CENTAUR MEDIA PLC

REGISTERED NUMBER: 04948078

INTERIM PARENT COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

PREPARED FOR THE PURPOSES OF S838 COMPANIES ACT 2006

CENTAUR MEDIA PLC
REGISTERED NUMBER: 04948078
INTERIM PARENT COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

INCOME STATEMENT

	Note	Year ended 31 December 2025 £'000
Net operating costs		**(202)**
Dividends received from subsidiaries		**84,512**
Impairment of investment in subsidiaries		**(41,540)**
Finance costs		**(422)**
Profit before tax		**42,348**
Taxation		**(844)**
Profit for the period		**41,504**

CENTAUR MEDIA PLC
REGISTERED NUMBER: 04948078
INTERIM PARENT COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

BALANCE SHEET

	Note	As at 31 December 2025 £'000
Non-current assets		
Investments		3,000
Deferred tax assets		-
Other receivables		-
		3,000
Current assets		
Trade and other receivables		67,014
		67,014
Total assets		70,014
Current liabilities		
Trade and other payables		(291)
Provisions		(555)
		(846)
Net current assets		66,168
Net assets		69,168
Capital and reserves attributable to owners of the Company		
Share capital		15,141
Share premium		1,101
Other reserves		408
Deferred shares		80
Retained earnings	2	52,438
Total equity		69,168

Approved by the Board

Simon Longfield
Chief Financial Officer
25 February 2026

CENTAUR MEDIA PLC
REGISTERED NUMBER: 04948078
INTERIM PARENT COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

STATEMENT OF CHANGES IN EQUITY

	Share capital £'000	Share premium £'000	Reserve for shares to be issued £'000	Deferred shares £'000	Retained earnings £'000	Total equity £'000
At 31 December 2024	15,141	1,101	488	80	13,391	30,201
Profit for the period and total comprehensive income	–	–	–	–	**41,504**	**41,504**
Transactions with owners in their capacity as owners:						
Dividends	–	–	–	–	**(2,653)**	**(2,653)**
Exercise of share awards	–	–	**(29)**	–	**1**	**(28)**
Lapsed share awards	–	–	**(195)**	–	**195**	–
Fair value of employee services	–	–	**144**	–	–	**144**
As at 31 December 2025	**15,141**	**1,101**	**408**	**80**	**52,438**	**69,168**

CENTAUR MEDIA PLC
REGISTERED NUMBER: 04948078
INTERIM PARENT COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

NOTES TO THE INTERIM PARENT COMPANY FINANCIAL STATEMENTS

1. Basis of preparation

Centaur Media plc (the "Company"), registration number 04948078 (England and Wales), is a public listed company incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is 8 Leake Street, London, SE1 7NN, United Kingdom.

The Company is proposing a return of up to £64 million to Shareholders by way of a tender offer (the "Tender Offer") which follows the completion of the disposals of Thelawyer.com Limited, MWCR Limited, The Mini Training Company Limited and Econsultancy Limited (the "Disposals"). The resolutions for the Tender Offer will be put to shareholders at a General Meeting to be held on 25 February 2026. These interim accounts have been prepared, under sections 836 and 838 of the Companies Act 2006 (the "Act"), for the purposes of confirming that the Company has sufficient distributable reserves to support the proposed Tender Offer.

These financial statements contain information about Centaur Media plc solely as an individual company. The statements have been prepared on the basis of the same recognition and measurement basis as adopted by the Company in preparing the Company's financial statements included within Centaur Media plc's annual report for the year ended 31 December 2024. The interim accounts have been properly prepared in accordance with s838 of the Act, subject only to those departures, under s838(3), which the Directors have considered are not material for determining whether the proposed Tender Offer is permitted by s830 and s831 of the Act. The Directors have chosen not to present comparative figures for the period and the note disclosures that would normally form part of a set of complete financial statements.

2. *Retained earnings*

The Company's profits being used for this Tender Offer comprise existing retained earnings at year ended 31 December 2024 together with the profit for the year ended 31 December 2025 that includes dividend income from Centaur Communications Limited relating to the profit on the Disposals.

The Company has considered the profits available for distribution to shareholders. At 31 December 2025, the Company had retained earnings of £52.4m. The Tender Offer circular will set out a proposed Reduction of Capital to create distributable reserves by:

(i) reducing the share premium account of the Company, creating reserves of £1,100,883;

(ii) reducing the nominal value of each Share from ten (10) pence each to zero point one (0.1) pence each, creating reserves of £14,989,612; and

(iii) cancelling and extinguishing the Deferred Shares, creating reserves of £80,000.

The Company will therefore create additional distributable reserves of £16.2m from the Reduction in Capital and the Company will have reserves available for distribution of £68.6m which is more than sufficient to support the Tender Offer.