Executive's Review

## continued

The total number of services we supply to our customers grew by 8.5% (2024: 11.8%) to 3,392,593.

Services	2025	2024
<b>Core services</b>		
Energy	1,745,004	1,678,404
Broadband	409,358	374,792
Mobile	610,689	466,216
Insurance	122,856	139,109
<b>Other services</b>		
Cashback Card	484,196	448,529
Legacy telephony	20,490	20,047
<b>Total</b>	<b>3,392,593</b>	<b>3,127,097</b>

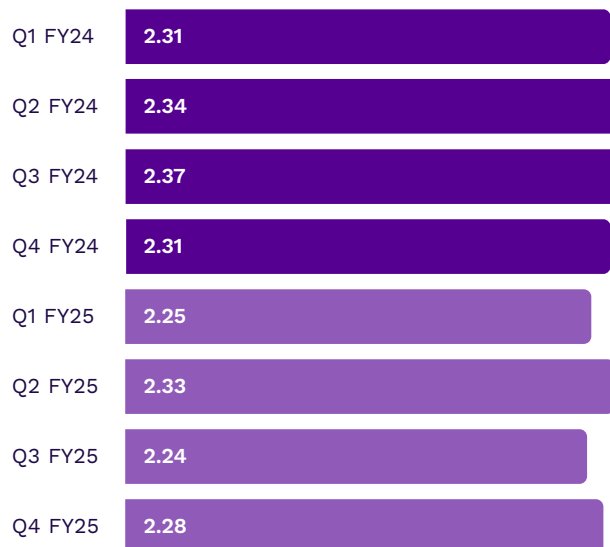
*Note: the table above sets out the individual services supplied to customers. Legacy telephony comprises non-geographic numbers (08xx) and landline only (no broadband) services provided.*

Customers can take any combination of services - energy, broadband, mobile or insurance - they want from us. The more services a customer takes, the greater the savings they make. There is also a clear correlation between the number of services taken and the customers' expected lifetime value to the business.

We are pleased to have delivered healthy growth across our energy, mobile and broadband services during the period. In particular, we saw 31% growth in mobile services following the introduction of a more competitive and market-leading multi-SIM mobile offer.

However, overall service growth was somewhat behind customer growth, mainly reflecting the temporary pause on new sales for some insurance products (which continued until April 2025). Other factors included strong demand for our mobile only service, greater take up of our two-service tariff compared with the three-service tariff and greater energy churn relating to increased competitive intensity and our lack of an EV tariff until the end of the first half of the year.

## Average number of Core services taken by new residential customers signed up by Partners



The average number of Core services taken by new customers is a key metric that underpins long-term business sustainability: customers taking two or more Core services from us are benefitting from a genuinely differentiated proposition, as well as greater ongoing savings, meaning that they are less likely to leave us.

Our focus on having a strong customer proposition and award-winning service pays off in our market-leading levels of customer loyalty, and with rational competition now firmly entrenched within the energy market, our annualised energy churn increased to 13.7% (2024: 8.7%), resulting primarily from the large gap that opened up at various stages during the year between the level of the price cap (which determines variable energy pricing levels) and forward energy wholesale prices (which determine fixed energy tariff levels); the energy price cap is expected to decrease from July and remain relatively stable during the remainder of FY26, and as a result we expect our churn rates to decline as we move through the year.

## The year ahead: our three FY26 business priorities

We have set our business priorities in order to sustain a level of growth which will allow us to reach our target of more than two million customers over the medium term. Our priorities reflect the importance of making our customer proposition truly outstanding, improving and digitising the customer experience, and scaling the UK's number one additional income opportunity. This will be powered by our 'DNA' and our brand, improving our people leadership, ways of working together and further embedding a performance culture.

### 1. Make our proposition epic

We aim to deliver continuing double-digit customer growth by making our customer proposition truly epic. This means doubling down on one of our key competitive advantages: our multiservice offering. We will strengthen the offering by adding additional features in mobile such as Voice over Internet Protocol (VoIP) and eSIM, evolve our energy proposition with the rollout of 'Free Energy Days' for customers, and by developing the cross-sell of additional services into both the customers acquired from TalkTalk and our existing customer base.

We will also enhance our offering by adding additional exciting features and benefits to our Cashback Card to make it more central in the minds of our customers as well as increasing the number and scale of our commercial partnerships. Finally, we will enhance customer loyalty by deploying sophisticated AI tools which generate insights into the triggers for customer churn.

### 2. Transforming and digitising the customer service experience

We will further improve our award-winning customer service to enhance the customer and adviser experience, while at the same time driving greater digitisation and automation to create maximum ease for the customer as well as efficiencies for the company. This includes focusing

on processes which deliver an improvement in our rate of "first time resolution" and "no touch resolution" including increased uptake of our WhatsApp channels.

We will support our advisers in moving from a reactive to proactive approach to customer service including features such as AI co-pilot support, streamlined onboarding, and proactive cross-sell.

### 3. Scale the UK's leading additional income opportunity

We will drive greater engagement for both new and existing Partners and increase the attractiveness of the UK's number one additional income opportunity; alongside a meaningful upfront income, the Partner opportunity uniquely offers a long-term recurring income which we expect to be increasingly attractive in the face of the ever-increasing pensions crisis. We will achieve this by increasing the targeting and personalisation of our Partner recruitment and engagement communications through the use of technology and providing them with the right tools and training to keep them motivated, confident and active.

We have recently launched a new type of Partner proposition called Connectors in which Partners can sign up local businesses or community organisations to refer their customers to UW. This also opens up an opportunity for major brand partnerships which could accelerate our growth. We will also amplify the social impact of being a Partner by rewarding and recognising those who are Community Champions which will in turn inspire others to contribute and give back.



**Stuart Burnett**

Chief Executive Officer

24 June 2025

# Financial Review

## Overview of results

	Adjusted			Statutory		
	2025	2024	Change	2025	2024	Change
Revenue	£1,838.2m	£2,039.1m	(9.9)%	£1,838.2m	£2,039.1m	(9.9)%
Gross profit	£358.1m	£355.2m	0.8%	£358.1m	£355.2m	0.8%
Profit before tax	£126.3m	£116.9m	8.1%	£105.9m	£100.5m	5.4%
Basic EPS	119.2p	109.0p	9.4%	96.3p	89.9p	7.1%
Dividend per share	94.0p	83.0p	13.3%	94.0p	83.0p	13.3%

Throughout this report the Group presents various alternative performance measures ('APMs') in addition to those reported under IFRS. The measures presented are those adopted by the Chief Operating Decision Maker ('CODM', deemed to be the Chief Executive Officer), together with the main Board, and analysts who follow us in assessing the performance of the business. In order to provide a presentation of the underlying performance of the group, adjusted pre-tax profit and adjusted basic EPS exclude share incentive scheme charges of £3.4m (2024: £5.2m), the amortisation of the intangible asset of £11.2m (2024: £11.2m) arising from entering into the energy supply arrangements with E.ON (formerly npower) in December 2013; this decision reflects both the relative size and non-cash nature of these charges. In FY25 adjusted pre-tax profit and adjusted EPS also exclude one-off restructuring costs of £5.7m (2024: £Nil); this decision reflects the one-off non-recurring nature of the charges. The reconciliations for adjusted pre-tax profit and adjusted EPS are set out in notes 1 and 19 respectively of the financial statements.

## Summary

The current financial year represented a strong performance by the Group with double-digit percentage customer growth, record profits and a record dividend. The Group finished the year in a strong financial position with gearing at 0.8x adjusted EBITDA.

Adjusted pre-tax profit increased by 8.1% to £126.3m (2024: £116.9m) on revenues of £1,838.2m (2024: £2,039.1m). Statutory profit before tax increased by 5.4% to £105.9m (2024: £100.5m). The fall in revenues primarily reflects lower energy prices during the year. The increase in adjusted pre-tax profit reflects the continued impact of strong organic growth in both customer and service numbers, and increased operational efficiencies, partly offset by lower energy prices.

Distribution expenses fell to £45.7m (2024: £51.3m), mainly reflecting the fall in revenues from lower energy prices, partly offset by organic growth in customer and service numbers.

Administrative expenses (excluding share incentive scheme charges, amortisation of the energy supply agreement intangible and restructuring costs) fell during the year to £144.4m (2024: £151.9m), largely due to lower staff costs arising from improved operating efficiencies.

The bad debt charge for the year (which is separately identified on the income statement as impairment loss on trade receivables) increased to £33.4m (2024: £30.7m), representing 1.8% of revenues for the year (2024: 1.6% of underlying revenues), largely due to the continued impact from the temporary moratorium on the involuntary installation of prepayment meters imposed by Ofgem.

Adjusted earnings per share increased by 9.4% to 119.2p (2024: 109.0p), with statutory EPS increasing by 7.1% to 96.3p (2024: 89.9p). In accordance with previous guidance, the Board is proposing to pay a final dividend of 57p per share (2024: 47p), making a total dividend of 94p per share (2024: 83p) for the year.



## Revenues

The growth in the number of services we are supplying increased by 265,496 over the course of the year (2024: 328,949), taking the total number of services provided to our customers to 3,392,593 (2024: 3,127,097).

The overall decrease in revenues mainly reflects lower prevailing energy prices during the year, partially offset by the increase in the number of services being supplied:

Revenues £m	2025	2024	Change
Electricity	903.1	1,066.7	(15.3)%
Gas	629.3	708.0	(11.1)%
Broadband	153.2	141.9	8.0%
Mobile	84.2	70.9	18.8%
Other	68.4	51.6	32.5%
<b>Total Revenue</b>	<b>1,838.2</b>	<b>2,039.1</b>	<b>(9.9)%</b>

## Gross profit

Gross profit for the year increased to £358.1m (2024: £355.2m), primarily driven by the growth in the number of services we supply, partly offset by lower energy prices. Our overall gross margin for the year rose to 19.5% (2024: 17.4%) due primarily to lower energy prices and the resulting reduced proportion of lower margin energy revenue.

## Distribution and administrative expenses

Distribution expenses include the costs of commission and incentives paid to Partners, together with other direct costs associated with gathering new customers. These fell to £45.7m (2024: £51.3m), mainly due to lower energy prices, partly offset by growth in customer and service numbers.

Administrative expenses (excluding share incentive scheme charges, the amortisation of the energy supply agreement intangible and restructuring costs) decreased during the year to £144.4m (2024: £151.9m), mainly as a result of lower staff costs. The restructuring costs (£5.7m) mainly represent staff redundancy costs and were a result of a Company-wide efficiency programme carried out during the year.

The bad debt charge for the year increased to £33.4m or 1.8% of sales (2024: £30.7m; 1.6% of underlying revenues), mainly due to a continuing elevated number of customers having difficulty paying their bills. The proportion of customers with at least two energy bills outstanding increased to 3.4% (2024: 3.3%) across the year. The level has mainly been driven by the continued impact from the temporary moratorium imposed by Ofgem in February 2023 on the involuntary installation of prepayment meters for customers who refuse to pay for their energy. Although this moratorium has now been lifted, it will take time to ramp up debt recovery processes back to previous levels. Bad debt across the industry is recovered through the relevant Ofgem price cap allowance, all of which accrues to the Group.

# Financial Review

## continued

### Cash, capital expenditure, working capital and borrowings

	2025	2024	2023	2022	2021
Adjusted EBITDA (£'000)	148,095	133,251	110,118	73,760	66,446
Net debt (£'000)	(115,865)	(122,501)	103,424	(70,334)	(71,416)
Net debt/adjusted EBITDA ratio	0.8x	0.9x	-0.9x	1.0x	1.1x

The Group ended the period with a reported net debt position including lease liabilities of £115.9m (2024: £122.5m), comprising cash of £79.0m (2024: £57.8m) less bank loans of £191.7m (2024: £176.5m) and lease liabilities of £3.2m (2024: £3.8m). The Group's net debt/adjusted EBITDA ratio of 0.8x is calculated using adjusted EBITDA of £148.1m (representing operating profit of £115.9m, plus depreciation and amortisation of £23.1m, share incentive scheme charges of £3.4m and restructuring costs of £5.7m, see note 1).

The Group's net working capital position showed a year-on-year cash outflow of £3.2m (excluding the prepayment of the purchase of customer contracts) following the unwind of the government's energy support scheme in the prior year (2024: cash outflow of £239.8m, mainly reflecting the expected unwinding of funds associated with the previously mentioned government's energy support scheme that were received in advance of the year end in FY23).

Capital expenditure of £17.2m (2024: £12.5m) related primarily to our ongoing investment in our technology platform and software, to support our ability to continue delivering an efficient market leading customer experience.

### Dividend

The final dividend of 57p per share (2024: 47p) will be paid on 15 August 2025 to shareholders on the register at the close of business on 25 July 2025 and is subject to approval by shareholders at the Company's Annual General Meeting which will be held on 6 August 2025. This makes a total dividend payable for the year of 94p (2024: 83p).

### Share incentive scheme charges

Operating profit is stated after share incentive scheme charges of £3.4m (2024: £5.2m). These relate to an accounting charge under IFRS 2 Share Based Payments ('IFRS 2'). As a result of the relative size of share incentive scheme charges as a proportion of our pre-tax profits historically, and the fluctuations in the amount of this charge from one year to another, we are continuing to separately disclose this amount within the Consolidated Statement of Comprehensive Income for the period (and excluding these charges from our calculation of adjusted profits and earnings) so that the underlying performance of the business can be clearly identified in a consistent manner to that adopted during previous periods. Our current adjusted earnings per share have also therefore been adjusted to eliminate these share incentive scheme charges.

### Taxation

A full analysis of the taxation charge for the year is set out in note 5 to the financial statements. The tax charge for the year is £29.9m (2024: £29.4m). The effective tax rate for the year was 28.2% (2024: 29.3%), primarily reflecting the ongoing amortisation charge on our energy supply contract intangible asset (which is not an allowable deduction for tax purposes).



**Nick Schoenfeld**  
Chief Financial Officer  
24 June 2025

# Principal Risks and Uncertainties

## Background

The Group faces various risk factors, both internal and external, which could have a material impact on long-term performance. However, the Group's underlying business model is considered relatively low risk, with no need for management to take any disproportionate risks in order to preserve or generate shareholder value.

The Group continues to enhance a consistent and systematic risk identification and management process, which involves horizon scanning for emerging risks (e.g. maintaining good relationships with industry bodies, consultants and regulators to monitor key developments which might impact the Group, monitoring relevant press commentary, and keeping abreast of the latest threats in relation to cyber security through industry experts and publications), risk ranking, prioritisation and subsequent evaluation, all with a view to ensuring significant risks have been identified, prioritised and (where possible) eliminated, and that systems of control are in place to manage any remaining risks.

The directors have carried out a robust assessment of the Company's emerging and principal risks. A formal document is prepared by the executive directors and senior management team on a regular basis detailing the key risks faced by the Group and the operational controls in place to mitigate those risks; this document is then reviewed by the Audit and Risk Committee. Save as set out below, the magnitude of any risks previously identified has not significantly changed during the period.

## Business model

The principal risks outlined below should be viewed in the context of the Group's business model as a reseller of utility services (gas, electricity, fixed line telephony, mobile telephony, broadband and insurance services) under the Utility Warehouse and TML brands. As a reseller, the Group does not own any of the network infrastructure required to deliver these services to its customer base. This means that while the Group is heavily reliant on third party providers, it is insulated from all the direct risks associated with owning and/or operating such capital-intensive infrastructure itself.

The Group is able to secure the wholesale supply of all the services it offers at competitive rates, enabling it to generate a consistently fair level of profitability from delivering a great value bundled proposition to its customers. There is an alignment of interests between

the Group and its wholesale suppliers which means that it is in the interests of the suppliers to ensure that the Group remains competitive, driving growth and maximising their benefit from our complementary route to market. Furthermore, the Group benefits from a structural cost advantage, due to the multiple revenue streams it receives from customers who take more than one service type, and only having one set of overheads. The Group has alternative sources of wholesale supply should an existing supplier become uncompetitive or no longer available.

In relation to energy specifically (representing over 80% of revenues), the Group's wholesale costs are calculated by reference to the Ofgem price cap, which gives the Group considerable visibility over profit margins.

The Group mainly acquires new customers via word-of-mouth referrals from a large network of independent Partners, who are paid predominantly on a commission basis. This means that the Group has limited fixed costs associated with acquiring new customers.

The principal specific risks arising from the Group's business model, and the measures taken to mitigate those risks, are set out below.

## Reputational risk

The Group's reputation amongst its customers, suppliers and Partners is believed to be fundamental to the future success of the Group. Failure to meet expectations in terms of the services provided by the Group, the way the Group does business or in the Group's financial performance could have a material negative impact on the Group's performance.

In developing new services, and in enhancing current ones, careful consideration is given to the likely impact of such changes on existing customers.

In relation to the service provided to its customer base, reputational risk is principally mitigated through the Group's recruitment processes, a focus on closely monitoring staff performance, including the use of direct feedback surveys from customers (Net Promoter Score), and through the provision of rigorous staff training.

Responsibility for maintaining effective relationships with suppliers and Partners rests primarily with the appropriate member of the Group's senior management team with responsibility for the relevant area. Any material changes to supplier agreements and Partner commission

# Principal Risks and Uncertainties

## continued

arrangements which could impact the Group's relationships are generally negotiated by the executive directors and ultimately approved by the full Board.

### Information technology risk

The Group is reliant on in-house developed and supported systems, and third-party specialist platforms for the successful operation of its business model. Any failure in the operation of these systems could negatively impact service to customers, undermine Partner confidence, and potentially be damaging to the Group's brand. Application software is developed and maintained by the Group's Technology Team to support the changing needs of the business using the best 'fit for purpose' tools and infrastructure. Third-party systems have been selected based on industry performance and track record, as well as the ability to support the Group's strategy and ongoing compliance requirements, and are managed by specialists within the Technology team.

The Technology team is made up of highly skilled, motivated and experienced individuals. The Group has a dedicated information security team which provides governance and oversight ensuring the confidentiality, availability and integrity of the Group's systems and operations whilst ensuring that any risks and vulnerabilities that arise are managed and mitigated.

Changes made to the systems are prioritised by the business, and product managers work with their stakeholders to refine application and system requirements. They work with the Technology teams undertaking the change to ensure a proper understanding and successful outcome. Changes are tested as extensively as reasonably practicable before deployment. Review and testing are carried out at various stages of the development by both the Technology team and the operational department who ultimately take ownership of the system.

The Group has strategic control over the core customer and Partner platforms including the software development frameworks and source code behind these key applications. The Group also uses strategic third-party vendors to deliver solutions outside of its core competency. This largely restricts our counterparty risks to services that can be replaced with alternative vendors if required, albeit this could lead to temporary disruption to the day-to-day operations of the business.

Monitoring, backing up and restoring of the software and underlying data are made on a regular basis. Backups

are securely stored or replicated to different locations. Disaster recovery facilities are provided through cloud-based infrastructure as a service and, in critical cases, maintained in a warm standby or active-active state to mitigate risk in the event of a failure of the production systems.

### Data privacy, information security and cyber security

The Group processes sensitive personal and commercial data, and in doing so is required by law to protect customer and corporate information and data, as well as to keep its infrastructure secure. A breach of security could result in the Group facing prosecution and fines as well as loss of business from damage to the Group's reputation. Recovery could be hampered due to any extended period necessary to identify and recover a loss of sensitive information and financial losses could arise from fraud and theft. Unplanned costs could be incurred to restore the Group's security.

The Group has deployed a robust and industry-appropriate Group-wide layered data privacy and information/cyber security strategy, providing effective control to mitigate the relevant threats and risks. The Group is Payment Card Industry (PCI) compliant and external consultants conduct regular penetration testing of the Group's internal and external systems and network infrastructure.

The Information Commissioner's Office (ICO) upholds information rights in the public interest and, where required, companies within the Group are registered as data controllers with the ICO. If any of the companies within the Group fail to comply with privacy or data protection legislation or regulations, then such Group company could be subject to ICO enforcement action (which could include significant fines).

Information, data and cyber security risks are overseen by the Group's Information Security and Legal & Compliance teams.

### Fraud risk

Fraud has the potential to impact the Group from a financial, regulatory and reputational perspective. To mitigate and control the risk of fraud effective controls are in place to identify and reduce incidents of fraud, actively investigate potential fraud, and report on fraud activity and trends both internally and to our industry partners. Fraud risks are overseen by the Group's Fraud Team which sits within Legal & Compliance.

## Legislative and regulatory risk

The Group is subject to various laws and regulations. The energy, telecommunications and financial services markets in the UK are subject to comprehensive operating requirements as defined by the relevant sector regulators and/or government departments.

Amendments to the regulatory regime could have an impact on the Group's ability to achieve its financial goals and any material failure to comply may result in the Group being fined and lead to reputational damage which could impact the Group's brand and ability to attract and retain customers. Furthermore, the Group is obliged to comply with retail supply procedures, amendments to which could have an impact on operating costs.

The Group is a licensed gas and electricity supplier, and therefore has a direct regulatory relationship with Ofgem. If the Group fails to comply with its licence obligations, it could be subject to fines, operating restrictions, or ultimately the removal of its respective licences.

The regulatory framework for the UK's energy retail market, as overseen by Ofgem, is subject to continuous development. Any regulatory change could potentially lead to a significant impact on the sector, and the net profit margins available to energy suppliers. The extent of regulatory change continues to be substantial, with Ofgem leading the industry through a range of consumer, market and policy objectives.

In parallel, there are substantial industry-wide change programmes, such as the continuing rollout of smart meters and a process towards routine half-hourly electricity metering. Ofgem has also completed the implementation of its Financial Resilience reforms, significantly increasing its oversight of suppliers' financial health and operational sustainability, including a new Capital Adequacy regime under which energy suppliers are required to maintain a minimum level of net assets per dual fuel customer of £115. The Group is currently compliant with this requirement.

The Group is also a supplier of telecommunications services and therefore has a direct regulatory relationship with Ofcom. If the Group fails to comply with its obligations, it could be subject to fines or lose its ability to operate. The Group is closely engaged in the relevant forums and industry groups to both influence and prepare for the changes.

Within the Group, Utility Warehouse Limited is authorised and regulated by the Financial Conduct Authority (FCA) as an insurance broker for the purposes of providing

insurance products to customers. Utility Warehouse Limited also offers a prepaid card product to customers, known as the "Cashback Card", enabling them to benefit from cashback on purchases from various retailers. In addition, Utilities Plus Limited holds consumer credit permissions related to the provision of Partner loans and hire purchase agreements. Further, in 2023 UWI became authorised for insurance underwriting in Gibraltar by the Gibraltar Financial Services Commission (GFSC). If the Group fails to comply with FCA/GFSC regulations, it could be exposed to fines, customer redress and risk losing its authorised status, severely restricting its ability to offer financial services products to customers and consumer credit products to Partners.

Regulatory changes relating to insurance pricing practices and the FCA's Consumer Duty have had a significant impact on the financial services sector as a whole. The business has worked to deliver the Board-approved implementation plan and will continue to be informed by any clarifications and additional guidance issued.

In general, as the majority of the Group's services are supplied to consumers in highly regulated markets, this could restrict the operational flexibility of the Group's business. In order to mitigate this risk, the Group seeks to maintain appropriate relations with both Ofgem, the Department for Energy Security and Net Zero, Ofcom, the FCA and the GFSC. The Group engages with officials from all these organisations on a periodic basis to ensure they are aware of the Group's views when they are consulting on proposed regulatory changes.

Political and consumer concern over costs, vulnerable customers and fuel poverty may lead to further reviews and result in additional consumer protection legislation being introduced. Political and regulatory developments affecting the energy, telecommunications and financial services markets within which the Group operates may have a material adverse effect on the Group's business, results of operations and overall financial condition. The Group is also aware of and managing the impact of a developing regulatory landscape in relation to climate change and the net zero transition.

To mitigate the risks from failure to comply with legislative requirements, in an increasingly active regulatory landscape, the Group's Legal & Compliance team has developed and rolled out robust policies and procedures, undertakes regular training across the business, and continually monitors legal and regulatory developments. The team also conducts compliance and assurance tests on the policies and procedures.



# Principal Risks and Uncertainties

## continued

### Financing risk

The Group has debt service obligations which may place operating and financial restrictions on the Group. This debt could have adverse consequences insofar as it: (a) requires the Group to dedicate a proportion of its cash flows from operations to fund payments in respect of the debt, thereby reducing the flexibility of the Group to utilise its cash to invest in and/or grow the business; (b) increases the Group's vulnerability to adverse general economic and/or industry conditions; (c) may limit the Group's flexibility in planning for, or reacting to, changes in its business or the industry in which it operates; (d) may limit the Group's ability to raise additional debt in the long-term; and (e) could restrict the Group from making larger strategic acquisitions or exploiting business opportunities.

Each of these prospective adverse consequences (or a combination of some or all of them) could result in the potential growth of the Group being at a slower rate than may otherwise be achieved.

### Bad debt risk

Whilst the Group's focus on multiservice homeowners acts as a mitigating factor against bad debt, the Group has a universal supply obligation in relation to the provision of energy to domestic customers. This means that although the Group is entitled to request a reasonable deposit from potential new customers who are not considered creditworthy, the Group is obliged to supply domestic energy to everyone who submits a properly completed application form. Where customers subsequently fail to pay for the energy they have used, there is likely to be a considerable delay before the Group is able to control its exposure to future bad debt from them by either switching their smart meters to pre-payment mode, installing a pre-payment meter or disconnecting their supply, and the costs associated with preventing such customers from increasing their indebtedness are not always fully recovered.

Bad debt within the telephony industry may arise from customers using the services, or being provided with a mobile handset, without intending to pay their supplier. The amounts involved are generally relatively small as the Group has sophisticated call traffic monitoring systems to identify material occurrences of usage fraud. The Group is able to immediately eliminate any further usage bad debt exposure by disconnecting any telephony service that demonstrates a suspicious usage profile, or falls into arrears on payments.

### Wholesale price risk

Whilst the Group acts as principal in most of the services it supplies to customers, the Group does not own or operate any utility network infrastructure itself, choosing instead to purchase the capacity needed from third parties. The advantage of this approach is that the Group is largely protected from technological risk, capacity risk or the risk of obsolescence, as it can purchase the precise amount of each service required to meet its customers' needs.

Whilst there is a theoretical risk that in some of the areas in which the Group operates it may be unable to secure access to the necessary infrastructure on commercially attractive terms, in practice the pricing of access to such infrastructure is typically either regulated (as in the energy market) or subject to significant competitive pressures (as in the telephony and broadband markets). The profile of the Group's customers, the significant quantities of each service they consume in aggregate, and the Group's clearly differentiated route to market has historically proven attractive to infrastructure owners, who compete aggressively to secure a share of the Group's growing business.

The supply of energy has different risks associated with it. The wholesale price can be extremely volatile, and customer demand can be subject to considerable short-term fluctuations depending on the weather. The Group has a long-standing supply relationship with E.ON (formerly npower) under which the latter is responsible for undertaking the buying and hedging of the energy supplied to the Group, and where the price paid by the Group to cover commodity, balancing and certain other associated supply costs is set by reference to the Ofgem published energy price cap, which is set at the start of each quarter; this may not be competitive against the equivalent supply costs incurred by new and/or other independent suppliers. However, if the Group did not have the benefit of this long-term supply agreement it would need to find alternative means of protecting itself from the pricing risk of securing access to the necessary energy on the open market and the costs of balancing.

### Competitive risk

The Group operates in highly competitive markets and significant service innovations by others or increased price competition could impact future profit margins, growth rates and Partner productivity. In order to maintain its competitive position, there is a consistent focus on improving operational efficiency. New service innovations are monitored closely by senior management and the

Group is generally able to respond within an acceptable timeframe where it is considered desirable to do so, by sourcing comparable features and benefits using the infrastructure of its existing suppliers. The increasing proportion of customers who are benefiting from the genuinely unique multi-utility solution that is offered by the Group, and which is unavailable from any other known supplier, further reduces any competitive threat.

The Directors anticipate that the Group will face continued competition in the future as new companies enter the market and alternative technologies and services become available. The Group's services and expertise may be rendered obsolete or uneconomic by technological advances or novel approaches developed by one or more of the Group's competitors. The existing approaches of the Group's competitors or new approaches or technologies developed by such competitors may be more effective or affordable than those available to the Group. There can be no assurance that the Group will be able to compete successfully with existing or potential competitors or that competitive factors will not have a material adverse effect on the Group's business, financial condition or results of operations. However, as the Group's customer base continues to rise, competition amongst suppliers of services to the Group is expected to increase. This has already been evidenced by various volume-related growth incentives which have been agreed with some of the Group's largest wholesale suppliers. This should also ensure that the Group has direct access to new technologies and services available to the market.

## Infrastructure risk

The provision of services to the Group's customers is reliant on the efficient operation of third-party physical infrastructure. There is a risk of disruption to the supply of services to customers through any failure in the infrastructure, e.g. gas shortages, power cuts or damage to communications networks. However, as the infrastructure is generally shared with other suppliers, any material disruption to the supply of services is likely to impact a large part of the market as a whole and it is unlikely that the Group would be disproportionately affected. In the event of any prolonged disruption isolated to the Group's principal supplier within a particular market, services required by customers could in due course be sourced from another provider.

The development of localised energy generation and distribution technology may lead to increased peer-to-peer energy trading, thereby reducing the volume of energy provided by nationwide suppliers. As a nationwide retail

supplier, the Group's results from the sale of energy could therefore be adversely affected.

Similarly, the construction of 'local monopoly' fibre telephony networks to which the Group's access may be limited as a reseller could restrict the Group's ability to compete effectively for customers in certain areas.

## Smart meter rollout risk

The Group is reliant on third party suppliers to fully deliver its smart meter rollout programme effectively. In the event that the Group suffers delays to its smart meter rollout programme, the Group may be in breach of its regulatory obligations and therefore become subject to fines from Ofgem. In order to mitigate this risk, the Group dual-sources (where practicable) the third-party metering and related equipment they use.

The Group may also be indirectly exposed to reputational damage and litigation from the risk of technical complications arising from the installation of smart meters or other acts or omissions of meter operators, e.g. the escape of gas in a customer's property causing injury or death. The Group mitigates this risk through using established, reputable third-party suppliers.

## Energy industry estimation risk

A significant degree of estimation is required in order to determine the actual level of energy used by customers and hence what should be recognised by the Group as sales. There is an inherent risk that the estimation routines used by the Group to recognise sales do not in all instances fully reflect the actual usage of customers. However, this risk is mitigated by the relatively high proportion of customers who provide meter readings on a periodic basis, and the high level of penetration the Group has achieved in its installed base of smart meters.

## Gas leakage within the national gas distribution network

The operational management of the national gas distribution network is outside the control of the Group, including the management of gas leakage from the network, however in common with all other licensed domestic gas suppliers the Group is responsible for meeting its pro-rata share of the total leakage cost. There is a risk that the level of leakage in future could be higher than historically experienced, and above the level currently expected.

# Principal Risks and Uncertainties

## continued

### Underwriting risk

Operating our own in-house insurer requires taking on some underwriting risk. We largely mitigate these risks through: (i) migrating highly predictable existing lines of business, for which we have several years of trading history, and have already achieved sufficient scale to maintain low volatility and predictable returns; (ii) targeting conservative returns on capital through a risk-averse investment strategy; (iii) where appropriate, using conservative levels of reinsurance, including protection for catastrophe risks such as storm, flood and freeze; (iv) using real-time and proprietary data, such that we are aware of all risks incepted in real time, and are able to price risks accurately, and manage overall portfolio exposure; and (v) maintaining and growing our existing home insurance panel, such that our in-house insurer can selectively target risk profiles that are suitable for our balance sheet (e.g. houses with lower rebuild cost and not adversely exposed to catastrophe (CAT) perils).

### Acquisition risk

The Group may invest in other businesses, taking a minority, majority or 100% equity shareholding, or through a joint venture partnership. Such investments may not deliver the anticipated returns, and may require additional funding in future. This risk is mitigated through conducting appropriate pre-acquisition due diligence where relevant.

### Climate change risk

Climate change has the potential to significantly impact the future of our planet. Everyone has a role to play in reducing the effects of harmful greenhouse gas emissions in our atmosphere and ensuring that we meet a 1.5°C target in line with the Paris Agreement. No business is immune from the risks associated with climate change as it acts as a driver of other risks and impacts government decision-making, consumer demand and supply chains. Development of climate-related policy, regulatory changes and shifts in consumer sentiment could impact on the Group's ability to achieve its financial goals and result in increased compliance costs or reputational damage.

In recognition of this, climate change risk is integrated into the Group's risk management framework. Climate change is designated as a standalone principal risk for the business and the Legal & Compliance Director is assigned as the owner for managing this risk. It is designated as a controlled risk due to the Group's agile reseller business model which means the business is strategically resilient as it is able to respond quickly to climate change developments and is insulated from more severe direct physical risks. The risk is further mitigated through the Group's approach to understanding and monitoring the developments and the impacts from climate change. The Environmental Social and Governance (ESG) Strategy Committee, consisting of the ESG Board Champion, CEO, CFO, Company Secretary, Executive Leadership Team and senior management is updated by the ESG Working Group on climate issues. Climate issues are then assessed and used to inform the Group's strategy as needed. We have a dedicated Head of Sustainability and continue to use external specialists as needed.

The Group is committed to achieving net zero greenhouse gas emissions. In FY23 we evaluated our emissions and target against recognised standards. We modelled our emissions trajectory and used credible assumptions on external factors that, as a reseller, will strongly influence the Group's decarbonisation ability including our key suppliers' decarbonisation plans and the UK government's published projections about the decarbonisation trajectory of the UK energy grid.

Based on this analysis we committed to our target to be Net Zero on or before 2050, across scopes 1, 2 and 3 to allow us to implement a credible science-based plan by aligning with the UK government and our key suppliers. We set an interim target to reduce emissions by 63% across Scopes 1, 2, and 3 by 2035, from an FY22 emissions baseline, in line with a 1.5°C world. The Group will have its targets validated by the Science-Based Targets Initiative (SBTi), following finalisation of its revised corporate reporting standard, and will track and disclose progress against them.

The Group remains committed to continuing to implement the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), as well as the requirements of the Companies Act 2006 as amended by the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022, and we continue to monitor the development of new climate reporting regulations.

# People and Organisation

After launching our company's North Star to help people stop wasting time and money and our cultural DNA in FY24, we had big ambitions for FY25 and we've made some fantastic progress against our three-year plan to introduce and embed our performance and efficiency approach.

Our culture is our 'how'. It comes to life in everything we do, and sets the rhythm of the day-to-day at UW as we're working towards our company goal of hitting at least two million customers in the next few years.

FY25 was a pivotal year for us to activate a step change in our drive towards a high-performance culture; one where each UW team member makes a clear commitment to what they're individually and collectively working on to drive UW forward. As we set out in last year's annual report, we've continued to prioritise development for our People Leader community and their growth in supporting this cultural shift. Our People Leaders are talent multipliers, and it's this community we believe has the biggest impact in driving ownership, efficiency, collaboration and recognition across the business.

We think of progress through the lens of our cultural DNA pillars, and we'll set out our highlights of FY25 within this framework.

## Our DNA

Three guiding principles for our business and all of us; they're a reflection of who we are, and who we want to become.

**We put people first**

Because it keeps us real.

**We work together**

Because it helps get things done.

**We deliver progress**

Because we're ambitious.

## We put people first

One of our best feedback channels is our Heartbeat engagement survey. Run multiple times a year, our most recent survey in November 2024 saw a fantastic participation rate of 78%. For the first time we crunched the numbers through our DNA index which gave us an overall DNA score of 63%, and an overall eNPS score of +10.





# People and Organisation continued

## DNA Index

We're seeing some good scores in two of our DNA index areas, but we've got more to do to improve our 'We Work Together' score and give our teams the tools to make collaboration easier and more effective across the business.

63%

One fantastic score that has remained strong is our line management score, hitting the high notes of 82% and reflecting the incredible work our people leaders do for their teams each day.

68%

### We put people first index

People feel a strong sense of respect and belonging at UW. There needs to be a greater focus on transparent communication.

54%

### We work together index

People feel a high level of empowerment and autonomy over their work. However, there is a strong sentiment that collaboration between teams and keeping things simple needs to be improved.

67%

### We deliver progress index

People are generally satisfied with the way we champion our customers and come up with better ways to do things. There's an opportunity to focus on delivering at pace.

## Purple Deal

Our team's feedback has been vital in shaping our Purple Deal. Encompassing our approach to reward at UW and designed to stand out in the marketplace, it's built to attract, develop and reward the talent we have at UW. Firmly rooted in our DNA strand of putting people first, our long-term aspiration is to offer our people the flexibility they've asked for with regards to the way they're rewarded. Over the last year we've delivered several key priorities to kick start this process:

### Pay

All of the roles at UW have been fully benchmarked in line with our salary survey partner Willis Towers Watson and the broader market to keep our salaries competitive. We've introduced a market-aligned approach to our pay review, rather than the previous blanket approach to the process.

### Benefits

After completing a full benefit review, this year we introduced six new benefits based on what our people said they'd love to see. It's clear that the new ones have been a hit, specifically our financial wellbeing platform which got a massive 90% activation - far in excess of the benchmark.

### Wellbeing

We've invested in our wellbeing approach, which aims to better understand the needs of our people and how we can best support them. We introduced a financial and mental health benefit, celebrated and recognised multiple wellbeing awareness events, introduced the holiday guarantee for our adviser roles, recognised World Mental Health Day with our "Prioritising Mental Health in the Workplace" session, and went big on Talk Money Week by holding our "Do one thing" event for our people.

### Recognition

We think our people are pretty wonderful, and this year we looked at more ways we can celebrate those individuals who truly demonstrate our DNA. In October 2024 we launched our first annual UW awards and had a fantastic 200 nominations across five award categories based around our DNA index. The winners were presented with an award at our end of year party. Alongside this, for everyday recognition we launched our recognition platform Perkbox, giving all People Leaders the opportunity to say a small thank you to anyone across UW who has done something amazing. We've seen a huge uptake in people using it to say thank you, with a 93% activation rate and 1,600 recognitions sent through the platform in just the first six weeks. There's even more to come, but it's been a great shift in encouraging our teams to say thank you and highlight great work they're seeing each day.





## BELONG

### We work together

#### UW Champions

This year we created a new initiative for those who want to make a difference; introducing our UW Champions, our network of UW ambassadors who can test, shape and embed new initiatives, bridge gaps between leadership and the business and keep the feedback channels open with the wider team. Our Champions are embedded into every function, and we'll keep developing the group in a range of skills to enable even greater impact from their collective work.

This group of 14 Champions also sit on our Employee Forum, along with representatives from our Belonging Groups and members of our Business Leadership Group. Set up to help us drive change and embed our culture, it's also a more formal demonstration of our obligation under the Corporate Governance Code to provide regular feedback loops with our employees.

#### Diversity, inclusion and belonging (DIB)

Diversity, inclusion and belonging are essential drivers of innovation, engagement and overall business growth. We want to champion diversity of thought - it makes us innovate faster, it powers growth and it means we are more able to represent the customers we serve and better understand their needs.

Using the insight we gained through our audit with The Unmistakables in FY24, we used the findings, along with feedback from our teams and Belonging Groups, to shape our ambition for FY25. Here's what we achieved last year:

- 44% female employees in management roles (over the target of 40%)
- 31% ethnically diverse employees in management roles (over the target of 30%)
- 42% of our business leadership group is female

### Belonging Groups

Having established our Belonging Groups in FY24, we launched another Belonging Group this year, taking our total up to seven. Our Neurodiversity Group sits alongside the Menopause Support Group, Carers Network, African-Caribbean Group, UW Pride Group, Women in Leadership, and Working Parents.

Led by our people, with sponsorship from senior leaders, our groups do an incredible job of raising awareness throughout the year, supporting group members and working with the people team in the development and evolution of relevant policy and best practice.

### Accelerate

Hot on the heels of our first-ever People Leader Event - Elevate - in FY24, for FY25 we launched Accelerate, a bi-annual event to bring our senior leadership community together, create closer alignment and build stronger connections in the group.

We spent a fantastic day with our senior leaders, focusing on our company ambition and exploring their part to play in making our audacious goal of reaching two million customers in the next few years a reality.

### Spark

Core to developing our people is our online development platform, Spark. In FY25 we wanted to expand the reach of our online platform and get even more of our people using it regularly. And the results have been hugely promising; here's a snapshot of Spark for FY25:

- 63% of our people accessed Spark monthly
- 73.6% of our People Leaders accessed Spark monthly
- 542 workshops delivered across the year to 4,891 people
- 611 coaching sessions throughout the year
- 4.8/5 total rating for our coaching sessions and the impact they had

# People and Organisation continued

## Spark Speaks

This year we launched Spark Speaks – think of it as our internal version of a ‘Ted Talk’ – an opportunity for our leaders to connect, learn and grow together, with a focus on bringing our business priorities to life through a series of short talks. The series featured members from across our Business Leadership Group (BLG) community, and attendance was open to the whole company.



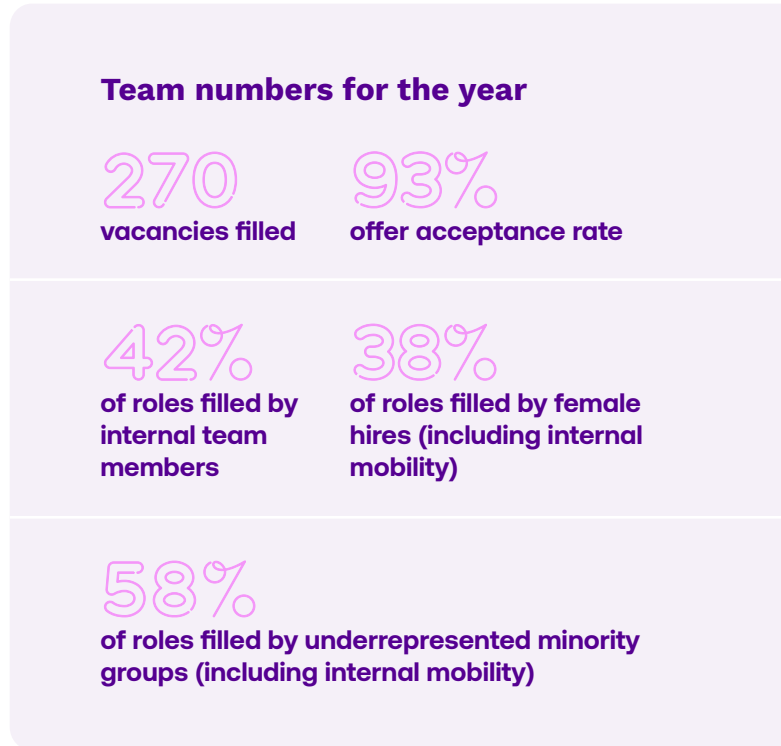
## We deliver progress

We’ve got pretty punchy ambitions here at UW, and big expectations for delivery. Our aim for FY25 was to develop and embed a performance mindset across the business, increase accountability and decision-making skills, and further build coaching capability in our leaders. Fundamental to every part of our success is our team. In FY25 we continued to embed our distinct UW culture to attract, develop and keep great people.

Hiring numbers were down for the year as we increased our efficiency and reduced the need to backfill in our volume roles due to a decrease in attrition and an increase in outsourcing offshore. What’s exciting for FY25 is that we saw a huge number of our open roles filled by internal team members, showing the progress we’ve seen after a real focus on understanding our internal talent better. We saw internal mobility jump from 25% to a whopping 63% of roles filled across UW by internal members, and of these moves, 38% were filled by females and 59% filled by under-represented minority groups.

## Goal setting

One way we aimed to bring more alignment across the teams in FY25 was by going big on goal setting. We asked all People Leaders to create goals and encouraged 1:1 conversations to be centred on progress against those goals. In FY25 we saw 71.4% of our People Leaders with active goals in Bamboo and had over a thousand goals



in total. We’ve had good progress in this space; we saw a massive score of 86% for ‘I have regular conversations with my manager about my performance’ in our Heartbeat survey, and on these foundations we’ll keep developing all People Leaders to have even more effective performance conversations throughout FY26.

# People and Organisation

## continued

### Leader capability

We worked hard to develop our coaching capability, launching resources, updating our People Leader Playbook, running workshops and 1:1 coaching, kicking off 'The Senior Leader Programme' for a group of Business Leadership Group leaders, and 'The Experienced Leader Programme' for our mid-level operations leaders. On top of that we continued to offer our Ezra coaching programme, giving leaders access to an external coach for six months.

### Talent

We're lucky to have incredible people working at UW, and as a business it's important we keep checking in with their progress, identifying their strengths and areas for development and their potential for the future.

FY25 was the second year of using our new approach to assessing and reviewing talent. We identified high and low levels of performance and potential using our talent model, now embedded across all UW divisions and creating a consistent approach to talent identification. In FY25, we also introduced succession planning, using the talent data gathered in our talent reviews to create internal succession plans for all senior leadership and critical roles at UW. For those members of our team identified as successors, we've built targeted personal development plans to support their progression towards those roles.

### Our UW Career Framework

We know that progression is important to our people; it's a theme that's come up time and time again in our Heartbeat surveys. We want to shift the perception of progression and the way we position career pathways at UW, moving from vertical ladders - that are mapped out for people and seen as a responsibility of managers to drive - to squiggly career journeys, focusing on developing knowledge, skills and experience, and putting people in control of their careers with UW.

Behind the scenes throughout FY25, we've been finalising our UW Career Framework, to provide transparency and clarity on the process. We're aiming to launch this internally at the beginning of FY26, including mapping all job families and roles within UW, launching career levels, and enabling our people to discover what skills they need to move from where they are today towards where they want to be.

### Careers platform

We have added a huge amount of resources to our careers platform to give our people better access to insight and resources they can use to boost their careers. Such as Career Coaching, where we're providing self-coaching tools and career coaching skills for our People Leaders, to help our people understand their career values and drivers, what gives them purpose, what they want from their careers and an understanding of how they might get there. Internal Mobility - where we promote an internal first mindset for all hiring needs, as well as being more creative in opportunities to support personal development and growth in UW, including through gigs, secondments, project roles and more. We've refreshed our mentoring tools and made it easier for our people to get access to a mentor, or put themselves forward to mentor others on their journey.

And we'll end with a couple of great stories showcasing how powerful our internal mobility can be when put in action.



One member of our team joined as a Facilities Coordinator. He used his initiative to build rapport and network with engineering teams, which led to 'work experience' in Technology, and then a job offer of a role as an Associate Software Engineer.

One of our CSAs from Selkirk took on a project role in the Customer Marketing team for six weeks, which was first extended, then extended again, and he's now made the move to one of our Product Teams.



And finally, a member of the team who first joined UW in 2022 as a Customer Complaints Handler took each opportunity they spotted, moving to different roles around Customer Services, put their hand up to become one of our UW Champions, and has recently been offered a secondment within Product as a Content Writer to enhance our customer knowledge base.

Sharing these stories of our team's success feels like a pretty good way to wrap up the year that was FY25. While our ambitions and 'to-do' list seem ever-growing, we've delivered a huge amount in the people space and really, we're just getting started.

# Sustainability Report

## ESG approach and strategy

We remain committed to fulfilling our environmental, social and governance (ESG) responsibilities and objectives, which are integral to the way we operate. We do this by being a responsible and resilient company that delivers returns to investors over the long term, whilst minimising any negative impact on the environment, and having a positive impact on the people we interact with.

The Board has ultimate responsibility for our ESG strategy and tracks our progress towards our objectives. Carla Stent, Chair of the Audit & Risk Committee, is our ESG Board Champion. Our CEO, Stuart Burnett, has responsibility for overseeing our ESG strategy. Our General Counsel has operational responsibility for ESG, including managing and delivering on our ESG strategy, and is supported by our Head of Sustainability. The company also has an ESG Strategy Committee comprising the General Counsel (Chair), ESG Board Champion, CEO, CFO, Executive Leadership Team, the Company Secretary and Head of Sustainability. This group meets quarterly to discuss our ESG strategy, goals, initiatives and progress, thus ensuring a robust governance framework, accountability of targets and initiatives by relevant business owners, and transparent tracking of progress against targets.

During FY25, we undertook a comprehensive review and refresh of our ESG Framework and Reporting Structure as several of the original commitments and targets ended in FY25. We utilised the results of our double materiality assessment, which was last updated in FY24. Our updated ESG Framework puts ‘community’ and the power of ‘people helping people’ at the heart of how we deliver impact whilst contributing to our wider business goals and embedding ESG across UW. We recognise there is more work to be done to develop and refine metrics that will allow us to effectively measure and track our impact across our unique business model. This will be a priority as we move forward with implementing our refreshed framework.

Our updated ESG framework consists of the following four pillars: UW, Partners, Customers, and Society.

A detailed summary of our double materiality assessment, and our overall approach, can be found in our ESG Report, available at [telecomplus.co.uk](https://telecomplus.co.uk).

## UW

Our operations and employees are at the heart of UW, and are fundamental to how we enable our Partners and serve our customers. Our culture and management of regulatory obligations underpins all that we do.

In FY23, we developed our long-term and interim net zero targets based on detailed modelling of our emissions trajectory. We remain committed to the following:

- Achieving net zero emissions by 2050 across Scopes 1, 2 and 3.
- Reducing our emissions by 63% by 2035 across Scopes 1, 2 and 3.
- Obtaining validation of our targets by the Science Based Targets Initiative (SBTi).

Our employees are integral to our business and we continue to embed our distinct UW culture to attract, grow and retain great people. We are committed to the health, safety and wellbeing of our people - this is outlined and promoted through our Health, Safety & Wellbeing Policy Statement, and our Health & Safety Policy. The People section of this report provides further detail on our employee agenda, including Diversity, Inclusion and Belonging (‘DIB’) at UW.

Effective governance is important to ensure long-term sustainable growth whilst complying with regulatory requirements. Conducting business in a fair, accountable and sustainable manner is critical to the continued success of the Company. Our systems and processes are built and developed to ensure high standards of compliance, data security and business continuity. We have a zero-tolerance approach to bribery and corruption, which is embedded through our Anti-Bribery & Corruption Policy and training. Our policy describes our values and approach to counter bribery and corruption.

Our Supply Chain Policy and Supplier Code of Conduct set out the standards we expect our suppliers to adhere to, including respecting human rights and a zero-tolerance approach to bribery and corruption.

We have a Whistleblowing Policy to encourage staff to report suspected wrongdoing (including human right violations, and bribery and corruption matters), and an independent whistleblowing hotline provided by SafeCall. Our updated Whistleblowing Policy was published during FY25.



We are pleased to report on the progress against our FY25 ESG commitments:

FY25 objective	Description	Progress during FY25
<b>Environment</b>		
To achieve net zero emissions by 2050 across Scopes 1, 2 and 3	Develop a net zero transition plan that is Transition Plan Taskforce (TPT)-aligned by the end of FY25, including setting an interim target to reduce emissions by 63% across Scopes 1, 2, and 3 by 2035	 This year we have made progress on our commitment to develop a TPT-aligned transition plan, including undertaking a full gap analysis and developing an action plan. In line with the UK Government's delayed consultation on climate transition plans, we have made limited updated disclosures within our FY25 TCFD and ESG reporting. Going forward we will continue to monitor the UK Government's consultation on TPT-aligned transition plans and report in accordance with upcoming obligations.
Procure renewable electricity for UW operated buildings	Seek to ensure that all UW Hubs are on or are transitioned to renewable electricity by the end of FY26	 Our UW-owned buildings, and Selkirk and Farringdon Hubs are on a renewable electricity tariff.
<b>Social</b>		
Develop and embed a performance and efficiency approach that drives cultural mindset shifts	100% of eligible people leaders have goals by the end of FY25	 This year we further developed our people leader goal-setting process. 71.4% of our People Leaders set over 1,000 goals. Going forward we will continue to develop our goal setting process to drive our performance mindset. See page 25 of the People report for more information.
Continue to build diverse employee communities, where all UW employees feel a strong sense of belonging allowing them to thrive and grow	Based on the findings of our FY24 diversity and inclusion audit, develop UW's diversity & inclusion vision and action plan by the end of FY25	 Diversity, Inclusion and Belonging vision and strategy was developed for launch in FY26.
	At least 40% of all management roles will be held by female employees at the end of FY25	 43.97% of management roles were held by female employees at the end of FY25.
	At least 30% of all management roles will be held by ethnically diverse employees at the end of FY25	 30.50% of management roles were held by ethnically diverse employees at the end of FY25.
	Develop a robust framework to support and amplify our UW Belonging Groups to ensure their effectiveness and longevity	 In FY25, our newest Belonging Group on Neurodiversity was launched and activities continued across the six groups launched in FY24. Belonging has been integrated into UW's updated DIB vision and strategy.
<b>Governance</b>		
Support the long-term sustainable growth of the Company through effective ESG governance	Review and embed refreshed ESG governance structure by the end of FY25	 This year we updated our ESG governance approach, including decentralised delivery of activities, approved by our ESG Strategy Committee and embedded into our updated ESG framework.
Ensure robust and responsible supply chain management	Refresh our procurement processes and procedures and embed into stand alone internal procurement function by end of FY25	 This year we have continued to develop our procurement capabilities and have launched a cross-functional procurement strategy.



# Sustainability Report

## continued

Looking ahead to our FY26 ESG Framework and Reporting Structure, UW will focus on delivering on the following commitments:

FY26 Objective	Description
<b>01</b> <b>Environment</b> Decrease our greenhouse gas emissions, achieving Net Zero by 2050	<b>Achieve Net Zero across Scopes 1, 2 and 3 by 2050</b>
	<b>Reduce emissions by 63% across Scopes 1, 2 and 3 by 2035</b>
	<b>Maintain 100% renewable electricity for our UW-owned buildings</b>
<b>02</b> <b>Social</b> Evolve our distinct UW culture, powered by our DNA, to attract, develop and keep great people	<b>Roll out our updated monthly employee pulse survey to better monitor sentiment, support devolution of responsibility and action down to functional team/local level, and allow us to more quickly adjust our approach in response to feedback by the end of FY26</b>
	<b>Continue to achieve at least 40% of management roles held by female employees and 30% of management roles held by ethnically diverse employees</b>
	<b>Activate and embed our Diversity, Inclusion and Belonging vision and strategy by end of FY26, with a key focus on driving inclusive leadership and accelerating the impact of our Belonging Groups</b>
<b>03</b> <b>Governance</b> Maintain compliance with our regulatory and reporting obligations, and monitor forthcoming ESG disclosure requirements	<b>Monitor the UK Government's consultation of IFRS S1 and S2, and evolve our disclosure approach in preparation for these forthcoming obligations</b>
	<b>Continue to embed our decentralised ESG governance structure</b>
	<b>Embed our refreshed culture and DNA into our governance framework by the end of FY26</b>

## Partners


Our community of self-employed Partners continues to be instrumental in our growth. Our Partner network now has 71,710 Partners, each seeking the opportunity to flexibly earn an additional income through referring UW to family and friends who then choose to sign up for our services and save time and money on their household bills. We support our Partners by providing access to

free training, support and tools to help them make the most of the UW opportunity, including training on talking about our regulated services, as well as on data privacy.

Our FY24 research into the socio-economic impact of our UW Partner opportunity provided insights into how being a UW Partner gives people an opportunity to earn around life's commitments, boosts income, builds confidence, and enables people to achieve more.

- 86% said that being able to earn more flexibly through UW had improved their quality of life;
- 79% said the income they had received from UW had provided them with a greater sense of financial empowerment;
- 65% had found that being part of UW had made them feel more comfortable in professional or social settings; and
- 53% stated that being a UW Partner had allowed them to increase their earnings outside of UW, change jobs, progress their career, or start their own business.

We are pleased to report on the progress against our FY25 Partner commitments:

FY25 Objective	Description	Progress during FY25
<b>Social</b>		
Increase the Company's socio-economic impact by promoting the Partner opportunity as a second income to a wider audience	Leverage the findings from our FY24 social impact study in our Partner proposition refresh to further drive the positive impact of the UW Partner opportunity	 Findings have fed into our brand strategy, Partner proposition and our updated ESG Framework. We have also utilised the findings in our social media campaigns and developed our Community Champions awards.

Looking ahead to our FY26 ESG Framework and Reporting Structure, our Partner pillar will continue to focus on the following commitments:

FY26 Objective	Description
<b>04</b> <b>Environment</b> As UW's product offering evolves in line with the UK's energy transition, ensure our Partners remain confident and equipped to promote our services to their networks	<b>Continue to develop training for Partners as our products develop</b>
<b>05</b> <b>Social</b> Promote the social impact of being a Partner, helping more people to access the financial and professional growth, and the community benefits on offer	<b>Leverage the findings from our FY24 social impact study in our Partner proposition refresh to further drive the positive impact of the UW Partner opportunity</b>
<b>06</b> <b>Governance</b> Communicate the Partner model and its benefits in a way that helps to attract new Partners	<b>Integrate findings from our Partner social impact work into our Partner marketing materials, to demonstrate a more complete picture of the social benefits on offer from becoming a UW Partner</b>
Ensure robust governance and transparency of the Partner model	<b>Continue to transparently communicate the mechanics and benefits of the UW Partner model</b>

# Sustainability Report

## continued

### Customers






We help our customers to get on with more important things in their lives than managing their bills by delivering consistently fair value and great service.

Continuing to support our vulnerable customers, particularly in the context of continued cost-of-living challenges, remains a key priority within our ESG agenda.

Over the last year, we have continued to partner with Citizens Advice Plymouth to support vulnerable customers.

As the energy market continues to evolve, we are committed to supporting our customers through the energy transition by developing and marketing the right products and service offerings at the right time for our customers. In FY25, we launched our new EV tariff, which almost 3,000 customers have utilised.

We are pleased to report on the progress against our FY25 Customer commitments:

FY25 objective	Description	Progress during FY25
<b>Environment</b>		
Continue to develop green product offering	Refresh our green product offering by the end of FY25	 This year we launched our new EV tariff. 2,974 customers utilised this new tariff in FY25. Our enhanced SEG tariff rates started 1 October 2024. 3,609 customers utilised our SEG tariff in FY25.
<b>Social</b>		
Help our customers to use energy more efficiently	Exceed Ofgem specified target for smart meter installation during calendar year 2024 (17,947 electricity smart meters and 27,682 gas smart meters)	 We have exceeded our Ofgem smart meter targets. Electricity actual - 36,679, Gas actual - 37,110.
	By the end of FY25 develop tools to allow customers to monitor and budget for their energy consumption (avoiding bill shocks)	 In FY25, we chose to delay the development of any new energy consumption monitoring tools in order to prioritise our Energy Platform Transformation. However, we continue to find ways to help our customers understand their energy use and encourage them to use it more efficiently, including year-on-year comparisons on bills, our dedicated energy efficiency webpage, and our specialist energy efficiency telephone line operated in partnership with Scarf.
Protect our customers' data, privacy and online safety	Achieve ISO27001 certification for our energy operations by end FY25	 Certification achieved in February 2025.
Enhance support for vulnerable customers	Supporting the deployment of a UW-funded £5 million Hardship Fund over FY24-FY26 by Citizens Advice	 £3.9 million was deployed in FY25; £4.7 million has been deployed overall (FY24 and FY25). £0.3 million is left for deployment in FY26.

Looking ahead to our FY26 ESG Framework and Reporting Structure, our Customer pillar will continue to focus on the following commitments:

FY26 Objective	Description
<b>07</b>	<p><b>Environment</b> Develop our product offering with the right solutions as the UK's energy transition evolves</p> <p>Continue to review our energy transition product offering in line with evolving customer demand</p> <p>Exceed our Ofgem specified target for total smart meter installation during calendar year 2025</p> <p>UW pledges to plant a tree on behalf of all new customers who take three or more core services, and employees who reach their fifth anniversary with UW</p>
<b>08</b>	<p><b>Social</b> Celebrate the social impact of UW's proposition for our customers</p> <p>Reviewing the social impact of UW's proposition for customers by the end of FY27</p>
<b>09</b>	<p><b>Governance</b> Protect vulnerable customers, including through Citizens Advice and the Hardship Fund</p> <p>Continue to support specific needs of vulnerable customers through our specialist support teams</p> <p>Support the deployment of the UW-funded £5 million Hardship Fund over FY24-FY26</p> <p>Continue to support vulnerable customers through UW Foundation donations to the Fuel Bank Foundation</p>

# Sustainability Report

## continued

### Society

Our position as a trusted multiservice provider is important to us. We recognise both the impacts we can have on society and the ways in which changes in society can influence us. As a result, we've integrated Society as one of the key pillars of our ESG Framework and Reporting Structure.

Through our UW Foundation (UWF), we continue to contribute to charitable initiatives and encourage our employees and Partners to give back through volunteering and charity fundraising, which can be matched by the UW Foundation. We also remain committed to our tree-planting pledge and continue to support ecological restorations and re-wilding across the UK. We work in partnership with our carefully selected tree-planting initiatives managed by the National Trust, Moor Trees and Stump up for Trees.

We are pleased to report on the progress against our FY25 Society commitments:

FY25 objective	Description	Progress during FY25
Environment		
Tree planting	UW pledges to plant a tree on behalf of all new customers who take three or more core services, and employees who reach their fifth anniversary with UW	<div><div>✔</div><div>Over FY25 we committed (based on our tree planting pledge) to plant (and have planted) an additional 51,226 trees.</div><div>Our FY25 tree planting activities consisted of: 95,930 trees planted by Stump Up For Trees, 51,241 trees planted by the National Trust, 8,000 trees planted by Gruinard Island and 20,204 planted by Moor Trees.</div></div>
Social		
UW Foundation	Going forward and with effect from 1 April 2024, we will move to a fixed contribution for the UW Foundation and tree planting initiatives. For FY25, Telecom Plus PLC will therefore contribute £350,000 to the UW Foundation and our tree planting initiatives	<div><div>✔</div><div>Telecom Plus PLC contributed £350,000 to the UW Foundation and our tree planting initiatives.</div><div>During FY25, the UWF made donations to: The Fuel Bank Foundation; charities chosen by our UW Belonging Groups and our Hub offices; charities for whom our employees had undertaken fundraising activities (via matched funding requests); and other good causes in line with the UW Foundation aims.</div></div>





Looking ahead to our FY26 ESG Framework and Reporting Structure, our Society pillar will continue to focus on the following commitments:

FY26 Objective	Description
<b>10</b>	<b>Environment</b> Put people at the heart of UW's approach to the energy transition, enabling UW, our Partners and our customers to benefit  <b>By the end of FY27, conduct research to identify the ways in which UW's unique model can help overcome the barriers to the energy transition</b>
<b>11</b>	<b>Social</b> Be at the heart of communities, including through charitable giving  <b>Develop and embed new UW Community Champion awards initiative for UW Partners by the end of FY26.</b>  <b>Continue to encourage our employees to give back to causes they care about through our employee fund-matching schemes</b>  <b>Contribute £350,000 to the UW Foundation and tree planting / energy transition / community initiatives during FY26</b>
<b>12</b>	<b>Governance</b> Across our essential home services, advocate for policy and regulation that puts people first  <b>Advocate for energy policy and regulation that will put people first by the end of FY26</b>

Further details on the UWF and our tree-planting initiatives can be found in our ESG Report.



# Sustainability Report

## continued

### Carbon reporting - Greenhouse gas (GHG) emissions statement

In the table below, we provide an overview of our Scope 1, 2 and 3 GHG emissions. We report in line with the

Greenhouse Gas Protocol and ISO 14064 Part 1 2018. We will continue to develop our carbon accounting and approach to measurement more generally as we seek to track our climate-related risks and opportunities more closely.

	FY25 1 April 2024 to 31 March 2025		FY24 1 April 2023 to 31 March 2024	
	UK and offshore	Global (excluding UK and offshore)	UK and offshore	Global (excluding UK and offshore)
Emissions from activities for which the company own or control including combustion of fuel & operation of facilities tCO <sub>2</sub> e (Scope 1)	51.67	N/A	80.03	N/A
Emissions from purchase of electricity, heat, steam and cooling purchased for own use tCO <sub>2</sub> e (Scope 2, location-based methodology)	1,042.11	N/A	683.52	N/A
Emissions from purchase of electricity, heat, steam and cooling purchased for own use tCO <sub>2</sub> e (Scope 2, market-based methodology)	11.00	N/A	26.71	N/A
Total gross Scope 1 & Scope 2 emissions tCO <sub>2</sub> e (all Scope 2, (location-based methodology)	1,093.78		763.55	
Total gross Scope 1 & Scope 2 emissions tCO <sub>2</sub> e (all Scope 2, (market-based methodology)	62.67		106.74	
Energy consumption used to calculate above emissions (kWh)	5,263,238.12	N/A	3,667,478.39	N/A
Gas (kWh)	215,284.32	N/A	308,058.28	N/A
Electricity (kWh)	5,023,631.24	N/A	3,300,851.80	N/A
Transport fuels (kWh)	24,322.56	N/A	58,568.31	N/A
Total gross Scope 1 & Scope 2 emissions by unit turnover/revenue (tCO <sub>2</sub> e/£M) (Scope 2 location-based methodology)	0.60		0.37	
Total gross Scope 1 & Scope 2 emissions by unit turnover/revenue (tCO <sub>2</sub> e/£M) (Scope 2 market-based methodology)	0.034		0.052	
Methodology	GHG Protocol & ISO14064 Part 1 2018 and Carbon Reduce		GHG Protocol & ISO14064 Part 1 2018 and Carbon Reduce	
Emissions from other activities tCO <sub>2</sub> e (Scope 3)	3,305,432.67		2,574,650.11	
Total gross Scope 3 emissions tCO <sub>2</sub> e	3,305,432.67		2,574,650.11	
Total gross Scope 1, Scope 2 & Scope 3 emissions tCO <sub>2</sub> e (Scope 2 location-based methodology)	3,306,526.45		2,575,413.66	
Total gross Scope 1, Scope 2 & Scope 3 emissions tCO <sub>2</sub> e (Scope 2 market-based methodology)	3,305,495.35		2,574,756.85	
Total gross GHG emissions per unit turnover/revenue (tCO <sub>2</sub> e/£M) (Scope 2 location-based methodology)	1,798.83		1,264.13	
Total gross GHG emissions per unit turnover/revenue (tCO <sub>2</sub> e/£M) (Scope 2 market-based methodology)	1,798.27		1,263.81	
Third Party verification	Verified to ISO14064 Part 1 2018 and Carbon Reduce		Verified to ISO14064 Part 1 2018 and Carbon Reduce	

This statement has been prepared and verified (to limited assurance) in accordance with the requirements of the measure-step of the Toitū carbon marks, which is based on the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) and ISO 14064 Part 1 2018 Specification with Guidance at the Organization Level for Quantification and Reporting of Greenhouse Gas Emissions and Removals. It meets the requirements of the Streamlined Energy & Carbon Report framework.

Our GHG reporting year is the same as our financial year. We use the operational control methodology.

Our reporting covers: our UK-based Scope 1 (direct emissions from our own operation); Scope 2 (indirect emissions from the generation of purchased energy) which is calculated following location and market based methodology; and Scope 3 emission sources, covering the following GHG protocol categories purchased goods and services, fuel and energy related activities, waste generated in operations, leased assets, use of sold products, commuting and business travel.

We use the Location-based method for Scope 2 emissions accounting – as defined in the Scope 2 Guidance amendment to the Corporate Standard (<https://ghgprotocol.org/>) and the Market-based method for Scope 2 emissions accounting – as defined in the Scope 2 Guidance amendment to the Corporate Standard (<https://ghgprotocol.org/>).

We restate historical years' data when we think subsequent information is materially significant (e.g. replacing estimates with measured figures). This year we have not had to restate any historical years' data.

## Carbon and energy efficiency initiatives

This year we have continued to improve the efficiency of our direct energy use and reduce carbon emissions from our direct operations. We continued to refine how we use our office spaces in line with our flexible working model. This year while overall electricity use at our main Colindale office has increased due to increased utilisation, gas use has declined due to efficiency improvements, which alongside a reduction in the use of our small fleet of vehicles, has resulted in a 35.43% reduction in Scope 1 emissions overall. We continue to procure renewable electricity for our direct operations, which is reflected in our Scope 2 market-based emissions calculations.

## Non-financial and sustainability statement

Pursuant to the provisions outlined in sections 414CA and 414CB of the Companies Act 2006, which specify the criteria for non-financial and sustainability reporting, the following table summarises our alignment with the required reporting:

Environmental matters	Page
Sustainable growth	30
Business resilience	8
Corporate social responsibility	30
Streamlined energy and carbon reporting	38
Climate-related financial disclosures	
Task Force on Climate-related Financial Disclosures	42
People	
People policies	25
Description of principal risks	
Business model	19
Principal risks	19
Other matters	
Anti-corruption and bribery policies	30
Social matters	30
Leadership and governance	53
Non-financial performance indicators	8

## Section 172(1) Statement

### Background

The Companies Act 2006 (the “Companies Act”) sets out a number of general duties which directors owe to the Company. New legislation has been introduced to help shareholders better understand how directors have discharged their duty to promote the success of the Company, while having regard to the matters set out in section 172(1)(a) to (f) of the Companies Act. In the current financial year, the directors continued to exercise all their duties, while having regard to these and other factors as they managed and governed the Company on behalf of its shareholders.

# Sustainability Report

## continued

### Engaging with key stakeholders

The success of the Company is dependent on building positive relationships with all of our key stakeholders to deliver long-term sustainable success. The table below sets out details of engagement with key stakeholders.

Stakeholder	Details
Shareholders	<p>As owners of the Company, we rely on the support of shareholders and their views are important to the Board.</p> <p>The executive directors have an open dialogue with our shareholders through one-to-one meetings, group presentations with analysts, and at the Annual General Meeting. Discussions with shareholders cover a wide range of topics including financial performance, strategy and outlook. The non-executive directors engage with institutional shareholders on matters of governance and remuneration.</p> <p>Shareholder feedback, along with details of significant movements in the shareholder base, are regularly reported to and discussed by the Board and, where appropriate, their views are sought as part of certain decision-making processes, e.g. shareholders have previously been consulted in relation to new remuneration arrangements and amendments made where appropriate.</p>
Partners	<p>The Company relies on the Partners within its independent distribution network for referring UW to new customers.</p> <p>Communication with our Partners is a key focus for the business and is conducted through various meetings, forums and large-scale conferences.</p> <p>Where appropriate, Partner feedback is sought when significant changes are being considered to the operation of the distribution network.</p>
People	<p>Employees are key to the Company delivering award-winning services to customers.</p> <p>There are many ways we engage with and listen to our employees including weekly email updates, employee surveys, forums, face-to-face briefings and an internal company magazine.</p> <p>Key areas of focus include company development and strategy, health and well-being, development opportunities, pay and benefits. Regular reports about what is important to our employees are made to the CEO ensuring consideration is given to employee needs, e.g. during the period, regular listening sessions within each Function and our employee Belonging Groups were held as set out in the People section of this report.</p>
Customers	<p>We build long-lasting relationships with our customers as evidenced by our low levels of churn.</p> <p>We devote considerable resources to understanding customer requirements and soliciting feedback from them on ways to improve our offer and services. We use this knowledge to inform our strategy of helping customers to “stop wasting time and money” by offering savings, simplicity and service across all the household services we are providing to them.</p>
Suppliers	<p>As a reseller we are required to work closely with our key suppliers to ensure that we are delivering the best possible combination of value and service to our customers; our success in achieving this is demonstrated by the numerous endorsements and consistent recommendations we receive from Which?.</p> <p>The interests of our suppliers are strongly aligned to our own as the number of customers we are able to attract has a direct impact on their own financial performance and market share. This generates close and supportive relationships with our key suppliers which are fostered through regular interaction at a senior management level.</p>
Community	<p>We are committed to building positive relationships within the communities where we operate.</p> <p>We are a significant employer in the local communities around our offices and support a number of charitable activities. Our UW Foundation furthers these endeavours.</p> <p>Our Partner opportunity allows a range of people from communities across the UK to advance their lives, driving our strategy to help Partners to “get on in life”.</p>
Regulators	<p>We operate in highly regulated markets and understand the importance of maintaining a constructive working relationship with Ofgem, Ofcom, the FCA and the GFSC who between them are responsible for the regulation of the diverse range of services we offer.</p> <p>We engage with officials from these regulators as necessary to make them aware of the Company’s views when they are consulting on proposed regulatory changes, or if there are competition issues that need to be raised with them.</p>



## Further s172 factors

Further information as to how the Board has had regard to the s172 factors:

Section 172 factor	Key examples	Page
The likely consequences of any decisions in the long-term	Sustainability Report	30
The interests of the Company's employees	People & Organisation Report	25
Fostering business relationships with suppliers, customers and others	Chief Executive's Review	8
The impact of the Company's operations on the community and the environment	Sustainability Report	30
Maintaining a reputation for high standards of business conduct	Sustainability Report Corporate Governance Statement	30 53
The need to act fairly between members of the Company	Corporate Governance Statement Directors' Report	53 87
















# Task Force on Climate-Related Financial Disclosures Report

We recognise that climate change is the single biggest environmental threat to the future of our planet. Companies have an important role to play in reducing the effects of harmful GHG emissions in our atmosphere and ensuring that we meet a 1.5°C target in line with the Paris Agreement.

As a multiservice provider of home services, we must play our part and that is why we are committed to implementing the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). We acknowledge the importance of TCFD in helping us to manage the impact of climate change on our operations, as well as advance towards our net zero target.

Our climate-related financial disclosures in this section (together with the information cross-referenced within this section) are consistent with the recommendations and recommended disclosures of the TCFD, including the TCFD all-sector guidance, and in compliance with the requirements of LR 9.8.6R.(8) (UK Listing Rules). This disclosure also complies with the requirements of the Companies Act 2006 as amended by the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.

## Compliance summary table

	Paragraph	Consistent Y/N
<b>Governance</b>	<b>Paragraph 1</b>	
(a) Describe the board's oversight of climate-related risks and opportunities	Table 1 Paragraph 1.1 to 1.4	
(b) Describe management's role in assessing and managing climate-related risks and opportunities	Paragraph 1.3 to 1.5	
<b>Strategy</b>	<b>Paragraph 2</b>	
(a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term	Paragraph 2.1 to 2.9, table 2, table 3, and table 4	
(b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning	Paragraph 2.10 to 2.12, table 2 and table 3	
(c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	Paragraph 2.11	
<b>Risk management</b>	<b>Paragraph 3</b>	
(a) Describe the organisation's processes for identifying and assessing climate-related risks	Paragraph 3.1 and 3.2	
(b) Describe the organisation's processes for managing climate-related risks	Paragraph 3.2 and 3.4	
(c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management	Paragraph 3.1 and 3.3	
<b>Metrics and targets</b>	<b>Paragraph 4</b>	
(a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	Paragraph 4.1 and 4.3	
(b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks	Paragraph 4.1.1	
(c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	Paragraph 4.2	

## 1. Governance

Table 1



- 1.1. The **Board** has ultimate responsibility for climate-related risks and opportunities. The Chair of the Audit & Risk Committee is our ESG Board Champion. Our CEO has responsibility for overseeing our ESG strategy (including climate-related issues) and attends the quarterly ESG Strategy Committee to ensure oversight at Board level. Further, to assist the Board in monitoring and overseeing progress against climate related goals and targets, the General Counsel (as the chair of the ESG Strategy Committee and a member of the Executive Leadership Team), prepares Board updates on climate-related matters, including climate targets and TCFD. During FY25 the Board received three updates on climate issues including: progress on climate related targets; findings related to climate change risk highlighted as part of the Group key risk assessment and internal controls review; and an update on the findings of our Qualitative Climate Scenario analysis, including the full report.
- 1.2. The **Audit & Risk Committee** monitors climate-related risk management and internal controls as part of the Group's risk management policies. The internal controls in respect of climate change are reviewed and updated annually by the General Counsel and

the Head of Sustainability. The controls were most recently updated in February 2025 and were reviewed and approved by the Audit & Risk Committee at the March 2025 meeting. Once approved by the Audit & Risk Committee, the key risks and internal controls are submitted to the Board for review and approval.

- 1.3. The **ESG Strategy Committee** supports the Board in its strategic and operational oversight of climate change. The Committee considers, monitors, and has overall responsibility for the implementation of climate-related targets and initiatives, as well as associated risks. To embed climate change strategy and risk management across the business, the ESG Strategy Committee is composed of a cross section of stakeholders from Board to management level. The ESG Strategy Committee is chaired by the General Counsel and consists of the ESG Board Champion, CEO, CFO, Company Secretary, Executive Leadership Team, and Head of Sustainability. It is attended by members of the Business Leadership Group and the ESG Working Group. This ensures collaboration and effective reporting between functions with responsibility for strategic oversight of climate-related matters and those tasked with managing the implementation of climate-related matters.

# Task Force on Climate-Related Financial Disclosures Report **continued**

- 1.4. The Committee meets and receives updates from the ESG Working Group on climate-related matters every quarter. Climate targets, initiatives, objectives, and actions are considered, debated and assessed within the context of the Company's business plans, budgets and strategy in this cross-function open forum. Where necessary, key Board members, Executive Leadership Team members and relevant management engage in more detailed discussions and planning on climate-related issues (for example, net zero<sup>1</sup> transition planning, consumer demand for green products, and legislative changes and reporting requirements).
- 1.5. The **ESG Working Group** is the management-level group that manages the day-to-day climate-related risks and issues on behalf of the ESG Strategy Committee. The ESG Working Group meets every six weeks to monitor progress on actions and reports back to the ESG Strategy Committee on a quarterly basis. The Working Group is led by our Head of Sustainability who, along with our General Counsel, manages the Company's climate-related issues with assistance from specialist external consultants, as required.

## 2. Strategy

- 2.1. As a reseller of utility services (energy, broadband, mobile and insurance), we do not own or operate any energy generation assets or telecommunications networks / infrastructure. Primarily, our business involves the bundling of services that we procure from wholesale providers and reselling them, predominantly to consumers, via our technology platform. As a reseller, our risks and opportunities are different to those faced by other companies in the same industry sectors who own and operate assets or infrastructure. We have identified the actual and potential impact of climate change risks and opportunities on the business in the context of this unique business model, rather than the risks and opportunities present in the sectors in which we operate more generally.
- 2.2. In FY22 we engaged external climate experts to assist us with conducting a qualitative climate scenario analysis to identify the actual and potential impacts

of climate-related risks and opportunities on our business, and to understand the associated effects, our resilience, and mitigation measures. This climate scenario analysis was refreshed in FY24 to consider changes to our business, the external context and regulatory reporting since FY22.

- 2.3. The refresh included the addition of a "middle of the road" plausible scenario, to align with the latest guidance on climate scenario analysis. The refresh also considered insurance specific risks in proportion to the relative importance of UWI Limited (our in-house insurer which represents under 1% of our FY25 revenue) to the overall group. Unless there are significant changes to our business, the external context or regulatory reporting, our next climate scenario analysis refresh is planned for FY27.
- 2.4. We considered physical and transitional risks and opportunities which may arise in the short (<2029), medium (2029-2034) and long term (>2034-2050). We are satisfied these refreshed timeframes are appropriate and relevant for the business as: the short term covers our viability assessment period and, along with the medium term, aligns with the timeframe in which we might expect some transition risks to arise, while the long term reflects the realistic period in which we might expect physical climate related risks to manifest. These timeframes are consistent with the qualitative scenario analysis we have performed. Furthermore, these timeframes align with those used by our key suppliers which, as resellers of their services, we are linked to.
- 2.5. We used three plausible scenarios rooted in the commonly used Shared Socio-economic Pathway and Representative Concentration Pathway, in line with leading practice and in common with the methodology used by the Intergovernmental Panel on Climate Change:
  - **Scenario 1: Steady path to sustainability (RCP1.9 / SSP1 - 1.5°C)** A world which warms by 1.5°C, where the systemic orderly decarbonisation of industry is prioritised, economic models are reformed, and consumer attitudes shift - this scenario focuses on a world which rises to the challenge of tackling climate change, and focuses on transition risks associated with the rapid changes needed by 2030 to cut emissions in line with the Paris Agreement;

<sup>1</sup> "net zero" as used herein means the Science-Based Targets Initiative ("SBTi") net zero definition, from the SBTi net zero Standard (<https://sciencebasedtargets.org/resources/files/Net-Zero-Standard.pdf>) pursuant to which we are committed to (a) reducing our scope 1, 2 and 3 greenhouse gas (GHG) emissions to zero or a residual level consistent with a 1.5°C pathway and (b) will neutralise the impact of any residual emissions by permanently removing an equivalent volume of GHG emissions.

- **Scenario 2: Middle of the road (RCP4.5 / SSP2 - 2.5°C)** A world which warms by 2.5°C, where decarbonisation is delayed and disorderly, and social fragmentation and inequality is widened between the globally connected elite and lower income communities - this scenario focuses on increasing inequalities and stratification both across and within countries, led by highly unequal investments in human capital, and increasing disparities in economic opportunity and political power; and
- **Scenario 3: Fossil-fuelled global growth RCP8.5 / SSP5 - 4°C)** A world which warms by 4°C with a continued global dependency on fossil fuels, worst case warming, and significant implications of deteriorating climate - this scenario focuses on systematic failure to address climate change. It assumes limited policy or regulatory support for decarbonisation and focuses on several physical risks.

## 2.6. Scenario analysis result and mitigation

2.6.1. In the tables below we have set out the risks and opportunities we analysed in greater detail and ranked as high priority as part of our refreshed FY24 climate scenario analysis. Priority was determined by reference to business importance and stakeholder feedback. Whilst physical climate change risks are typically some of the most severe climate-related risks faced by owners and operators of assets and infrastructure in the utility sectors, because of our reseller model we are not directly impacted by physical risks to the same extent as other operators in the same sectors. Therefore, whilst physical risks were considered, they are not ranked as high priority. As noted above, our risks and opportunities have been identified specifically in relation to our business model as a reseller, rather than across the energy, telecommunications and financial services sectors.

### 2.6.2 Risks

Table 2	Adverse impact of climate-related policy and regulatory change	Failure to respond to shifting consumer sentiment for products and services	Failure to demonstrate credible transitional action on climate change
Description	If climate-related policies and regulations become increasingly stringent (i.e., carbon pricing/tax, regulatory measures in response to energy price volatility), there is a risk of higher operating costs for us to adequately prepare for and adapt to such changes.	The growing demand for energy transition products and services (including insurance), stemming from shifting consumer sentiment and regulatory changes, may result in our offering becoming less competitive due to evolving customer expectations.	As societal and commercial expectations evolve to expect businesses to demonstrate credible action on climate change, we transition to a low carbon model more slowly than shareholder and stakeholder expectations.
Impacts	<p>Higher costs (such as the implementation of a carbon tax) would result in additional costs incurred based on our GHG emissions.</p> <p>As a multi-regulated provider, there may be multiple regulatory changes across our range of products and services (for example, further reform is expected as the energy crisis recedes and the focus of Ofgem turns back to the transition to net zero).</p> <p>Decrease in profitability because of increased costs.</p>	Decrease in revenue, driven by falling consumer demand, lower demand for multiservice bundling (if one or more services become less attractive because of energy transition product offering), as well as churn of existing customers due to their evolving expectations.	<p>Reduction in access to some forms of financial capital (lower investor demand / divestment).</p> <p>Decrease in revenue (due to reduced access to markets).</p> <p>Increased difficulty to attract and retain employees (driven by lower employee demand and higher attrition).</p>
Risk impact	High	High	High
Risk likelihood	High	High	Low
Risk type	Transition Policy / Legal	Transition Market	Transition Market
Timeframe	Medium term	Short - Medium term	Medium - Long term
Geography	UK	UK	UK
Scenario	+1.5°C	+1.5°C +2.5°C	+1.5°C

# Task Force on Climate-Related Financial Disclosures Report **continued**

Management response	<p>Continue to perform horizon-scanning, compliance and regulatory monitoring, and regularly engage with government and regulators to keep ahead of upcoming developments in the regulatory landscape, and to understand the impact on our strategic resilience.</p> <p>Continue to participate in consultations and industry forums.</p> <p>Continue to engage with our current energy, telecommunications, and financial services suppliers on climate-related issues and regulatory changes.</p> <p>We have set a target to be net zero by 2050 (Scope 1, 2, 3) - working to reduce our emissions will in turn reduce our exposure to carbon taxes/pricing.</p>	<p>Inform future strategy by conducting market research and continuing to engage with customers on a regular basis (through customer surveys) in order to monitor any changes in consumer sentiment and expectation.</p> <p>Engage with our current energy, telecommunications and financial services suppliers on climate related issues and energy transition products and services.</p> <p>Embed climate considerations into decisions on strategic wholesale supply agreements.</p> <p>Continue to research and monitor market developments on green products and services and our ability to respond to any shifts.</p>	<p>Continue to engage key stakeholders on climate change to keep abreast of shifting sentiment and evolving expectations.</p> <p>Continue to develop and implement our transition plan to be net zero by 2050, and have targets verified by the Science Based Targets Initiative.</p>
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## 2.6.3 Opportunities

Table 3	Build a credible low carbon service proposition	Diversification of financial assets
Description	We are able to support and harness the low-carbon transition through product and service diversification (including providing insurance on transition products), and in doing so become a credible low-carbon multiservice provider.	We are able to diversify our financial assets and take on new forms of financing linked to our sustainability performance (for example, green bonds or sustainability performance linked loans).
Impacts	Increase in revenue and profitability (through higher customer demand, customer loyalty, and lower churn). Enhanced reputation. Increased ability to attract and retain employees. Higher investor demand.	Increase in access to, and diversification of, financial capital.
Risk impact	High	Medium
Risk likelihood	High	Medium
Risk type	Transition - Products & Services	Transition - Markets
Timeframe	Short - Medium term	Short term
Geography	UK	UK
Scenario	+1.5°C	+1.5°C +2.5°C
Management response	<p>Conduct market research and continue to engage with customers on a regular basis (through our customer surveys) to understand customer demand and importance of energy transition utilities to them.</p> <p>Consider how our services and products can be further adapted to cater to an increasingly conscious consumer.</p> <p>Consider new channels for delivering energy efficiency advice, and new sales routes for energy transition products and services.</p> <p>Demonstrate credible progress on climate change, including a comprehensive net zero roadmap.</p> <p>Engage with our current energy, telecommunications and financial services suppliers on climate-related issues, and energy transition products and services.</p>	Consider the viability and impact of new forms of financing (such as green bonds, and/or sustainability-linked loans).



2.7. In FY23, to further understand the potential impacts, we quantified the risk from failure to respond to shifting consumer sentiment for green products and services, and the opportunity which arises from a shift in consumer sentiment for green products and services. Only this risk was quantified because there was no meaningful or appropriate way to quantify our other risks or opportunities.

2.8. As with the qualitative analysis, this analysis used three scenarios. Data was leveraged from the Intergovernmental Panel on Climate Change (IPCC) over three time horizons (2030, 2040 and 2050) specific to this risk, and includes a 2°C or lower scenario per the recommendations of the TCFD. The

scenarios considered were:

1. Steady path to sustainability RCP1.9 / SSP1 - 1.5°C
2. Middle of the road RCP4.5 / SSP2 - 2.5°C
3. Fossil-fuelled global growth RCP8.5 / SSP5 - 4°C

The analysis to quantify the potential impacts of the risk and opportunity considers how future revenue growth may be impacted. The consumer sentiment shift agnostic base case used in the analysis assumed that the Group delivers on the Board's medium-term ambition to welcome an additional one million customers to UW. The analysis considers the respective potential risk, and additional opportunity to achieve this growth from shifting consumer sentiment for green products and services.

**2.9 Table 4**

	Potential risk			Potential opportunity			% change to revenue	Key
	2030	2040	2050	2030	2040	2050		
Steady path to sustainability							-30 to -26	
Middle of the road							-25 to -21	
Fossil-fuelled growth							-20 to -16	
							-15 to -11	
							-10 to -6	
							-5 to -1	
							0 to 4	
							5 to 9	
							10 to 14	

## 2.10. Key risk and opportunity:

2.10.1 The quantitative analysis indicates that under both a "Steady Path to Sustainability" and a "Middle of the Road" scenario there is a risk in the short to medium term that, if we do not respond to a potential shift in consumer sentiment, fewer customers will sign up to our services due to their preference for low-carbon products. Under both scenarios there are also opportunities to cater for consumers looking for green products and services. The risk and opportunity reduce in the long term as the energy grid decarbonises.

## 2.11. Our resilience:

2.11.1 As a result of our flexible reseller model, the Group's strategy is inherently resilient to this risk, as we can respond to shifts in customer sentiment quickly to keep pace with the market. In response to consumer sentiment that we could help our consumers save money through the energy transition, in FY25 we launched our new electric vehicle (EV) tariffs and enhanced our Smart Export Guarantee (SEG) tariff.

2.11.2 In addition, to help consumers reduce their own emissions, we are committed to increasing the uptake of smart meters in our customer base. We also offer energy efficiency advice on our website and via a dedicated energy efficiency telephone line (which provides independent advice to consumers and businesses). As part of our transition plans (outlined below), we will continue to develop our product offering to ensure continued strategic resilience to this risk, and further consider any opportunity.

## 2.12. Net zero transition plans:

2.12.1 In FY23 we developed our initial net zero transition plan, which is summarised here (with further detail in our ESG Report). Scope 1 and 2 GHG emissions comprise, in aggregate, well under 1% of our overall footprint. The majority of our Scope 3 emissions are associated with the energy we acquire through our wholesale agreement with E.ON and resell to our customers, with our energy services comprising 97.35% of our total footprint. We have committed to achieving net zero by 2050, across scopes 1, 2 and 3 from a FY22 emissions baseline. Our interim

# Task Force on Climate-Related Financial Disclosures Report **continued**

target is to reduce emissions by 63% across Scopes 1, 2, and 3 by 2035. The Group will have its targets validated by the SBTi (following finalisation of its revised corporate reporting standard), and will track and disclose progress against them.

2.12.2 Our scope 1 emissions now comprise 51.67 tonnes CO<sub>2</sub>e from fuels associated with heating our buildings and a small vehicle fleet of 10 vehicles, of which six are already hybrid or electric vehicles. This is a significant reduction from 80.3 tonnes in FY24. We have identified potential interventions to decarbonise the remainder of these emissions and will further develop these plans. On Scope 2, we procure renewable electricity for UW-operated buildings and commit to do so going forward. To decarbonise our value chain emissions, we will work closely with our key suppliers, including E.ON (our wholesale energy supplier), to minimise our Scope 3 emissions wherever possible. However, our key focus is to continue to support our customers through the energy transition by developing and offering appropriate products and energy efficiency advice. As part of this, we will continue to support our customers to be more energy efficient through smart meter installation. We have also made progress on our commitment to develop a Transition Plan Taskforce (TPT)-aligned transition plan, including full gap analysis and action plan development. In line with the UK Government's delayed consultation on climate transition plans, we have made limited updated disclosures within our FY25 ESG reporting. Going forward we will continue to monitor the UK Government's consultation on TPT-aligned transition plans and disclose in accordance with upcoming obligations.

## 3. Risk management

- 3.1. The identification, assessment and management of climate-related risks are integrated into our wider risk management framework, which is detailed on pages 19 to 24 of this report. Within this framework we consider the significance of climate risks in relation to other business risks.
- 3.2. To determine materiality of climate change risk we considered stakeholder views, qualitative considerations at executive/senior level, and potential impacts on the business. These considerations also inform how we make decisions to mitigate, transfer, accept or control climate risks.

3.3. The Audit & Risk Committee has overall responsibility for management and oversight of our risk management framework. The size and scope of the climate change risk was evaluated in FY22 and was re-designated as a controlled principal risk following qualitative climate scenario analysis which highlighted that climate change risk could manifest in several different ways across multiple time horizons. The General Counsel, as the nominated climate risk owner, updates the risk evaluation and key controls annually. The key controls are then reviewed and approved by the Audit & Risk Committee and Board each year to ensure that climate risk is effectively scoped, and there is appropriate oversight and controls in place.

3.4. As set out in the governance section above, to implement climate change risk mitigations the ESG Working Group actions outputs from the ESG Strategy Committee. The ESG Working Group tracks market drivers, internal data, and actions on our climate risks and opportunities. Tracking includes, for example, the number of our customers on our EV and SEG tariffs; engagement with key suppliers; transition planning; and existing and emerging regulatory requirements. The Working Group reports back to the ESG Strategy Committee on a quarterly basis. This, along with qualitative assessment and consideration of stakeholder importance, and our ability to respond to climate-related issues, assists the ESG Strategy Committee with prioritisation and management of risks and opportunities.

## 4. Metrics and targets

- 4.1. To help us assess our risks and opportunities, we tracked the following metrics throughout the year:
  - 4.1.1. Our carbon reporting on Scope 1, 2 and 3 emissions follows the Greenhouse Gas Protocol and our FY25 Scope 1 and Scope 2 emissions have been externally verified (limited assurance) to ISO14064 Part 1 2018 through Achilles Information Limited's Carbon Reduce Programme. Our Greenhouse gas emissions statement is set out on page 38.
  - 4.1.2. Total gross Scope 1 and Scope 2 emissions by unit turnover/revenue is tracked and available on page 38.
  - 4.1.3. Total gross GHG emissions per unit turnover/revenue (tCO<sub>2</sub>e/£m) is available on page 38.

4.1.4. The importance of: (i) reducing greenhouse gas emissions; and (ii) energy efficiency advice to our stakeholders was analysed as part of our environment, social and governance double materiality assessment (a full assessment was undertaken in FY23, with a refresh in FY24). These topics ranked third and fourth, respectively. This assessment underpins our wider ESG strategy so is reported on in detail in our ESG Report.

4.1.5. We monitor market trends, industry updates, regulatory updates, and conduct our own research (including feedback from our Partner network), to ensure we are able to respond to changing consumer trends and markets. In response to such changing trends, in FY25 we launched our new electric vehicle (EV) tariff and enhanced our Smart Export Guarantee (SEG) tariff. In FY25 2,974 customers signed up for our EV tariff.

4.1.6. In the calendar year 2024 we installed 73,789 smart meters, which was significantly higher than the 45,630 target. In line with industry regulations, this target is for a calendar year rather than a financial year. Exceeding the smart meter rollout target was incorporated into the Telecom Plus Incentive Plan (TPIP) (as detailed on page 72 of the FY24 Annual Report), helping to ensure executive financial incentives are tied to climate actions. Our penetration rate of 74.58% exceeds the industry average of 66%.

4.1.7. The number of customers visiting our energy efficiency webpage reduced to 15,649 visits in FY25, down from 17,939 in the previous year. This significant reduction is likely due to the receding of the energy crisis resulting in fewer consumers seeking advice. In addition, our dedicated phone line (provided by Scarf), had 475 calls in the calendar year 2024, an increase from the 133 calls received in the calendar year 2023. (Due to the mechanics of the data capture, this metric is reported for the previous calendar year, rather than the financial year).

4.1.8. We now track employee sentiment on ESG topics on

an annual basis through our employee 'Heartbeat' surveys. The results of our November 2024 survey, which included responses from 1798 employees, showed that:

- 64% of our employees are proud of UW's efforts to have a positive social and environmental impact on the world (a slight decrease of 2%);
- 30% have a neutral opinion of UW's efforts (a slight increase of 1%); and
- 6% indicated they were not proud of UW's efforts to have a positive social and environmental impact on the world (a slight increase of 1%).

4.2. We have committed to achieving net zero by 2050 across scopes 1, 2 and 3. Our emissions baseline year is FY22 and our interim target is to reduce emissions by 63% across Scopes 1, 2, and 3 by 2035. Further information on this target, including our transition planning, is set out on pages 47 to 48 of this report.

4.3. We do not use internal carbon pricing as it is not relevant to our business due to our low Scope 1 and 2 carbon emissions. However, our simplified TPIP introduced the continued relative decline of our Scope 1 and 2 emissions as a metric to be used when assessing the performance and TPIP award eligibility of our CEO and CFO.

## Strategic report approval

The Strategic Report set out on pages 1 to 49, which incorporates the Financial and Operational Highlights, the Chairman's Statement, the Chief Executive's Review, the Financial Review, Principal Risks and Uncertainties, People and Organisation, Sustainability Report and Task Force on Climate-Related Financial Disclosures Report, has been duly approved by the Board.

By order of the Board  
**David Baxter**  
 Company Secretary  
 24 June 2025

# Board of Directors

## **The Hon. Charles Wigoder, Non-Executive Chairman**

### **Appointed: 13 February 1998**

Charles qualified as a Chartered Accountant with KPMG in 1984 and was subsequently employed by Kleinwort Securities as an investment analyst in the media and communication sectors. Between 1985 and 1988, he was head of corporate finance and development at Carlton Communications PLC and then Quadrant Group PLC. In March 1988 he left Quadrant Group to set up The Peoples Phone Company PLC, where he served as CEO; it was subsequently purchased by Vodafone in December 1996. He joined the Company as CEO in February 1998, becoming Executive Chairman in 2010 and Non-Executive Chairman in 2022.

**External appointments:** None.



## **Beatrice Hollond, Senior Independent Non-Executive Director**

### **Appointed: 26 September 2016**

Beatrice spent 16 years at Credit Suisse Asset Management in Global Fixed Income and began her career as an equity analyst at Morgan Grenfell Asset Management.

**External appointments:** Beatrice is a main board director and Chair of Remco (US) and Chair of the International Advisory Board (UK) of Brown Advisory, Chair at Millbank Financial Services Limited, Chair of F & C Investment Trust PLC, and adviser to a private family office where Beatrice is also Chair of the Investment Advisory Committee and a member of Remuneration & Governance Committees. Beatrice is a main board director and Chair of Oldfield & Co and a director of Smedvig AS.



## **Stuart Burnett, Chief Executive Officer**

### **Appointed: 23 July 2020**

Stuart was promoted to Co-CEO in 2021, after two years as COO, becoming sole CEO in August 2024.

He joined the Company in 2016 as Legal & Compliance Director and then moved on to become Commercial Director, managing all commercial activity, including our key commercial relationships and customer proposition, before becoming COO in 2019. Stuart began his career as a corporate lawyer at Slaughter & May after reading law at Oxford University. He then worked in senior roles at RSA Insurance Group PLC and TSB Banking Group PLC, prior to joining the Company.

**External appointments:** None.





## Nick Schoenfeld, Chief Financial Officer

### Appointed: 7 January 2015

Nick joined the Company in January 2015 as Chief Financial Officer. Since 2006, Nick was Group Finance Director of Hanover Acceptances, a substantial diversified private company with holdings in the food manufacturing, real estate, and agribusiness sectors. He was previously employed at Kingfisher plc, where he was responsible for the group's financial planning and analysis functions. Prior to this, he held senior strategic and development roles within Castorama and the Walt Disney Company, having started his career as a management consultant at the Boston Consulting Group. Nick has an MBA from the Harvard Business School.

**External appointments:** None.



## Andrew Blowers OBE, Non-Executive Director

### Appointed: 22 November 2016

Andrew's career spans over 30 years in the UK financial services industry. He was the founder and CEO of Swiftcover.com and Chairman of IIC NV from 2004 to 2009 and an executive director of Churchill Insurance before this. He was also the senior independent non-executive director of AA PLC, the UK's leading provider of roadside assistance, and the Chairman of ATEC Group Limited, a specialist digital insurance group.

**External appointments:** None.



## Bindi Karia Non-Executive Director

### Appointed: 13 August 2024

Bindi has deep experience in technology and innovation having held senior board, investment and advisory roles across the technology sector in Europe.

She has previously held a variety of senior technology roles, including as a Digital Advisory Board member at The Very Group and Centrica, as well as senior roles at Silicon Valley Bank, Microsoft Ventures and PwC.

**External appointments:** Bindi is currently a non-executive director at Zigup PLC (formerly Redde Northgate PLC), and a Venture Partner at Molten Ventures Plc, a European Technology Venture Capital Fund. Bindi also serves on the University of East London Board of Governors, where she is also Chair of the Ethics Advisory Committee.





# Board of Directors

## continued

### **Carla Stent, Non-Executive Director**

**Appointed: 26 July 2022**

Carla is a former Chief Operating Officer and Partner at Virgin group and was previously Deputy Chief Financial Officer and Chief Administrative Officer of the Global Retail and Commercial Bank arm of Barclays Bank. She has been a non-executive for many years and most recently chaired the Marex Group plc board.

**External appointments:** Carla is currently Chair of the Audit and Risk Committee for Evelyn Partners.



### **Suzi Williams, Non-Executive Director**

**Appointed: 23 July 2020**

As Chief Brand & Marketing officer at BT, Suzi was part of the team who transformed the business, prior to which she held senior leadership roles at Capital Radio Group, Orange, the BBC, KPMG Consulting and Procter & Gamble Europe. Suzi was an independent non-executive director at the AA PLC until its successful sale to private equity in March 2021, and an independent non-executive director at JD Sports Fashion PLC until November 2024.

**External appointments:** Suzi is a senior board advisor on brand and marketing. She is an independent non-executive at Zegona Communications where she is Chair of the Remuneration and Nomination Committee.



# Corporate Governance Statement

The Board is pleased to report that during the year, and as at the date of this Annual Report, the Company has applied the main principles and complied with the provisions of the UK Corporate Governance Code (“the Code”) issued by the Financial Reporting Council in July 2018, save in the limited instances explained below. Copies of the Code are available at [www.frc.org.uk](http://www.frc.org.uk). The Board is aware of the revised UK Corporate Governance Code 2024, which applies to financial years beginning on or after 1 January 2025, with Provision 29 effective from 1 January 2026. The Board is committed to ensuring that its governance framework and reporting practices align with the principles and provisions of the new Code as they come into effect.

This report, together with the Director’s Report on pages 87 to 91 and the Directors’ Remuneration Report on pages 67 to 86, provides details of how the Company has applied the principles and complied with the provisions of the Code and where required explains the rationale for instances where the Company has not been compliant, namely: (i) the extension of the term of the Chairman beyond nine years; and (ii) the requirement to formally consult with employees regarding the determination of the directors’ remuneration policy. Further detail in relation to the Company’s position on formally consulting with employees regarding the determination of the directors’ remuneration policy is set out in the Directors’ Remuneration Report.

## The Board of Directors

The Board meets regularly to review the progress of the Company and to discuss the measures required for its future development. Directors are provided in advance with a formal agenda of matters to be discussed at each meeting, and with the detailed information and papers needed to monitor the progress of the Company, on a secure electronic portal. Records of meetings and the decisions of the Board are maintained by the Company

Secretary and are approved by the Board at the following meeting. All directors have access to the advice and services of the Company Secretary and, if required, are able to take independent advice at the Company’s expense in the furtherance of their duties. Any question of the removal of the Company Secretary is a matter for the Board as a whole. Whilst the members of the Board are all experienced and well qualified, the opportunity to receive further training at the Company’s expense is available to them. The non-executive directors attended such formal, externally facilitated courses as they considered relevant to their roles and responsibilities during the year.

## Board duties

The matters specifically reserved for decision by the Board are fully documented and include the following principal areas:

- reviewing and agreeing the Company’s strategy and long-term objectives;
- assessing performance in the light of the Company’s strategy and objectives;
- ensuring an effective system of risk management and internal controls is in place;
- approving changes to the structure, size and composition of the Board and reviewing its performance on an annual basis;
- reviewing the Company’s overall corporate governance arrangements;
- reviewing and approving the priorities surrounding the Company’s principal sustainability impacts, including climate change; and
- approval of the Company’s financial statements prior to publication.

Matters that are specifically delegated to the committees of the Board are documented in the various Terms of Reference of each committee which are available on the Company’s website ([www.telecomplus.co.uk](http://www.telecomplus.co.uk)).

# Corporate Governance Statement

## continued

**Table of attendance at formal meetings during the year ended 31 March 2025**

Name of Director	Board	Remuneration Committee	Audit & Risk Committee	Nomination Committee <sup>3</sup>
<b>Number of meetings</b>	<b>8</b>	<b>3</b>	<b>4</b>	<b>2</b>
Charles Wigoder	8	-	-	2
Beatrice Hollond	8	3	4	2
Andrew Lindsay <sup>1</sup>	4	-	-	-
Stuart Burnett	8	-	-	-
Nick Schoenfeld	8	-	-	-
Andrew Blowers	8	3	4	-
Suzi Williams	8	3	-	2
Carla Stent	8	-	4	-
Bindi Karia <sup>2</sup>	4	-	-	-

1. Andrew Lindsay stepped down from the Board on 13 August 2024.

2. Bindi Karia joined the Board and Remuneration Committee on 13 August 2024 and attended all meetings following her appointment.

3. Nomination Committee matters were also discussed formally as part of certain full Board meetings.

In accordance with provision 12 of the Code, led by the Senior Independent Non-Executive Director, the non-executive directors also met without the executives present during the year.

## Board evaluation

The Board recognises that it needs to continually monitor and improve its performance. In accordance with the Code, an annual evaluation of the Board was conducted to consider the accountability, transparency and effectiveness of the Board and its committees.

### 2024 Evaluation: Progress to date

An external evaluation of the Board was carried in 2024 out by Warwick Court Advisory.

Focus area	Actions during 2024-2025
Further development of the Nomination Committee Succession Planning agenda in line with the new Code 2024	The Nomination Committee has set out formal succession matrices for the Board and the People Team has implemented greater focus on internal succession planning at below Board level. The Committee is committed to ensuring that appropriate steps continue to be taken, where necessary, to align its practices with the updated Code requirements.
Focus on stakeholder engagement strategy for the Board to support its understanding of key stakeholder views as an additional strategic insight into the business	The Company is committed to strengthening stakeholder engagement at Board level, e.g. Bindi Karia will be designated as the Company's workforce engagement director to ensure the workforce 'voice' is reflected in Board discussions and decisions.
Review the regularity of Board meetings to support the Company's growth and expansion plans	To support the Company's growth and expansion plans, the number of Board meetings was streamlined, with increased focus on the content and prioritisation of agenda items to ensure effective strategic discussions.

## 2025 Evaluation

An internal evaluation of the Board for the current year was conducted through the completion of formal detailed Board, and Board committee evaluation questionnaires by each director. A review of the results, led by the Company Secretary, principally covered the following areas: specific matters of concern arising from the questionnaires, directors' performances and any key objectives for the coming year.

The evaluation questionnaires and interviews were focused on assessing effectiveness in the following key areas:

- the size and balance of the Board;
- the quality of Board debates and its decision-making processes;
- the quality of Board meeting material;
- the individual contributions made by each director;
- the Chairman's approach to leadership;
- the Senior Independent Director's role as a sounding board to the Chairman;
- the non-executive directors' challenge of the executive directors;
- the Board's approach to identifying and mitigating key business risks;

- the quality of the Company's communications with key stakeholders;
- the Board's consideration of workforce policies and practices;
- the Board's approach to identifying and managing conflicts of interest to ensure independent judgement;
- the Board's consideration of diversity and succession planning; and
- the induction and training of Board members.

The overall conclusion reached was that the Board and its committees had continued to operate well during the year, with the Board having a good combination of skills and experience, which had been proactively crafted by reference to specific requirements for commercial and professional skill sets over time.

The process noted the following areas of further potential review and discussion by the Board and its committees: (i) further consideration of the impact of the new Code (2024) with its increased focus on internal control and risk management measures, due to come into effect from 1 January 2026; and (ii) review and enhance the timeliness and quality of information provided to the Board.

## Board balance and succession

The Board comprised two executive directors and six non-executive directors at the year-end. Beatrice Hollond acted as the Company's Senior Independent Non-Executive Director.

Membership of each committee of the Board is set out in the table below:

Name of Director	Remuneration Committee	Audit & Risk Committee	Nomination Committee
Charles Wigoder	-	-	✓
Stuart Burnett	-	-	-
Nick Schoenfeld	-	-	-
Andrew Blowers <sup>1</sup>	Chair	✓	✓
Beatrice Hollond <sup>1</sup>	✓	✓	✓
Suzi Williams <sup>1</sup>	✓	-	Chair
Carla Stent <sup>1</sup>	-	Chair	-
Bindi Karia <sup>1</sup>	✓	-	-

<sup>1</sup> Indicates independent non-executive directors.

# Corporate Governance Statement

## continued

The Code sets out circumstances which are likely to impair, or could appear to impair, a non-executive director's independence. These circumstances include serving on the Board for more than nine years from the date of appointment. At the date of publication of this report, all our non-executive directors, excluding the Chairman, have served on the Board for less than nine years and are considered independent.

The Code also sets out that the Chair should not stay in post beyond nine years from the date of their first appointment to the Board. As most shareholders will be aware, the Company's current Chairman, Charles Wigoder, has been a director of the Company since 1998 when he joined the business as Chief Executive, subsequently becoming Executive Chairman in 2010, prior to taking up his current position as Non-Executive Chairman following the Company's AGM in July 2022. The Nomination Committee reviewed Mr Wigoder's term and concluded that it remains in the best interests of all stakeholders that Mr Wigoder should remain in his current role. The details of the Nomination Committee's conclusions in this regard are set out in the Nomination Committee report on pages 61 to 63.

The Nomination Committee has also continued to monitor the composition, diversity and skills matrix of the Board with a focus on succession planning for our non-executive directors. One of the key areas of focus of the Nomination Committee this year was to identify two new independent non-executive directors to join to Board. Following an extensive search assisted by an independent external firm, the Committee proposed the appointments of Gemma Godfrey and Phil Bunker as new independent non-executive directors. Further details can be found in the Nomination Committee report on pages 61 to 63.

### Board diversity

The Board sets the tone for inclusion and diversity across the business and continues to commit to the development of a diverse and inclusive organisation. One of the main objectives of the Nomination Committee in considering the appointment of new directors to the Board remains to ensure that successful candidates are of the highest calibre and demonstrate the best possible combination of skills and experience. The Committee's terms of reference further stipulate that candidates from a wide range of backgrounds shall be considered and that due regard will be given to the benefits of diversity on the Board.

The Board also has a Diversity and Inclusion policy, which reinforces the Company's commitment to promote diversity on the Board and complements the Company's wider workforce diversity policy. This policy is regularly reviewed and updated by the Nomination Committee to ensure it remains relevant, effective, and aligned with evolving best practice and the Company's strategic objectives. The Nomination Committee report provides further details on the objectives of this policy and its linkages to company strategy on page 62.

The Nomination Committee is mindful of the focus on the benefits of Board diversity, including the guidance and targets issued by the FTSE Women Leaders Review, the Parker Review and the FCA. The Listing Rules include specific diversity targets to ensure that at least 40% of the Board are women, at least one of the senior board positions (Chair, Chief Executive Officer (CEO), Chief Financial Officer (CFO) or Senior Independent Director (SID)) is a woman, and that at least one director is from a minority ethnic background, requiring companies to report on a "comply or explain" basis. As at 31 March 2025, and at the date of publication of this report, the Company met all of these targets with Beatrice Hollond as the SID; the Board has 50% female representation; and there is one director from an ethnic minority group.



Further detail regarding the Company's position in relation to encouraging diversity within all layers of the organisation is set out in the 'People and Organisation' section of the Strategic Report on pages 25 to 29.

The tables below report our data on the gender identity and ethnic diversity of the Board, senior Board positions and executive management. The data on Board diversity was collected by asking the directors to respond to the specific questions with the use of questionnaires. The executive management, along with the rest of our

employees, were encouraged to self-identify their gender and ethnicity data on our HR systems, so that we can improve our monitoring and reporting on demographic data across the employee lifecycle and measure our progress towards our diversity goals. The questions asked, and answer options provided, were selected based on the legal definition of sex under the Equality Act 2010 for gender representation and on the current Office for National Statistics (ONS) data collection recommendations on race and ethnicity.

### Gender representation data

	Number of Board members	Percentage of Board members	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management*
Men	4	50%	3	6	66.67%
Women	4	50%	1	3	33.33%

### Ethnicity representation data

	Number of Board members	Percentage of Board members	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management*
White British or other White (including minority-white groups)	7	87.5%	4	8	88.89%
Mixed/Multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	1	12.5%	-	-	-
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnic group, including Arab	-	-	-	-	-
Not specified/prefer not to say	-	-	-	1	11.11%

\*We regard our Executive Leadership Team as executive management for the purposes of LR 9.8.6.

# Corporate Governance Statement

## continued

### Division of responsibilities

As at the date of this report, the Board is made up of the Non-Executive Chairman, a Senior Independent Director plus four independent non-executive directors and two executive directors with the following responsibilities:

#### Non-Executive Chairman

- Responsible for leading the Board and for its overall effectiveness in directing the Company.
- Facilitates constructive Board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.
- Ensures that the Board plays a full and constructive part in the development and determination of the Company's strategy.
- Promotes effective decision-making and constructive and sufficient debate around key issues.
- Ensures that the Board seeks regular engagement with major shareholders in order to understand their views on governance and performance against the strategy.
- Leads the annual evaluation process of Board effectiveness.

#### Senior Independent Director

- Provides a sounding board to the Chairman.
- Serves as an intermediary for the other directors where necessary.
- Remains available to shareholders should they have any concerns they have been unable to resolve through normal channels.
- Responsibility for communication with key shareholders in relation to corporate governance matters.

#### Chief Executive Officer

- Responsible for leading the Company's business and executing its strategy and commercial objectives together with implementing the decisions of the Board and its committees.
- Ensures that the Company's decisions are sustainable in the long term, through appropriate management, implementation and progress of sustainability interventions which support the Company's strategy and address material impacts including climate change.
- Ensures that the Company's business is conducted in accordance with the highest standards of integrity, in keeping with our culture.
- Leads the engagement with the Company's key stakeholders.

#### Chief Financial Officer

- Provides financial leadership to the Company and aligns with the Company's business and financial strategy.
- Responsible for financial planning, treasury and tax functions.
- Responsible for internal and external financial reporting and stewardship of Company's assets.
- Supports the CEO in maintaining relationships with key stakeholders.

#### Independent non-executive directors

- Responsible for scrutinising, measuring and reviewing the performance of management.
- Provide constructive challenge and feedback to the executive directors and support in the development of the Company's strategy.
- Bring an external perspective, knowledge and experience to the Board.

#### Company Secretary

- Acts as secretary to the Board and its committees.
- Develop Board and committee agendas and collate and distribute papers.
- Supports the Chairman in considering the effectiveness of the Board.
- Ensures compliance with Board procedures and that the Board receives high-quality information in a timely manner.
- Provides advice, services and support to all directors when required.

### Re-election

The Company's Articles stipulate that one third of all directors are required to retire by rotation at each Annual General Meeting (AGM) and all newly appointed directors are required to offer themselves for election by the shareholders at the next AGM.

However, the Code requires that all directors of FTSE 350 companies be subject to annual re-election by shareholders. Therefore, all the directors will be submitted for re-election at the forthcoming AGM in August, other than Beatrice Hollond, who will be stepping down from the Board at the meeting. The Board has determined that all directors submitted for re-election continue to make a valuable contribution to the commercial success of the Company, with each bringing a complementary range of skills to the team.

## Remuneration Committee

The Board has a Remuneration Committee whose responsibility is to ensure that the remuneration of executive directors is sufficient to attract, retain and motivate people of the highest calibre. The Remuneration Committee currently comprises four independent non-executive directors, namely Andrew Blowers (Chair of the Committee), Beatrice Hollond, Suzi Williams and Bindi Karia. The Directors' Remuneration Report provides the details of the emoluments of each director, and this may be found on pages 67 to 86.

The Remuneration Committee has written terms of reference, which have been reviewed and updated to reflect best practice and describe the authority and duties which have been delegated to it by the Board. The terms of reference are available on the Company's website ([www.telecomplus.co.uk](http://www.telecomplus.co.uk)).

## Audit & Risk Committee

The Audit & Risk Committee comprises three independent non-executive directors, Carla Stent (Chair of the Committee), Andrew Blowers and Beatrice Hollond in compliance with the Code (provision 24). The activities of the Audit & Risk Committee are set out on pages 64 to 66.

The Audit & Risk Committee has written terms of reference, which have been reviewed and updated to reflect best practice and describe the authority and duties which have been delegated to it by the Board. The terms of reference are available on the Company's website ([www.telecomplus.co.uk](http://www.telecomplus.co.uk)).

## Nomination Committee

The Nomination Committee comprises Suzi Williams (Chair of Committee), Beatrice Hollond, Andrew Blowers and Charles Wigoder and therefore has a majority of independent non-executive directors in compliance with the Code (provision 17). Andrew Blowers joined the Committee during the year to bolster independent non-executive director representation during a period of

significant work for the Committee. The main purpose of the Nomination Committee is to make recommendations to the Board on the appointment of new directors. The activities of the Nomination Committee are set out on pages 61 to 63.

The Nomination Committee has written terms of reference, which have been reviewed and updated to reflect best practice and describe the authority and duties which have been delegated to it by the Board. The terms of reference are available on the Company's website ([www.telecomplus.co.uk](http://www.telecomplus.co.uk)).

## Relations with shareholders

It is the policy of the Company to maintain a dialogue with institutional shareholders and to keep them informed about the objectives of the business. The Board considers that it is appropriate for the executive directors to discuss any relevant matters regarding company performance with major shareholders and this is undertaken primarily by the Chief Executive Officer and Chief Financial Officer. The Chief Executive Officer provides feedback from major shareholders to the other directors, ensuring that Board members, and in particular non-executive directors, develop a balanced understanding of the views of major investors. The executive directors met with a number of the Company's main shareholders during the year.

The Chief Executive Officer and Chief Financial Officer also have periodic discussions with the Company's brokers and any issues are fed back to the Board as appropriate. When reports are received from the Company's brokers following investor presentations, these are submitted to the Board for review. Additionally, key representatives of the Company's brokers are periodically invited to present at a full Board meeting.

Responsibility for communication with key shareholders in relation to corporate governance and Board remuneration matters lies primarily with the Senior Independent Non-Executive Director and the Chair of the Remuneration Committee who are assisted in this regard by the Company Secretary.

# Corporate Governance Statement

## continued

### Annual General Meeting

Notice of the AGM and related papers are sent to all shareholders at least 20 working days before the meeting. Separate resolutions are proposed for each matter including the adoption of the Report and Accounts, the approval of the Company's Remuneration Policy, the Directors' Remuneration Report and the appointment of the Group's external auditor. Proxy votes are counted and the meeting is advised of the number of proxies lodged for and against each resolution. The chairs of the Audit & Risk, Remuneration and Nomination Committees and the remaining non-executive directors are normally available to answer questions. Shareholders who attend are invited to ask questions and take part in the meeting.

### Internal control and risk management

The Board acknowledges its responsibility for the Group's systems of internal control and risk management. However, it recognises that any system can only provide reasonable, and not absolute, assurance against material misstatement or loss. The principal risks faced by the Company and the measures taken to address these risks are set out in the Strategic Report on pages 19 to 24.

In conjunction with the Company's senior management team, the executive directors regularly identify, review and evaluate the key risks faced by the Group and the effectiveness of the internal controls in place to mitigate these risks. The results of these reviews are recorded in a formal document which sets out a detailed evaluation of each risk and the associated internal control in place to mitigate that risk. The document is reported to the Audit &

Risk Committee for review at least once per year. Following review by the Audit & Risk Committee, the document is reported to the full Board. The Board of directors has continued to review the internal controls of the Company (including financial, operational and compliance controls, and risk management) and the principal risks which the Company faces during the year.

The Board is aware of the revised UK Corporate Governance Code, which introduces new requirements under Provision 29 for financial years starting on or after 1 January 2026. These changes will require companies to review and confirm the effectiveness of their material internal controls. While these requirements are not yet in effect, we are committed to ensuring that our internal governance framework remains robust, and we will take appropriate steps where necessary to align our practices and disclosures with the updated Code requirements in due course. The Board is committed to strong governance and will report in line with Provision 29 in due course.

### Share capital and voting rights

Details of the Company's share capital and substantial shareholdings can be found in the Directors' Report under the capital structure and substantial shareholders sections on pages 88 to 89.

By Order of the Board  
**David Baxter**  
Company Secretary  
24 June 2025

# Nomination Committee Report

## Introduction

The members of the Nomination Committee (“the Committee”) are Suzi Williams (Chair), Beatrice Hollond, Andrew Blowers and Charles Wigoder; this means that the Committee has a majority of independent non-executive directors in compliance with the UK Corporate Governance Code (“the Code”) (provision 17). Andrew Blowers joined the Committee during the year to bolster independent non-executive director representation during a period of significant work for the Committee.

The key responsibilities of the Nomination Committee include:

- making recommendations to the Board on the appointment of new non-executive and executive directors, including making recommendations as to the composition of the Board generally and the balance between executive and non-executive directors;
- giving consideration to succession planning for directors and other senior executives;
- reviewing on an annual basis the time required from non-executive directors and assessing whether the non-executive directors are spending enough time to fulfil their duties;
- reviewing and monitoring the implementation of the Board’s policy on diversity and inclusion;
- reviewing the re-election by shareholders of directors under the annual re-election provisions of the Code; and
- evaluating any matters relating to the continuation in office of any director including the suspension or termination of service of an executive director.

The Committee’s general position in relation to diversity and the Code requirement to set out any measurable objectives that exist in this regard is included in the Corporate Governance Statement on pages 56 and 57 of this document.

## The Committee’s activities for the year ended 31 March 2025

The Committee met formally twice during the year and Committee matters were also discussed as part of certain full Board meetings. The Committee’s principal activities during the year related to the identification and evaluation of two new independent non-executive directors.

## Appointment of new independent non-executive directors

In the light of Beatrice Hollond and Andrew Blowers reaching their nine-year terms on the Board in September 2025 and November 2025 respectively, during the period the Committee commenced the process of identifying two new independent non-executive directors for appointment to the Board. Skills profiles were created drawing on the recent independent board skills review, and an external search consultancy, Korn Ferry, was instructed to assist in drawing up a diverse shortlist of suitable candidates for consideration by the Committee. The strong final shortlist included 60% female and 40% international candidates – all of whom were invited to meet the members of the Committee, acting on behalf of the Board, to evaluate their suitability for the roles.

From the potential candidates interviewed, Gemma Godfrey and Phil Bunker were identified as extremely strong candidates by the Committee and displayed a keen interest in joining the Board.

An experienced non-executive director and FCA-approved Chair, Gemma has built two digital businesses and combines an entrepreneurial track record with a robust approach to governance – serving on remuneration and nominations committees. She is a Board Champion for ESG and Consumer Duty, and a Partner on AI. She is also the FCA-approved Chair for the Authorised Corporate Director (ACD) of a joint venture between Schroders and Lloyds Banking Group and was previously a board director for a global sustainable energy solutions company. Gemma is a non-executive director of Oberon Investments Group PLC and Saga PLC.

Phil is a highly experienced insurance leader with a strong entrepreneurial background who has had both executive and non-executive roles at some of the UK’s most successful insurance businesses. Phil started his insurance career at Lloyd’s of London before moving to NIG where he became managing director and an executive director of The Churchill Group. His most recent executive position was at Liverpool Victoria Insurance as part of a transformation team that over 10 years tripled the size of the business. Phil’s non-executive experience includes FCA regulated roles at AA Insurance Services, where he chaired the Remuneration Committee, and Ardonagh Advisory, where he chaired the Audit & Risk Committee and the Remuneration Committee. He is currently NED chair of Prestige Insurance Holdings. Phil trained as a Chartered Accountant at Price Waterhouse after studying economics at UCL.



# Nomination Committee Report

## continued

The members of the Committee formally interviewed the candidates, benchmarking experience and capabilities against the key attributes previously discussed by the Board. The Committee’s conclusions were reported to the Board and the appointments were put forward for approval. Gemma and Phil will formally join the Board immediately after the forthcoming AGM in August. It is expected that Gemma will join the Audit & Risk Committee and the Remuneration Committee. Phil is expected to join the Audit & Risk Committee, the Remuneration Committee and the Nomination Committee in due course (and will succeed Andrew Blowers upon his departure as Chair of the Company’s Gibraltarian insurance company UWI Limited.)

Korn Ferry does not have any other connection with the Company.

### Diversity and inclusion

The Company recognises that the Board sets the tone for inclusion and diversity across the business. The boardroom is a place for robust and open debate where challenge, support, diversity of thought and background, and of course teamwork are essential for optimal decision-making and the long-term success of the Company. Current Board performance is strong in this regard, and recent changes have been productive. We are especially proud that the board is currently 50% female.

To further codify this the Board has a Board Diversity and Inclusion policy, which sets out its approach to diversity and inclusion of the Board and its committees in compliance with DTR 7.2.8AR(1). The objective of this policy is to formalise the Company’s commitment to ensure there is an appropriate balance of skills, experience, diversity and independence on the Board and any new appointments are subject to a formal, rigorous and transparent procedure, and based on merit, objective criteria and promote diversity in all aspects. The Nomination Committee is mainly responsible for reviewing and monitoring the implementation of this policy and for leading succession planning to support its objectives. The current formation of the Board and its targets to achieve diversity is detailed in the Corporate Governance statement on pages 56 to 57.

The Committee also meets formally with the Company’s Chief People Officer each year to review broader diversity and inclusion programmes and assess progress against people development activities. This is to ensure Board policies are being appropriately cascaded and developed throughout the business.

### Skills and experience

The Nomination committee uses a skills matrix when assessing its succession plans. The matrix identifies where the skills and experience of our Board members are particularly strong and where there are opportunities to further develop the Board’s collective knowledge.

Background and experience	Number of non-executive directors (/5)
Finance and risk expertise	4
Operational expertise	3
Sector/industry/markets expertise	3
Media and marketing expertise	2
Environment Social Governance (ESG) experience	1
Remuneration matters	3
External boardroom experience	5

### Induction, training and development

The ongoing training and development requirements of the Board members are regularly reviewed with further training made available to address any development needs to update their skills, knowledge and familiarity with the Company.

### Board evaluation

In accordance with the Code, the Company conducts an annual evaluation of Board and Board committee performance and effectiveness, which every Director engages in. Following the extensive external independent review in 2024, the 2025 evaluation was carried out through internal questionnaires.

### Board changes

As announced in last year’s Annual Report and by RNS on 21 November 2023, Andrew Lindsay stepped down from the Board and as Co-Chief Executive Officer following the 2024 AGM on 13 August 2024, after 16 years with the Company. Andrew has remained with the business on a part-time basis, with a focus on supporting and further growing our Partner community. This seamless succession has left the business strongly placed for the next phase of growth under Stuart’s proven leadership as sole Chief Executive Officer.

## Board balance and succession planning

The Committee, building on insights from the external Board evaluation carried out in 2024, continued to develop its detailed Board design and succession plan during the period. A key aim of the Committee is to ensure an appropriate balance of skills and experience, and a seamless transition for senior executive and non-executive positions over time.

As part of this process, the Committee reviewed the term of the Chairman, mindful of the Code requirement that the Chair of a company should not generally stay in post beyond nine years from the date of their first appointment to the Board.

As most shareholders will be aware, our current Chairman, Charles Wigoder, has been a director of the Company since 1998 when he joined the business as Chief Executive, subsequently becoming Executive Chairman in 2010, prior to taking up his current position as Non-Executive Chairman following the Company's AGM in July 2022.

The Committee acknowledge that Mr Wigoder has never been considered as Independent (due to his historic role as an executive director, his long tenure on the Board and continuing significant shareholding in the Company). However, the independent members of the Nomination Committee unanimously consider that it remains in the best interests of all stakeholders that Mr Wigoder should remain in his current role.

This conclusion reflects the combination of: (i) continuing strong business performance; (ii) the invaluable and irreplaceable knowledge base that he brings to the Company; (iii) his exceptional relevant commercial experience; and (iv) the high calibre of the other non-executive Board members, including the imminent appointment of Gemma Godfrey and Phil Bunker, who have agreed to join the Board after the AGM in August. These appointments complete a comprehensive refreshment of our independent non-executive director base, which has taken place over the last four years, creating a fresh and dynamic new independent team to steer the business through its next phase of growth, and providing a robust counterweight to the much longer Board tenure of Mr Wigoder.

The Board fully supports Mr Wigoder continuing in his current role, noting our ongoing strong performance and the unique contribution he makes to the business. We believe that any governance risk posed by him remaining is fully mitigated by the strength and composition of the Board as a whole, a conclusion supported by Warwick Court Advisory in the most recent external board review.

The ongoing refresh of independent non-executive directors will mean that by this autumn the average non-executive tenure will be less than two years, further bolstering independence on the Board. We are satisfied that this newly strengthened Board, combining a majority of fully independent and highly skilled non-executives with Charles' deep knowledge and unique insights, is firmly in the best interests of all our stakeholders.

## Time commitment

The expected time commitment of all directors is agreed and set out in writing in their letters of appointment. All directors are engaged in providing their external commitments to establish that they have sufficient time to meet their board responsibilities. Any proposed external board appointments are approved by the Board and consideration is given to potential conflicts and how these can be managed, and this is reviewed on a regular basis. Further details on the Board's external appointments can be found on pages 50 to 52.

The Nomination Committee and the Board are comfortable that all Board members have sufficient capacity to serve on the Company's Board.

I look forward to updating you again at the next opportunity.

**Suzi Williams**

Chair of the Nomination Committee

On behalf of the Board

24 June 2025

# Audit and Risk Committee Report

In accordance with the UK Corporate Governance Code (“the Code”) (provision 24) the Committee comprises three independent non-executive directors: Carla Stent (Chair), Beatrice Hollond and Andrew Blowers. Carla Stent is also identified as having recent and relevant financial experience.

## The Audit & Risk Committee

The purpose of the Committee is to assist and provide advice to the Board in the fulfilment of its oversight responsibilities, to ensure the integrity of the financial reporting and audit process, to oversee the maintenance of sound internal control and corporate risk management systems, to review the Company’s attitude to risk, and to monitor compliance with legal obligations and regulatory requirements.

Attendance at Committee meetings during the current year by Committee members is set out in the Corporate Governance Report on page 54 of this document. In accordance with best practice, the Committee has the opportunity to meet with the external auditor of the Company without the presence of any executive directors and has done so during the current year. The Chair of the Committee has also had direct contact with the Audit Partner during the year.

The key responsibilities of the Committee include:

- reviewing the appointment, re-appointment and removal of the external auditor and the direction of the external auditor to investigate any matters of particular concern;
- assessing the effectiveness of the Company’s external auditor, including considering the scope and results of the annual audit;
- reviewing the independence and objectivity of the external auditor and assessing any potential impact on objectivity resulting from the provision of non-audit services by the external auditor;

- monitoring the integrity of the financial statements of the Company and any formal announcements relating to the Company’s performance;
- reviewing the impact of the application of new accounting standards and other disclosure requirements;
- reviewing the adequacy and effectiveness of the Company’s internal financial controls and other internal control and risk management processes;
- reviewing the Company’s compliance, whistleblowing and fraud processes; and
- advising the Board on the appropriate level of risk appetite for the Company and the principal and emerging risks that the Company is willing to take across all major activities.

The senior management team and executive directors periodically review the effectiveness of key internal control and risk management processes within the Company and report any changes in such activities to the Committee and the external auditor for consideration. The review covers material controls, including financial, operational and compliance controls.

## The Committee’s activities for the year ended 31 March 2025

The scope of the Committee includes oversight of both audit and risk-related activities.

The Committee’s main activities during the current year included a review of the financial statements including a detailed evaluation of the significant accounting issues therein.

The actions taken by the Committee in regard to these issues are described in the table below.

Issue	Action taken by the Board and Committee
Verification of the operational accuracy of billing system	Review of internal analysis  Monitoring of regulator communications (Ofgem, BABT) and monthly monitoring of detailed call centre statistics which would indicate significant billing issues.
Revenue recognition in relation to energy services	Monitoring of key assumptions underlying the recognition of energy revenues based on internal analysis.
Estimation related to Expected Credit Losses	Review of key assumptions underlying the estimations related to Expected Credit Losses.

During the year, the Committee reviewed and approved the Company's half-year and annual financial statements. As part of this process the Committee assessed the required disclosures under IFRS 17 Insurance Contracts and determined that they were not material to the financial statements. The Committee has advised the Board that the Annual Report and Accounts taken as a whole provide a fair, balanced and understandable picture of the Company's position and performance, business model and strategy.

Also, the Committee has considered, amongst other matters, compliance with the provisions of the Code and accounting developments, the effectiveness of the Company's internal financial control environment and its risk management and control processes. As part of this process the Committee has also considered the need for any special projects or internal investigations, including monitoring the successful conclusion of the review of the Group's insurance products with the FCA.

During the period the Committee continued with its programme of more detailed reviews into various areas of the business. These included: IT controls and cyber risks; energy and telecoms regulation and compliance; people risks; corporate policies; procurement; health and safety; data governance framework; privacy; fraud; information security; business continuity; and Consumer Duty compliance.

In accordance with the Code (provision 25), the Committee has also considered the need for an internal audit function at the Group. In the light of the simplicity of the Group structure, its single country focus, its relatively straightforward financial model, the internal controls and internal and external assurance in place and the fact that management and the Board conduct regular financial and compliance reviews, the Committee has recommended to the Board that a Group-wide internal audit function is not currently appropriate for the business. This decision will be kept under regular review and, where appropriate, external assurance will continue to be sought on specific areas. In this regard, during the period, the Group appointed Forvis Mazars

to provide internal audit review services relating to the Group's Financial Services activities.

The Committee is aware of the revised UK Corporate Governance Code, which introduces new requirements under Provision 29 for financial years starting on or after 1 January 2026. These changes will require companies to review and confirm the effectiveness of their material internal controls. While these requirements are not yet in effect, the Committee is committed to ensuring that the Company's internal governance framework remains robust, and appropriate steps will be taken where necessary to align the Company's practices and disclosures with the updated Code requirements in due course.

## External auditor effectiveness

The Company's external auditor, KPMG, presented a detailed audit report to the Committee following a review of the annual financial statements. Having regard to its review of the work performed by the external auditor during the year and its approach to key audit issues, the Committee was satisfied with the effectiveness of KPMG as external auditor.

In reaching this conclusion, the Committee assessed:

- the efficiency with which the audit team was able to understand the Company and its systems and processes;
- the experience and expertise of the audit team;
- the scope and eventual fulfilment of the detailed audit plan;
- the robustness and perceptiveness of the audit team in their handling of key accounting and audit judgements; and
- the nature and quality of the content of the external auditor's report.

In the meantime, the Committee has recommended to the Board, for approval by shareholders at the AGM, the reappointment of KPMG as the Company's external auditor for the coming year.

# Audit and Risk Committee Report

## continued

### External auditor independence

In order to guard against the objectivity and independence of the external auditor being compromised, the provision of any significant additional services remains subject to the prior approval of the Committee.

The Committee would prohibit the provision of the following key types of non-audit related work by the Company's external auditor:

- tax services;
- services that involve playing any part in the management or decision-making of the Company;
- designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;
- valuation services, including valuations performed in connection with actuarial services or litigation support services; and
- services linked to the financing, capital structure and allocation, and investment strategy of the Company, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the Company.

The Committee will also prohibit any other work where mutual interests exist that could impair the independence and objectivity of the external auditor.

### Reporting of staff concerns

During the year the Company operated an independently facilitated whistleblowing system for staff of the Company to raise, in confidence, concerns they may have over possible improprieties, financial or otherwise. All employees have been notified of this arrangement on the Company's intranet website (Code provision 6). No significant matters were raised by employees during the current year.

### Conclusion

I would like to take this opportunity to thank both Beatrice Hollond and Andrew Blowers, who will be stepping down from the Board of the Company in FY26, for their significant contributions to the Committee over the last nine years. I look forward to welcoming Gemma Godfrey and Phil Bunker to the Committee in due course and expect that their significant experience will be of great benefit.

I look forward to updating you again at the next opportunity and will be available at the AGM to respond to any questions shareholders may have on this report or in relation to any of the Committee's activities.

**Carla Stent**

Chair of the Audit and Risk Committee

On behalf of the Board

24 June 2025



# Directors' Remuneration Report

## Annual statement

As chair of the Remuneration Committee ("Committee") and on behalf of the Board, I am pleased to present our report on directors' remuneration for the year ended 31 March 2025.

The report comprises three sections:

- This statement, which provides an overview of the key decisions made on Directors' remuneration during the year.
- The Annual Report on Remuneration, which describes how our current Policy was applied for the year ended 31 March 2025.
- Our Directors' Remuneration Policy ("Policy") approved by shareholders at the 2023 Annual General Meeting ("AGM").

## Performance outcomes for the year ended 31 March 2025

The Company delivered continued strong performance in the year to 31 March 2025, driven by double-digit growth in customer numbers for the fourth consecutive year, and we remain firmly on track to increase our customer base to two million over the medium term. We are proud of our performance, and this is reflected by the value we are delivering to shareholders through the full year dividend of 94p.

The Company's performance is reflected in variable remuneration outcomes for the year, with the annual Telecom Plus Incentive Plan (TPIP) award outturn for executive directors at 62.3% of maximum. The Group delivered adjusted pre-tax profit of £126.3m (2024: £116.9m) which resulted in an outcome of 60.8% of maximum for the adjusted pre-tax profit element (which carries a 70% weighting of the overall award). Performance against strategic objectives (which focused on reduction in administrative costs, customer growth and product development and regulatory/ESG related targets) resulted in an outcome of 65.8% of maximum for the strategic element (which carries a 30% weighting of the overall award).

The Committee carefully considered the TPIP outcome and concluded that it fairly reflected the performance of the Company and did not elect to exercise any discretion this year.

In accordance with the rules of the TPIP approved by shareholders in 2023, 30% of the award will be paid in cash and 70% will be deferred into nil-cost options vesting in two years. The shares issued from exercising the nil-cost options will be subject to a further two-year holding period.

Full details of the TPIP outcome for the year ended 31 March 2025 are set out on pages 79 to 80.

No long-term incentive growth shares awards were exercised by the executive directors during the year ended 31 March 2025.

## Board changes

### Chief Executive Officer

As announced in last year's Annual Report and by RNS on 21 November 2023, Andrew Lindsay stepped down from the Board and as Co-Chief Executive Officer following the 2024 AGM on 13 August 2024, after 16 years with the Company. His remuneration was in line with the approved Directors' Remuneration Report up to this date, following which Andrew has remained with the business on a part-time basis, with a focus on supporting and further growing our Partner community. This seamless succession has left the business strongly placed for the next phase of growth under Stuart's proven leadership as sole Chief Executive Officer.

As noted last year, Andrew did not receive a TPIP award for the year ending 31 March 2025. Full details of his 2024/25 remuneration are set out in the Annual Report on Remuneration, with further information provided under the 'Payments for loss of office' section.

## Implementation of the Policy for the year ending 31 March 2026

### Base salaries and fees

All executive directors received salary increases of 1.5% effective from 1 April 2025. The Committee was satisfied that this was an appropriate level of increase given this aligned with the typical salary increase granted to the wider workforce.

### Pensions

The percentage level of pension provision (or cash allowance equivalent) for executive directors for FY26 will be 4.5% of base salary which is equal to the percentage contribution rate available to the majority of employees, and below the rate of 10% which employees with eight or more years' service are entitled to receive.

### TPIP awards

TPIP awards will be granted with a maximum opportunity of 350% of salary to Stuart Burnett (CEO) and of 235% of salary to Nick Schoenfeld (CFO) in respect of the year ended 31 March 2026 subject to the following performance measures:

# Directors' Remuneration Report

## continued

- Adjusted Pre-Tax Profit (70% weighting)
- Customers per Full Time Equivalent Employee (10% weighting)
- Customer base growth (10% weighting)
- Strategic projects (10% weighting)

The Committee has carefully considered the most appropriate performance measures for the awards. The majority of the award will be assessed against the Group's primary financial KPI (profit) in line with best practice and consistent with prior years. The non-financial measures incentivise customer growth alongside cost efficiency, plus progress in developing a range of strategic partnerships and projects, in line with the Group's strategic priorities for the year ahead.

The targets for the awards are considered to be commercially sensitive and will be disclosed in next year's Directors' Remuneration Report.

Following the end of the one-year performance period, any shares earned will be subject to a two-year deferral period in advance of vesting. An underpin will apply over the performance and deferral periods, which will be assessed with reference to the following financial and non-financial metrics:

- Balance sheet health – net debt:EBITDA ratio below 3x and no notifiable breach of bank covenants.
- Growth in core services – the number of core services supplied to UW Residential customers must have increased between the date of award and the date of vesting.
- Emissions reductions – Scope 1 and 2 emissions must be lower, at the end of the vesting period, than the projected Scope 1 and 2 emissions 1.5°C reduction pathway level for the end of the vesting period, as set out in the Company's ESG Report published in the award year.
- Reputation – there must have been no material damage to the reputation of the Company during the vesting period.

A holding period will apply for two years from the date of vesting.

### Non-executive director fees

The non-executive directors received an increase of 1.5% to their base fee from £59,500 to £60,390 effective from 1 April 2025, in line with wider workforce salary increases and the increase awarded to the executive directors' salaries.

The fees for the non-executive directors were also reviewed in the light of the latest market benchmarks. It was acknowledged that the fees had fallen behind the market, particularly in relation to the various additional roles carried

out by the non-executives. The revised applicable annual fees for additional roles for FY26 are therefore as follows:

- Senior Independent Director additional fee: £11,000 (FY25: £5,400)
- Audit & Risk Committee Chair additional fee: £12,000 (FY25: £10,800)
- Remuneration Committee Chair additional fee: £11,000 (FY25: £10,800)
- Nomination Committee Chair additional fee: £10,000 (FY25: £5,400)
- Committee membership additional fee: £5,000 (FY25: N/A)
- ESG Board representative additional fee: £2,000 (FY25: N/A)
- Consumer Duty Board representative additional fee: £3,000 (FY25: N/A)
- Employee Engagement Board representative additional fee: £2,000 (FY25: N/A)

### Conclusion

We believe that the Policy operated as intended during the year and we consider that the remuneration received by the executive directors was appropriate taking into account Company and personal performance, and the experience of shareholders and employees.

In accordance with the regular shareholder voting cycle, we intend to review the Policy during 2025 and will put forward a new Policy for shareholder approval at the 2026 AGM. Reflecting our satisfaction with the operation of the Policy over this cycle to date, at this moment in time we believe that it is unlikely that we will be proposing large-scale change to the existing structure. However, our review will incorporate emerging market practice, and we will engage in consultation with shareholders at the appropriate time.

Any shareholder consultation process will be overseen by my successor as Remuneration Committee Chair, as I will be standing down from the Board in December 2025 following nine fulfilling years as a Non-Executive Director. It has been a pleasure to lead this Committee, and I wish my successor all the best in the role going forward.

I hope that this Remuneration Report will receive your support at the upcoming AGM, and of course I remain available over this period to respond to any questions shareholders may have on this report or in relation to any of the Committee's activities.

**Andrew Blowers OBE**

Chairman of the Remuneration Committee  
24 June 2025

# Remuneration Policy

## Introduction

The Directors' Remuneration Policy was approved by shareholders at the AGM on 4 August 2023 (85.07% of votes cast being in favour) and became effective from that date. There are no proposals to amend the Directors' Remuneration Policy at the 2025 AGM. A summary of the policy is set out below for reference to assist with the understanding of the contents of this report. The full policy is detailed in our FY23 Annual Report, which can be found in the "Investors" section under "Latest results and annual report" on the Company's corporate website ([www.telecomplus.co.uk](http://www.telecomplus.co.uk)).

The Company's overall remuneration policy is to ensure that the executive directors and other senior managers are fairly and responsibly rewarded for their individual contribution to the overall long-term performance of the Company, in a manner that ensures that the Company is able to attract, motivate, and retain executives of the quality necessary to ensure the successful long-term performance of the Company. The Policy continues to be based on the principle that the remuneration of the directors and senior management should be aligned with the experience of external shareholders.

The Policy also takes into account the principles set out in Provision 40 of the UK Corporate Governance Code:

Provision 40 requirement	How this has been addressed
Simplicity	<p>The Company operates an approach to remuneration that is simple to understand and familiar to stakeholders:</p> <ul style="list-style-type: none"> <li>• fixed element: base salary, benefits and pension.</li> <li>• variable element: annual TPIP award which pays out 30% in cash and 70% in shares deferral for two years and subject to additional two year post-vesting holding period.</li> </ul>
Clarity	<p>The operation of our Policy, and its alignment to our strategy are clearly disclosed as well as the performance requirements that dictate outcomes. This provides clarity to stakeholders on the relationship between the successful implementation of the strategy and how our leadership is rewarded.</p>
Risk	<p>The Policy includes features to ensure Executive Director remuneration supports the long-term sustainability of the business and is risk-aligned with shareholders. These features include:</p> <ul style="list-style-type: none"> <li>• malus and clawback provisions;</li> <li>• a two-year post-vesting holding period for vested TPIP awards;</li> <li>• two-year deferral in shares of 70% of any TPIP payout;</li> <li>• an underpin that operates in respect of TPIP awards from the start of the performance period, to the end of the deferral period; and</li> <li>• a minimum shareholding requirement, including a two-year post-employment requirement.</li> </ul>
Predictability	<p>The Policy governs the minimum and maximum opportunities for the Executive Directors in relation to their TPIP awards, providing a clearly defined limit. Actual incentive outcomes vary depending on the level of performance achieved against specific measures.</p>
Proportionality	<p>A large element of Executive Director remuneration is share-based, ensuring that the interests of Executive Directors and shareholders are aligned. The TPIP deferral in shares for two years, and the additional two year post-vesting holding period, and the minimum shareholding requirement maintain this alignment over the longer-term.</p>
Alignment to culture	<p>To ensure that remuneration drives behaviours consistent with our purpose, values and strategy, we aim to:</p> <ul style="list-style-type: none"> <li>• understand the remuneration of the wider workforce; and</li> <li>• engage with our stakeholders, including our colleagues.</li> </ul>

# Remuneration Policy

## continued

Remuneration Policy table

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Base Salary</b>			
To recognise status and responsibility to deliver operational strategy on a day-to-day basis.	<p>Base salary is paid in 12 equal monthly instalments during the year.</p> <p>Base salaries are reviewed annually with any changes normally effective from 1 April each year, and also (where relevant) to reflect changes in the responsibilities of each individual.</p>	<p>Whilst there is not a set maximum, increases will normally be in line with the range of increases awarded to other employees.</p> <p>Salary increases above this level may be awarded in appropriate circumstances including but not limited to the following:</p> <ul style="list-style-type: none"> <li>• to reflect any change in the level of responsibility of the individual (whether through a change in role or an increase in the scale and/ or scope of the activities carried out by the Company);</li> <li>• an increase in experience and knowledge of the Company and its markets.</li> </ul>	None, although overall performance of the individual is considered by the Committee when setting and reviewing salaries.

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Benefits</b>			
To provide benefits commensurate with the role and market practice.	<p>Executive Directors receive benefits set at an appropriate level taking into account total remuneration, market practice, the benefits provided to other employees in the Group and individual circumstances.</p> <p>The Company pays for private healthcare for each director and their immediate family.</p> <p>The Company provides company cars for executive directors where appropriate.</p> <p>The Company provides death in service benefits up to a maximum of four times annual base salary (subject to prevailing policy caps).</p> <p>The Committee reserves the right to introduce other benefits, for example in the case that this is necessary to attract and/or retain key executive directors.</p> <p>In relation to new directors the Company will pay for reasonable relocation expenses where required.</p>	<p>Whilst the Committee has not set an absolute maximum on the level of benefits Executive Directors may receive, the value of benefits is set at a level which the Committee considers to be appropriately positioned taking into account relevant market levels based on the nature and location of the role, the level of benefits provided for other employees in the Group and individual circumstances.</p>	None.
<b>Pension</b>			
To provide funding for retirement.	<p>Defined contribution pension scheme is open to all employees and executive directors.</p> <p>In appropriate circumstances, such as where contributions exceed the annual or lifetime allowance (where in force), Executive Directors may take a taxable cash supplement instead of contributions to a pension plan.</p>	<p>The percentage level of pension provision (or cash allowance equivalent) for executive directors will not exceed the highest percentage contribution rate available to a majority of employees.</p>	None.



# Remuneration Policy

## continued

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Telecom Plus Incentive Plan</b>			
To incentivise the delivery of financial and strategic priorities and directly align the directors' interests with those of all other shareholders.	<p>Awards under the Telecom Plus Incentive Plan are dependent on the achievement of performance measures.</p> <p>30% of the award earned is paid in cash following the end of the performance period.</p> <p>The balance is deferred in the form of a nil cost option, conditional share award or restricted share which vests after a further two years and is thereafter subject to a further two-year post-vesting holding period.</p> <p>A discretionary underpin will apply over the performance and deferral periods.</p> <p>Malus applies to cash awards prior to payment and deferred share awards prior to vesting.</p> <p>Cash payments are subject to clawback provisions for up to two years following payment.</p> <p>Deferred share awards are subject to clawback provisions during the two-year deferral period.</p> <p>Malus and clawback may apply in the following circumstances: a material misstatement of the Company's results, error in the assessment of a performance target or in the information used to determine the value of the cash award and/or the number of shares, a material regulatory breach, gross misconduct on the part of the Participant, reputational damage to the Company, a material failure of risk management, insolvency or corporate failure, or any similar circumstances in the opinion of the Board.</p> <p>Dividends (or equivalents, including the value of any reinvestment) may accrue in respect of deferred share awards.</p>	<p>Maximum opportunity of up to 350% of base salary may be awarded in respect of each financial year.</p>	<p>Targets are set annually reflecting the Company's financial and strategic priorities and performance is measured over a one year period.</p> <p>At least 70% of the awards will be assessed against financial performance metrics. The balance is assessed against non-financial strategic objectives.</p> <p><b>Financial metrics</b> No more than 25% of each metric will vest for threshold performance with full vesting for maximum performance.</p> <p><b>Non-financial metrics</b> Non-financial metrics vesting will apply on a scale between 0% and 100% based on the Committee's assessment of performance against objectives. The discretionary underpin will be assessed with reference to a range of financial and non-financial metrics.</p>

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Shareholding Requirement</b>			
To strengthen the long-term alignment of directors' interests with those of all shareholders.	Shareholding requirement policy is primarily derived from the issue of shares resulting from the exercise of awards made under company share plans, such as the new Telecom Plus Incentive Plan and existing awards made under the LTIP 2016.	<p>Executive directors are expected to progressively build and retain a shareholding in the Company worth 200% of basic salary over a maximum of 10 years; until such time as they have achieved this level, they are required to: (i) retain all the shares vesting to them under the Telecom Plus Incentive Plan (other than to settle associated tax liabilities on vesting); and (ii) retain not less than 25% of any shares issued to them under the LTIP 2016.</p> <p>Under LTIP 2016, in relation to the 25% blocks of their award which vest after 3, 5 or 7 years, participants are required to retain 50% of any shares they choose to convert for at least 12 months. In relation to the final 25% block which vests after 10 years, they are obliged to retain 75% for 12 months, 50% for 18 months, and 25% for 24 months.</p> <p>The above holding periods continue to apply to participants after they cease to be employed by the Company.</p> <p>Future share awards to directors will be made subject to a post-vest holding period.</p>	N/A

# Remuneration Policy

## continued

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Shareholding Requirement (continued)</b>			
		<p><b>Post-employment</b> Executive directors who step down from the Board are required to retain a holding in 'guideline shares' equal to:</p> <ul style="list-style-type: none"> <li>• 200% of salary (or their actual shareholding at the point of departure if lower) for the first 12 months following stepping down as executive director.</li> <li>• 100% of salary (or their actual shareholding at the point of departure if lower) for the subsequent 12 months.</li> </ul> <p>'Guideline shares' do not include shares that the executive director has purchased or which have been acquired pursuant to share awards which vested before 16 December 2020. Unless the Committee determines otherwise, an executive director or former executive director shall be deemed to have disposed of shares which are not 'guideline shares' before 'guideline shares'.</p>	

The Policy for Executive Directors is consistent with the policy applied across the company with respect to salaries and pension, where the provision for executive directors will not exceed the highest percentage contribution rate available to a majority of employees. Taxable benefits vary by role taking into account market practice. The company operates a number of incentive plans including the TPIP, a deferred bonus plan and a share option plan.

## Non-executive directors' fees policy

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
To attract non-executive directors who have a broad range of experience and skills to support and oversee the implementation of strategy and ensure good corporate governance.	<p>Non-executive directors' fees are set by the Board as a whole and aligned with the responsibilities of each director.</p> <p>Annual fees are paid in 12 equal monthly instalments during the year.</p> <p>Non-executive directors' fees are periodically reviewed by the Board in the light of any changes in role and prevailing market rates for Non-executive directors in other listed companies of similar size and with similar characteristics.</p>	Non-executive directors' remuneration will not be set outside the parameters of prevailing market rates for similarly-sized companies of comparable complexity.	Non-executive directors are not eligible to participate in any performance-related arrangements or share incentive schemes.

## Policy on payments for loss of office

The table below sets out the Company's policy regarding service contracts and payments for loss of office.

Standard provision	Policy	Details	Other provisions in service contracts
Notice periods in executive directors' service contracts	<p>6 - 12 months' notice from the Company.</p> <p>6 - 12 months' notice from the executive director.</p>	<p>Executive directors may be required to work during notice period or may be provided with pay in lieu of notice if not required to work full notice.</p> <p>All executive directors are subject to annual re-election by shareholders.</p>	N/A
Compensation for loss of office in service contracts	<p>No more than base salary, benefits and pension contributions for the period of the executive director's notice.</p> <p>No contractual provision for additional compensation in the event of loss of office resulting from poor performance.</p>	Any statutory entitlements or sums to settle or compromise claims in connection with any termination of office would need to be paid as necessary, subject to the fulfilment of the director's duty to mitigate their loss.	N/A

# Remuneration Policy

## continued

Treatment of unvested TPIP awards	All awards lapse except for “good leavers” which are defined as leavers due to death, injury, ill-health, disability, redundancy, transfer of employee to another company outside of the Group, or at the Board’s discretion, in which case an explanation will be provided in the relevant Directors’ Remuneration Report.	Under the TPIP, at the payment date of the Cash Award, a portion will be deferred into a Deferred Share Award which will normally vest after a further 2 years.  For “good leavers”, unpaid Cash Awards and unvested Deferred Share Awards will vest on the normal payment and vesting dates (unless the Committee determines otherwise). Cash Awards will normally be pro-rated for time according to the portion of the 1 year performance period in employment. Deferred Share Awards will normally be pro-rated for time according to the portion of the 3 year period from the start of the 1 year performance period of the Cash Award to the vesting date of the Deferred Share Award in employment. For both Cash and Deferred Share Awards, the extent of payment and vesting will normally be determined by the Committee taking into account any performance conditions and/or underpins.	N/A
Treatment of unvested LTIP 2016	<b>Legacy arrangement: LTIP 2016</b> All awards lapse except for “good leavers”: i.e. death, or where the employing company or the company with which the office is held ceases to be a member of the Group or the transfer of employment out of the Group by reason of the Transfer of Undertakings (Protection of Employment) Regulations 2006.  In the event of injury, disability, retirement or redundancy, the Committee may exercise its discretion to classify the participant as a “good leaver”.	<b>Legacy arrangement: LTIP 2016</b> If a participant in the LTIP 2016 ceases to be employed within the Group otherwise than as a “good leaver”, any unvested awards will be forfeited. Any growth shares which have vested but not been converted, must be converted within 14 days of the end of their employment otherwise they will be forfeited; the conversion ratio shall be based on the average share price for the 30 working days immediately preceding the date on which conversion takes place.  If a participant in the LTIP 2016 is a “good leaver”, then they shall be entitled to the benefit of any shares that have become convertible prior to the date of leaving, and such shares shall be converted (at the option of the employee) either within 14 days of the termination of their employment (in which case the conversion ratio shall be based on the average share price for the 30 working days immediately preceding the date on which conversion takes place), or during the next annual vesting period using the criteria which apply on that date.	N/A



Exercise of discretion	Discretion to be used only in exceptional circumstances.	The Committee will take into account the recent performance of the director and the Company, and the nature of the circumstances around the executive director's departure.	N/A
Non-executive Directors	Non-executive directors are appointed for an initial term of one year which is then reviewed by the Board on an annual basis thereafter.	Non-executive directors are all subject to annual re-election by shareholders at the Company's AGM each year.  Non-executive directors have a three month notice period and there is no provision for compensation if required to stand down.	Non-executive directors have the right to seek independent professional advice at the expense of the Company in the pursuance of their duties.

## Approach to recruitment remuneration

The Committee's approach is to pay the amount necessary to recruit the best candidate to each particular role. In determining these amounts the Committee will be mindful of, inter alia, prevailing market rates, the chosen candidate's skills, knowledge and experience, and their existing location and position. Where the candidate has variable remuneration arrangements with a previous employer that will be lost on leaving employment, the Company will consider offering a sign-on award in compensation for the value foregone, either as an award under an existing share incentive scheme or a bespoke award under the Listing Rules exemption available for this purpose. The face and/or expected values of the award(s) offered will not materially exceed the value ascribed to the award(s) foregone, and where practicable would follow the same vesting timing and form (i.e. cash or shares) save that the Committee may award the whole of the value in shares, at its discretion. The application of performance conditions would be considered and, where appropriate, the awards could be made subject to claw-back in certain circumstances. For material amounts the Committee would, where practicable, consult with key institutional shareholders ahead of committing to make any such sign-on awards, and in any event a full explanation of any amounts awarded, an explanation of why it was necessary and a breakdown of the awards to be made will be announced to the markets at the time of granting. For the avoidance of doubt, should a new director be internally promoted from the Company's senior management team they will not be expected to give up or amend any element of remuneration granted to them prior to becoming a director which is inconsistent with the remuneration policy set out above.

Any new executive director's remuneration package would include similar elements, and be subject to the same constraints, as those of the existing executive directors as outlined in the above policy table.

## Statement of consideration of shareholder views

The Chairman of the Committee engages with certain of the Company's largest shareholders who have expressed an interest in being consulted in relation to remuneration matters to understand their expectations and monitor any changes in their views. Shareholder and proxy advisor remuneration guidelines were considered, and our largest shareholders consulted, when drafting the current Policy.

## Statement of consideration of employment conditions elsewhere in the group

The Committee considers pay levels across the organisation when setting remuneration for all directors (both executives and non-executives). However, this review is undertaken against a background of ensuring that the prevailing market rates for all levels of employee in the organisation are taken into account in order to attract, retain and motivate the best employees at each level. In relation to directors, specific account is taken of any change in the level of responsibility of the director (whether through a change in role or the increased size of the Company) or an increase in experience and knowledge of the Company and its markets which may not be relevant to roles elsewhere in the Company. The Company does not deem it appropriate to formally consult with employees regarding the determination of the directors' remuneration policy. However, employees have the opportunity to make comments on any aspect of the Company's activities through an employee survey and any comments made which are relevant to directors' remuneration would be considered by the Committee.

# Remuneration Policy

## continued

### Remuneration Committee

The Committee is responsible for reviewing and making recommendations to the Board regarding the policy relating to the total remuneration paid to the executive directors and senior management of the Company. It meets regularly to review and set all elements of the remuneration paid to the executive directors of the Company and monitors the level and structure of remuneration for other senior management of the Company. It also exercises all the powers of the Board in relation to the operation of the Company's share incentive schemes, including the grant of options and the terms of those grants.

The Committee met formally three times during the year and details of attendance at these meetings are provided in the Corporate Governance Statement on page 54.

The Committee's principal activities during the year included:

- reviewing and approving executive director remuneration packages;
- monitoring senior management remuneration packages; and
- reviewing and approving the issue of share options to certain employees.

### Single Total Figure of Remuneration

#### Year ended 31 March 2025 (audited)

Audited details of directors' remuneration for the year are as follows:

Director	Salary & Fees £'000	TPIP Annual Award <sup>1</sup> £'000	Taxable Benefits £'000	Pension Contributions <sup>5</sup> £'000	Total £'000	Total fixed £'000	Total variable £'000
<b>Executive Directors</b>							
Stuart Burnett	672	1,466	10	55	2,203	737	1,466
Andrew Lindsay <sup>2</sup>	242	-	4	28	274	274	-
Nick Schoenfeld	554	812	13	35	1,414	602	812
<b>Non-Executive Directors</b>							
Andrew Blowers <sup>3</sup>	110	-	-	-	110	110	-
Beatrice Hollond	65	-	-	-	65	65	-
Bindi Karia <sup>4</sup>	38	-	-	-	38	38	-
Carla Stent	70	-	-	-	70	70	-
Charles Wigoder	216	-	-	-	216	216	-
Suzi Williams	65	-	-	-	65	65	-
<b>Total</b>	<b>2,032</b>	<b>2,278</b>	<b>27</b>	<b>118</b>	<b>4,455</b>	<b>2,177</b>	<b>2,278</b>

<sup>1</sup> 70% of the award is deferred into shares for two years in accordance with the rules of the TPIP.

<sup>2</sup> Andrew Lindsay stepped down from the Board on 13 August 2024. The table above presents his remuneration for the period of time during which he served as a Board Director. Details of Andrew's exit arrangements can be found on page 81.

<sup>3</sup> Fee relating to role as Non-Executive Director of the Group of £70,295 and additional remuneration received from appointment as Chairman of UWI Limited, the Group's insurance company of £40,000.

<sup>4</sup> Bindi Karia joined the Board on 13 August 2024. The table above presents her remuneration for the period of time during which she served as a Board Director.

<sup>5</sup> The level of pension provision for executive directors has transitioned from a fixed monetary amount of £4,000 per annum to 4.5% of base salary in line with the percentage contribution rate available to the majority of employees. This change was effective 1 April 2023, however the excess value above the previous fixed monetary amount in respect of FY24 was paid in April 2024 in a backdated payment and so has been reported within the FY25 single total figure table above.

# Annual Report on Remuneration

## Year ended 31 March 2024 (audited)

Audited details of directors' remuneration for the year are as follows:

Director	Salary & Fees £'000	TPIP Annual Award <sup>1</sup> £'000	Taxable Benefits £'000	Pension Contributions £'000	Total £'000	Total fixed £'000	Total variable £'000
<b>Executive Directors</b>							
Stuart Burnett	652	1,923	10	4	2,589	666	1,923
Andrew Lindsay	652	1,923	10	4	2,589	666	1,923
Nick Schoenfeld	580	1,065	11	4	1,660	595	1,065
<b>Non-Executive Directors</b>							
Andrew Blowers <sup>2</sup>	108	-	-	-	108	108	-
Beatrice Hollond	63	-	-	-	63	63	-
Carla Stent	68	-	-	-	68	68	-
Charles Wigoder	210	-	-	-	210	210	-
Suzi Williams	63	-	-	-	63	63	-
<b>Total</b>	<b>2,396</b>	<b>4,911</b>	<b>31</b>	<b>12</b>	<b>7,350</b>	<b>2,439</b>	<b>4,911</b>

<sup>1</sup> 70% of the award is deferred into shares for two years in accordance with the rules of the TPIP.

<sup>2</sup> Fee relating to role as Non-Executive Director of the Group of £68,250 and additional remuneration received from appointment as Chairman of UWI Limited, the Group's insurance company of £40,000.

## Salary and benefits (audited)

The Committee awarded 3% increases to the annual base salaries/fees of all the directors with effect from 1 April 2024 as follows:

- Stuart Burnett – increased from £652,255 to £671,823;
- Andrew Lindsay – increased from £652,255 to £671,823;
- Nick Schoenfeld – increased from £538,000 to £554,140;
- Beatrice Hollond – increased from £63,000 to £64,890;
- Andrew Blowers – £68,250 to £70,298 (excluding remuneration for Chairmanship of UWI Limited);
- Carla Stent – £68,250 to £70,298;
- Charles Wigoder – increased from £210,000 to £216,300; and
- Suzi Williams – £63,000 to £64,890.

Bindi Karia's annual base fee was £59,500 effective from 13 August 2024 when she joined the Board.

The salary and fee increases were deemed reasonable given they were in line with the Company's average base salary increase for all employees of 3% from 1 April 2024.

The amounts relating to taxable benefits received mainly include the provision of private health insurance and motor vehicles to the directors.

## Long-term incentives (audited)

### Vesting of long-term incentive awards

No long-term incentive awards vested during the year ended 31 March 2025.

### Annual TPIP incentive awards granted during the year (audited)

The maximum annual TPIP award opportunities for each executive director for the year ended 31 March 2025 were as follows:

Stuart Burnett – 350% of base salary  
Nick Schoenfeld – 235% of base salary

As noted above, Andrew Lindsay was not granted a TPIP award for the year ended 31 March 2025.

The awards were granted subject to financial and non-financial strategic objectives. 70% of the TPIP was based on adjusted pre-tax profit performance. The PBT targets were set by reference to multiple factors, including internal budgeting and broker forecasts. The remaining 30% of the TPIP was subject to strategic objectives and any pay-out under this element was subject to achieving the threshold PBT target.

# Annual Report on Remuneration

## continued

The tables below set out the assessment of the objectives versus the targets set, with straight line vesting between each of the target values:

### Financial element

	Weighting % of TPIP overall opportunity	% of element vesting				Actual	Payable (% of maximum for this element)	Payable (% of overall opportunity)
		25%	50%	75%	100%			
FY25 Adjusted pre-tax profit	70.00%	£110.0m	£125.0m	£128.0m	£135.0m+	£126.3m	60.8%	42.58%

### Non-Financial element

Strategic objective	Detail	Weighting % of TPIP	% of element vesting						Actual	Payable (% of maximum for this element)	Payable (% of overall opportunity)
			0%	30%	50%	70%	80%	100%			
Admin costs	Admin costs per customer	7.5%	>£160	£157.50	£155	£152.50	£150	£147.5	£138	100.0%	7.50%

Strategic objective	Detail	Weighting % of TPIP	% of element vesting						Actual	Payable (% of maximum for this element)	Payable (% of overall opportunity maximum)
			0%	25%	50%	70%	85%	100%			
Relaunch business energy proposition	1,000 new customers of business energy proposition must be live	5%	Binary objective - 100% payout if achieved, 0% otherwise						Nil	0%	0%
Growing our target Multiservice Home Owner customer base	% growth in home-owner base taking 2 or more Core Services	7.5%	<2.5%	5%	7.5%	10%	12.5%	15%+	5.5%	30%	2.25%
Regulatory/ ESG	Exceed Ofgem Cal24 Smart Meter Roll-out Target	10%	Binary objective - 100% payout if achieved, 0% otherwise						Exceeded	100.0%	10.00%

The above resulted in an outturn for the financial element of the TPIP equal to 60.8% of maximum, and for the strategic element of 65.8% of maximum.

The overall TPIP outturn for all Executive Directors is therefore equal to 62.3% of the maximum opportunities based on the targets set. The Committee carefully

considered the TPIP outcome and concluded that it fairly reflected the performance of the Company, and therefore elected not to exercise any discretion.

70% of the TPIP earned will be deferred into shares for two years under the plan rules.

## Payments to past directors (audited)

There were no payments to past directors during the year.

## Payment for loss of office (audited)

As announced via RNS on 21 November 2023, Andrew Lindsay stepped down as Co-Chief Executive Officer and Executive Director at the conclusion of the Company's AGM on 13 August 2024.

His remuneration operated in line with the approved Directors' Remuneration Policy until the date of the AGM (noting he was not granted a 2024/25 TPIP award), which is reflected in the single total figure of remuneration table contained in this report.

Following the AGM, Andrew transitioned into a non-Board role with a focus on supporting and further growing our Partner community, and through this the Group continues

to benefit from his considerable experience developed over many years. Andrew's responsibilities include acting as an independent sounding board for Partners.

Andrew did not receive any payment in lieu of notice. As Andrew remains an employee of the Company his outstanding share awards will continue until their ordinary vesting dates and he retains entitlement to all shares in his name which are currently in their post-vesting holding periods.

## Statement of directors' shareholding and share interests (audited)

The interests of the directors and their connected persons in the Company's ordinary shares as at 31 March 2025 were as set out below. The only change to those interests between 31 March 2025 and the date of this report was the exercise of 1,737 share options under the Company's SAYE scheme by Charles Wigoder on 18 April 2025.

	Beneficially held	LTIP 2016 – growth shares	Deferred Shares Bonus Plan	SAYE Scheme	Share options	TPIP	Shareholding (as a % of salary) <sup>1</sup>
<b>Executive Directors</b>							
Stuart Burnett	6,566	7,500	36,189	-	75,000	84,455	17%
Nick Schoenfeld	7,951	15,000	20,244	-	-	46,772	25%
<b>Non-Executive Directors</b>							
Charles Wigoder	5,537,991	-	-	1,737	-	-	N/A
Andrew Blowers	-	-	-	-	-	-	N/A
Beatrice Hollond	1,800	-	-	-	-	-	N/A
Bindi Karia	-	-	-	-	-	-	N/A
Carla Stent	-	-	-	-	-	-	N/A
Suzi Williams	-	-	-	-	-	-	N/A

<sup>1</sup> Based on a share price of 1,740p being the closing mid-market share price on 31 March 2025. The Committee has adopted a shareholding guideline which requires the executive directors to build up and maintain a shareholding of at least 200% of salary. See pages 73 to 74 for further details.

<sup>2</sup> The Committee recognises that, as a consequence of the legacy incentive arrangements, Nick Schoenfeld has not yet built a shareholding equal to the requirement set out in the Directors' Remuneration Policy during his tenure as CFO to date. However, as set out in the Directors' Remuneration Policy, he will retain shares vesting under the TPIP and LTIP 2016 in order to build this shareholding over the coming years.

## Share interests (audited)

Details of the share awards held by or granted to directors during the year are set out in the table below (further details on the estimated cost of these awards are set out in note 21 to the financial statements):



	1 April 2024	Granted	Lapsed	Exercised	31 March 2025	Exercise price per share	Exercisa- ble from	Expiry date
<b>Executive Directors</b>								
<b>Stuart Burnett</b>								
<b>LTIP 2016 – growth shares</b>								
4 April 2017	1,875	-	-	-	1,875	n/a	1 Aug 19	31 Aug 26
4 April 2017	1,875	-	-	-	1,875	n/a	1 Aug 21	31 Aug 26
4 April 2017	1,875	-	-	-	1,875	n/a	1 Aug 23	31 Aug 26
4 April 2017	1,875	-	-	-	1,875	n/a	1 Aug 26	31 Aug 26
<b>Deferred Shares Bonus Plan</b>								
22 July 2021	11,271	-	-	-	11,271	5p	22 Jul 23	22 Jul 31
26 July 2022	6,659	-	-	-	6,659	5p	26 Jul 24	26 Jul 32
4 August 2023	18,259	-	-	-	18,259	5p	4 Aug 25	4 Aug 33
<b>Share options</b>								
22 July 2016	50,000	-	-	-	50,000	1047p	22 Jul 19	21 Jul 26
25 July 2019	8,334	-	-	-	8,334	1342p	25 Jul 22	24 Jul 29
25 July 2019	8,333	-	-	-	8,333	1342p	25 Jul 24	24 Jul 29
25 July 2019	8,333	-	-	-	8,333	1342p	25 Jul 26	24 Jul 29
<b>Telecom Plus Incentive Plan</b>								
19 July 2024	-	84,455	-	-	84,455	5p	19 Jul 26	19 Jul 26
<b>Andrew Lindsay</b>								
<b>LTIP 2016 – growth shares</b>								
4 April 2017	3,750	-	-	-	3,750	n/a	1 Aug 19	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	n/a	1 Aug 21	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	n/a	1 Aug 23	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	n/a	1 Aug 26	31 Aug 26
<b>Deferred Shares Bonus Plan</b>								
22 July 2021	17,383	-	-	-	17,383	5p	22 Jul 23	22 Jul 31
26 July 2022	9,346	-	-	-	9,346	5p	26 Jul 24	26 Jul 32
4 August 2023	18,259	-	-	-	18,259	5p	4 Aug 25	4 Aug 33
<b>Telecom Plus Incentive Plan</b>								
19 July 2024	-	84,455	-	-	84,455	5p	19 Jul 26	19 Jul 26
<b>Nick Schoenfeld</b>								
<b>LTIP 2016 – growth shares</b>								
4 April 2017	3,750	-	-	-	3,750	N/A	1 Aug 19	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	N/A	1 Aug 21	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	N/A	1 Aug 23	31 Aug 26
4 April 2017	3,750	-	-	-	3,750	N/A	1 Aug 26	31 Aug 26
<b>Deferred Shares Bonus Plan</b>								
22 July 2021	7,822	-	-	-	7,822	5p	22 Jul 23	22 Jul 31
26 July 2022	4,206	-	-	-	4,206	5p	26 Jul 24	26 Jul 32
4 August 2023	8,216	-	-	-	8,216	5p	4 Aug 25	4 Aug 33
<b>Telecom Plus Incentive Plan</b>								
19 July 2024	-	46,772	-	-	46,772	5p	19 Jul 26	19 Jul 26

# Annual Report on Remuneration

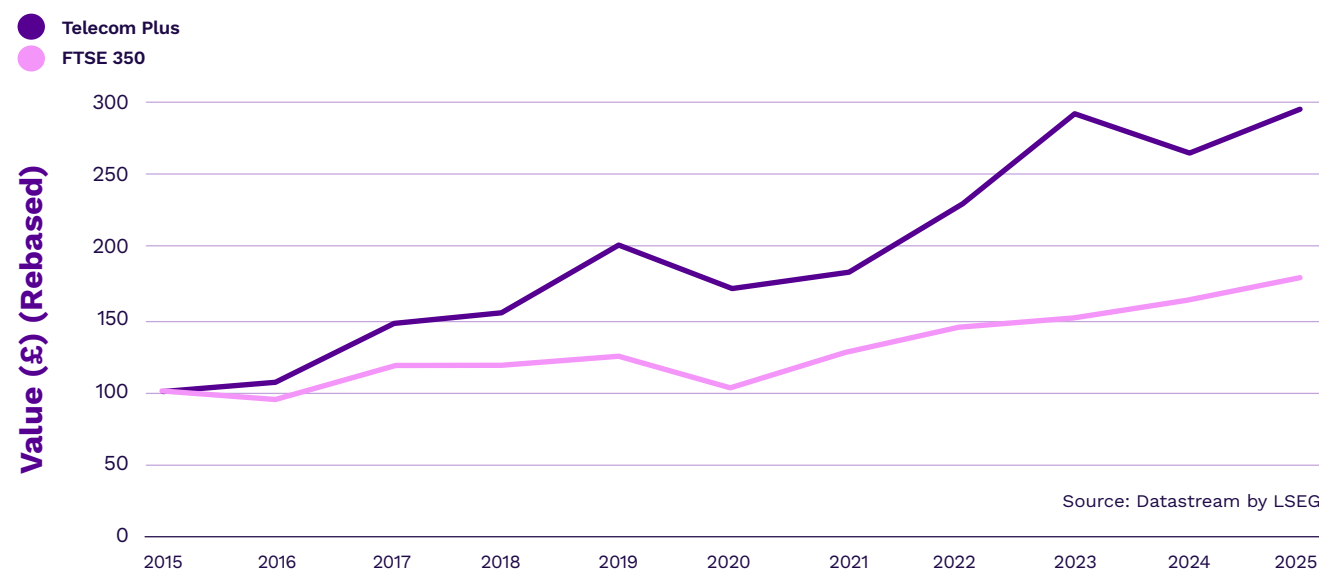
## continued

	1 April 2024	Granted	Lapsed	Exercised	31 March 2025	Exercise price per share	Exercisable from	Expiry date
<b>Non-Executive Directors</b>								
<b>Charles Wigoder</b>								
SAYE Scheme								
18 August 2021	1,737	-	-	-	1,737	1036p	1 Nov 24	30 Apr 25

The interests awarded to Andrew Lindsay, Stuart Burnett and Nick Schoenfeld on 19 July 2024 are in respect of the deferred element of the 2023/24 award under the Telecom Plus Incentive Plan (70% of the award). The vesting of these options is subject to a discretionary underpin, which will be assessed with reference to a range of financial and non-financial metrics. The interests listed above in relation to Andrew Lindsay represent the position up to 13 August 2024, the date on which he stepped down from the Board.

### LTIP 2016

Performance measures and targets for the LTIP 2016 Award are detailed in the 2019 Annual Report and Accounts on page 69.



### Table of historical data

The following table sets out the total remuneration and the amount vesting under the annual bonus and share incentive schemes as a percentage of the maximum that could have been achieved in respect of the CEO role. Figures are presented from 2016 to 2024 in respect of Andrew Lindsay who served as sole CEO until November

2021 and then Co-Chief Executive until August 2024. For 2025 the figures have been provided in respect of Stuart Burnett, who transitioned from Co-Chief Executive to CEO with effect from the date of Andrew Lindsay's step down from the Board in August 2024.

# Annual Report on Remuneration

## continued

Year ended 31 March	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Individual serving in role	Andrew Lindsay									Stuart Burnett
Single figure of total remuneration £'000	2,017	523	555	581	594	1,141	1,214	1,520	2,589	2,203
Annual bonus (%)	N/A	N/A	N/A	N/A	N/A	62.6	69.5	95.0	N/A	N/A
Share incentives vesting (%)	N/A	N/A	N/A	N/A	N/A <sup>1</sup>	N/A	N/A	N/A	84.2	62.3

<sup>1</sup> Although 3,750 growth shares under the LTIP 2016 vested to the Co-Chief Executive during each of 2020, 2021 and 2024, the minimum share price at which these are convertible into ordinary shares in the Company is £20 and this was not achieved during the periods.

## Annual percentage change in remuneration of directors and employees

The table below sets out the percentage change in each director's salary/fees, benefits and bonus for adjacent sets

of financial years from 31 March 2020 to 31 March 2025 inclusive, compared to the average employee remuneration of the Company for each of these elements of pay, calculated on a full-time equivalent basis. The average employee change has been calculated by reference to the mean of employee pay.

	Year	Salary & fees	Benefits	Bonus
<b>Executive Directors</b>				
Stuart Burnett	<b>2024/2025</b>	<b>3.0%</b>	<b>0.0%</b>	<b>(23.8)%</b>
	2023/2024	5.0%	100.0%	117.3%
	2022/2023 <sup>1</sup>	24.0%	0.0%	102.1%
	2021/2022	19.0%	0.0%	23.4%
	2020/2021	N/A	N/A	N/A
Andrew Lindsay	<b>2024/2025<sup>2</sup></b>	<b>(62.9)%</b>	<b>(60.0)%</b>	<b>(100.0)%</b>
	2023/2024	5.0%	0.0%	117.3%
	2022/2023	5.5%	42.9%	44.1%
	2021/2022	1.0%	16.7%	12.0%
	2020/2021	3.1%	(66.7)%	N/A
Nick Schoenfeld	<b>2024/2025</b>	<b>3.0%</b>	<b>18.1%</b>	<b>(23.8)%</b>
	2023/2024 <sup>3</sup>	(6.6)%	22.2%	167.6%
	2022/2023	5.5%	50.0%	44.2%
	2021/2022	1.0%	0.0%	12.2%
	2020/2021	3.1%	0.0%	N/A
<b>Non-Executive Directors</b>				
Andrew Blowers <sup>4</sup>	<b>2024/2025</b>	<b>1.9%</b>	<b>N/A</b>	<b>N/A</b>
	2023/2024	47.9%	N/A	N/A
	2022/2023 <sup>5</sup>	62.2%	N/A	N/A
	2021/2022	1.0%	N/A	N/A
	2020/2021	0.0%	0.0%	N/A
Beatrice Hollond	<b>2024/2025</b>	<b>3.0%</b>	<b>N/A</b>	<b>N/A</b>
	2023/2024	5.0%	N/A	N/A
	2022/2023 <sup>5</sup>	33.3%	N/A	N/A
	2021/2022	1.0%	N/A	N/A
	2020/2021	0.0%	N/A	N/A
Bindi Karia	<b>2024/2025<sup>6</sup></b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Carla Stent	<b>2024/2025</b>	<b>3.0%</b>	<b>N/A</b>	<b>N/A</b>
	2023/2024	5.0%	N/A	N/A
	2022/2023 <sup>7</sup>	N/A	N/A	N/A
Charles Wigoder	<b>2024/2025</b>	<b>3.0%</b>	<b>N/A</b>	<b>N/A</b>
	2023/2024	(28.8)%	N/A	N/A
	2022/2023	(37.8)%	N/A	N/A
	2021/2022	1.0%	N/A	N/A
	2020/2021	2.0%	N/A	N/A

	Year	Salary & fees	Benefits	Bonus
<b>Non-Executive Directors</b>				
Suzi Williams	<b>2024/2025</b>	<b>3.0%</b>	<b>N/A</b>	<b>N/A</b>
	2023/2024	5.0%	N/A	N/A
	2022/2023 <sup>3</sup>	33.3%	N/A	N/A
	2021/2022 <sup>8</sup>	1.0%	N/A	N/A
	2020/2021	N/A	N/A	N/A
Average Employee	<b>2024/2025</b>	<b>21.0%</b>	<b>27.7%</b>	<b>(26.0)%</b>
	2023/2024	18.4%	39.1%	15.5%
	2022/2023	6.0%	0.3%	43.0%
	2021/2022	(9.0)%	(24.6)%	41.2%
	2020/2021	4.5%	(0.1)%	(1.5)%

<sup>1</sup> Increases due to alignment of Co-CEO remuneration package as detailed in 2023 annual report.

<sup>2</sup> Stepped down from Board on 13 August 2024. The table above presents his remuneration for the period of time during which he served as a Board Director.

<sup>3</sup> Reduction in salary due to introduction of TPIP as explained in 2024 annual report.

<sup>4</sup> Includes additional remuneration for Chairmanship of the Company's Gibraltar insurance company UWI Limited.

<sup>5</sup> Reflects results of market benchmarking exercise as detailed in the 2022 Annual Report.

<sup>6</sup> Appointed 13 August 2024.

<sup>7</sup> Appointed 26 July 2023. For comparative purposes Carla Stent's remuneration for the year ended 31 March 2024 has been annualised.

<sup>8</sup> Appointed 23 July 2020. For comparative purposes Suzi Williams' remuneration for the year ended 31 March 2021 has been annualised.

## Chief Executive pay ratio

The table below sets out the Chief Executive pay ratio single total remuneration as disclosed on page 78 (using Andrew Lindsay's remuneration for the years 2020 to 2024 inclusive for consistency with prior years' disclosure, and Stuart Burnett's remuneration for 2025 to reflect Andrew Lindsay's step down from the Board during the year) to the comparable full-time equivalent total remuneration of the UK employees whose pay is ranked at the 25th percentile, median and 75th percentile.

The Company used Option A to calculate the ratios as this is the approach typically preferred by shareholders and proxy voting agencies. The remuneration figures for the employee at each quartile were calculated as at that the last day of the relevant financial year.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2020	A	38:1	22:1	16:1
2021	A	59:1	41:1	33:1
2022	A	79:1	44:1	35:1
2023	A	62:1	53:1	42:1
2024	A	111:1	95:1	69:1
2025	A	78:1	67:1	47:1

Pay details for the individuals in 2025 are set out below:

	CEO	25th percentile (lower quartile)	50th percentile (median)	75th percentile (upper quartile)
Salary	£672,000	£26,598	£29,338	£41,075
Total remuneration	£2,203,000	£28,090	£32,839	£46,433

In the case of the CEO role, the total remuneration comprises a significant proportion in variable pay. The CEO's total remuneration therefore varies considerably depending on the level of performance against the metrics driving the variable pay outcomes. The introduction of the TPIP has increased the total remuneration of the CEO, however 70% of the award is deferred into shares over two years and is subject to ongoing performance underpins thus strongly aligning the CEO's long-term interests with those of all stakeholders.

The result of the median pay ratio is in line with the Company's general policy to provide a competitive remuneration package so as to enable the attraction and retention of high calibre individuals at each level.

# Annual Report on Remuneration

## continued

### Relative importance of the spend on pay

Set out below is a summary of the Company's levels of expenditure on pay and other significant cash outflows to key stakeholders.

Year ended 31 March	2025 £'000	2024 £'000	Change %
Wages and salaries	106,634	106,106	0.5%
Dividends	66,437	64,982	2.2%
Share buybacks	-	10,186	N/A

### Statement of implementation of the Policy for the financial year commencing 1 April 2025

Information on how the Company intends to implement the Remuneration Policy for the financial year commencing 1 April 2025 is set out in the Annual Statement on pages 67 to 68.

### Advisers to the Committee

Wholly independent and objective advice on executive remuneration is received from the Committee's external advisers.

PwC were appointed as Remuneration Committee advisors in August 2022. PwC is one of the founding members of the Remuneration Consultants Group and is a signatory to its Code of Conduct.

Fees paid to PwC for their services to the Remuneration Committee during the year, based on time and expenses, amounted to £22,000 (excluding VAT) (2024: £67,225 excluding VAT).

### Shareholder vote and shareholder engagement

Details of the votes cast in relation to the most recent Report and Policy remuneration resolutions are set out below:

	2024 AGM	%
<b>To approve the 2024 Remuneration Report</b>		
Votes cast in favour & Chairman discretion	55,783,014	92.89
Votes cast against	4,271,003	7.11
<b>Total</b>	<b>60,054,017</b>	<b>100.00</b>
<b>Withheld</b>	<b>1,454,211</b>	

	2023 AGM	%
<b>To approve the Directors' Remuneration Policy</b>		
Votes cast in favour & Chairman discretion	50,395,671	85.07
Votes cast against	8,841,286	14.93
<b>Total</b>	<b>59,236,957</b>	<b>100.00</b>
<b>Withheld</b>	<b>1,224,178</b>	

**Andrew Blowers OBE**

Chairman of the Remuneration Committee

On behalf of the Board

24 June 2025



# Directors' Report

The directors have pleasure in presenting their report and the audited financial statements for the year to 31 March 2025.

## Principal activities and business review

The Company's principal activity is to act as a holding company. The Company is incorporated and domiciled in England and Wales. The list of its subsidiaries is set out on page 126. A full review of the development of the business is contained in the Strategic Report on pages 1 to 49. A summary of the financial risk management objectives and policies is contained in note 22 to the financial statements. Environmental matters, including greenhouse house gas emissions are set out in the Sustainability Report on pages 30 to 41.

This Directors' Report, together with the information in the Strategic Report forms the management report for the purposes of DTR 4.1.8R. The Strategic Report, the Governance Reports, which includes this Directors' Report, and any notes to the Financial Statements include information that would otherwise be included in the Directors' Report required under the Companies Act 2006.

## Results and dividends

The profit for the year after tax of £76,097,000 (2024: £71,037,000) has been transferred to reserves. An interim dividend of 37p per share (2024: 36p) was paid during the year. A final dividend of 57p per share (2024: 47p per share) is proposed. The adjusted pre-tax profit for the year ended 31 March 2025 was £126,303,000 (see Financial Review page 16).

## Directors

The names of directors who served during the year and their interests, including those of their connected persons, in the share capital of the Company at the start and end of the year are set out in the table below. Details of the directors' share incentive awards are disclosed in the Directors' Remuneration Report on pages 67 to 86.

Director	Ordinary 5p shares held at	
	31 March 2025	31 March 2024
Charles Wigoder*	8,630,674	8,430,674
Andrew Lindsay (resigned August 2024)	N/A	359,149
Stuart Burnett	6,566	6,410
Nick Schoenfeld	7,951	7,951
Andrew Blowers*	-	-
Beatrice Hollond*	1,800	1,800
Bindi Karia* (appointed August 2024)	-	-
Carla Stent*	-	-
Suzi Williams*	-	-

\*indicates non-executive directors

In respect of the above shareholdings, Mr Wigoder has a non-beneficial interest in 3,092,683 shares (2024: 3,092,683).

The powers of directors are set out in the Company's Articles of Association (the "Articles"). The Articles may be amended by way of a special resolution of the members of the Company. The Board may exercise all powers conferred on it by the Articles and in accordance with the Companies Act 2006, and other applicable legislation.

The Board has established a formal, rigorous and transparent process for the selection and subsequent appointment of new directors to the Board. The rules relating to the appointment and replacement of directors are contained within the Articles. The Articles provide that Directors may be appointed by an ordinary resolution of the members or by a resolution of the Directors, provided that, in the latter instance, a director appointed in that way retires at the first Annual General Meeting following their appointment. In addition, shareholders within excess of 20% of the shares in the Company are entitled under the Articles to appoint a director and remove any such director appointed.

In accordance with current best practice, all Board directors, other than Beatrice Hollond who is stepping down, will be retiring at the forthcoming AGM and will then offer themselves for re-election.

# Directors' Report

## continued

### Directors' service contracts

The executive directors are each engaged under a rolling contract of service requiring 6 months' notice of termination on either side. The dates of the executive directors' service agreements are as follows:

	Date of service agreement
Nick Schoenfeld	9 October 2014
Stuart Burnett	23 July 2020

All non-executive directors are subject to re-election at each AGM. The appointment of the non-executive directors may be terminated on either side on three months' notice. The dates of each non-executive director's appointment are as follows:

	Date of service agreement	Expiry of current term
Charles Wigoder	26 July 2022	2025 AGM
Beatrice Hollond	26 September 2016	2025 AGM
Andrew Blowers	2 November 2016	2025 AGM
Bindi Karia	17 June 2024	2025 AGM
Carla Stent	26 July 2022	2025 AGM
Suzi Williams	23 July 2020	2025 AGM

Copies of the service contracts and letters of appointment are held at the Company's Registered Office and will be available for inspection within normal business hours / at the Annual General Meeting.

### Directors' conflicts of interest

The Directors have a statutory duty to avoid situations where they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The Companies Act 2006 and the Company's Articles allow the Board to authorise such conflicts of interest should this be deemed to be appropriate.

The Board has put in place effective procedures for managing and, where appropriate, approving conflicts or potential conflicts of interest. Under these procedures, the Directors are required to declare all directorships or other appointments to companies which are not part of

the Group, as well as other situations which could give rise to a potential conflict. The Board will, where appropriate, authorise a conflict or potential conflict, and will impose all necessary restrictions and/or conditions where it sees fit. The Company maintains a register of directors' interests which is reviewed regularly by the Board.

### Political donations

The Company did not contribute in cash or in kind to any political party, whether by gift or loan. It will, however, ensure that the Group continues to act within the provisions of the Companies Act 2006 requiring companies to obtain shareholder authority before they make donations to political parties and/or political organisations as defined in the Companies Act 2006.

### Directors' and Officers' liability insurance

The Company maintains appropriate insurance to cover directors' and officers' liability and has provided an indemnity, as permitted by the Companies Act 2006, in respect of all of the Company's directors which was in force throughout the financial year and remains in force. Neither the insurance nor the indemnity provides cover where a director has acted fraudulently or dishonestly.

### Employees

The requirements of the Companies Act 2006 in respect of employees are set out in the Strategic Report on pages 25 to 29.

### Stakeholder engagement

More information on stakeholder engagement, including our relationships with our Partners, suppliers, customers and our community can be found in the Strategic Report on pages 39 to 40.

### Substantial shareholders

As at 24 June 2025, in addition to the directors, the following have notified the Company of their substantial shareholdings as detailed below:

Shareholder	Number of shares	Percentage of issued share capital
Aberdeen Group PLC	6,591,020	8.3%
Schroders Investment Management	6,093,118	7.6%
JP Morgan Asset Management	4,517,423	5.7%
BlackRock	4,440,840	5.6%
Vanguard Group	3,873,002	4.9%

## Capital structure

### Restrictions on the transfer of shares

The Company only has ordinary shares in issue. Other than as set out below, there are no restrictions on the transfer of the ordinary shares, except where a holder refuses to comply with a statutory notice requesting details of those who have an interest and the extent of their interest in a particular holding of shares. In such cases, where the identified shares make up 0.25% or more of the ordinary shares in issue, the directors may refuse to register a transfer of any of the identified shares in certificated form and, so far as permitted by the Uncertificated Securities Regulations 2001, a transfer of any of the identified shares which are held in the electronic share dealing system CREST, unless the directors are satisfied that they have been sold outright to an independent third party.

Other than as set out below and so far as the directors are aware, there were no arrangements at 31 March 2025 by which, with the Company's co-operation, financial rights carried by securities are held by a person other than a holder of securities, or any arrangements between holders of securities that are known to the Company and which may result in restrictions on the transfer of securities or on voting rights.

Non-Executive Chairman Charles Wigoder entered into an agreement to charge 325,000 of his shares in the Company as security for a loan from Barclays Bank Plc ("Barclays") on 3 December 2013. The loan enabled him to apply for 57,142 ordinary shares as part of his open offer entitlement which resulted from funding the Company's entering into the new energy supply arrangements with npower on 20 December 2013. Under the terms of the charge, title to the 325,000 shares can be transferred, sold or otherwise dealt with by Barclays following the occurrence of a failure to pay any amount due and payable under the loan.

On 22 March 2018, Charles Wigoder notified the Company that he had entered into an agreement to charge 1,404,000 of his shares in the Company as security for a loan from the Julius Baer Group ("Julius Baer"). Under the terms of the charge, title to the 1,404,000 shares can be transferred, sold or otherwise dealt with by Julius Baer following an event of default under the security agreement.

On 23 March 2018, Charles Wigoder notified the Company that he had deposited a further 350,000 of his shares in the Company into a collateral account at Barclays as partial security for an increase to his existing loan facility. Under the terms of his agreement with Barclays, title to the 350,000 shares can be transferred, sold or otherwise dealt with by them following an event of default under the security agreement.

The Company established a Joint Share Ownership Plan ("the JSOP") on 30 March 2011. As part of the JSOP an employee benefit trust was established to jointly hold shares with the participants in the plan ("the JSOP Share Trust"). As at 31 March 2025, the JSOP Share Trust held 252,638 shares. All voting and dividend rights attached to these shares have been waived.

# Directors' Report

## continued

### Share plans

The Company operates a number of share-based incentive plans that provide the Company's ordinary shares to participants at exercise of share options upon vesting or maturity. The plans in operation include the Long Term Incentive Plan ("LTIP"), the Telecom Plus Incentive Plan ("TPIP"), the Deferred Share Bonus Plan ("DBP"), the Employee Share Option Plans ("ESOPs"), and the Sharesave Scheme ("SAYE"). Details of these plans are set out in the Directors' Remuneration Report on pages 67 to 86 and in note 21 to financial statements.

Awards under these plans are satisfied by using either newly issued shares or market purchased shares held in the JSOP Share Trust. The trustee does not register votes in respect of these shares and has waived the right to receive any dividends.

### Takeovers

There are no significant arrangements to which the Company is party that take effect, alter or terminate upon a change of control of the Company following a takeover bid, save in relation to the arrangements with E.ON and EE/BT for the supply of energy and mobile telephony respectively, or any agreements between the Company and its directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

### Authority for purchase of own shares

At the last AGM held on 13 August 2024, the Company obtained authority to purchase up to 7,897,530 ordinary shares representing approximately 10% of the issued ordinary share capital (excluding treasury shares) as at 1 July 2024. The Company intends to renew this authority at this year's AGM.

### Treasury shares

The Company held 1,132,705 (2024: 1,132,705) ordinary shares in treasury as at 31 March 2025 with a total value of £15,688,000 (2024: £15,688,000).

### Disclosure of information

Each of the directors has confirmed that so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and that they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Corporate governance

The Company's position in relation to compliance with the requirements of the UK Corporate Governance Code issued by the Financial Reporting Council is set out mainly in the Corporate Governance Statement on pages 53 to 60, and form part of this report.

### Environment and emissions

In accordance with LR 9.8.6R, climate-related financial disclosures consistent with the Task Force on Climate-related Financial Disclosures ("TCFD") recommendations and recommended disclosures are contained in the Strategic report on pages 42 to 49. Information on the Company's greenhouse gas emissions is set out in the Sustainability Report on page 38.

### Overseas entities

The Company has two overseas entities: UW Spain S.L.U. in Spain and UWI Limited in Gibraltar (see note 9 to the financial statements).

### Financial instruments

Group companies use financial instruments to manage certain types of risks, including those relating to credit, foreign currency exchange, cash flow, liquidity, interest rates, and equity and property prices. Details of the objectives and management of these instruments are contained in note 22 to the financial statements.

## Risk, control and viability

In accordance with the UK Corporate Governance Code, the Directors have assessed the viability of the Group over a three-year period, taking into account the Group's current position and the potential impact of the principal risks and uncertainties set out on pages 19 to 24. Based on this assessment, the Directors confirm that they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period to March 2028.

The directors have determined that a three-year period to 31 March 2028 constitutes an appropriate period over which to provide its viability statement. This is the period focused on by the Board during the strategic planning process.

Whilst the directors have no reason to believe the Group will not be viable over a longer period, given the inherent uncertainty involved we believe this presents users of the Annual Report with a reasonable degree of confidence while still providing a longer-term perspective.

In making this statement, the Board carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.

The Board considers at least annually, a three-year strategic plan. The output of this plan is used to perform central debt and headroom profile analysis, which includes a review of sensitivity to 'business as usual' risks, such as bad debt in severe but plausible events.

The Board also considers the ability of the Group to raise finance and deploy capital. The results take account of the availability and likely effectiveness of the mitigating actions that could be taken to avoid or reduce the impact or occurrence of the underlying risks.

Under the Company's energy supply arrangements E.ON is responsible for funding the principal working capital requirements relating to the supply of energy to the Company's customers. This includes funding the Budget Plans of customers who pay for their energy in equal monthly instalments.

The Group has from Barclays Bank PLC, Lloyds Bank PLC, HSBC Bank PLC and Danske Bank total revolving credit facilities of £205.0 million for the period to 17 November 2028, of which £68.6 million was drawn down as at 31 March 2025, with cash balances of £79.0m on deposit. In addition, the Company has £125.0 million of private placement debt provided by Pricoa and MetLife of which £75 million matures in November 2030 and £50 million in November 2032.

The Company has considerable financial resources together with a large and diverse retail and small business customer base and long-term contracts with a number of key suppliers. As a consequence, the directors believe that the Company is well placed to manage its business risks.

Whilst this review does not consider all of the risks that the Group may face, the directors consider that this stress-testing based assessment of the Group's prospects is reasonable in the circumstances of the inherent uncertainty involved.

For and on behalf of the Board  
**David Baxter**  
Company Secretary  
24 June 2025



# Statement of Directors' Responsibilities in Respect of the Report and Accounts and the Financial Statements

The directors are responsible for preparing the Report and Accounts and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the parent Company financial statements on the same basis.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In accordance with Disclosure Guidance and Transparency Rule ("DTR") 4.1.16R, the financial statements will form part of the annual financial report prepared under DTR 4.1.17R and 4.1.18R. The auditor's report on these financial statements provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

## Responsibility statement of the directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the strategic report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

**Charles Wigoder**  
Non-Executive Chairman  
24 June 2025

**Nick Schoenfeld**  
Chief Financial Officer  
24 June 2025

Registered Office:  
508 Edgware Road, The Hyde, London NW9 5AB

# Independent Auditor’s Report to the Members of Telecom Plus PLC

## 1. Our opinion is unmodified

We have audited the financial statements of Telecom Plus PLC (“the Company”) for the year ended 31 March 2025 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated and Company Cashflow Statements, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, and the related notes, including the accounting policies in note (a) to (ac).

In our opinion:

- the financial statements give a true and fair view of the state of the Group’s and of the parent Company’s affairs as at 31 March 2025 and of the Group’s profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and

- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the directors on 20 February 2015. Following a tender process, we were reappointed as auditor by the directors on 16 November 2023. The period of total uninterrupted engagement is for the eleven financial years ended 31 March 2025.

We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview		
Materiality: group financial statements as a whole	£5.5m (2024: £5.1m) 4.9% (2024: 5%) of normalised profit before tax	
Key audit matters vs 2024		
Recurring risks	Expected credit losses on trade receivables	◀▶
	Non-smart meter energy revenue recognition	▼
	Recoverability of parent company’s investment in subsidiaries	◀▶

# Independent Auditor’s Report to the Members of Telecom Plus PLC continued

## 2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We

summarise below the key audit matters , in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Expected Credit Loses on Trade Receivables	Subjective estimate	Our procedures included:
<p>(Loss allowance on trade receivables: £59.5m; 2024: £55.5m)</p> <p>Refer to page 64 (Audit Committee Report), page 110 (accounting policy) and pages 129-131 (financial disclosures).</p>	<p>Significant estimation uncertainty is associated with the expected credit loss provision over trade receivables at each reporting date. Similar to the prior year, uncertainty is still heightened by the impact of the ongoing cost of living pressure.</p> <p>In previous years, the risk included expected credit losses on accrued income. Following an update to our risk assessment in the current year, we no longer consider this to be part of the key audit matter.</p> <p>The allowance for expected credit loss is recognised based on an estimate of future cash flows, which gives rise to risk of fraud and risk of error. In arriving at this estimate, the Group considers historical collection experience of live customers (those currently receiving services), closed customers (those no longer receiving services), customers with or without prepayment meters or repayment plans, the current ageing profile of debt, and an assessment of current economic conditions.</p> <p>As part of our risk assessment, we determined that the expected credit losses for trade receivables has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole. The financial statements (note (b)(ii)) disclose the sensitivity estimated by the Group.</p>	<ul style="list-style-type: none"> <li>• <b>Test of detail:</b> Assessing the segmentation of debt (principally by age, between live and closed customers and between customers with or without a prepayment meter or repayment plan), by selecting a sample of receivables and agreeing to supporting documents.</li> <li>• <b>Reperformance:</b> recalculating the expected credit loss provision in accordance with the Group’s methodology.</li> <li>• <b>Historical comparisons:</b> Evaluate the appropriateness of the Directors’ estimate, by comparison to historical cash collection and write off data. We have agreed the historical data through a combination of third party confirmations, and by selecting a sample of internal data and agreeing to supporting documents.</li> <li>• <b>Our sector experience:</b> Evaluating how current and future economic scenarios are incorporated into the expected credit loss, based on our knowledge of the entity and experience of the industry in which it operates.</li> <li>• <b>Assessing transparency:</b> Assessing the adequacy of the disclosures in respect of the expected credit loss critical accounting estimates, judgements and assumptions, sensitivities, and accounting policies.</li> </ul> <p>We performed the tests above rather than seeking to rely on any of the group’s controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.</p> <p><b>Our results</b></p> <ul style="list-style-type: none"> <li>• We found the group’s allowance for expected credit losses on trade receivables to be acceptable (2024: acceptable).</li> </ul>

	The risk	Our response
Non-smart meter energy revenue recognition	Subjective estimates	Our procedures included:
<p>(£130.9m; 2024: £151.5m)</p> <p>Refer to page 64 (Audit Committee Report), page 110 (accounting policy) and page 117 (financial disclosures).</p>	<p>A significant element of revenue recognised in relation to the supply of gas and electricity for non-smart meters is based on the volume of energy supplied to customers between the date of the last meter reading and the year end.</p> <p>The method of estimating usage is reliant on historical data and is subject to volatility in weather patterns. These inputs are provided by third parties. Since October 2022, customer consumption patterns have significantly changed in response to energy price fluctuations, reducing the relevance of historic data. To account for the changes in consumption patterns, and the time lag in receiving updated meter readings for non-smart meters, the company leverage their real time Smart meter usage data to adjust the estimated usage for non-smart meters.</p> <p>While the inputs to calculate the estimated volume, including the observed consumption data from smart meters provided by third parties, are straightforward and objective, there remains a risk that the application of these inputs in the calculation of estimated revenue, could result in a material misstatement.</p> <p>However, the rollout of smart meters to customers continued to progress during the year, reducing the number of customers for whom energy usage and therefore revenue needs to be estimated. This resulted in a slight reduction in the risk associated with this key audit matter</p> <p>The effect of these matters is that, as part of our risk assessment, we determined that non-smart meter energy revenue has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole. The financial statements (note (b)(i)) disclose the sensitivity estimated by the Group.</p>	<ul style="list-style-type: none"> <li>• <b>Methodology choice:</b> Considering whether the methodology used remains appropriate, and assessing whether the method is consistently applied at the year end.</li> <li>• <b>Test of detail:</b> Recalculating the amount of estimated revenue for non-smart meter customers, as well as the adjustment made to this revenue based on the company's experience of energy usage by its smart meter customers. This included, for a selection of smart and non-smart meter customers, agreeing the meter reading data used in the estimation of revenue back to the source documentation.</li> <li>• <b>Assessing transparency:</b> Assessing the adequacy of the disclosures of the critical accounting estimates, judgements and assumptions, sensitivities, and accounting policies in respect of the estimated non-smart meter revenue.</li> </ul> <p>We performed the tests above rather than seeking to rely on any of the group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.</p> <p><b>Our results</b></p> <ul style="list-style-type: none"> <li>• We found the estimate of non-smart meter energy revenue to be acceptable (2024 result: acceptable).</li> </ul>

# Independent Auditor’s Report to the Members of Telecom Plus PLC continued

Recoverability of parent company’s investment in subsidiary	Low risk, high value	Our procedures included:
<p>(£277.5m; 2024: £277.5m)</p> <p>Refer to page 115 (accounting policy) and page 126 (financial disclosures).</p>	<p>The carrying amount of the parent company’s investment in subsidiary represents 99% (2024: 99%) of the company’s total assets.</p> <p>Recoverability of the investment is not at a high risk of significant misstatement or subject to significant judgement. However, due to the materiality of the investment in the context of the parent company financial statement, this is considered to be the area that had the greatest effect on our overall parent company audit.</p>	<ul style="list-style-type: none"><li>• <b>Tests of detail:</b> Comparing the carrying amount of the investment with the subsidiary’s draft balance sheet to identify whether its net assets, being an approximation of its minimum recoverable amount, was in excess of its carrying amount and assessing whether the subsidiary has historically been profit-making.</li><li>• <b>Assessing subsidiary audit:</b> Considering the results of our work on that subsidiary’s profit and net assets.</li></ul> <p>We performed the tests above rather than seeking to rely on any of the group’s controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.</p> <p><b>Our results</b></p> <ul style="list-style-type: none"><li>• We found the carrying value of the company’s investment in subsidiary to be acceptable. (2024 result: acceptable).</li></ul>



### 3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at £5.5m (2024: £5.1m), determined with reference to a benchmark of Group profit before tax, normalised to exclude this year's restructuring cost as disclosed in note 1, of £111.7m (2024: £100.5m), of which it represents 4.9% (2024: 5%).

Materiality for the parent Company financial statements as a whole was set at £2.8m (2024: £2.8m), determined with reference to a benchmark of Company total assets, of which it represents 1% (2024: 1.1%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality,

so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 75% (2024: 75%) of materiality for the financial statements as a whole, which equates to £4.1m (2024: £3.8m) for the Group and £2.1m (2024: £2.1m) for the parent Company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

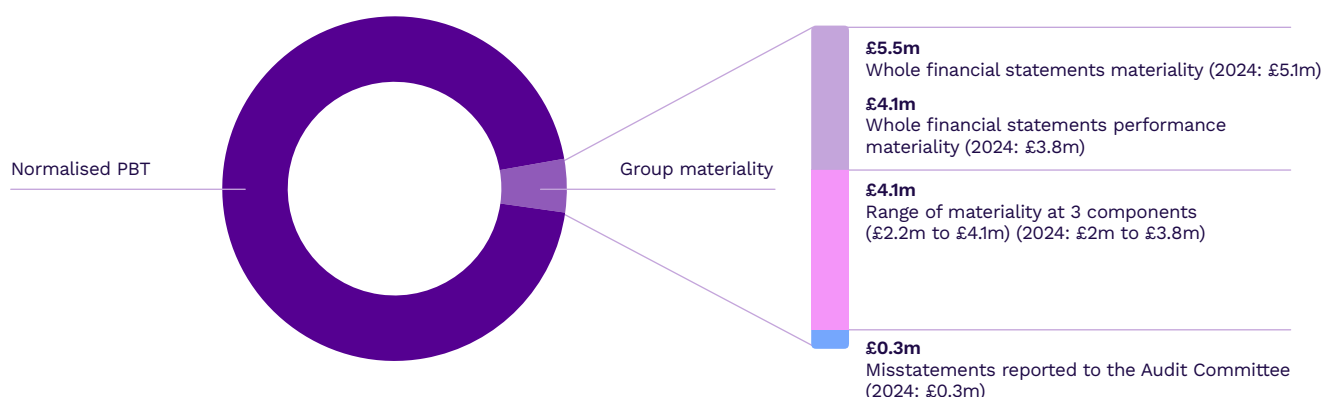
We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.3m (2024: £0.3m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

#### Normalised Group profit before tax

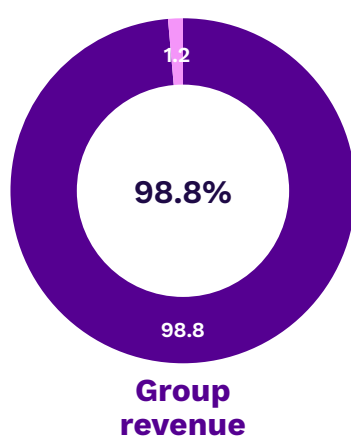
£111.7m (2024: £100.5m)

#### Group materiality

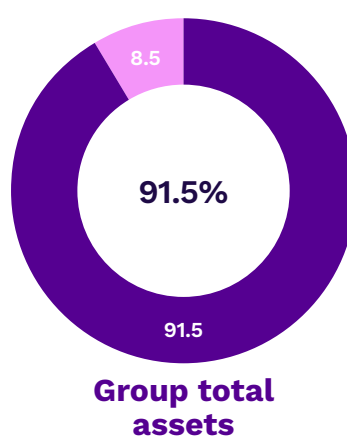
£5.5m (2024: £5.1m)



Our audit procedures covered the following percentage of Group revenue:



We performed audit procedures in relation to components that accounted for the following percentages of Group profit before tax and Group total assets:



# Independent Auditor's Report to the Members of Telecom Plus PLC continued

## Overview of the scope of our audit

This year, we applied the revised group auditing standard in our audit of the consolidated financial statements. The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components.

In particular, the definition of a component has changed, shifting the focus from how the entity prepares financial information to how we, as the group auditor, plan to perform audit procedures to address group risks of material misstatement ("RMMs"). Similarly, the group auditor has an increased role in designing the audit procedures as well as making decisions on where these procedures are performed (centrally and/or at component level) and how these procedures are executed and supervised. As a result, we assess scoping and coverage in a different way and comparisons to prior period coverage figures are not meaningful. In this report we provide an indication of scope coverage on the new basis.

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group financial statements and which procedures to perform at these components to address those risks.

In total, we identified 8 components, having considered our evaluation of the group's operational structure, the existence of common information systems and the presence of the key audit matters and our ability to perform audit procedures centrally.

Of those, we identified 3 quantitatively significant components which contained the largest percentages of either total revenue or total assets of the Group, for which we performed audit procedures.

Accordingly, we performed audit procedures on 3 components. We performed audit procedures on the items excluded from the normalised Group profit before tax used as the benchmark for our materiality. We also performed the audit of the parent Company.

We set the component materialities ranging from £2.2m to £4.1m, having regard to the mix of size and risk profile of the Group across the components.

Our audit procedures covered 98.8% of group revenue.

We performed audit procedures in relation to components that accounted for 95% of Group profit before tax and 91.5% of Group total assets.

For the remaining components for which we performed no audit procedures, no component represented more than 0.7% of Group total revenue, Group profit before tax or Group total assets. We performed analysis at an aggregated Group level to re-examine our assessment that there is not a reasonable possibility of a material misstatement in these components.

## Impact of controls on our group audit

We used IT specialists to assist us in gaining an understanding of the group's main IT systems relevant to our audit, and to assess the design of IT general controls over the Group's main finance IT system.

We identified IT control deficiencies in previous audits. In the current period, as part of obtaining an understanding of the IT systems, we identified that these deficiencies still existed. Consequently, due to the control deficiencies identified, and considering the efficiency and effectiveness of approaches to gaining the appropriate audit evidence, we adopted a fully substantive audit approach in all aspects of the audit and therefore increased the extent of our substantive procedures.

Given we did not rely on IT or other controls, a direct testing approach was used over the completeness and reliability of data used in auditing key areas such as revenue, accrued income, and journals. As we were not able to rely on automated controls on journal entries, our work to respond to the risk of management override of controls considered both automated and manual journals.

## 4. The impact of climate change on our audit

We have considered the potential impacts of climate change on the financial statements as part of the planning and risk assessment of our audit, and we held discussions with our climate change professionals to challenge our risk assessment. The key factor relevant to this consideration is that the principal activity of the company is as a reseller of utility services as opposed to power generation within the energy sector. This limits any direct impact on the financial statements and therefore no specific areas of focus were identified. We have read the disclosure of climate related information in the front half of the annual report and considered consistency with the financial statements and our audit knowledge.

## 5. Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and Company's financial resources or ability to continue operations over the going concern period. The risk that we considered most likely to adversely affect the Group's and Company's available financial resources and metrics relevant to debt covenants over this period is the ability of the customer base to pay for the services they are using as a result of impacts from the cost of living crisis.

We considered whether this risk could plausibly affect the liquidity and covenant compliance in the going concern period by comparing severe, but plausible downside scenarios that could arise from the risk against the level of available financial resources and covenants indicated by the Group's financial forecasts.

We considered whether the going concern disclosure in note (b) to the financial statements gives a full and accurate description of the Directors' assessment of going concern.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period; and
- we have nothing material to add or draw attention to in relation to the directors' statement in note (b) to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's

use of that basis for the going concern period, and we found the going concern disclosure in note b to be acceptable; and

- The same statement under the Listing Rules set out on page 91 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

## 6. Fraud and breaches of laws and regulations – ability to detect

### Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and the Audit and Risk Committee, and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board and Audit and Risk committee meeting minutes.
- Considering remuneration incentive schemes and performance targets for management and directors, including the profit before tax target for directors' remuneration.
- Using analytical procedures to identify any unusual or unexpected relationships.
- Consultation with our own forensic professionals regarding the identified fraud risks and the design of the audit procedures planned in response to these. This involved the forensic professionals attending the Risk Assessment and Planning Discussion and discussion between the engagement partner, engagement quality control reviewer and the forensic professional.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

# Independent Auditor's Report to the Members of Telecom Plus PLC continued

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular the risk that Group management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates such as non smart meter energy revenue and expected credit loss provisions. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue constitutes a high value of individually small transactions with little judgement, as estimates are based on data obtained from third parties, with limited opportunities for bias.

We identified a fraud risk related to expected credit losses on trade receivables because of the significant estimates and judgements required and potential pressures to meet profit targets. Further details are set out in the key audit matter disclosure in section 2 of this report.

We performed procedures including:

- Identifying journal entries to test for all in-scope components based on risk criteria and comparing the identified entries to supporting documentation. These included revenue, cash and intangible asset entries posted to unusual accounts.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias, including assessing Expected credit losses on trade receivables for bias.

## Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations. As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: compliance with its licence obligations set by Ofgem, Ofcom, FCA, GFSC. Auditing standards limit the required audit procedures to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We discussed with the audit committee matters related to actual or suspected breaches of laws or regulations, for which disclosure is not necessary, and considered any implications for our audit.

## Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## 7. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

### Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### Directors' remuneration report

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

### Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the directors' confirmation within the Risk, Control and Viability Statement (page 91) that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks and Uncertainties disclosures describe these risks and how emerging risks are identified, and explain how they are being managed and mitigated; and

- the directors' explanation in the Risk, Control and Viability Statement how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the Risk, Control and Viability Statement, set out on page 91 under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

### Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the audit committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.



# Independent Auditor's Report to the Members of Telecom Plus PLC continued

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in these respect.

## 8. We have nothing to report on the other matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

## 9. Respective responsibilities

### Directors' responsibilities

As explained more fully in their statement set out on page 92, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent 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 they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rule 4.1.17R and 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

## 10. The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Mark Wrigglesworth (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants  
15 Canada Square  
London E14 5GL  
24 June 2025

# Consolidated Statement of Comprehensive Income for the year ended 31 March 2025

	Note	2025 £'000	2024 £'000
Revenue	1	1,838,156	2,039,131
Cost of sales		(1,480,088)	(1,683,921)
<b>Gross profit</b>		<b>358,068</b>	<b>355,210</b>
Distribution expenses		(45,657)	(51,294)
Administrative expenses - other		(144,356)	(151,943)
Restructuring costs		(5,717)	-
Share incentive scheme charges	21	(3,409)	(5,160)
Amortisation of energy supply contract intangible	7	(11,228)	(11,228)
Total administrative expenses		(164,710)	(168,331)
Impairment loss on trade receivables	13	(33,389)	(30,712)
Other income	1	1,579	1,377
<b>Operating profit</b>	<b>2</b>	<b>115,891</b>	<b>106,250</b>
Financial income		3,161	3,482
Financial expenses	3	(13,103)	(9,255)
<b>Net financial expense</b>		<b>(9,942)</b>	<b>(5,773)</b>
<b>Profit before taxation</b>		<b>105,949</b>	<b>100,477</b>
Taxation	5	(29,852)	(29,440)
<b>Profit and total comprehensive income for the period</b>		<b>76,097</b>	<b>71,037</b>
Basic earnings per share	19	96.3p	89.9p
Diluted earnings per share	19	95.1p	88.8p

The accompanying notes form part of these financial statements.

# Consolidated Balance Sheet as at 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	23,523	26,773
Investment property	6	7,895	8,049
Intangible assets	7	133,415	135,785
Goodwill	8	3,742	3,742
Other non-current assets	12	68,335	55,892
<b>Total non-current assets</b>		<b>236,910</b>	<b>230,241</b>
<b>Current assets</b>			
Inventories		3,200	3,749
Trade and other receivables	13	118,377	104,066
Current tax receivable		3,049	101
Accrued income	13	236,798	222,036
Prepayments		32,466	9,958
Costs to obtain contracts	14	26,574	23,411
Cash and cash equivalents		79,020	57,829
<b>Total current assets</b>		<b>499,484</b>	<b>421,150</b>
<b>Total assets</b>		<b>736,394</b>	<b>651,391</b>
<b>Current liabilities</b>			
Trade and other payables	16	(48,731)	(56,016)
Accrued expenses and deferred income	17	(239,803)	(181,308)
<b>Total current liabilities</b>		<b>(288,534)</b>	<b>(237,324)</b>
<b>Non-current liabilities</b>			
Long term borrowings	15	(191,717)	(176,509)
Lease liabilities	15	(3,168)	(3,821)
Deferred tax	10	(1,465)	(1,106)
<b>Total non-current liabilities</b>		<b>(196,350)</b>	<b>(181,436)</b>
<b>Total assets less total liabilities</b>		<b>251,510</b>	<b>232,631</b>
<b>Equity attributable to equity holders of the parent</b>			
Share capital	18	4,042	4,007
Share premium		161,491	151,553
Capital redemption reserve		107	107
Treasury shares	18	(15,688)	(15,688)
JSOP reserve		(1,150)	(1,150)
Retained earnings		102,708	93,802
<b>Total equity</b>		<b>251,510</b>	<b>232,631</b>

These accounts were approved and authorised for issue by the Board on 24 June 2025.

**Stuart Burnett, Director**

**Nick Schoenfeld, Director**

*The accompanying notes form part of these financial statements.*

# Company Balance Sheet as at 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiary undertakings	9	285,041	277,480
Other non-current assets	12	2,275	2,275
<b>Total non-current assets</b>		<b>287,316</b>	<b>279,755</b>
<b>Current assets</b>			
Trade and other receivables	13	32	267
Prepayments and accrued income		215	206
Cash and cash equivalents		188	48
<b>Total current assets</b>		<b>435</b>	<b>521</b>
<b>Total assets</b>		<b>287,751</b>	<b>280,276</b>
<b>Current liabilities</b>			
Trade and other payables	16	(16,857)	(24,383)
Accrued expenses and deferred income	17	(30)	(18)
<b>Total current liabilities</b>		<b>(16,887)</b>	<b>(24,401)</b>
Non-current liabilities		-	-
<b>Total assets less total liabilities</b>		<b>270,864</b>	<b>255,875</b>
<b>Equity</b>			
Share capital	18	4,036	4,001
Share premium		161,491	151,553
Capital redemption reserve		107	107
Treasury shares	18	(15,688)	(15,688)
Retained earnings		120,919	115,902
<b>Total equity</b>		<b>270,865</b>	<b>255,875</b>

By virtue of section 408 of the Companies Act 2006 the Company is exempt from presenting a statement of comprehensive income. The Company made a loss for the year of £1,955,000 before the distributions from subsidiary companies of £70,000,000 (2024: loss of £1,458,000 before receipt of distributions from subsidiary companies of £94,000,000).

These accounts were approved and authorised for issue by the Board on 24 June 2025

**Stuart Burnett, Director**

**Nick Schoenfeld, Director**

The accompanying notes form part of these financial statements.

# Consolidated and Company Cash Flow Statements for the year ended 31 March 2025

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
<b>Operating activities</b>				
Profit before taxation	105,949	100,477	68,044	92,542
Adjustments for:				
Distributions from subsidiary companies	-	-	(70,000)	(94,000)
Net financial expense	9,942	5,773	-	-
Depreciation of property, plant and equipment	3,938	3,561	-	-
Profit on disposal of fixed assets	-	(129)	-	-
Amortisation of intangible assets and impairment	19,140	18,280	-	-
Amortisation of debt arrangement fees	792	389	-	-
Decrease/(increase) in inventories	549	1,949	-	-
(Increase)/decrease in trade and other receivables (including Costs to obtain contracts)	(55,111)	(4,239)	226	750
(Decrease)/increase in trade and other payables	51,390	(237,460)	(91)	20
Decrease in inter-company payable	-	-	(7,423)	(20,057)
Share incentive scheme charges	3,409	5,160	-	-
Corporation tax paid	(31,250)	(26,248)	-	-
<b>Net cash flow from operating activities</b>	<b>108,748</b>	<b>(132,487)</b>	<b>(9,244)</b>	<b>(20,745)</b>
<b>Investing activities</b>				
Purchase of property, plant and equipment	(393)	(882)	-	-
Purchase of intangible assets	(16,770)	(11,614)	-	-
Prepayment of purchase of customer contracts	(11,971)	-	-	-
Disposal of property, plant and equipment	-	129	-	-
Disposal of associated companies	-	681	-	-
Distributions from subsidiary companies	-	-	70,000	94,000
Interest received	3,056	3,535	-	-
<b>Cash flow from investing activities</b>	<b>(26,078)</b>	<b>(8,151)</b>	<b>70,000</b>	<b>94,000</b>
<b>Financing activities</b>				
Dividends paid	(66,437)	(64,982)	(66,437)	(64,982)
Interest paid	(14,400)	(7,195)	-	-
Interest paid on lease liabilities	(85)	(26)	-	-
Drawdown of long term borrowing facilities	55,000	183,550	-	-
Repayment of long term borrowing facilities	(40,000)	(95,000)	-	-
Fees associated with borrowing facilities	(584)	(2,151)	-	-
Repayment of lease liabilities	(794)	(252)	-	-
Issue of new ordinary shares	5,821	905	5,821	905
Purchase of own shares	-	(10,186)	-	(10,186)
<b>Cash flow from financing activities</b>	<b>(61,479)</b>	<b>4,663</b>	<b>(60,616)</b>	<b>(74,263)</b>
(Decrease)/increase in cash and cash equivalents	21,191	(135,975)	140	(1,008)
Net cash and cash equivalents at the beginning of the year	57,829	193,804	48	1,056
<b>Net cash and cash equivalents at the year end</b>	<b>79,020</b>	<b>57,829</b>	<b>188</b>	<b>48</b>

The accompanying notes form part of these financial statements.



# Consolidated Statement of Changes in Equity for the year ended 31 March 2025

Consolidated	Share capital	Share premium	Capital redemption reserve	Treasury shares	JSOP reserve	Retained earnings	Non-controlling interest	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 April 2023	4,003	150,652	107	(5,502)	(1,150)	82,598	-	230,708
Profit and total comprehensive income	-	-	-	-	-	71,037	-	71,037
Dividends	-	-	-	-	-	(64,982)	-	(64,982)
Credit arising on share options	-	-	-	-	-	5,160	-	5,160
Deferred tax on share options	-	-	-	-	-	(11)	-	(11)
Issue of new ordinary shares	4	901	-	-	-	-	-	905
Purchase of treasury shares	-	-	-	(10,186)	-	-	-	(10,186)
Balance at 31 March 2024	4,007	151,553	107	(15,688)	(1,150)	93,802	-	232,631
<b>Balance at 1 April 2024</b>	<b>4,007</b>	<b>151,553</b>	<b>107</b>	<b>(15,688)</b>	<b>(1,150)</b>	<b>93,802</b>	<b>-</b>	<b>232,631</b>
Profit and total comprehensive income	-	-	-	-	-	76,097	-	76,097
Dividends	-	-	-	-	-	(66,437)	-	(66,437)
Credit arising on share options	-	-	-	-	-	3,409	-	3,409
Deferred tax on share options	-	-	-	-	-	(11)	-	(11)
Issue of new ordinary shares	35	9,938	-	-	-	(4,152)	-	5,821
<b>Balance at 31 March 2025</b>	<b>4,042</b>	<b>161,491</b>	<b>107</b>	<b>(15,688)</b>	<b>(1,150)</b>	<b>102,708</b>	<b>-</b>	<b>251,510</b>

The accompanying notes form part of these financial statements.

# Company Statement of Changes in Equity for the year ended 31 March 2025

Company	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Treasury shares £'000	Retained earnings £'000	Total £'000
Balance at 1 April 2023	3,997	150,652	107	(5,502)	72,899	222,153
Loss for the year	-	-	-	-	(1,458)	(1,458)
Distributions from subsidiary companies	-	-	-	-	94,000	94,000
Total comprehensive income for the year	-	-	-	-	92,542	92,542
Dividends	-	-	-	-	(64,982)	(64,982)
Credit arising on share options	-	-	-	-	15,443	15,443
Issue of new ordinary shares	4	901	-	-	-	905
Purchase of treasury shares	-	-	-	(10,186)	-	(10,186)
Balance at 31 March 2024	4,001	151,553	107	(15,688)	115,902	255,875
<b>Balance at 1 April 2024</b>	<b>4,001</b>	<b>151,553</b>	<b>107</b>	<b>(15,688)</b>	<b>115,902</b>	<b>255,875</b>
Loss for the year	-	-	-	-	(1,955)	(1,955)
Distributions from subsidiary companies	-	-	-	-	70,000	70,000
Total comprehensive income for the year	-	-	-	-	68,045	68,055
Dividends	-	-	-	-	(66,437)	(66,437)
Credit arising on share options	-	-	-	-	3,409	3,409
Issue of new ordinary shares	35	9,938	-	-	-	9,973
<b>Balance at 31 March 2025</b>	<b>4,036</b>	<b>161,491</b>	<b>107</b>	<b>(15,688)</b>	<b>120,919</b>	<b>270,865</b>

The accompanying notes form part of these financial statements.

# Notes to the Consolidated Financial Statements

## General information

Telecom Plus PLC (the 'Company') is a company domiciled in the United Kingdom. The consolidated financial statements of the Company for the year ended 31 March 2025 comprise the Company and its subsidiaries (together referred to as the 'Group') and the Group's interest in associates.

The financial statements were authorised for issue by the directors on 24 June 2025.

## Presentation of financial statements

As a result of the relative size and historical volatility of share incentive scheme charges it has been decided to separately disclose the amounts on the face of the Consolidated Statement of Comprehensive Income.

In view of the size and nature of the charge as a non-cash item, the amortisation of energy supply contract intangible asset has also been separately disclosed on the face of the Consolidated Statement of Comprehensive Income for the period. More information regarding the intangible asset is set out in note 7 of these financial statements.

In this document references to "short term", "medium term" and "long term" mean one to two years, five to seven years, and over seven years respectively.

## Significant accounting policies

### (a) Statement of compliance

These Group and parent company financial statements were prepared in accordance with UK-adopted international accounting standards ("UK-adopted IFRS").

### (b) Basis of preparation

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 1 to 49. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are described in the Financial Review on pages 16 to 18 and within notes 15 and 22 to the financial statements. In addition, notes 15 and 22 include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit risk and liquidity risk.

Under the revised energy supply arrangements which were effective from 1 December 2013, E.ON (formerly npower) is responsible for energy volume purchases and for carrying out any hedging required, thus protecting the Company from short term wholesale price movements. The agreement also allows the Company to match the payment profile for wholesale energy to E.ON to the collections from its customers each month. This includes customers who pay for their energy in equal monthly instalments throughout the year, thereby avoiding significant seasonal cashflow swings.

### Going concern

As a result of its wholesale supply agreement with E.ON the Group is not directly exposed to short-term fluctuations in the energy wholesale markets with E.ON undertaking the required hedging.

The Group has total revolving credit facilities of £205.0 million with Barclays Bank PLC, Lloyds Bank PLC, HSBC Bank PLC and Danske Bank PLC for the period to 17 November 2028 ("RCF") and private placement debt facilities with Pricoa and Metlife of £75.0 million for the period to 17 November 2030 and an additional £50 million for the period to 31 March 2032 ("PPF"). As at 31 March 2025 £68,550,000 of the RCF facilities was drawn down (2024: £103,550,000) and £125,000,000 of the PPF was drawn down (2024: £75,000,000). Further detail regarding the maturity and applicable covenants is disclosed in note 15.

The directors have prepared base and sensitised forecasts for a period of at least 12 months from the date of authorisation of these financial statements, including the effect of severe, but plausible, downside scenarios. Those forecasts indicate that the Group can continue to operate within the terms of its existing bank facilities. Furthermore, the directors have considered the possibility of taking mitigating action, such as the temporary reduction or cancellation of the annual dividend, in the event of any severe but plausible scenarios.

Consequently, the directors have a reasonable expectation that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

The accounting policies set out below have been consistently applied to both years presented, unless otherwise stated. The financial statements have been prepared on a historical costs basis.

# Notes to the Consolidated Financial Statements

## continued

### **Critical accounting estimates, judgements and assumptions**

In the process of applying the Group's accounting policies, which are described below, the Directors have made judgements, estimations and assumptions regarding the future. The judgements, estimations, and assumptions that have the most significant impact on the amounts recognised in the financial statements are detailed below.

Estimates and judgements are evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In future, actual results may differ from these estimates and assumptions.

### **Significant estimates**

Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the year in which the estimates are revised and in any future years affected. The areas involving significant risk resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

#### **(i) Revenue recognition**

The Group recognises energy revenues on an individual meter-by-meter basis. These revenues are recognised on the basis of actual meter readings where these are available at each month end, and estimation for each meter where meter readings are not available. Each month customers are sent a bill setting out the amount of energy that they have used, based either on actual or estimated meter readings. These amounts of individual customer billed usage form the basis of the recognition of energy revenues.

The Group is among the leaders in the energy industry for smart meter installations and has a very high penetration of smart meters within its customer base of approximately 75% at the year end. Smart meters are able to remotely feedback actual meter readings at period ends to suppliers. Actual meter readings received from smart meters at each period end are therefore used to recognise a large portion of energy revenues.

In relation to the estimation of revenues from non-smart meter customers, where meter readings have not been communicated through a manual meter reading, the Group estimates the amount of energy consumed by each meter. These estimations are based on observed historical consumption patterns. The Group uses assumptions provided by the relevant industry databases, being a combination of the expected annual quantities of usage on a meter-by-meter basis ("Annual Quantities" or "AQ's"

for gas and "Estimated Annual Consumption" or "EAC's" for electricity); a regional profiling factor to allocate the annual quantity per month, accounting for historic seasonality; and for gas meters, a further regional adjustment for the impact on usage of weather.

As consumer behaviour changes, e.g. reducing usage during periods of high prices, there is a lag before the meter-by-meter industry-calculated AQ's and EAC's reflect true consumption. The Group therefore refines its estimations to reflect the lag in the impact on AQ's and EACs from changes in behaviour. As a result of smart meters making up 75% (2024: 70%) of the Group's customer base, the Group assumes that customers without operating smart meters are on average using the same amount of energy as their smart equivalents in each region. These refinements are only applied in instances where customers have an estimated bill.

The amount of estimated energy revenue recognised from non-smart meters in the year ended 31 March 2025 was £130.9m (2024: £151.5m). The range of reasonable outcomes for the estimated energy revenue is considered to be significant, if the estimation routines used were impacted by an indicative sensitivity of +5.4% (2024: 6.5%), the difference in energy revenues recognised in the period would be +£7.1m (2024: £9.8m). This range of sensitivity is based on observed differences between the estimated non-smart meters, and the actual meter readings received from customers on smart meters in the same regions.

#### **(ii) Recoverability of trade receivables**

At each reporting date, the Group evaluates the estimated recoverability of trade receivables and records allowances for expected credit losses based on experience. Estimates associated with these allowances are based on, among other things, the historical collection experience of those categories (principally whether the indebted customer remains with the Group or not, whether the indebted customer has a repayment plan or prepayment meter in place or not, and the age of the debt). During the current period the temporary moratorium imposed by Ofgem on the involuntary installation of prepayment meters was lifted. The impact of this moratorium has continued during the period with only a gradual ramp-up of the involuntary prepayment meter process, and therefore the Group has estimated the potential impact of this on expected eventual recoveries.

The Group also makes an assessment of the impact of prevailing factors on expected future losses where appropriate. Such factors include customer churn levels, customer demographic information, monthly bill direct

debit rejection levels, regulatory changes, and broader macroeconomic data. In the light of these assessments, and where appropriate, recovery expectations are adjusted. Whilst calculated expected collection levels have remained broadly consistent in the current period, inevitably some risks remain in relation to whether collection rates will be sustainable through periods of economic uncertainty.

Receivables settled by direct debit are deemed to present a lower credit risk than those settled by cash or bank transfer. This is reflected in the lower provision held against the monthly accrued income balance relative to trade receivables.

The actual level of trade receivables collected may differ from the estimated levels of recovery, which could impact operating results positively or negatively.

At 31 March 2025, the allowance for expected credit losses relating to customer invoicing was £62.6m (2024: £59.0m). If the collection experience was to improve/decline by an indicative sensitivity of +/- 8% (2024: 8%) (based on observing the range of recovery rates in the past 3 years and factoring reasonable information regarding current circumstances and economic forecasts), this would increase / decrease the provision by +/- £8.0m (2024: £7.0m) accordingly.

### Significant judgements

The following key judgements have been made by management in the process of applying the Group's accounting policies.

#### (i) Revenues

In relation to the current year revenues, the Group did not receive payments from the Government energy support schemes (2024: £91.1m electricity and £18.7m gas). The classification and presentation of these payments required significant judgement in the prior year to determine whether they should be disclosed under IAS 20 (Government Grants), or IFRS 15 (Revenue). These amounts were recognised as revenue as they were directly linked to the amount of energy used by each of the Group's customers, had the Government not funded the amounts they would have been collected directly from each customer. The amounts recognised therefore arose directly as a result of the Group's contracts with its customers for the supply of energy.

#### IFRS 17 Insurance Contracts adoption

In the financial year to 31 March 2024, the Group began directly underwriting insurance policies through its wholly-owned subsidiary UWI Limited ("UWI"). The nature of

the insurance services provided by UWI (i.e. short-tailed, with significant reinsurance where appropriate to limit exposure), have lead the Group to conclude that the disclosures required by IFRS 17 could not reasonably be expected to influence the decisions made by the primary users of the financial statements.

The insurance services provided by UWI are not currently considered material to the results of the Group, with total written premiums of £17.4m (2024: £10.6m), and with an exposure to the Group of £133,000 (2024: £690,000), for claims incurred that are not reported to UWI at the year end. Significant reinsurance is in place to limit exposure to claims volatility on the home insurance books.

The Group has therefore concluded that it is not relevant to provide the separate disclosures relating to insurance services required by IFRS 17 for the year ended 31 March 2025. Nonetheless, at the end of each financial year, management will perform an assessment of changes in the size and/or nature of the individual insurance services to establish whether there is any material impact on the understandability of the Group financial statements from not providing the detailed disclosure required by IFRS 17. The assessment will focus on the total amount of written premiums, related assets/liabilities, the magnitude of claims, and any changes in the nature of possible uncertainties. Management has reviewed the other activities of the Group and not identified any other material arrangements requiring the application of IFRS 17.

### (c) Basis of consolidation

#### (i) Subsidiaries

The Group's financial statements consolidate the financial statements of Telecom Plus PLC and its subsidiaries. Subsidiaries are consolidated from the date on which control transfers to the Group and are included until the date on which the Group ceases to control them.

Control is recognised where an investor is expected to receive, or has rights to, variable returns from its investment in the investee and has the ability to affect these returns through its power over the relevant activities of the investee. Transactions between Group companies are eliminated on consolidation.

#### (ii) Employee benefit trusts

In accordance with IFRS 10 Consolidated Financial Statements, the assets and liabilities of employee benefit trusts are consolidated in the Group financial statements. Employee benefit trusts are treated as a legal entity separate from the Company but as subsidiaries of the Company.



# Notes to the Consolidated Financial Statements

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Any loans made by the Company to employee benefit trusts are accounted for as loans in accordance with the relevant terms. When the trust transfers shares to employees to satisfy share incentive scheme awards, this is considered to be, in substance, two transactions: a distribution of the shares from the employee benefit trust back to the Company as treasury shares, followed by a distribution of those shares to the employees.

### (d) Revenue

#### Overview

Revenue is the value of goods and services supplied to external customers and Partners excluding value added tax and other sales related taxes. For each of the Group's main income streams from the provision of fixed line telephony, broadband, mobile telephony, gas and electricity services, transactions are recorded as sales in the month when the transfer of those services or the supply of goods takes place. The Group's customers are invoiced in the month following that in which the services are provided. Tariffs are set by customer, by service, and these can vary depending on the number of services provided. Each element of any package is considered independently for the purposes of a performance obligation to determine how the price is derived.

The Group also generates revenue as a result of providing bill payment protection and accidental death cover to customers for a monthly fee. The Group also offers home insurance and boiler cover services to customers.

#### Revenue recognition - agent versus principal

Management assesses the revenue recognition of each of the Group's service offerings on either an agent or principal basis. The identification of the principal in the contract is not always clear, specifically whether the Group controls the service prior to transfer to the customer. The determination of whether the Group is a principal or an agent for each service offering is evaluated by establishing which entity is responsible for providing the specified goods or services against a list of indicators that could indicate an agency relationship. These include:

- (i) Evaluating which entity is primarily responsible for providing the specified goods or services.
- (ii) Evaluating whether the Group has inventory risk.
- (iii) Evaluating whether the Group has the discretion to establish the pricing structure.

The Group primarily acts as a reseller of utilities and in supplying the majority of these services to customers the Group is considered to be primarily responsible for fulfilment of the service and has the discretion to establish pricing and key terms. Revenue for these services is therefore recognised as a principal.

#### Revenue recognition – Energy services

The recognition of revenue associated with the provision of gas and electricity services to customers on non-smart meters by the Group relies on estimates of usage where meter readings are not available. These estimations are based on observed historical seasonal meter-by-meter consumption patterns which are adjusted for the actual impact on usage of weather (using third-party information provided by the energy industry and information from smart meters). Revenue is recognised over time during the period in which the Group transfers control of the services to the customer as the customer simultaneously receives and consumes the benefits provided by the entity performance. Any unbilled revenue is accrued at each period end.

#### Revenue recognition – Telephony services

The Group principally generates revenue from providing the following telecommunications services where it is responsible to the customer for rendering the underlying services: (i) fixed telephony line rental, call and broadband data charges; (ii) mobile telephony call and data charges; and (iii) mobile handset sales. Both the handset and service are priced on the relative standalone selling prices of each distinct performance obligation. The contract terms for certain fibre broadband services are 18 months and for mobile handsets 24 months. In relation to items (i) and (ii), revenue is recognised over time during the period in which the Group transfers control of the services to the customer as the customer simultaneously receives and consumes the benefits provided by the entity performance. Any unbilled revenue is accrued at each period end. Revenue for mobile handset sales are considered a separate performance obligation recognised at the point in time when the Group transfers control of the devices to the end user.

In the provision of broadband services, the Group provides customers with a broadband router at the start of their contract. The terms and conditions under which broadband routers are supplied to customers mean that routers are accounted for as finance leases. The Group therefore recognises the sale of the router at the retail price and creates a finance lease asset on the balance sheet for the routers shipped to customers at the point in time in a given month.

Over the average customer lifetime of 7 years, the Group accrues finance income on the asset at the rate of interest that causes the present value of the future lease payments to equal the sum of the fair value of the asset. Part of the receipts under the service contract are then allocated between reducing the net asset and recognising finance income, resulting in the derecognition of the asset at the



end of the 7 year life. The Group regularly reviews the average customer lifetime to ensure it remains appropriate.

#### Revenue recognition – Cashback Card services

The Company offers a Cashback Card service which is a prepaid payment card allowing customers to earn a discount on their bills through spending on the card. In relation to Cashback Cards, the following revenue streams are recognised by the Group at the time the services are supplied and charged to customers: (i) a small fixed monthly fee to cover provision of card management services; and (ii) transaction fees to cover the facilitation of the top-up of customer cards. The majority of the Cashback received from the Cashback Card programme manager is passed to customers to reduce the payment they are required to make to the Group for their monthly utilities. Revenue is recognised over time during the period in which the Group transfers control of the services to the customer as the customer simultaneously receives and consumes the benefits provided by the entity performance. Any unbilled revenue is accrued at each period end. The Cashback Card issuer is PSI-Pay Ltd, an authorised e-money institution which is responsible for underlying customer funds.

In addition, the Group charges a small administrative fee for facilitating the issue of each Cashback Card. Under IFRS 15, as the initial application fee is considered to be a non-refundable upfront fee that does not relate to the transfer of a promised good or services, the associated fee is therefore recognised over the expected life of the customer.

#### Revenue recognition – Bill protection and life cover, home insurance and boiler cover services

The Group charges customers a small monthly fee for bill payment protection in the event of redundancy and for a small amount of monthly life insurance cover. The Group also offers home insurance services to customers. Revenue is recognised over time during the period in which the Group transfers control of the services to the customer as the customer simultaneously receives and consumes the benefits provided by the entity performance.

#### Revenue recognition – Other services

The Group also generates revenues from providing customers with paper bills and from charging customers late payment fees. In addition, the Group generates revenues from providing services to its network of Partners. Revenue is recognised over time during the period in which the Group transfers control of the services to the customer, or the late payment fees are incurred, and any unbilled revenue is accrued at each period end.

#### (e) Distributor commissions

The Group's Partners earn commissions mainly on the referral of new customers to the Group ('upfront commissions') and on the ongoing monthly use of the Group's services by the customers they have referred ('trailing commissions'). Trailing commissions are recognised in the Statement of Comprehensive Income as they are earned by distributors on an accruals basis. Under IFRS 15, upfront commissions are capitalised and amortised over the expected life of the customer.

In relation to certain multiservice customers, distributors are able to bring forward the payment of a limited number of future monthly trailing commission payments expected to be due on the usage of customers they have referred. These advanced commission payments are shown on the Balance Sheet within costs to obtain contracts and are amortised on a straight-line basis through the Statement of Comprehensive Income over the period during which they are earned and would otherwise have been paid had the payment not been brought forward.

#### (f) Financial income and expenses

Financial income comprises interest income and is recognised in the Statement of Comprehensive Income as it accrues, using the effective interest rate method. Financial expenses comprise interest and non-utilisation fees associated with the Company's debt facilities.

#### (g) Leases

##### As a lessee

##### Recognition of a lease

The contracts are assessed by the Group to determine whether a contract is, or contains, a lease. In general, contracts are deemed to contain a lease when the following apply:

- Conveys the right to control the use of an identified asset for a certain period in exchange for consideration;
- The Group has substantially all economic benefits from the use of the asset; and
- The Group can direct the use of the identified asset.

This policy is applied to contracts entered into, or changed, on or after 1 April 2019. At commencement or on modification of a contract that contains a lease component, the Group recognises a right-of-use asset and a lease liability at the lease commencement date.

##### As a lessor

Where the Group is a lessor, it determines at inception whether the lease is a finance or an operating lease. When a lease transfers substantially all the risks and rewards of ownership of the underlying asset then the lease is a finance lease; otherwise the lease is an operating lease.

# Notes to the Consolidated Financial Statements

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Income from operating leases is recognised on a straight-line basis over the lease term. Income from finance leases is recognised at lease commencement with interest income recognised over the lease term. Where a lease term is not specified, the average customer lifetime is used.

### Right-of-use asset

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term, or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

### Lease Liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

The Group includes right-of-use assets within property, plant and equipment and the corresponding lease liabilities in 'lease liabilities' on the balance sheet.

### Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for lease of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### (h) Hire purchase agreements

Hire purchase agreements relate to leases of assets where the Group has passed on substantially all the risks and rewards of ownership and are therefore classified as finance leases. When assets are leased out under finance leases, the present value of the minimum lease payments is recognised as a receivable.

### (i) Taxation

The tax charge for the year comprises current and deferred tax. Taxation is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised, based on the balance sheet liability method, on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### (j) Property, plant and equipment

Property, plant and equipment is stated at cost less a provision for depreciation. Depreciation is calculated so as to write off the cost less estimated residual value of the assets in equal instalments over their expected useful lives. No depreciation is provided on freehold land. Depreciation is provided on other assets at the following rates:

Freehold buildings	50 years
Freehold and leasehold improvements	3 to 25 years
Plant and machinery	15 years
Fixtures, fittings and office equipment	
- Fixtures and fittings	7 to 10 years
- Computer and office equipment	3 to 5 years
Motor vehicles	3 to 4 years

The carrying amounts of property, plant and equipment are reviewed for impairment when there is an indication that they may be impaired.

### **(k) Investment properties**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are stated at cost less accumulated depreciation. Rental income from investment properties is accounted for on an accruals basis.

### **(l) Intangible assets**

Intangible assets which arise (e.g. on the entering into of significant commercial contractual arrangements) are capitalised and amortised over the shorter of their useful life and the term of any contractual arrangement.

IT, software and web development costs are capitalised as intangible assets to the extent that certain projects can be separately identified and involve the production of new and/or enhanced systems that the Company will use over the medium-term. It must also be considered probable that the asset will generate future economic benefits, and the development cost can be measured reliably. Where these conditions are not met, development expenditure is recognised as an expense in the year in which it is incurred.

Directly attributable costs that are capitalised include employee and external costs specifically incurred in the development of the intangible asset. These costs are amortised on a straight-line basis over their estimated useful economic lives of up to 10 years when each system is brought into use by the Company.

Intangible assets that arise from the acquisition of customer contracts are capitalised and amortised over the average lifetime of the Group's customers of 7 years.

### **(m) Goodwill**

Goodwill arising on the acquisition of a business, representing the difference between the fair value of consideration and the fair value of the separable net assets acquired is capitalised and is subject to impairment review, both annually and when there are indications that the carrying amount may not be recoverable.

### **(n) Impairment**

The carrying amounts of the Group's assets, other than inventories, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of assets is the greater of their fair value less costs to sell and value in use.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

### **(o) Investments**

In the Company's accounts, investments in subsidiary and associated undertakings are initially stated at cost. Provision is made for any impairment in the value of these investments. In the Group accounts investments in associated undertakings are shown at cost plus accumulated profits less any dividends received from the associated undertakings.

### **(p) Inventories**

Inventories principally include mobile telephones and other electronic equipment and are valued at the lower of cost and net realisable value. Cost is measured on a first in, first out basis. Net realisable value represents the estimated selling price less all costs to be incurred in marketing, selling and distribution.

### **(q) Financial instruments**

The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial instruments are recognised on the trade date when the Group becomes a party to the contractual provisions of the instrument. Financial instruments are recognised initially at fair value plus, in the case of a financial instrument not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition, or issue, of the financial instrument. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial instruments are derecognised on the trade date when the Group is no longer a party to the contractual provisions of the instrument.

# Notes to the Consolidated Financial Statements

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### **(r) Trade receivables**

Trade receivables are stated at their nominal value as reduced by expected lifetime credit losses in accordance with IFRS 9. Trade receivables are not considered to contain a significant financing component and therefore the simplified approach for Expected Credit Losses is applied.

### **(s) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, deposits with banks and payment card receipts.

### **(t) Borrowings**

Short and long-term borrowings comprise revolving credit facilities, private placement facilities and bank loans. The fees associated with entering into borrowing facilities are capitalised and netted off against borrowings and amortised over the term of the borrowings.

### **(u) Trade payables**

Trade payables are stated at their nominal value, as the interest that would be recognised from discounting future cash payments over the short payment period is not considered to be material.

### **(v) Share based payments**

The fair value at the date of grant of share-based remuneration, principally share options, is calculated using a binomial pricing model (LTIP 2016: Monte-Carlo model) and is charged to the Statement of Comprehensive Income on a straight-line basis over the vesting period of the award. The charge to the Statement of Comprehensive Income takes account of the estimated number of shares that will vest. All share option-based remuneration is equity settled. The Parent company is a settling rather than receiving entity in relation to share incentive awards. The Parent company therefore recognises a share based payments credit in reserves and a commensurate increase in the Investments in subsidiary undertakings on the Balance Sheet.

### **(w) Segmental reporting**

The Group has as one operating segment. This reflects the fact that the chief operating decision makers consider the performance of the Group as a whole, particularly given the nature of the Group's bundled service offering.

### **(x) Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate

of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

### **(y) Pensions**

The Group makes contributions to certain employees' personal pension plans. These are charged to the Statement of Comprehensive Income in the year in which they become payable.

### **(z) Dividends**

Final dividend distributions to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when paid.

### **(aa) Business combinations**

The Group applies IFRS 3 Business combinations when assessing whether transactions are business combinations or asset acquisitions. Key judgements in this regard revolve around the nature of the assets and/or entities being acquired, and whether substantially all of the fair value of the gross assets being acquired is concentrated in a single identifiable asset, or a group of similar identifiable assets. If all of the fair value of the gross assets being acquired is concentrated in a single identifiable asset, or a group of similar identifiable assets, then the acquisition is deemed not to be a business and rather an acquisition of assets. In this instance no goodwill in relation to the transaction is recognised and the assets acquired are recognised at fair value.

### **(ab) New accounting standards**

The Group notes the recent amendments to IAS 1 Presentation of Financial Statements focussing on clarifying the classification of liabilities, particularly those with covenants, as current or non-current. These amendments, effective for reporting periods beginning on or after 1 January 2024, have not had an impact on the financial statements of the Group.

### **(ac) New standards issued but not yet effective**

In May 2024, the International Accounting Standards Board (IASB) issued amendments to IFRS 9 - Financial Instruments: Classification and Measurement and announced upcoming amendments to IFRS 18 - Presentation and Disclosure in Financial Statements. The Group is currently assessing the potential impact of these amendments.

## 1. Revenue and Alternative Performance Measures disclosure

### Revenue by service

	2025 £'000	2024 £'000
Electricity	903,069	1,066,661
Gas	629,301	708,013
Landline and broadband	153,244	141,867
Mobile	84,230	70,874
Other	68,312	51,716
	<b>1,838,156</b>	<b>2,039,131</b>

The Group operates solely in the United Kingdom, other than through UWI Limited a subsidiary set up to write insurance business with passporting rights into the UK.

During the financial year 2024, revenues included payments received from the Government energy support schemes of £91.1m (2025: £Nil) in respect of electricity and £18.7m (2025: £Nil) in respect of gas (see accounting policies note (d)).

Revenue from the sale of mobile handsets is included in 'Other' revenues in the table above as this is seen as distinct from the provision of mobile line rental services.

Other income in the Consolidated Statement of Comprehensive Income primarily relates to rental income from the Group's former head office building (see note 11).

### Contract balances

The following table provides the information about contract liabilities from contracts with customers.

Group	2025 £'000	2024 £'000
Contract liabilities, which are included in deferred income	1,592	1,338

The Group has implemented an expected credit loss impairment model with respect to contract assets. This and any significant changes in contract assets and liabilities are disclosed in note 13. There are no contract balances from contracts with customers in the Company. Accrued income arising from revenue yet to be invoiced and unbilled energy debtors are considered to represent unbilled receivables under IFRS 9.

### Alternative Performance Measures disclosure

Throughout this document the Group presents various alternative performance measures ('APMs') in addition to those reported under IFRS. The measures presented are those adopted by the Chief Operating Decision Maker ('CODM'), deemed to be the Chief Executive Officer, together with the main Board, and analysts who follow the Group in assessing the performance of the business.

# Notes to the Consolidated Financial Statements

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### Adjusted pre-tax profit

Adjusted pre-tax profit and adjusted basic EPS exclude share incentive scheme charges and the amortisation of the intangible asset arising from entering into the energy supply arrangements with npower in December 2013; this decision reflects the relative size, non-recurring, and

non-cash nature of these charges as appropriate. In the current year adjusted pre-tax profit and adjusted basic EPS also exclude restructuring costs due to the relative size and non-recurring nature of these charges. Restructuring costs mainly comprise the costs of a Group-wide staff redundancy programme carried out during the period.

Group	2025 £'000	2024 £'000
Statutory profit before tax	105,949	100,477
Adjusted for:		
Amortisation of energy supply contract intangible assets	11,228	11,228
Share incentive scheme charges	3,409	5,160
Restructuring costs	5,717	-
Adjusted pre-tax profit	126,303	116,865

### Adjusted EBITDA

Adjusted EBITDA excludes share incentive scheme charges. This decision reflects the non-cash nature of

these charges. In the current year adjusted EBITDA also excludes restructuring costs due to the relative size and non-recurring nature of these charges.

Group	2025 £'000	2024 £'000
Operating profit	115,891	106,250
Adjusted for:		
Depreciation, amortisation and impairment	23,078	21,841
EBITDA	138,969	128,091
Restructuring costs	5,717	-
Share incentive scheme charges	3,409	5,160
Adjusted EBITDA	148,095	133,251

### Net debt/Adjusted EBITDA ratio

Group	2025 £'000	2024 £'000
Long-term borrowings	(191,717)	(176,509)
Lease liabilities	(3,168)	(3,821)
Less		
Cash on balance sheet	79,020	57,829
Net debt	(115,865)	(122,501)
Adjusted EBITDA	148,095	133,251
Net debt/adjusted EBITDA	0.8x	0.9x



## 2. Operating profit

Operating profit is stated after charging/(crediting):

	2025 £'000	2024 £'000
Depreciation and amortisation	23,078	21,618
Profit on disposal of fixed assets	-	(129)
Auditor's remuneration		
- audit of Company and consolidated accounts	716	694
- audit of UK subsidiaries of the Company	35	32
- audit of overseas subsidiaries of the Company	130	130
- audit related assurance services - Interim Review	60	57
- audit related assurance services - Other	80	-
Inventories expensed	12,932	16,283
Trade receivables and accrued income impairment loss	33,389	30,712
Rental income	(1,012)	(911)

Total fees paid to the auditor KPMG LLP during the year were £1,021,000 (2024: £913,000), including non-audit services of £140,000 (2024: £57,000). Included within the Group audit fees during the year were £106,000 billed in respect of the March 2024 audit (2024: £132,000 included in respect of the March 2023 audit). The audit fees for FY24 have been restated so it is inclusive of fees charged for all overseas subsidiary audits completed in respect of the year ended 31 March 2024.

## 3. Financial expenses

An analysis of financial expenses included in the Statement of Comprehensive Income is set out below.

	2025 £'000	2024 £'000
Interest costs on bank loans and overdrafts	13,018	9,229
Interest costs on lease liabilities	85	26
Total financial expenses	13,103	9,255

# Notes to the Consolidated Financial Statements

## continued

### 4. Personnel expenses

The total charge in the Statement of Comprehensive Income comprised the following:

	2025 £'000	2024 £'000
Wages and salaries	106,634	106,106
Social security costs	9,647	9,729
Pension contributions	3,797	3,563
	120,078	119,398
Share incentive scheme charges	3,409	5,160
	123,487	124,558

Average number employed by the Group during the year (excluding directors):

	2025	2024
Employees	2,291	2,493

### 5. Taxation

#### (i) Recognised in the Income Statement

	2025 £'000	2024 £'000
<b>Current tax charge</b>		
Current year – UK tax	29,270	29,320
Current year – Foreign tax	564	40
Adjustments in respect of prior years	(330)	(114)
	29,504	29,246
<b>Deferred tax charge</b>		
Decelerated capital allowances	(456)	(85)
Other timing differences	(148)	273
Adjustment in respect of prior years	952	6
	348	194
<b>Total tax charge</b>	<b>29,852</b>	<b>29,440</b>

**(ii) Reconciliation of total tax charge**

	2025 £'000	2024 £'000
<b>Profit before tax</b>	<b>105,949</b>	<b>100,477</b>
Corporation tax using the UK corporation tax rate of 25% (2024: 25%)	<b>26,487</b>	25,119
Expenses not deductible for taxation purposes	<b>2,928</b>	4,254
Foreign tax	<b>(515)</b>	(30)
Assets ineligible for capital allowances	<b>274</b>	276
Adjustment in respect of share options	<b>56</b>	(99)
Adjustments in respect of prior years - current tax	<b>(330)</b>	(114)
- deferred tax	<b>952</b>	6
Remeasurement of deferred tax for changes in rates	-	-
Deferred tax not recognised	-	-
Other deferred tax adjustments	-	28
<b>Total tax charge</b>	<b>29,852</b>	<b>29,440</b>

The UK corporation tax rate during the period from 1 April 2024 was 25% (2024: 25%). The deferred tax balance at 31 March 2025 has been calculated at 25% (2024: 25%).

The Group is within the scope of the OECD Pillar Two rules as enacted into UK legislation which came into effect from 31 December 2023, and which applies to the Group with effect from 1 April 2024.

Under the legislation, the Group is liable to pay a top-up tax on adjusted jurisdictional profits for the difference between its GloBE effective tax rate per jurisdiction and the 15% minimum rate. Based on the Pillar Two assessment

undertaken by the Group using the relevant information for the year to 31 March 2025, the Group expects to be able to apply the transitional CbCR safe harbour in the UK and Spain. As such, the Group does not expect top up tax to arise to arise in these jurisdictions. The transitional CbCR safe harbour is not expected to apply in Gibraltar. However, the amount of top up tax arising in Gibraltar is not expected to be material.

The Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

# Notes to the Consolidated Financial Statements

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### 6. Property, plant and equipment

Group 2025	Investment property	Freehold land & buildings	Leasehold land & buildings	Freehold & leasehold improvements	Plant & machinery	Fixtures, fittings & office equipment	Motor vehicles	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>Cost</b>								
At 1 April 2024	14,141	26,958	4,500	631	800	21,985	735	69,750
Additions	-	22	141	177	-	194	-	534
Disposals	-	-	-	-	-	-	-	-
<b>At 31 March 2025</b>	14,141	26,980	4,641	808	800	22,179	735	70,284
<b>Depreciation</b>								
At 1 April 2024	(6,092)	(7,705)	(714)	(280)	(435)	(19,136)	(566)	(34,928)
Charge for the year	(154)	(851)	(823)	(150)	(53)	(1,841)	(66)	(3,938)
Disposals	-	-	-	-	-	-	-	-
<b>At 31 March 2025</b>	(6,246)	(8,556)	(1,537)	(430)	(488)	(20,977)	(632)	(38,866)
<b>Net book amounts</b>								
<b>At 31 March 2024</b>	8,049	19,253	3,786	351	365	2,849	169	34,822
<b>At 31 March 2025</b>	7,895	18,424	3,104	378	312	1,202	103	31,418

The balances in leasehold land & buildings comprise right of use assets with a net book value of £3.1m (2024: £3.8m) and non-cash lease additions of £0.1m (2024: £3.4m) relate to the extension of a lease contract. The Company no longer holds any property, plant and equipment following the Group reorganisation in April 2017.

Group 2024	Investment property	Freehold land & buildings	Leasehold land & buildings	Freehold & leasehold improvements	Plant & machinery	Fixtures, fittings & office equipment	Motor vehicles	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>Cost</b>								
At 1 April 2023	14,129	26,958	1,086	266	757	21,611	883	65,690
Additions	12	-	3,414	365	43	374	88	4,296
Disposals	-	-	-	-	-	-	(236)	(236)
<b>At 31 March 2024</b>	<b>14,141</b>	<b>26,958</b>	<b>4,500</b>	<b>631</b>	<b>800</b>	<b>21,985</b>	<b>735</b>	<b>69,750</b>
<b>Depreciation</b>								
At 1 April 2023	(5,858)	(6,859)	(454)	(266)	(382)	(17,075)	(709)	(31,603)
Charge for the year	(234)	(846)	(260)	(14)	(53)	(2,061)	(93)	(3,561)
Disposals	-	-	-	-	-	-	236	236
<b>At 31 March 2024</b>	<b>(6,092)</b>	<b>(7,705)</b>	<b>(714)</b>	<b>(280)</b>	<b>(435)</b>	<b>(19,136)</b>	<b>(566)</b>	<b>(34,928)</b>
<b>Net book amounts</b>								
At 31 March 2023	8,271	20,099	632	-	375	4,536	174	34,087
At 31 March 2024	8,049	19,253	3,786	351	365	2,849	169	34,822

The operations of the Company were transferred into new head offices at Merit House in 2015 and the former head office building, Southon House, was vacated. Southon House is held as an investment property and separately disclosed on the balance sheet of the Company.

An independent valuation of Southon House was conducted on 7 May 2024 in accordance with RICS Valuation – Global Standards effective from 31 January 2022 (the Red Book). The independent market value of Southon House was determined to be £10.6 million and

has been categorised as a Level 3 fair value based on the inputs to the valuation technique used. The valuation was prepared on a Market Value basis as defined in the Valuation Standards and was primarily derived from using comparable market transactions carried out on an arm's length basis. These inputs are deemed unobservable. The directors believe that there have not been any material changes in circumstances that would lead to a significant reduction in the market valuation of Southon House from £10.6m.

# Notes to the Consolidated Financial Statements

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### 7. Intangible assets

Group 2025	Energy Supply Contract £'000	Customer Contracts £'000	IT Software & Web Development £'000	Total £'000
<b>Cost</b>				
At 1 April 2024	224,563	-	54,575	279,138
Additions	-	5,298	11,472	16,770
Disposals	-	-	(504)	(504)
<b>At 31 March 2025</b>	<b>224,563</b>	<b>5,298</b>	<b>65,543</b>	<b>295,404</b>
<b>Amortisation</b>				
At 1 April 2024	(116,023)	-	(27,330)	(143,353)
Charge for the period	(11,228)	-	(7,912)	(19,140)
Disposals	-	-	504	504
<b>At 31 March 2025</b>	<b>(127,251)</b>	<b>-</b>	<b>(34,738)</b>	<b>(161,989)</b>
<b>Net book amounts</b>				
At 31 March 2025	97,312	5,298	30,805	133,145

Group 2024	Energy Supply Contract £'000	IT Software & Web Development £'000	Total £'000
<b>Cost</b>			
At 1 April 2023	224,563	43,224	267,787
Additions	-	11,614	11,614
Impairment	-	(223)	(223)
Adjustments	-	(40)	(40)
<b>At 31 March 2024</b>	<b>224,563</b>	<b>54,575</b>	<b>279,138</b>
<b>Amortisation</b>			
At 1 April 2023	(104,795)	(20,501)	(125,296)
Charge for the period	(11,228)	(6,829)	(18,057)
<b>At 31 March 2024</b>	<b>(116,023)</b>	<b>(27,330)</b>	<b>(143,353)</b>
<b>Net book amounts</b>			
At 31 March 2024	108,540	27,245	135,785
At 31 March 2023	119,768	22,723	142,491



The Energy Supply Contract intangible asset relates to the entering into of the energy supply arrangements with npower (now owned by E.ON) on improved commercial terms through the acquisition by the Company of Electricity Plus Supply Limited and Gas Plus Supply Limited ('the Companies') from npower Limited having effect from 1 December 2013 ('the Transaction'). There were no processes acquired as a result of the Transaction and it was therefore treated as an asset acquisition. The principal asset acquired was the supply contract with npower Limited.

The total consideration for the Transaction comprised a payment to npower of £196.5 million on 20 December 2013, a deferred amount of £21.5 million paid in December 2016 and a payment of £2.5 million made in January 2014 for the net assets acquired in the Companies which comprised cash and short term working capital balances.

The addition to intangible assets of £221.6 million in 2014 therefore represented the total consideration paid and payable to npower, excluding the payment for net assets acquired in the Companies, plus certain transaction costs of £3.6 million which in accordance with the relevant accounting standards were recognised as a cost of acquisition.

The intangible asset is being amortised evenly over the 20-year life of the new energy supply agreement reflecting the period over which the Company will benefit from the agreement. The Group expects to either renew the supply agreement with E.ON, or source energy from another wholesale supplier, beyond 2033. The Group does not currently envisage any challenges with this given the attractiveness of its customer base to wholesale suppliers. Notes to the consolidated financial statements

The IT Software and Web Development intangible asset relates to the capitalisation of certain costs associated with the development of new IT and web systems. Approximately £5.2m (2024: £5.0m) of the additions during the year relate to IT systems which remain under construction.

The Company does not hold any intangible assets.

## 8. Goodwill

Group 2025	£'000
<b>Cost</b>	
At 1 April 2024 and 31 March 2025	3,742
<b>Impairment</b>	
At 1 April 2024 and 31 March 2025	-
<b>Carrying amounts</b>	
At 31 March 2025	3,742

Group 2024	£'000
<b>Cost</b>	
At 1 April 2023 and 31 March 2024	3,742
<b>Impairment</b>	
At 1 April 2023 and 31 March 2024	-
<b>Carrying amounts</b>	
At 31 March 2024	3,742

Goodwill relates to the Company's subsidiary Telecommunications Management Limited ('TML') cash generating unit.

The Group regularly monitors the carrying amount of its goodwill. A review was undertaken at 31 March 2025, to assess whether the carrying amount of assets was supported by their value in use determined by the net present value of the future cash flows derived from the assets using cash flow projections from internal forecasts based on current levels of profitability and expectations of growth in the business.

In relation to TML, a pre-tax discount rate of 17.9% (2024: 16.3%) into perpetuity was used based on a premium to the Group WACC of 14.1% (2024: 12.5%). This was considered appropriate given the relatively small size and

# Notes to the Consolidated Financial Statements

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maturity of the business, offset by the growth opportunity in mobile telephony, and the expectation that, for the foreseeable future, TML will continue to operate as a going concern. Cashflows were predicted over a five-year period and thereafter a growth rate of 2.0% (2024: 2.0%) into perpetuity was also used. The result of the review undertaken at 31 March 2025 indicated that no impairment was necessary. No reasonably possible change in the assumptions used in the impairment calculation would give rise to an impairment of goodwill.

## 9. Investments

### Investment in subsidiary companies

The cost of investment in subsidiary undertakings on the Company balance sheet of £285.0 million as at 31 March 2025 (2024: £277.5m) represents the Company's investment in Utility Warehouse Limited.

Utility Warehouse Limited owns 100% of the ordinary share capital of Telecommunications Management Limited ('TML'), being two £1 shares. The principal activities of TML are the supply of fixed wire and mobile telecommunication services to business and public sector customers, and the supply of prepaid mobile services to retail customers.

Utility Warehouse Limited also owns 100% of the ordinary share capital of Utilities Plus Limited ('Utilities Plus'), being two £1 shares. Utilities Plus is an FCA Consumer Credit Act licensed entity which provides loans and hire purchase agreements to employees and Partners.

Utility Warehouse Limited also owns 100% of the ordinary share capital of Electricity Plus Supply Limited ('Electricity Plus') and Gas Plus Supply Limited ('Gas Plus'), being one £1 share in each company. The principal activity of Electricity Plus and Gas Plus is to hold the licences for the supply of energy services to residential and business customers in the UK.

Utility Warehouse Limited owns 100% of the ordinary share capital of UW Spain S.L.U. being 3,000 €1 shares. UW Spain S.L.U. is a subsidiary set up to employ people resident in Spain.

Utility Warehouse Limited owns 100% of the ordinary share capital of UWI Limited being 9,600 £1 shares. UWI Limited is a subsidiary set up to write insurance business from Gibraltar with passporting rights into the UK.

As at 31 March 2025, Utility Warehouse Limited also owned 100% of the ordinary share capital of fifteen dormant non-trading subsidiaries as listed below:

Freetalk Limited	Utility Debt Collectors Limited
Mobile Xtra Limited	Utility House Limited
Savings Plus Limited	Value Group Limited
The Peoples Champion Limited	Value Plus Limited
UW Energy Limited	UW Multiservice Limited
UW Financial Services Limited	UW Plus Limited
UW Mobile Limited	UW Limited
UW Broadband Limited	

As at 31 March 2025, TML owned 100% of the ordinary share capital of the following eight dormant non-trading subsidiaries:

1p Mobile Limited	Penny Telecom Limited
One Penny Mobile Limited	1p Broadband Limited
One Penny Telecoms Limited	One Penny Broadband Limited
Penny Mobile Limited	Penny Broadband Limited

The registered office of each company referred to in this note is: Network HQ, 508 Edgware Road, London, NW9 5AB. The registered office of UW Spain is C/Bac de Roda, 64, edif. D, planta 3a, 08019, Barcelona, B10575538. The registered office of UWI Limited is 5/5 Crutchett's Ramp, Gibraltar, GX11 1AA.

## 10. Deferred tax

The deferred tax liability recognised in the financial statements is as follows:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
<b>Tax effect of temporary differences:</b>				
Accelerated capital allowances	(3,464)	(2,931)	-	-
Other short term temporary differences	27	27	-	-
Transitional tax adjustments relating to IFRS 9	32	43	-	-
Share based payments	1,910	1,762	-	-
Transfers from acquisitions	-	(37)	-	-
Transfers to liabilities classified as held for sale	30	30	-	-
	(1,465)	(1,106)	-	-

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
At 1 April	(1,106)	(901)	-	-
Charged to the Statement of Comprehensive Income	(348)	(194)	-	-
Taken to equity	(11)	(11)	-	-
At 31 March	(1,465)	(1,106)	-	-

## 11. Leases as lessor

### Finance leases

In the provision of broadband services, the Group provides customers with a broadband router at the start of their contract. The terms and conditions under which broadband routers are supplied to customers mean that routers are accounted for as finance leases.

To manage the risks associated with their rights to the underlying right of use assets pertaining to the finance

lease, the agreement stipulates that routers must be returned or else a termination fee will apply. This termination fee reduces by 50% after two years, but there is no expiry date.

Interest income of £4.6m (2024: £3.2m) has been recognised in profit or loss in respect of finance leases.

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date:

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	2025 £'000	2024 £'000
Less than one year	7,748	6,522
Between one and two years	7,748	6,522
Between two and three years	7,748	6,522
Between three and four years	7,748	6,522
Between four and five years	3,043	3,196
More than five years	2,598	2,649
<b>Total undiscounted lease receivable</b>	<b>36,633</b>	<b>31,933</b>
Unearned finance lease income	(6,627)	(8,182)
<b>Net investment in finance leases</b>	<b>30,006</b>	<b>23,751</b>

### Hire purchase agreements

The following table sets out a maturity analysis of hire purchase agreements receivables, showing the undiscounted payments to be received after the reporting date:

	2025 £'000	2024 £'000
Less than one year	1,071	1,246
Between one and two years	1,215	1,083
Between two and three years	1,023	1,050
Between three and four years	1,478	905
Between four and five years	1,085	1,135
More than five years	152	856
<b>Total undiscounted hire purchase agreement receivable</b>	<b>6,024</b>	<b>6,275</b>

Hire purchase agreements relate to branded vehicles supplied to distributors on hire purchase agreements.

### Operating leases

The Company's former head office building, Southon House, is held as an investment property and rented to third-party tenants. During the year £1.0m (2024: £0.9m) was recognised as rental income by the Group.

The following table sets out a maturity analysis of the lease payments due to be received from the tenants of Southon House, showing the undiscounted lease payments to be received after the reporting date.

	2025 £'000	2024 £'000
Less than one year	920	803
Between one and two years	989	803
Between two and three years	883	803
Between three and four years	355	712
Between four and five years	259	43
More than five years	1,813	2,504
	<b>5,219</b>	<b>5,668</b>

## 12. Other non-current assets

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Hire purchase agreements receivable	4,953	5,029	-	-
Finance lease assets	29,561	23,162	-	-
Loan to JSOP Share Trust	-	-	2,275	2,275
Trade receivables	25,551	19,030	-	-
Loan receivable	6,450	6,450	-	-
Other non-current receivables	1,820	2,221	-	-
Total other non-current assets	68,335	55,892	2,275	2,275

Hire purchase agreements receivable relates to branded vehicles supplied to distributors on hire purchase agreements (see note 11). The loan receivable from the JSOP Share Trust does not bear interest and is repayable on demand. There is no current expectation that the loan will be recalled by the Company within the next 12 months. Finance lease assets represent assets where the Company

is the lessor. Non-current assets include Expected Credit Losses of £15.2m (2024: £11.7m) against trade receivables. The Expected Credit Losses on all other non-current assets are not material as the balances are not overdue. The loan receivable relates to amounts owed by former subsidiary Glow Green. The repayment of the loan has been personally guaranteed by Charles Wigoder.

## 13. Receivables and accrued income

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Trade receivables	97,002	86,606	-	-
Other receivables	20,304	16,214	32	267
Hire purchase agreements receivable	1,071	1,246	-	-
Trade and other receivables	118,377	104,066	32	267
Accrued income	236,798	222,036	-	-
Trade and other receivables	118,377	104,066	32	267
Accrued income	236,798	222,036	-	-
Receivables and accrued income (net)	355,175	326,102	32	267

Accrued income represents unbilled receivables. Gross accrued income of £239,906,000 (2024: £225,516,000) has offset against it an allowance for bad debts of £3,108,000 (2024: £3,480,000), resulting in a net balance of £236,798,000 (2024: £222,036,000). Gross accrued income includes: £134,668,000 (2024: £122,835,000) revenue yet to be invoiced mainly relating to March usage; plus unbilled energy debtors of £105,238,000 (2024: £92,493,000); plus

£Nil of EPG funds to be received (2024: less £10,221,000 of EPG funds received); less £Nil (2024: plus £33,000) of Energy Bill Relief Scheme ("EBRS") funds owed. Unbilled energy debtors represent amounts owed by customers who pay for their energy in fixed monthly amounts, rather than paying for actual energy usage, with the balance expected to equalise over the course of a year.

# Notes to the Consolidated Financial Statements

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The hire purchase agreements receivable shown separately in the above table relates to the provision of branded vehicles to Partners. The majority of the vehicles are supplied on interest-free hire purchase agreements and therefore there are no reconciling items to disclose between the present value of the minimum lease payments and gross investment in the leases.

### Allowance for credit losses on trade receivables and accrued income from customer invoicing

In accordance with note (r) of the Significant Accounting Policies, trade receivables are stated at their nominal value as reduced by the expected lifetime credit losses. The Expected Credit Loss model is applied to trade receivables from customer invoicing with credit losses measured using

a provisioning metric, adjusted where required, to take into account current macro-economic factors. The Group do not consider any current or non-current assets to contain a significant financing component and therefore have applied the simplified approach for Expected Credit Losses. The Group assesses the expected recoverability of trade receivables based on a categorisation matrix and applies a provision against such trade receivables based on the historical collection experience of those categories (principally whether the indebted customer remains with the Group or not, and the age of the debt). The Group also assesses the latest information it has available on customer collections post the balance sheet date in order to evaluate whether there has been any impact on its customers from changes in the prevailing macroeconomic situation.

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Allowances as at 1 April	59,020	42,691	-	-
Additions – charged to consolidated income statement	33,389	30,712	-	-
Allowances used on fully written down receivables	(29,781)	(14,383)	-	-
Allowances as at 31 March	62,628	59,020	-	-

### Analysis of trade receivables and accrued income from customer invoicing

The tables below show an aged debt analysis between debts owed by customers who are still supplied by the Group (“Live”) and customers who are no longer supplied by the group (“Closed”).

	Live		Closed		Total		
As at 31 March 2025	Gross £'000	Allowance £'000	Gross £'000	Allowance £'000	Gross £'000	Allowance £'000	Net £'000
Accrued income – not past due	239,906	(3,108)	-	-	239,906	(3,108)	236,798
Trade receivables – past due							
0-30 days	10,919	(2,581)	1,779	(814)	12,698	(3,395)	9,303
31-90 days	21,470	(5,060)	3,460	(2,846)	24,930	(7,906)	17,024
>91 days	87,893	(19,315)	15,759	(13,662)	103,652	(32,977)	70,675
<b>Total past due</b>	<b>120,282</b>	<b>(26,956)</b>	<b>20,998</b>	<b>(17,322)</b>	<b>141,280</b>	<b>(44,278)</b>	<b>97,002</b>
Trade receivables							
Total due in over 1 year	40,793	(15,242)	-	-	40,793	(15,242)	25,551
Total trade receivables	161,075	(42,198)	20,998	(17,322)	182,073	(59,520)	122,553
<b>Total</b>	<b>400,981</b>	<b>(45,306)</b>	<b>20,998</b>	<b>(17,322)</b>	<b>421,979</b>	<b>(62,628)</b>	<b>359,351</b>



As at 31 March 2024	Live		Closed		Total		Net £'000
	Gross £'000	Allowance £'000	Gross £'000	Allowance £'000	Gross £'000	Allowance £'000	
Accrued income - not past due	225,516	(3,480)	-	-	225,516	(3,480)	222,036
Trade receivables - past due							
0-30 days	12,703	(2,803)	1,874	(1,034)	14,577	(3,837)	10,740
31-90 days	24,106	(5,575)	4,602	(3,703)	28,708	(9,278)	19,430
>91 days	68,223	(14,533)	18,947	(16,201)	87,170	(30,734)	56,436
<b>Total past due</b>	<b>105,032</b>	<b>(22,911)</b>	<b>25,423</b>	<b>(20,938)</b>	<b>130,455</b>	<b>(43,849)</b>	<b>86,606</b>
Trade receivables							
Total due in over 1 year	30,721	(11,691)	-	-	30,721	(11,691)	19,030
Total trade receivables	135,753	(34,602)	25,423	(20,938)	161,176	(55,540)	105,636
<b>Total</b>	<b>361,269</b>	<b>(38,082)</b>	<b>25,423</b>	<b>(20,938)</b>	<b>386,692</b>	<b>(59,020)</b>	<b>327,672</b>

As at 31 March 2025 and 31 March 2024 the Group had made provision for past due debts and therefore has no material exposure to trade receivables that were passed due and not individually impaired.

## 14. Costs to obtain contracts

The Group has the following assets at the reporting date in relation to contract costs:

	2025 £'000	2024 £'000
Commissions paid to acquire contracts	6,466	2,829
Commissions paid in advance	20,108	20,582
	<b>26,574</b>	<b>23,411</b>

Commissions paid to acquire contracts represent up-front commissions paid to Partners for referring customers to the Group and are amortised when the related revenues are recognised over the average lifetime of the Group's customers of 7 years. In the current period the amount of amortisation was £1.2m (2024: £0.3m). Partners also earn commission on the ongoing monthly use of the Group's services by customers they have referred ("trailing commissions"). Trailing commissions are recognised in the Statement of Comprehensive Income as they are earned by Partners on an accruals basis. In the current period the amount of trailing commissions was £24.3m (2024: £24.6m).

Commissions paid in advance represent the bringing forward of certain future trailing commission payments expected to be due on customers Partners have referred. These advance commission payments are amortised on a straight-line basis through the Statement of Comprehensive Income over the period during which they are earned and would otherwise have been paid had the payment not been brought forward. In the current period the amount of amortisation was £11.1m (2024: £9.8m). See accounting policies note (e).

# Notes to the Consolidated Financial Statements

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### 15. Interest bearing loans and borrowings

#### Loans – changes in liabilities from financing activities

Group	2025 £'000	2024 £'000
As at 1 April	176,509	89,721
<b>Changes from financing cashflows</b>		
Drawdown of bank loans	5,000	108,550
Drawdown of private placement loans	50,000	75,000
Repayment of bank loans	(40,000)	(95,000)
Interest paid	(14,400)	(7,195)
Total changes from financing cashflows	600	81,355
Interest payments due during the period	14,400	7,195
<b>Other changes - arrangement fees</b>		
Additions	(584)	(2,151)
Amortisation	792	389
Total other changes	208	(1,762)
Total long-term borrowings as at 31 March	191,717	176,509
Interest expense	13,103	9,255
Interest paid	(14,400)	(7,195)
Due within one year	-	-
Due after one year	193,550	178,550
	193,550	178,550

The bank loans, when drawn down, are stated net of unamortised arrangement fees of £1,833,000 (2024: £2,041,000) on the face of the Balance sheet. These costs have been capitalised and are being amortised over the term of the bank loans.

In December 2024 the Group agreed to extend its revolving bank debt facilities to £205,000,000 with Barclays Bank PLC, Lloyds Bank PLC, HSBC PLC and Danske Bank PLC ('the Revolving Debt Facilities') for the period to 17 Nov 2028. The Group has private placement debt facilities of £75,000,000 with MetLife and Pricoa for the period to 17 November 2030. In March 2025 the Group increased private placement debt facilities by £50,000,000 for the period to Mar 2032. The debt facilities are subject to two financial covenants: (i) Net debt/EBITDA of not more than 3.0:1; and (ii) EBITDA/net finance charges of not less than 3.0:1. The covenants are tested twice per year

and the Group has significant headroom to the covenant limits under both these measures. The Group draws down on the revolving debt facilities in tranches as funds are required. The interest period on the drawn tranches is typically one month and the tranches automatically rollover at the end of each interest period unless the Group, at its discretion, decides to repay the tranche. The private placement facilities were fully drawn down at the start of the agreements and interest is payable at a fixed rate over the term of the facilities.

In addition, as at 31 March 2025 the Group had letters of credit in place relating to certain energy distribution charges with a total value covered of £5,800,000 (2024: £5,095,000).

All bank loans are secured through a floating charge on the assets of the Group.

### Maturity analysis

Group	2025 £'000	2024 £'000
Due in one year or less	20,490	11,975
Due in more than one year but not more than two years	20,490	11,975
Due in more than two years but not more than five years	374,234	213,157
	415,214	237,107

The analysis of maturity above includes interest to be paid during the term of the loans in accordance with IFRS 7 Financial Instruments: Disclosures.

### Lease liabilities - changes in liabilities from financing activities

Group	2025 £'000	2024 £'000
As at 1 April	3,821	659
Additional lease liability	141	3,414
<b>Changes from financing cashflows</b>		
Payment of lease liabilities	(794)	(252)
Interest relating to lease liabilities	(85)	(26)
Total changes from financing cashflows	(879)	(278)
Interest relating to lease liabilities	85	26
As at 31 March	3,168	3,821

The additional lease liability relates to the Group's new central London hub office in Farringdon.

### Maturity analysis

Group	2025 £'000	2024 £'000
Due in one year or less	863	842
Due in more than one year but not more than two years	2,436	842
Due in more than two years but not more than five years	26	2,331
	3,325	4,015

The analysis of maturity above shows the contractual undiscounted cashflows associated with lease liabilities. There are no lease liabilities in the Company.

# Notes to the Consolidated Financial Statements

## continued

### 16. Trade and other payables

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
<b>Current</b>				
Trade payables	37,183	44,567	21	124
Inter-company payables	-	-	16,836	24,259
Other taxation and social security	11,548	11,449	-	-
	48,731	56,016	16,857	24,383

The contractual maturities for trade payables fall within one year.

### 17. Accrued expenses and deferred income

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Accrued expenses	187,899	112,385	30	18
Energy payment on account creditors	38,421	56,407	-	-
Insurance technical provisions	11,891	11,178	-	-
Deferred income	1,592	1,338	-	-
	239,803	181,308	30	18

The contractual maturities of accrued expenses fall within one year. Accrued expenses mainly represent supplier accruals for wholesale costs.

## 18. Capital and reserves

### Issued share capital

	2025		2024	
	Number ('000)	£'000	Number ('000)	£'000
Authorised ordinary shares of 5p each in the Company	160,000	8,000	160,000	8,000
<b>Allotted, called up and fully paid ordinary share capital:</b>				
At 1 April	80,016	4,001	79,937	3,997
Issue of new ordinary shares	700	35	79	4
At 31 March	80,716	4,036	80,016	4,001
Authorised 'B' shares of 2p each in subsidiary	650	13	650	13
<b>Allotted and fully paid 'B' share capital:</b>				
At 1 April	330	6	330	6
At 31 March	330	6	330	6
<b>Total Group share capital at 31 March</b>		<b>4,042</b>		<b>4,007</b>

At the year end the Company's share price was 1,740p and the range during the financial year was 1,586p to 1,900p.

At 31 March 2025, the Company had 80,716,767 (2024: 80,016,529) shares in issue. The total number of voting rights of 5p ordinary shares in the Company was 79,584,062 (2024: 78,883,824), excluding shares held in treasury. Since the year end, a further 261,100 shares have been issued to satisfy the exercise of employee and distributor share options, increasing the total number of voting rights of 5p ordinary shares in the Company to 79,845,162.

As at 31 March 2025 there were 1,132,705 ordinary shares held in treasury (2024: 1,132,705).

There are 252,638 ordinary shares held in the JSOP Share Trust, representing approximately 0.3% of issued share capital, on which voting and dividend rights have been waived. These shares are included in the above total voting rights figure of 79,845,162. The JSOP reserve in the Group accounts represents ordinary shares in the Company held by the JSOP Share Trust.

As at 31 March 2025, the total 'B' share capital in Utility Warehouse Limited was £6,000 (2024: £6,000) and therefore the total Group share capital is £4,042,000 (2024: £4,007,000). This 'B' share capital represents the capital contributions from employees for subscriptions to the LTIP 2016 - growth shares incentive scheme detailed in note 21.

### Capital management

The Group's overall objective when managing capital is to continue to provide attractive returns to shareholders.

Total shareholder equity at 31 March 2025 was £251.5 million (2024: £232.6 million).

The Group's current capital management strategy is to retain sufficient working capital for day-to-day operating requirements. The Group's capital management strategy is also to ensure that interest costs are minimised.

Under the Group's energy supply arrangements, E.ON (formerly npower) is responsible for funding the principal working capital requirements relating to the supply of energy to the Company's customers. This includes funding the Budget Plans of customers who pay for their energy in equal monthly instalments.

# Notes to the Consolidated Financial Statements

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### Dividends

	2025 £'000	2024 £'000
Prior year final paid 47p (2024: 46p) per share	37,145	36,445
Interim paid 37p (2024: 36p) per share	29,292	28,537

The Directors have proposed a final dividend of 57p per ordinary share totalling approximately £45.4 million, payable on 15 August 2025, to shareholders on the register

at the close of business on 25 July 2025. In accordance with the Group's accounting policies the dividend has not been included as a liability as at 31 March 2025. This dividend will be subject to income tax at each recipient's individual marginal income tax rate.

### Share buybacks

During the current year the Company did not buy back any ordinary shares (2024: the Company bought back £10.2m of ordinary shares, comprising 650,429 ordinary shares at an average price of 1,566p per share).

## 19. Earnings per share

The calculation of basic and diluted earnings per share ("EPS") is based on the following data:

	2025 £'000	2024 £'000
Earnings for the purpose of basic and diluted EPS	76,097	71,037
Share incentive scheme charges (net of tax)	2,566	3,901
Restructuring costs (net of tax)	4,288	-
Amortisation of energy supply contract intangible asset	11,228	11,228
Earnings excluding share incentive scheme charges and amortisation of intangibles for the purpose of adjusted basic and diluted EPS (Adjusted post-tax profit)	94,179	86,166

	Number ( '000s)	Number ( '000s)
Weighted average number of ordinary shares for the purpose of basic EPS	79,002	79,058
Effect of dilutive potential ordinary shares (share incentive awards)	1,042	963
Weighted average number of ordinary shares for the purpose of diluted EPS	80,044	80,021
Adjusted basic EPS <sup>1</sup>	119.2p	109.0p
Basic EPS	96.3p	89.9p
Adjusted diluted EPS <sup>1</sup>	117.7p	107.7p
Diluted EPS	95.1p	88.8p

<sup>1</sup> Adjusted basic and diluted EPS exclude share incentive scheme charges, the amortisation of the intangible asset recognised as a result of the new energy supply arrangements entered into with npower in December 2013 and restructuring costs.

It has been deemed appropriate to present the analysis of adjusted EPS excluding share incentive scheme charges due to the relative size and historical volatility of the charges. In view of the size and nature of the charge as a non-cash item the amortisation of intangible assets arising from the energy supply agreement with E.ON has also been

adjusted. In 2025 it has also been deemed appropriate to exclude restructuring costs given the one-off non-recurring nature of these charges. The amortisation of the energy supply contract intangible asset has not been adjusted for taxation as this item does not impact the amount of corporation tax paid by the Group.



## 20. Commitments

### Capital commitments

At 31 March 2025 the Company had capital commitments of up to £6,001,000 relating to the acquisition of customer contracts (2024: £Nil).

### Energy supply arrangements

The Group entered into a 20-year energy supply agreement with npower ('the SSA') on 20 December 2013. Following the merger between npower and E.ON's UK operations the supply contract was novated to E.ON in 2021. The terms of the supply agreement were not changed as a result of this novation.

In the event that the SSA is terminated by E.ON in certain circumstances, including on a material breach by the Group or on the insolvency of the Company, additional consideration of up to £123 million may become payable by the Company to E.ON. Full details of the termination provisions of the SSA were set out in paragraph 4 of Part VIII on page 38 of the prospectus issued to shareholders on 20 November 2013.

However, given the energy supply agreement termination rights are either, in the directors' view, very unlikely to occur or entirely within the control of the Group, the directors believe the likelihood of this type of termination event is remote.

The amount of the additional consideration reduces from £123 million to £11 million over the remaining life of the supply agreement. Furthermore, depending on the circumstances giving rise to a termination event, the additional consideration (if payable) may be spread over the unexpired term of the supply agreement. Following

any such termination event, the Group would have direct access to the wholesale energy markets and the opportunity to earn additional margin from sourcing energy directly for the Group's customer base.

## 21. Share-based payments

### Share options

The Company has three share option plans, two of which are available to employees, the other to distributors of the Company. The Company also has a Save As You Earn share option plan ('the 2015 Employee SAYE Share Option Plan') for employees. A Deferred Share Bonus Plan ('DBP') is in place for the senior employees and the Telecom Plus Incentive Plan ("TIPI") is in place for executive directors (see Directors' Remuneration Report).

New employees who have passed the requisite probationary period are issued with options over shares in the Company, further options are also granted to existing employees depending on their seniority and length of service ('The Telecom Plus PLC 2017 Employee Share Option Plan' and the 'Omnibus Share Option Plan'). The 2015 Employee SAYE Share Option Plan enables employees of the group to acquire shares in the Company in a tax efficient manner using monies saved from salary over a three-year period.

The distributor scheme ('The Telecom Plus PLC 2017 Networkers and Consultants Share Option Plan') exists to provide incentives to the people who are most successful in gathering new customers for the Company. As it is not possible to measure directly the benefit received from these activities, the fair value of the benefit received has been measured by reference to the fair value of the equity instruments granted.

# Notes to the Consolidated Financial Statements

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A reconciliation of movements in the numbers of share options for the Group can be summarised as follows:

	2025		2024	
	Number	Weighted average exercise price	Number	Weighted average exercise price
At 1 April	4,458,015	1,648p	3,292,856	1,706p
Options granted	513,546	136p	1,792,600	1,562p
Options exercised	(488,592)	1,245p	(123,261)	1,318p
Options lapsed/expired	(890,888)	1,931p	(504,180)	1,803p
At 31 March	3,592,081	1,416p	4,458,015	1,648p

The weighted average share price at the date of exercise for the options exercised during the year was 1,772.2p (2024: 1,662.2p).

During the current year ended 31 March 2025 and prior year ended 31 March 2024, the Group issued share options to employees on the occasions set out below. No share options were issued to distributors during these periods.

Grant date	Share price at grant date (pence)	Exercise price (pence)	Expected volatility (%)	Option life (years)	Risk free rate (%)	Dividend yield (%)	Fair value per option (pence)
<b>2017 Employee Share Option Plan</b>							
04/08/2023	1,676	1,647	44.81	10	4.74	4.86	524
12/12/2023	1,472	1,523	36.90	10	3.95	5.25	363
<b>Omnibus Share Option Plan</b>							
19/07/2024	1,784	5	32.53	10	3.75	4.65	1,117
10/12/2024	1,756	5	29.17	10	4.06	4.73	1,091
<b>Deferred Shares Bonus Plan</b>							
17/08/2023	1,604	5	N/A	10	N/A	N/A	N/A
19/07/2024	1,784	5	N/A	10	N/A	N/A	N/A
<b>2015 Employee SAYE Share Option Plan</b>							
17/08/2023	1,604	1,718	44.47	3.5	4.74	4.66	560
15/08/2024	1,826	1,786	32.87	3.5	3.75	4.65	414
<b>Telecom Plus Incentive Plan</b>							
19/07/2024	1,784	5	29.17	10	3.75	4.65	1,117

The Group has used a binomial model to value its share options, with account being taken of vesting conditions where these were considered material. The expected volatility for the share option arrangements is based on historical volatility determined by the analysis of daily share price movements over the previous 12 months.

The options outstanding at the end of the year relating to employees are as follows:

	Number 1 April 2024	Number 31 March 2025	Exercise price per share	Exercisable from	Expiry date
<b>2007 Employee Share Option Plan</b>					
01 Jul 2014	1,750	-	1,337.0p	01 Jul 2017	30 Jun 2024
16 Dec 2014	1,350	-	1,254.0p	16 Dec 2017	15 Dec 2024
13 Jul 2015	83,901	67,875	985.0p	13 Jul 2018	12 Jul 2025
10 Dec 2015	1,729	1,579	1,074.0p	10 Dec 2018	09 Dec 2025
22 Jul 2016	55,750	53,000	1,047.0p	22 Jul 2019	21 Jul 2026
08 Dec 2016	18,210	16,885	1,209.0p	08 Dec 2019	07 Dec 2026
20 Jul 2017	30,246	27,226	1,117.0p	20 Jul 2020	19 Jul 2027
12 Dec 2017	17,240	14,790	1,181.0p	12 Dec 2020	11 Dec 2027
26 Jul 2018	44,622	39,458	1,057.0p	26 Jul 2021	25 Jul 2028
13 Dec 2018	26,545	21,661	1,370.0p	13 Dec 2021	12 Dec 2028
25 Jul 2019	86,775	76,635	1,342.0p	25 Jul 2022	24 Jul 2029
16 Dec 2019	78,120	53,720	1,383.0p	16 Dec 2022	15 Dec 2029
23 Jul 2020	181,080	99,200	1,382.0p	23 Jul 2023	22 Jul 2030
16 Dec 2020	113,200	70,415	1,474.0p	16 Dec 2023	15 Dec 2030
22 Jul 2021	193,000	95,005	1,045.0p	22 Jul 2024	21 Jul 2031
16 Dec 2021	459,750	299,366	1,520.0p	16 Dec 2024	15 Dec 2031
26 Jul 2022	641,345	351,545	2,178.0p	26 Jul 2025	25 Jul 2032
15 Dec 2022	663,985	427,485	2,247.0p	15 Dec 2025	14 Dec 2032
04 Aug 2023	1,045,350	888,400	1,647.0p	04 Aug 2026	03 Aug 2033
12 Dec 2023	457,840	325,840	1,523.0p	12 Dec 2026	11 Dec 2033
<b>Deferred Shares Bonus Plan</b>					
22 Jul 2021	38,463	21,080	5.0p	22 Jul 2023	22 Jul 2031
26 Jul 2022	22,327	11,923	5.0p	26 Jul 2024	26 Jul 2032
04 Aug 2023	57,106	55,044	5.0p	04 Aug 2025	04 Aug 2033
19 Jul 2024	-	16,130	5.0p	19 Jul 2025	19 Jul 2034
<b>2015 Employee SAYE Share Option Plan</b>					
19 Aug 2020	5,113	0	1,382.0p	01 Nov 2023	30 Apr 2024
18 Aug 2021	47,857	7,447	1,036.0p	01 Nov 2024	30 Apr 2025
18 Aug 2022	12,935	8,813	2,156.0p	01 Nov 2025	30 Apr 2026
17 Aug 2023	41,726	30,274	1,718.0p	01 Nov 2026	30 Apr 2027
15 Aug 2024	-	31,853	1,786.0p	01 Nov 2027	30 Apr 2028
<b>Telecom Plus Incentive Plan</b>					
19 Jul 2024	-	215,682	5.0p	19 Jul 2026	19 Jul 2034

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	Number 1 April 2024	Number 31 March 2025	Exercise price per share	Exercisable from	Expiry date
<b>Omnibus Share Option Plan</b>					
19 Jul 2024	-	200,850	5.0p	19 Jul 2027	19 Jul 2034
10 Dec 2024	-	36,700	5.0p	10 Dec 2027	10 Dec 2034
<b>Total employee options</b>	<b>4,427,315</b>	<b>3,565,881</b>			
<b>Weighted average exercise price</b>	<b>1,651.9p</b>	<b>1,419.0p</b>			

The options outstanding at the end of the year relating to distributors are as follows:

	Number 1 April 2024	Number 31 March 2025	Exercise price per share	Exercisable from	Expiry date
<b>2007 Networkers and Consultants Share Option Plan</b>					
01 Jul 2014	6,100	-	1,337.0p	01 Jul 2017	30 Jun 2024
16 Dec 2014	4,500	-	1,254.0p	16 Dec 2017	15 Dec 2024
13 Jul 2015	18,600	18,600	985.0p	13 Jul 2018	12 Jul 2025
22 Jul 2016	1,500	1,500	1,047.0p	22 Jul 2019	21 Jul 2026
<b>Total distributors</b>	<b>30,700</b>	<b>20,100</b>			
<b>Weighted average exercise price</b>	<b>1,097.4p</b>	<b>989.6p</b>			

At 31 March 2025, a total of 997,365 share options were exercisable (2024: 771,218) at a weighted average exercise price of 1,267.17p (2024: 1,273.16p). The average remaining contractual life of the outstanding options was 7.2 years (2024: 7.9 years).

### LTIP 2016 – growth shares

The LTIP 2016 comprises the issue to participants of a class of ‘growth’ shares in Utility Warehouse Limited (“B shares”), which potentially become convertible into ordinary shares in the Company over a period of typically 3-10 years following the achievement of stretching targets. If these targets are not achieved, then the growth shares lapse with no value to participants.

The first awards of growth shares (“B1 shares”) were made to initial participants in the scheme on 4 April 2017; these included the Chief Executive Officer and Chief Financial Officer of the Company. In total 325,000 growth shares were issued to the directors and certain senior employees on 4 April 2017, of which 128,500 have lapsed due to leavers. As set out in the Directors’ Remuneration Report

for the year ended 31 March 2021, a further 37,500 held by directors were lapsed due to the introduction of the Deferred Share Bonus Plan.

On 30 July 2018 and 20 November 2018, further awards of growth shares were made to certain senior employees (“B2 shares”). In total 61,500 and 18,000 growth shares were issued respectively on these dates, of those issued on 30 July 2018 47,500 have lapsed due to leavers and of those issued on 20 November 2018 13,000 have lapsed.

No further awards will be made under the LTIP 2016.

The fair value of the growth shares issued for the purposes of IFRS 2 has been based on a Monte-Carlo model and the key assumptions are set out below:

<b>B1 shares – April 2017</b>	<b>Tranche 1</b>	<b>Tranche 2</b>	<b>Tranche 3</b>	<b>Tranche 4</b>
Fair value (per share granted)	£16.51	£17.71	£18.07	£17.08
Number of awards granted	81,250	81,250	81,250	81,250

Key assumptions	
Share price at grant	£12.10
Exercise price	Nil
Dividend yield	4.5%
Expected term	2.3 to 9.3 years
Risk free rate	0.11% to 0.99%
Share price volatility of the Company	33.2%
Discount for post vesting transfer restrictions for Tranches 1, 2 and 3 awards	6.3%
Discount for post vesting transfer restrictions for Tranche 4 awards	11.2%

B2 shares – July 2018	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Fair value (per share granted)	£10.14	£10.70	£10.79	£9.68
Number of awards granted	15,375	15,375	15,375	15,375

Key assumptions	
Share price at grant	£10.36
Exercise price	Nil
Dividend yield	4.9%
Expected term	3 to 10 years
Risk free rate	0.86% to 1.48%
Share price volatility of the Company	30.9%
Discount for post vesting transfer restrictions for Tranches 1, 2 and 3 awards	5.9%
Discount for post vesting transfer restrictions for Tranche 4 awards	10.3%

B2 shares – November 2018	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Fair value (per share granted)	£18.23	£19.39	£19.17	£17.39
Number of awards granted	4,500	4,500	4,500	4,500

Key assumptions	
Share price at grant	£13.24
Exercise price	Nil
Dividend yield	4.5%
Expected term	2.7 to 9.7 years
Risk free rate	0.78% to 1.35%
Share price volatility of the Company	29.9%
Discount for post vesting transfer restrictions for Tranches 1, 2 and 3 awards	5.7%
Discount for post vesting transfer restrictions for Tranche 4 awards	10.1%

# Notes to the Consolidated Financial Statements

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### 22. Financial instruments

Treasury activities take place under procedures and policies approved and monitored by the Board. They are designed to minimise the financial risks faced by the Group which primarily arise from credit, interest rate and liquidity risks.

#### Carrying amounts of financial instruments

All financial assets, which include cash, trade and other receivables and accrued income, are held at amortised cost, with a total value for the Group of £522,638,000 (2024: £460,405,000) and for the Company of £2,495,000 (2024: £2,589,000).

All financial liabilities, which include trade and other payables and accrued expenditure, are held at amortised cost with a total value for the Group of £469,759,000 (2024: £403,657,000) and for the Company £16,943,000 (2024: £24,441,000).

#### Credit risk

All customers are invoiced monthly and approximately 90% pay by direct debit; accordingly credit risk in respect of trade receivables is considered relatively low due to the large number of customers supplied, each of whom represents an insignificant proportion of total revenue.

The Company has a universal supply obligation in relation to the provision of energy to domestic customers. This means that although the Company is entitled to request a reasonable deposit from a potential new customer who is not considered creditworthy, the Company is obliged to supply domestic energy to anyone who submits a properly completed application form. Where such customers subsequently fail to pay for the energy they have used, there is likely to be a delay before the Company is able to eliminate its exposure to future bad debt from them by either installing a pre-payment meter or disconnecting their supply, and the costs associated with preventing such customers from increasing their indebtedness are not always fully recoverable.

Trade receivables are stated at their nominal value as reduced by the expected lifetime credit losses. The Expected Credit Loss model is applied to trade receivables from customer invoicing with credit losses measured using a provisioning metric, adjusted where required, to take into account current macro-economic factors. The Group applies judgement to assess the expected credit loss, taking into account historical collection patterns and prevailing economic conditions.

The maximum credit risk for the Group is £522,638,000 (2024: £460,405,000) and for the Company £2,495,000 (2024: £2,589,000).

#### Interest rate risk

The Group finances its day-to-day operations primarily through cash generated within the business. Cash surpluses are placed on deposit with Barclays Bank PLC and Lloyds Bank PLC at money market rates to maximise returns. As set out in note 15, the interest charged on the Group's RCF borrowing facilities varies according to the prevailing 3-month SONIA rate. The Group's profit and equity for the current year will not be significantly affected by changes in the UK base rate of +/- 1% from current levels. Interest payable on the Group's private placement borrowing facilities is fixed.

#### Commodity price risk

The Group is not materially exposed to any fluctuations in commodity prices due to the nature of the agreements with wholesale providers of telephony and energy services and its ability to pass the effect of any such fluctuations through to its customers.

#### Liquidity risk

The Group's treasury management policies are designed to ensure continuity of funding. In the light of its track record, strong cash generation and continued prospects, the Group has been consistently successful in refinancing the debt facilities detailed in note 15. As a result of predictable cashflows and an asset-light operating model, the Group is able to maintain relatively conservative gearing levels which remain well within the covenants detailed in note 15. The covenants are formally tested twice per year and regular communication is maintained with the lenders. Any drawdowns and repayments of the Company's debt facilities are small in number, typically made at broadly the same time each year, and approved by the executive directors.

#### Foreign currency risk

The Group does not have any significant foreign currency exposure.

#### Interest rate and currency profile of financial assets and liabilities

All financial assets and liabilities are denominated in Sterling. Receivables due after one year include £4,987,000 (2024: £5,075,000) due mainly from distributors, elements of which earn interest at varying rates above Base Rate.



### Borrowing facilities

At 31 March 2025, the Group had total revolving credit facilities of £205,000,000 (2024: £175,000,000) ("RCF") and private placement facilities of £125,000,000 (2024: £75,000,000) ("PPF"). The RCF facilities are available to the Group until 17 November 2028, with £75 million of the PPF for the period to 17 November 2030 and £50 million of the PPF for the period to 31 March 2032. As at 31 March 2025 £68,550,000 of the RCF facilities was drawn down (2024: £103,550,000 drawn down) and £125,000,000 of the PPF was drawn down (2024: £75,000,000). As at 31 March 2025 the Group also had letters of credit in place relating to certain energy distribution charges with a total value covered of £5,800,000 (2024: £5,095,000).

The facilities are secured by fixed and floating charges over the assets of the Group and through cross guarantees with the subsidiaries Utility Warehouse Limited, Electricity Plus Supply Limited, Gas Plus Supply Limited, Utilities Plus Limited and Telecommunications Management Limited. Further details of the facilities are set out in note 15 of these financial statements.

### Fair values

There is not considered to be any material difference between the fair value of any financial instruments and their net book amount due to the short-term maturity of the instruments.

## 23. Related parties

### Identity of related parties

The Company has related party relationships with its subsidiaries (see note 9) and with its directors and executive officers.

### Transactions with key management personnel

Directors of the Company and their immediate relatives control approximately 10.9% of the voting shares of the Company. No other employees are considered to meet the definition of key management personnel other than those disclosed in the Directors' Remuneration Report.

Details of the total remuneration paid to the directors of the Company as key management personnel for qualifying services are set out below:

	2025 £'000	2024 £'000
Short-term employee benefits	2,715	3,804
Social security costs	361	551
Post-employment benefits	118	12
	3,194	4,367
Share incentive scheme charges	797	416
	3,991	4,783

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### Aggregate Directors' emoluments

The table below analyses the total amount of Directors' remuneration in accordance with Schedule 5 to the Accounting Regulations.

	2025 £'000	2024 £'000
Salaries, fees, bonuses and benefits in kind	2,715	3,804
Gains on exercise of share options	-	-
Pension contributions	118	12
	<b>2,833</b>	<b>3,816</b>

As at 31 March 2025 two (2024: three) directors had retirement benefits accruing under money purchase pension schemes. Further information about the individual remuneration of Directors is provided in the audited section of the Directors' Remuneration Report.

During the year ended 31 March 2025, the Group made sales to Glow Green worth £809,000 (2024: £874,000). Glow Green is a former subsidiary and now owned by Charles Wigoder the Non-Executive Chairman of the Group. There is an outstanding loan receivable owed by Glow Green to the Group of £6,450,000 (2024: £6,450,000). The loan

receivable is repayable in full on 1 April 2027 and attracts interest at SONIA +2.5%. This loan receivable has been personally guaranteed by Charles Wigoder.

During the year directors purchased goods and services on behalf of the Group worth £16,000 (2024: £36,000). The directors were fully reimbursed for the purchases and no amounts were owing to the directors by the Group as at 31 March 2025. During the year the directors purchased goods and services from the Group worth approximately £83,000 (2024: £71,000) and persons closely connected with the directors earned commissions as Partners for the Group of approximately £11,000 (2024: £11,000).

### Subsidiary companies

During the year ended 31 March 2025, the subsidiaries purchased goods and services from the Company in the amount of £51,000 (2024: £51,000 purchased by the subsidiaries from the Company).

During the year ended 31 March 2025 the Company also received distributions from subsidiaries of £70,000,000 (2024: £94,000,000). At 31 March 2025 the Company owed the subsidiaries £16,836,000 which is recognised within trade payables (2024: £24,259,000 owed by the Company to the subsidiaries).

# Shareholder Information

**Telecom Plus Plc is a public listed company incorporated and domiciled in the United Kingdom. It has a primary listing on the London Stock Exchange.**

## Corporate website

The Company's corporate website **telecomplus.co.uk** provides shareholders with financial and governance information.

## Registrar

### MUFG Corporate Markets

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## Registered office

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## Company Secretary

David Baxter  
Email: [shareholders@uw.co.uk](mailto:shareholders@uw.co.uk)

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### Deutsche Numis

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London  
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## Auditors

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London  
E14 5GL

## Bankers

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E14 5HP

### Lloyds Bank PLC

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