



Amigo Holdings PLC
Annual Report and Accounts 2025

About Amigo

Amigo's group offered guarantor loans in the UK from 2005 until 2020, aimed at people who couldn't easily get credit elsewhere. After receiving a large number of complaints about its past lending, the group entered a Court-approved Scheme of Arrangement (**Scheme**) in May 2022.

Between October 2022 and March 2023, Amigo's group also offered a small number of unsecured loans under the *RewardRate* brand, again targeting customers unable to borrow from traditional lenders. However, Amigo could not raise enough new equity funding within the deadlines set by the Scheme. As a result, on 23 March 2023, Amigo's group stopped issuing new loans and began an orderly wind-down of its lending operations. All of Amigo's subsidiaries are now in liquidation with net proceeds going to creditors under the Scheme.

Following appointment of the liquidators of the subsidiaries, the financial statements are presented on a standalone basis instead of a group consolidation.

Excess monies in Amigo's subsidiaries were paid to Amigo ahead of the subsidiaries liquidation and these will keep Amigo running while it seeks a possible reverse takeover (RTO).

In October 2025, Amigo announced that it had appointed Craig Ransley as a Board consultant to assist the Board in identifying and pursuing a reverse takeover in the mining sector. Subsequently, investors have irrevocably agreed to subscribe (subject to shareholders' consent) for £1.5m of risk capital in convertible loan notes

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Operational Headlines

- In March 2023, Amigo moved into a 'Fallback' stage under its court-approved Scheme of Arrangement.
- After that, the Board decided that Amigo would stop preparing its accounts on a "going concern" basis (see note 1 in the Financial Statements).
- In March and April 2024, Amigo raised some funds to keep the PLC solvent while the Board looked into possible reverse takeover (RTO) opportunities that could return some value to shareholders.
- The main work required by the Scheme — winding down the business, collecting or selling its loans to maximise returns for creditors, and supporting remaining staff — was completed in July 2025.
- The Scheme was officially completed on 17 September 2025. This means all obligations have been met as far as possible and Amigo moved fully into liquidation of its subsidiaries.
- The workforce has been reduced to a small remaining team through planned redundancies, and the last employees will shortly leave.
- On 29 September 2025, Amigo's subsidiaries entered members' voluntary (solvent) liquidation and appointed liquidators.
- There was not enough available cash to make any further payments to the approximately 130,000 Scheme creditors.
- Before liquidation, the subsidiaries transferred about £740,000 in surplus cash to Amigo PLC which undertook to pay winding-up costs. These are expected to be around £290,000, leaving about £460,000 (including £10,000 of other residual cash) to cover Amigo PLC's minimal running costs and its ongoing search for an RTO opportunity.
- If no reverse takeover happens, shareholders are unlikely to receive any remaining value once Amigo runs out of funds and is liquidated.
- In October 2025, Amigo appointed Craig Ransley as a Board consultant to assist it to identify and pursue a reverse takeover in the mining sector.
- Subsequently, Investors have irrevocably agreed to subscribe (subject to shareholders' approval) for £1.5m of risk capital in convertible loan notes.
- Amigo is also seeking to raise up to £188,100 (before expenses) from existing shareholders.

Financial Headlines

- Chief Executive and Chief Financial Officer Kerry Penfold left in May 2025. Her duties were taken over by Chief Restructuring Officer Nick Beal.
- Because the business is being wound down, Amigo no longer prepares its accounts on a "going concern" basis.
- The Company changed its financial year-end to 30 September, so these audited results cover an 18-month period ending 30 September 2025.
- All of Amigo's operating subsidiaries have now been put into liquidation through solvent voluntary wind-ups.
- Before liquidation, the subsidiaries transferred approximately £740,000 in cash to Amigo PLC, which provided an indemnity covering the costs of the winding-up.
- Winding-up costs and indemnities are expected to total about £290,000, leaving roughly £460,000 in surplus cash (including £10,000 of other residual cash).
- This remaining cash is held by Amigo PLC to cover minimal running costs and to support the search for a potential reverse takeover.
- With no trading or lending operations left, Amigo PLC is now effectively a cash entity with limited cash and minimal liabilities. During the reporting period, Amigo has significantly reduced its administrative and corporate costs as part of the orderly wind-down.
- With the business no longer operating, traditional financial measures such as revenue, loan book, or customer numbers are no longer relevant. The focus is now on preserving cash, managing costs, and assessing RTO options.

JOINT CHAIR AND CEO STATEMENT

Jonathan Roe, Chair

Nick Beal, CEO

As we have concluded the wind down of Amigo Holdings PLC's Group (**the Group**), the Chief Executive and I would like to provide shareholders, in our combined review, with an update on our activities, financial position and the potential future of Amigo Holdings PLC (**Amigo**).

Extension of Financial Year

Unusually, this review covers 18 months from 1 April 2024 to 30 September 2025. In March 2025, the Board agreed to extend the accounting reference date from 31 March to 30 September 2025. This change was to preserve cash in Amigo. In accordance with the UK Listing Rules, Amigo published two sets of unaudited interim accounts in the financial 'year' for the two six-month periods ending 30 September 2024 and 31 March 2025.

Wind down and Scheme of Arrangement

In March 2023, having concluded that it could not raise the necessary equity to continue lending, the Board made the incredibly difficult decision to transition to the Fallback Solution under the Group's Scheme of Arrangement (**Scheme**). This ended efforts to revive the lending business and initiated an orderly wind down. The Fallback Solution required the closure of its lending operations, an orderly, solvent wind down of the lending

businesses, and the eventual liquidation of its subsidiaries. The decision meant that Amigo Loans Ltd (**ALL**), the lending subsidiary, immediately stopped new lending and focused instead on realising assets. All surplus cash generated under the Court-approved Scheme was to be returned to Scheme creditors (customers with valid redress claims in the Scheme).

The period from 1 April 2024 to 30 September 2025 was therefore one of closure, transition, and completion. The business fully wound down, the Scheme was completed, and the subsidiaries handed back their FCA authorisations and were placed into liquidation. What remains is Amigo, a listed holding company with modest residual cash resources looking for an opportunity for a reverse takeover (**RTO**).

Completion of the Wind Down

The Group's focus during this period was to optimise recoveries for Scheme creditors while minimising costs. The guiding principles remained: good governance, fair treatment of customers, and strict control of expenses, while ensuring Scheme creditors' returns balanced the amount paid and speed of payment.

Loan book sales

- In January 2024, the RewardRate loan book was sold. RewardRate was the new brand under which Amigo's loans were written after the Scheme was approved by the Court.
- In May 2024, the bulk of Amigo's remaining loan portfolio was sold.
- By mid-2024, collections activity had effectively ceased.
- By December 2024, we had completed the sales of all the remaining loans that we could sell.

All the loans were sold to unconnected FCA authorised third parties via competitive tenders. In total, we completed 8 sales.

Customer base

- At March 2024, there were still around 12,000 borrowers with open accounts.
- By January 2025, all accounts had been settled, sold, or written off as part of the wind down.

Cost control

- The business moved twice to smaller offices (in May 2023 and July 2024) and then in May 2025 to only homeworking.
- Non-essential supplier contracts were reviewed at renewal and cancelled.
- Staff numbers fell from 193 in March 2023 to 94 in March

Corporate Governance

2024 and just nine by September 2025.

- Nevertheless, the Company ensured suppliers were paid under normal contract terms. Key staff were retained for governance, regulatory liaison, and Scheme operations.

Finishing the Scheme of Arrangement

The Scheme was a complex undertaking:

Claims volume

Over 209,000 claims were received, far more than expected, and many were upheld in whole or in part. This significantly increased administrative work and slowed processing.

Payments

- In May 2024, an Initial Scheme Payment of 12.5p in the pound was declared and distributed to Scheme creditors. This Initial Scheme Payment resulted in £73.8m being returned to Scheme creditors. This payment took longer than expected because some customers had not provided us with their up-to-date bank details to facilitate the payment. We did all we could to reunite these customers with the money due to them by using tracing techniques and sending them letters, emails and SMSs. Where the amount due to them was larger, we also sent door-knockers to try to find them. Ultimately, some of those customers forfeited their payment under the terms of the Scheme.
- In March 2025, an Additional Scheme Payment of 6.01p in the

pound was declared and distributed to Scheme creditors. The amount available for distribution included the amount forfeited in relation to the Initial Scheme Payment. This Additional Scheme Payment resulted in a further £34.4m being returned to Scheme creditors. Again, despite our best efforts at communication, some customers forfeited their payment under the terms of the Scheme because they had still not provided their bank details.

- We considered whether it was feasible to distribute the forfeited money as a further Scheme Payment; however, the costs of administering a further payment were greater than the amount available for distribution.

Completion

- On 17 September 2025, PwC, as Scheme Supervisor, formally declared the Scheme completed under its terms. This marked the end of the Group's obligations to customers under the Scheme. The cash payment of £108.2m was through the Scheme Payments, which exceeded the £95m expected when the court approved the Preferred Solution under the Scheme. For customers, the completion of the Scheme brought closure, with redress delivered through refunds, balance write-offs, or Scheme payments at pence in the pound.

Handing back Regulatory Permissions

Amigo had two companies that were authorised and regulated by

the Financial Conduct Authority (FCA). By early July 2025, the FCA had agreed that we could hand back both of our permissions. We want to thank the FCA for its assistance and guidance throughout the Scheme process.

Liquidations of Subsidiaries

Following completion of the Scheme:

- On 29 September 2025, all of Amigo subsidiaries, including Amigo Loans Ltd, Amigo Management Services Ltd, and ALL Scheme Ltd (the Scheme special purpose vehicle), entered a solvent members' voluntary liquidation.
- Before liquidation, the subsidiaries transferred £740,000 of residual funds to Amigo, with Amigo providing an indemnity undertaking to the liquidators to cover all liquidation costs. These costs are expected to consume around £290,000, leaving approximately £460,000 for Amigo. This amount was too small to support a further Scheme payment and will be used to fund Amigo's minimal overheads and the continuing examination of potential RTO targets.

Amigo now exists as a listed company with no liabilities to Scheme creditors.

Following appointment of the liquidators of the subsidiaries, the financial statements are presented on a standalone basis instead of a group consolidation.

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Our People and Culture

Our employees have been central to delivering the wind down and completing the Scheme in an orderly and responsible manner. They have demonstrated remarkable resilience through a very challenging period – providing excellent service under challenging circumstances, knowing that their redundancies were unavoidable.

Kerry Penfold did a great job of leading us through the most difficult parts of the wind down. We are very grateful for her leadership and friendship.

Employee wellbeing remained a priority, with support provided to remaining and departing staff throughout the wind down.

Amigo retained key staff in governance, customer care, and compliance roles while it still had customers. However, they have now all left the business.

We have endeavoured to support departing employees through the redundancy process.

By mid-2025, only a small team remained to finalise wind down and pre-liquidation activities.

By October 2025, we had only four employees to support the liquidators and oversee the final tasks.

All remaining employees have subsequently been made redundant.

Reporting and Financial Management

Amigo's financial reporting and structure also adapted during the wind down:

Overall Financial Performance

Fundraising: As described below under Strategic Initiatives, in April and May 2024, following General Meeting approval, Amigo raised just over £235,000 in aggregate before expenses, through a small share placing. This extended Amigo's financial runway.

Intercompany loan discharge:

Also, as described below under Strategic Initiatives, all intercompany debts due by Amigo to its subsidiaries were discharged and released

Accounting year change:

As mentioned above, Amigo changed its financial year-end from 31 March to 30 September. The reason for this change was to defer audit costs and conserve cash.

Ongoing cash position: Following the subsidiaries' liquidations, Amigo is left with approximately £460,000 (net) at 30 September 2025 to fund corporate costs and explore potential transaction opportunities.

Amigo's future as a Listed Company

With no lending operations and the Scheme obligations discharged, Amigo has become a listed non-operating cash entity as the Board continues to explore possible RTO opportunities,

supported by external advisers, to create value for shareholders.

It was clear that if a suitable opportunity did not emerge, that the Company will, as previously indicated, ultimately seek shareholders' approval to delist from the London Stock Exchange and enter its own members' voluntary liquidation.

At present, shareholders should recognise that Amigo's cash reserves are limited, and unless a viable transaction is identified, the Company is unlikely to have any remaining value.

Amigo PLC – Strategic Initiatives

As noted above, ahead of their solvent liquidations, the subsidiaries transferred approximately £740,000 in residual funds to Amigo. After estimated liquidation costs (c£290,000), around £460,000 remains to fund corporate overheads and the continuing examination of RTO targets. Before this transfer, Amigo had just £10,000 remaining from the share placing described below. In line with our duties under the Companies Act, Amigo continued to explore opportunities to enhance shareholder value:

Share Placing April/ May 2024

A total of 95,019,200 new shares were issued fully paid across two tranches in April and May 2024 at an issue price of 0.25p per share, raising just over £235,000, before expenses. The second tranche of 71,252,800 shares required shareholders to waive their pre-emption rights at a General Meeting held in April 2024. The

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resolution was passed, with almost 98% votes cast in favour. As part of that fundraising, all intercompany debts owed by Amigo to its subsidiaries, totalling £71.0m, were discharged and released, but the subsidiaries no longer supported Amigo's costs. Amigo had no ability to pay these debts, and without this step, would have become insolvent if the loans were called in during the subsidiaries' solvent liquidation.

Future opportunities

On 27 October 2025, Amigo announced that it had appointed Craig Ransley (**Craig**) as a Board consultant to assist the Board in identifying and pursuing a reverse takeover in the mining sector.

Under Craig's consultancy agreement, Amigo agreed that if Craig successfully introduced investors that irrevocably agreed to subscribe for a £1.5 million capital raise, then Amigo would pay Craig a fee of £200,000. Craig agreed to use the fee to subscribe for 57,035,200 Amigo new ordinary shares of 0.25p each fully paid (**Fee Shares**) at an issue price of 0.3507p per Fee Share.

On 14 November 2025, Amigo announced that Craig had successfully introduced investors that irrevocably subscribed for up to £1.5 million of unlisted convertible loan notes (**Loan Notes**) (subject to shareholders' approval). Therefore, Amigo paid the £200,000 to Craig who used that to subscribe for the Fee Shares.

The Loan Notes are convertible at a price of 0.3p per Amigo new ordinary shares of 0.25p each fully paid into a maximum of 500,000,000 Amigo new ordinary shares of 0.25p each fully paid (**Conversion Shares**). The subscription for the Loan Notes is subject only to approval by shareholders at a General Meeting. The Loan Notes are mandatorily convertible by Amigo in two tranches:

- **First Tranche** - Amigo will convert up to £1,125,000 of the Loan Notes into a maximum of 375,000,000 Conversion Shares on 19 January 2026.
- **Second Tranche** - The balance of the Loan Notes which will convert into a further 125,000,000 Conversion Shares will only be converted by Amigo on publication of a prospectus, most likely in respect of any RTO, or as otherwise permitted subsequently under the Prospectus Rules.

On 26 November 2025, Amigo announced that it will enable existing shareholders to participate and buy new ordinary shares in the capital raise at the same price as the Loan Notes through the Winterflood Retail Access Platform to raise up to £188,100 subject also to approval by shareholders at a General Meeting.

On 26 November 2025, Amigo announced that it will hold a general meeting to consider a resolution relating to these proposals on 19 December 2025.

Board Changes

Jim McColl, who had been a Strategic Consultant to the Board since March 2024, joined the Board in September 2024 as a Non-Executive Director. Jim brings 30 years of experience in building businesses and creating shareholder value. He has focused on identifying potential RTO opportunities and guiding the Company through its next phase.

Kerry Penfold resigned as an executive director on the Board in May 2025. Kerry did an amazing job as CEO, leading the team through to completion of the very complicated Scheme process.

Michael Bartholomeusz resigned as a Non-Executive Director on the Board in May 2025. We are very grateful for Michael's support during this very difficult time for Amigo. His contributions to board discussions, with particular focus on risk and regulation, helped ensure that we did the right thing for customers.

- **Nick Beal**, who had served as Chief Restructuring Officer since 2020, joined the Board as CEO in May 2025.

These changes reflect the Board's alignment with Amigo's current phase and strategic priorities.

Summary

The period from April 2024 to September 2025 saw the final stages of Amigo Group's wind down:

- Loan books sold and collections ceased.

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- Subsidiaries placed into solvent liquidation, with residual funds transferred to the Amigo.
- At 30 September 2025, Amigo was a listed company with around £460,000 cash (net of liabilities), no operations, and no Scheme liabilities.

This is not the outcome the Board or shareholders once hoped for. However, Scheme creditors received a better result than originally forecast, and the wind down has been conducted in a solvent, controlled, and responsible manner.

The future of Amigo PLC now rests on whether it can secure a viable RTO or other corporate transaction with the resources available. If no suitable transaction occurs, Amigo may seek shareholders' approval to delist and enter voluntary liquidation, leaving shareholders with no residual value.

Jonathan Roe

Chair

12 December 2025

Nick Beal

Chief Executive Officer

12 December 2025

Forward-looking statements

This Annual Report and Amigo Holdings PLC's (the "Company") website may contain certain "forward-looking statements". These statements can be identified by the fact that they do not relate only to historical or current facts. In particular, forward-looking statements include all statements that express forecasts, expectations, plans, outlook, objectives and projections with respect to future matters, including trends in results of operations, margins, growth rates, overall market trends, the impact of changes in interest or exchange rates, the availability or cost of financing to the Company, anticipated cost savings or synergies, expected investments, the completion of any strategic transactions or restructuring programmes, anticipated tax rates, changes in the international tax environment, expected cash payments, outcomes of litigation, anticipated changes in the value of assets and liabilities related to pension schemes and general economic conditions.

Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "anticipates", "aims", "due", "In this report...", "could", "may", "should", "will", "would", "expects", "believes", "intends", "plans", "targets", "goal" or "estimates" or, in each case, their negative or other variations or comparable terminology. Forward looking statements are not guarantees of future performance. By their very nature, forward-looking statements are inherently unpredictable, speculative and involve risk and uncertainty because they relate to events and depend on circumstances that will or may occur in the future. Many of these assumptions, risks and uncertainties relate to factors that are beyond the Group's ability to control or estimate precisely. There are a number of such factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in the political conditions, economies and markets in which the Group operates (including the impact of the UK leaving the EU and the effects of the global Covid-19 pandemic); changes in the legal, regulatory and competition frameworks in which the Group operates; changes in the markets from which the Group raises finance; the impact of legal or other proceedings against or which affect the Group; changes in accounting practices and interpretation of accounting standards under IFRS; and changes in interest and exchange rates.

Any forward-looking statements made in this Annual Report or the Company's website, or made subsequently, which are attributable to the Company or any other member of the Group, or persons acting on their behalf, are expressly qualified in their entirety by the factors referred to above. Each forward-looking statement speaks only as of the date it is made. Except as required by legal or statutory obligations, the Company does not intend to update any forward-looking statements.

Nothing in this Annual Report or the Company's website should be construed as a profit forecast or an invitation to deal in the securities of the Company

Corporate Governance

This Corporate Governance statement forms part of the Directors Report by way of cross reference.

STRATEGY

In March 2023, Amigo announced it had been unable to secure sufficient capital to continue its original plan to rebuild a responsible, mid-cost lending business under the Scheme's Preferred Solution. As a result, the Group moved to the Fallback Solution. This required an orderly wind-down of Amigo Loans Ltd (ALL), including the immediate cessation of new lending and the Board focused on proportionate governance suitable for a company in wind-down. While the wind-down requirement applied specifically to ALL, with no other revenue-generating activities in the Group, all Group subsidiaries appointed liquidators in September 2025. Board changes in 2025 (Kerry Penfold and Michael Bartholomeusz leaving) reflect alignment with the Company's transition from an operating group to a non-operating cash entity.

The Group continues to investigate opportunities for Amigo to continue in some form, including a Reverse Takeover. Jim McColl joined the Board in September 2024 to support this initiative. On 27 October 2025, Amigo announced that it had appointed Craig Ransley as a Board consultant to assist the Board in identifying and pursuing a reverse takeover in the mining sector. Subject to shareholders' approval, investors have irrevocably undertaken to invest up to £1.5 million for unlisted convertible loan notes (Loan Notes). The net proceeds (after expenses) of the Loan Notes will be used to provide funds for due diligence and progressing any potential RTO and general working capital.

If no viable transaction is achieved, the Board will be required to delist from the London Stock Exchange.

BUSINESS MODEL

Amigo group's lending business was created to help people with limited borrowing options gain access to affordable loans and improve their financial situation. We aimed to provide fair, accessible loans to customers who couldn't use mainstream lenders.

However, we were unable to raise the funds needed to keep the business going and we stopped offering new loans and began winding down the lending business in an orderly way. During this process, we collected repayments, sold the remaining loan book, and managed customer complaints under the Scheme, while continuing to follow good governance and regulatory standards.

Final payments were made to Scheme creditors. The Scheme was completed on its terms in August 2025 and all subsidiaries of Amigo appointed liquidators in September 2025.

Amigo, the listed parent company, is still exploring the possibility of an RTO to secure a future for the business. Following the announcement that Amigo appointed Craig as a Board consultant, the Board has started identifying and pursuing an RTO in the mining sector.

SUSTAINABILITY

Our People

Amigo has always valued its people, who have shown resilience and commitment through very challenging years. As we've wound down the business, we've remained focused on supporting staff wellbeing, retaining key roles to complete our obligations, and helping colleagues prepare for future careers.

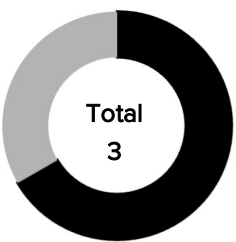
All employees were placed at risk of redundancy in March 2023, but we reduced the initial impact by redeploying staff internally and cutting outsourced work. We offered support through regular communication, a 24/7 assistance line, Mental Health First Aiders, hybrid working, and outplacement services to help employees transition into new roles.

Diversity, equity and inclusion remain central to our culture. Our policies and annual training ensure all employees are supported and treated fairly, regardless of background, so everyone feels valued and able to reach their potential.

The following graphics show our employee base at year end, split by gender, using the definition used in the *Hampton-Alexander Review – Improving gender balance in FTSE leadership, November 2019*

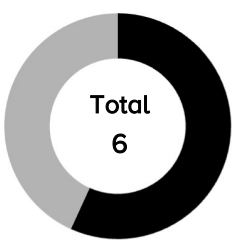
Staff numbers as at 30 September 2025

Senior Leadership Team



Male 2
Female 1

Other employees



Male 4
Female 2

Our Community and Social Action

In the past, Amigo took pride in supporting the community. Due to our current financial situation, we have been unable to contribute to charities or other non-core activities as much as we would like. However, we still play a part locally by working with local businesses and sharing job opportunities from other employers with our staff.

Human Rights and Modern Slavery

Amigo is committed to respecting human rights and upholding the highest ethical standards. We conduct our business with integrity and strong governance. As required by the UK Modern Slavery Act, our Board approves a Modern Slavery Statement each year, which is published on our website.

Environment

Streamlined energy and carbon reporting year ended 31st March 2025

This report summarises the greenhouse gas emissions (scope 1 and 2) and total energy consumption for the reporting year to 31 March 2025. It also includes the following 6 months, to align with the Group's accounting period. It details the energy efficiency actions undertaken and the energy performance (intensity ratio) of Amigo Holdings PLC in the reporting year. It also summarises the methodologies used for all calculations.

The information provided complies with the UK government Streamlined Energy & Carbon Reporting (SECR) requirement, as implemented by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

Annual Reporting Figures

The reporting figures below include data from all Amigo Holdings PLC sites across the UK for the period 1 April to 31 March. In addition, figures for the six months to 30 September 2025 have also been included to align with the Group's accounting period as disclosed in the annual accounts.

Table 1. Total Energy Consumption

Indicator	Metric	FY2023	FY2024	FY2025	FY2026 (Half-year)
Electricity	kWh	560,429	91,170	21,568	695
Fuels	kWh	0	0	0	0
Transport	kWh	2,117	704	0	0
Total	kWh	562,546	91,874	21,568	695

Table 2. Greenhouse gas emissions for scope 1 and 2

Indicator	Metric	FY2023	FY2024	FY2025	FY2026 (Half-year)
Scope 1 emissions (Fugitive emissions, stationary & mobile combustion)	tCO ₂ e	0.51	0.17	0	0
Total scope 2 emissions (location-based)	tCO ₂ e	108.38	18.88	3.82	0.12
Total scope 2 emissions (market-based)	tCO ₂ e	26.06	18.88	9.07	0.29
Total scope 1 & 2 emissions (location-based)	tCO₂e	108.89	19.05	3.82	0.12
Total scope 1 & 2 emissions (market-based)	tCO₂e	26.57	19.05	9.07	0.29

Table 3. Intensity Ratio

Indicator	Metric	FY2023	FY2024	FY2025	FY2026 (Half-year)
GHG emissions intensity (total scope 1 & 2 emissions location-based)	tCO ₂ e per FTE	0.54	0.15	3.8	0.13
GHG emissions intensity (total scope 1 & 2 emissions market-based)	tCO ₂ e per FTE	0.13	0.15	9.1	0.31

Reason for change in SECR

FY2025

For scope 1 emissions, we had sold the Company's van mid-way through the last reporting year, which resulted in our mobile combustion emissions decreasing to 0. There have also been no refrigerant replacements needed for AC units in the reporting year.

Our energy consumption has decreased overall as we have consolidated our office space. We vacated 11a, Commercial Road in July 2024, moving into a shared office space with 7 desks. This has been reflected in the overall reduction of electricity.

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Our intensity ratio has seen an increase due to the final reported FTE figure in the reporting year. At the end of the last reporting period (FY2024), we had 127 FTEs compared to 29 FTEs at the end of March 2025. At the end of September 2025, we had 9 FTEs.

FY2026

For FY2026 half-year results, all employees worked remotely from the 30 May onwards, as part of the business closure. This has led to operational emissions reducing significantly.

Energy Efficiency Actions

There were no energy efficiency actions or initiatives implemented in FY2025, and therefore, nothing to report for the financial year.

Organisational boundaries

In line with the reporting requirements of SECR, the organisational boundary encompasses everything within the operational control of Amigo Holdings PLC. The reported emissions and energy consumption data included the following offices:

- 11A Avenue Centre
- Regus, Oxford Point

Methodology

Amigo Holdings PLC collects and reports data in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard, Revised Edition, as well as the ISO14064-1 standard.

Data is based on energy consumption for the period 1 April to 31 March. The 6 months that follow this have also been included to align with the Company's annual accounts.

Primary activity data was multiplied by the relevant emission factor to calculate the kWh figures (Table 1) and the tonnes of carbon dioxide equivalent figures (Table 2).

As per best practice, scope 2 emissions were dual-reported and calculated using both location- and market-based approaches. The location-based electricity was calculated by multiplying primary consumption data by the average emissions intensity of the grid where the energy is consumed. Market-based electricity was calculated to account for the use of renewable electricity. However, Amigo Holdings PLC had no contractual instruments in place to account for any renewable energy being used. Therefore, the default residual mix emission factor, which represents the unclaimed renewable energy in the market, was used.

Modelling approach

To model data gaps, an extrapolation approach was used. This is a statistical method that estimates unknown data from existing data using intensity metrics and calculations.

Data provided by energy providers of 11a, Commercial Road was in spend (sterling). Using data available from Ofgem, we were able to apply an assumption of 24.5 pence per kWh to estimate the usage figure.

For our rented space at Regus, Oxford Point, the office management team were unable to provide us with specific energy usage data for the desk space which we occupied. To work around this, Regus were able to provide total electricity consumption (kWh) and total square metres of the whole building, as well as the estimated square metreage of our rented space (7 desks). We then estimated our consumption by dividing the total energy use by the total square metreage of the building, then multiplied this by the square metreage of our space.

Emission factors

Emission factors were sourced from DEFRA 2025, published by the UK Department for Energy Security and Net Zero and AIB 2024 Worldwide Electricity residual mix factors.

Taskforce on Climate-related Financial Disclosures ("TCFD")

As a consequence of the wind down of the business, work towards assessing and responding to the risks and opportunities that climate change presents stopped. This was considered appropriate in view of the wind down and the nature of climate-related events. For this reason, Amigo did not comply with the 2023 TCFD recommendations and has not continued on its path to TCFD compliance.

STAKEHOLDER ENGAGEMENT AND SECTION 172

Our section 172 statement

Under Section 172 of the Companies Act 2006, company directors must act in good faith to promote the success of the business for the benefit of its members as a whole.

In March 2023, the Board decided it was no longer possible to raise the necessary capital. Amigo therefore moved to the “Fallback Solution” — an orderly wind down of the business. At that point, the Board had to prioritise the interests of creditors over shareholders.

When making decisions under Section 172, directors must consider:

- the long-term impact of their decisions,
- the interests of employees,
- relationships with customers, suppliers and others,

- the effect on the community and environment,
- maintaining high standards of business conduct, and
- fairness between members of the company.

Amigo takes all of these into account. Our key stakeholders include customers, employees, shareholders, creditors, regulators, brokers, suppliers, the local community and the environment.

Even though the Company is winding down, the Board continues to engage carefully with all stakeholders. The priorities may have changed, but the focus remains on achieving the best possible outcomes — protecting customers, treating staff fairly, and minimising disruption for businesses that depend on us.

Our Customers

Our priorities have been

- Helping customers understand the Scheme of Arrangement and answering their questions.
- Keeping track of how customer needs changed, so we could step in early if extra support was required.
- Maintaining a consistent service throughout the wind-down and encouraging customers to manage their finances well.
- Collecting repayments from the loan book to maximise the funds available for creditors under the Scheme.
- Issuing Final Response Letters and making redress payments as quickly as possible, while making sure this did not put the overall pool of funds at risk for other claimants.

How we have engaged

- We communicated with customers by post, SMS, email, a dedicated Scheme website (with FAQs), and a helpline.
- We tailored messages to each customer's situation, aiming to provide reassurance.
- We trained our teams to spot signs of vulnerability, with systems to record and track concerns.
- We referred customers identified as potentially vulnerable to a specialist support team for extra help.

Outcomes

- Customers understood the Scheme, what it meant for them, and the importance of continuing repayments during the wind-down.
- Customers have received personalised support throughout their time with us.

Community and the Environment

Our priorities

- Support the most vulnerable people in society.
- Reduce our environmental impact.

Outcome

- A reduction in our carbon footprint as the business scales down.

Corporate Governance

Our People	
Our priorities	<ul style="list-style-type: none"> • Keep skilled and committed employees in key roles during the wind-down. • Create an inclusive workplace where everyone feels valued and informed. • Encourage open discussion and different perspectives. • Support employees while they remain at Amigo. • Help colleagues prepare for their next career steps after Amigo.
How we have engaged	<ul style="list-style-type: none"> • The CEO has hosted regular all-employee calls to share updates and take questions, supported by team meetings, weekly update emails, and redundancy consultations. • FAQs on the wind down and redundancies are available on the intranet. • Communications are open and transparent, giving clear timescales where possible. • Internal and external job opportunities have been promoted to help employees find new roles. • We have provided outplacement services to support career transitions and help employees secure new jobs quickly. • A 24/7 confidential employee assistance line is available for individual support. • Mandatory training ensures everyone meets regulatory requirements. • The Board receives regular employee updates from the Executive Team.
Outcomes	<ul style="list-style-type: none"> • We have retained key people through the wind down period. • Our employees have been engaged and have had a solid understanding of our values and our regulatory obligations. • Employees have been supported to reach their full potential both at Amigo and in their ongoing career.
Investors	
Our priorities	<ul style="list-style-type: none"> • Give investors clear, timely, and transparent updates in line with regulations and best practice. • Manage expectations and help investors understand Amigo's financial position and challenges. • Keep exploring reverse takeover (RTO) options to reduce losses for investors.
How we have engaged	<ul style="list-style-type: none"> • Held the 2024 AGM (30 September 2024) and a General Meeting (30 April 2024), with both in-person and online access, giving investors the chance to question the Board. • Published financial results every six months, with webcast presentations, and made them available through the London Stock Exchange and Amigo's website. • Held calls with shareholder groups, individual investors, and potential investors, led by senior management and the Chair. • Offered a dedicated investor email address and provided share information and FAQs on the corporate website. • Board members took part in ad hoc investor meetings and received regular updates from the General Counsel/Company Secretary and later CEO.
Outcomes	<ul style="list-style-type: none"> • Continued exploring RTO opportunities and raised a small amount of capital to support this work. • Contacted a wide range of advisers (FCA Sponsors, Brokers, law firms, accountants), leading to constructive discussions with potential RTO partners, several are still ongoing. • Provided investors with the information needed to make informed decisions. • Issued 95,019,200 new ordinary shares at £0.0025 each in April and May 2024, arranged by Peterhouse Capital Limited.
Our Suppliers	
Our priorities	<ul style="list-style-type: none"> • Keep key suppliers in place to avoid disruption, support customers, and ensure an orderly wind-down. • Reassure suppliers that Amigo has enough funds to pay for services in full and on normal terms.
How we engage	<ul style="list-style-type: none"> • Use a careful procurement process to choose suppliers that fit well with the business and build strong relationships. • The Board reviews updates on supplier matters, including outsourcing proposals.
Outcome	<ul style="list-style-type: none"> • We've built open, effective, and collaborative relationships with partners.

SUMMARY RESULTS AND KPIs

The Group's focus during this period was on optimising recoveries for Scheme creditors while minimising costs, as the wind-down of operations was completed and the Board continued to explore RTO opportunities. The key performance indicators (KPIs) presented in previous years to help assess the Group's progress against its strategy are no longer applicable.

RISK MANAGEMENT

Our principal risks

Principal risks are those that could have a major impact on Amigo's performance, objectives, or reputation. We recognise that taking some risk is unavoidable, but we aim to make sure any risks we take are carefully considered, well managed, and supported by controls to reduce their impact if they occur.

Our overall risk profile is regularly reviewed across the business to ensure decisions are consistent with our agreed level of risk appetite. Each principal risk has a defined "appetite" — the amount of risk we are prepared to accept in line with our strategic goals.

Since lending stopped in March 2023, our risk profile has shifted. The main focus was on managing the orderly wind down, carrying out the Scheme of Arrangement, and completing debt sales.

We have identified our three current principal risks:



Corporate Governance

Principal risks and uncertainties

Our principal risks and uncertainties are summarised below.

Operational		
Risk appetite <ul style="list-style-type: none"> Amigo has balanced the need for reliable operations with remaining flexible. Operations were scaled down safely and in an orderly way during the wind-down. The Group aimed to keep enough skilled staff to meet objectives throughout the wind-down 	Risk drivers and threats <ul style="list-style-type: none"> The existing infrastructure has remained stable, with no major outages affecting customers. As the business scaled down, staff and supplier numbers, physical locations and infrastructure have reduced proportionately. From May 2025, all staff have worked remotely. Cyber-attacks remain a potential threat. 	Key mitigating actions <ul style="list-style-type: none"> Amigo works with trusted third-party cyber experts to manage cyber risks. Operational risks were continually monitored to ensure a controlled wind-down. Retaining key personnel to support business objectives remained a focus.
Strategic		
Risk appetite <p>During wind-down, the focus was on:</p> <ul style="list-style-type: none"> Completing an orderly wind-down Selling debt and collecting remaining loans Providing customer redress Processing Scheme claims <p>Our focus is now on:</p> <ul style="list-style-type: none"> Finding and securing the right opportunity for an RTO. 	Risk drivers and threats <p>The Company has needed to remain flexible and responsive to internal and external changes during and since the wind-down.</p>	Key mitigating actions <ul style="list-style-type: none"> Grant Thornton was appointed to advise on a structured, orderly wind-down. We continue to explore potential reverse takeover options to reduce investor losses.
Financial		
Risk appetite <p>This was to:</p> <ul style="list-style-type: none"> Operate the finance function to support the wind-down, manage remaining lending, and ensure funds are transferred to the Scheme. Focus on supporting customer redress rather than generating profit during the wind-down. 	Risk drivers and threats <p>Need to ensure funds are available and managed properly to meet obligations under the Scheme.</p>	Key mitigating actions <ul style="list-style-type: none"> Scheme funds were secured and managed with oversight by the Scheme administrators, PwC. Liquidity remained sufficient against wind-down forecasts. Obligations to fund customer redress have been met. Amigo maintained a solvency buffer to ensure a structured and orderly wind-down.

Corporate Governance

Going concern and viability statement

Basis of Preparation

When preparing these financial statements, the Board reviewed whether the Group and Company could continue as a going concern for at least 12 months from the approval date.

Going Concern

On 23 March 2023, the Board announced that Amigo would implement the Fallback Solution under the Scheme. This required ALL (the Group's only trading subsidiary) to stop lending, enter an orderly wind down, and transfer any surplus cash to Scheme creditors.

Amigo's back book of loans has been run off, sold or written off. Interim and final distributions or Scheme payments have been paid to all Scheme creditors, and almost all of the staff have exited the business since implementation of the Fallback Solution. ALL entered liquidation on 29 September 2025, in line with obligations under the Scheme.

Given the cessation of trading on 23 March 2023, alongside no apparent realistic strategic capital raise or viable alternative solutions, and the requirement dictated by the Scheme to ultimately liquidate ALL (the Amigo Loans Group's sole cash-generating unit), the Board has determined that the financial statements for the period ended 30 September 2025 will be prepared on a basis other than going concern, consistent with the prior period. In making this assessment consideration was given to the potential for the Amigo Holdings PLC to attract a reverse takeover or similar transaction. However, such an outcome, whilst the strategic intention of the Directors, does not have sufficient certainty in either cashflow or ability to trade to change the basis of preparation from that adopted in the period ended 30 September 2025.

IFRS accounting standards have still been applied throughout these statements, based on the conditions in place as of 30 September 2025.

Viability Statement

In line with Provision 31 of the UK Corporate Governance Code, the Board assessed the Group's viability.

Following the failed capital raise and end of new lending, the Board confirmed on 23 March 2023 that the Group would move into an orderly solvent wind down. The wind down has now been completed and the subsidiaries placed in liquidation. Amigo's remaining value depends on securing an RTO or other strategic transaction. If no suitable transaction occurs, Amigo may seek shareholder's approval to delist and enter voluntary liquidation, leaving shareholders with no residual value.

In November 2025, Amigo announced that, subject to shareholders' approval, it had secured £1.5 million of new funds. These funds will be used to explore RTO opportunities in the mining sector. As there is no certainty about either raising the new funds and/or securing an RTO, the longer-term viability of Amigo remains uncertain.

GOVERNANCE SECTION

CHAIR'S INTRODUCTION TO GOVERNANCE

Jonathan Roe

The following reports explain how the Board operates both (i) from a governance and control perspective and (ii) in ensuring that Amigo complies with the principles and relevant provisions of the UK Corporate Governance Code.

The Amigo Board continues to take corporate governance extremely seriously. As Amigo evolves, I will continue to ensure that we uphold high standards, appropriate to the size and nature of the business.

This Governance section includes:

- details of our Board of Directors, who are responsible for delivering positive outcomes for all our stakeholders;
- the role and operation of the Board, together with an assessment of its effectiveness;
- the Report of the Audit Committee;
- the Report of the Nomination Committee;
- the Report of the Risk Committee;
- the Directors' Remuneration Report; and

- the Directors' Report.

In March 2023, we made the difficult decision to move to the Fallback Solution under the Scheme of Arrangement. This required the wind-down of the subsidiary companies. As a result, the Board's priorities shifted towards overseeing the wind-down, optimising returns for

Scheme creditors, and exploring transactions that could provide new life for Amigo. Throughout this process, we have maintained a focus on having a well-balanced and effective Board, strong oversight of risk management, and open engagement with all our stakeholders.

During the financial period, the Board continued with a reducing number of members, which was appropriate given our commitment to managing costs. We began and ended the period with two Non-Executive Directors and one Executive Director. In May 2025, Kerry Penfold stepped down as Chief Executive Officer and was succeeded by Nick Beal, our Chief Restructuring Officer, who assumed the CEO and CFO roles in addition to his own. Michael Bartholomeusz also

stepped down as Independent Non-Executive Director in May 2025 and has not been directly replaced. Michael received no additional severance payments, while Kerry received a redundancy payment and was paid in lieu of notice.

In March 2024, Jim McColl was appointed as a strategic consultant to assist in identifying potential RTO opportunities—an option the Board considered to be in the best interests of shareholders. In September 2024, he was appointed as a Non-Executive Director.

I have again been impressed by the professionalism and commitment of all Directors serving on the Board this period.

I would like to thank my fellow Directors, past and present, for their dedication and support during this challenging period for Amigo.

Jonathan Roe
Chair of the Board
12 December 2025

BOARD DIRECTORS

Jonathan Roe
Chair of the Board
Non-Executive Director

Chair: Audit, Nomination, Remuneration, & Risk committees

Age: 70
Tenure: 5 years

Profile:
Jonathan joined the Board in August 2020 as a Non-Executive Director. He became Non-Executive Chair of the Board following approval by the FCA under the Senior Managers Regime in October 2020.

Background and external appointments:
Jonathan is a qualified chartered accountant with extensive experience advising listed and regulated companies. This includes 25 years advising public companies on major corporate transactions, principally with Dresdner Kleinwort as a senior member of its Equity Capital Markets team, where his clients included: Norwich Union, Orange, Rosneft, and HBOS. He also advised on M&A, and related fundraising activity for: BAE Systems, 3i Group, Provident Financial and Avis Europe. Jonathan was Non-Executive Director of Vanquis Bank for seven and a half years including three and a half years as chair. He was also a non-executive director of Automobile Insurance Services Ltd for 6 years.

Brings to the Board:
Jonathan has extensive board experience in financial services, including as chair.

Nick Beal
Chief Executive Officer

Age: 54
Tenure: 14 years at Amigo

Profile:
Nick joined the Board in May 2025 when he became CEO, having been Company Secretary since November 2023.

Background and external appointments
Nick is a qualified solicitor and served as Director of Legal and Compliance for various Group companies between 2011 and 2019. He was Company Secretary for the Group between November 2013 and June 2019 and Chief Regulatory and Public Affairs Officer from April 2019 to October 2020. He became Chief Restructuring Officer in October 2020 to lead the Scheme and General Counsel in September 2023. Before joining the Group, Nick was Head of Legal at Barclays from 2007 to 2011 and before that was a Solicitor at Bradford & Bingley plc and Yorkshire Building Society.

Brings to the Board:
Nick has worked for Amigo at director level in a wide range of senior roles. He also has many years of hands-on experience in financial services and equities markets.

Jim McColl
Independent Non-Executive Director

Member: Audit, Nomination, Remuneration, & Risk committees

Age: 73
Tenure: 1 year
Profile:

Jim was appointed as a Non-Executive Director in September 2024 to help the Board examine potential strategic and RTO opportunities.

Background and external appointments:
Jim is an experienced entrepreneur and investor with a long record in business transformation, growth and restructuring. He is founder, Chairman and CEO of Clyde Blowers Capital, an international industrial investment group. He's previously also held senior roles at Weir Group PLC and Diamond Power Specialty Ltd. He's served on multiple UK and international boards and is widely recognised for his work in engineering and enterprise development.

Brings to the Board:
Jim brings extensive expertise in strategic turnaround, mergers and acquisitions, and stakeholder management. Provides valuable insight and commercial perspective as Amigo pursues value recovery and future options.

Other Directors holding office in the year:

Michael Bartholomeusz was a Director of the Company during the period until he left on 31 May 2025.

Kerry Penfold was a Director of the Company during the period until 12 May 2025 and left the Group on 31 May 2025.

Corporate governance statement

Statement of compliance with the 2018 UK Corporate Governance Code

Amigo is subject to the 2018 UK Corporate Governance Code (the **UK Corporate Governance Code**), which was issued in 2018 by the Financial Reporting Council and is available at www.frc.org.uk. The UK Corporate Governance Code sets out guidance in the form of principles and provisions on how companies should be directed and controlled to follow good governance practice. Companies listed in the UK are required to disclose how they have applied the main principles and whether they have complied with its provisions throughout the financial year. Where companies have not complied with the provisions, they must provide an explanation. Throughout the period to 30 September 2025, the Company has complied with the provisions set out in the UK Corporate Governance Code, except for the following matters:

Per provision 4, *when 20 per cent or more of votes have been cast against the board recommendation for a resolution, the company should explain, when announcing voting results, what actions it intends to take to consult shareholders in order to understand the reasons behind the result and an update of this should be presented in 6 months, with a final summary in the Annual Report.*

During the AGM held September 2024, 4 resolutions received 20%+ votes against. The Board did not deem it necessary to consult on these as, given the ongoing wind down, it would not be possible to make any further changes to reflect them. While the Board is aware that this is not in compliance with the Code, the Board respects the Company's shareholders and their right to dissent and felt it would be disingenuous to consult on matters where change at this time, given the Company's position and wind down, would not be possible.

Per provision 5, *the board should understand the views of the company's other key stakeholders and describe in the annual report how these and the matters set out in section 172 of the Companies Act 2006 have been considered in board discussions and decision-making. The board should keep engagement mechanisms under review so that they remain effective. For engagement with the workforce, one or a combination of the following methods should be used:*

- a director appointed from the workforce;
- a formal workforce advisory panel; or
- a designated non-executive director.

If the board has not chosen one or more of these methods, it should explain what alternative arrangements are in place and why it considers that they are effective.

The Board has not used one of the prescribed methods for staff engagement. The Group has a relatively small number of staff, almost all of whom are based in Bournemouth. All of the Board regularly attend the offices and speak to a range of staff. Throughout the year, all staff have been subject to a redundancy consultation. There are also regular all-staff calls with the opportunity for staff to raise questions. The Group also has a whistleblowing process to allow staff to raise concerns (including confidentially) to the Board (Non-Executive) whistleblowing champion. The Board believes that these together are effective in meeting its Section 172 obligations to engage with the workforce.

Per provision 12, *the board should appoint one of the Independent Non-Executive Directors to be the Senior Independent Director to provide a sounding board for the Chair and serve as an intermediary for the other Directors and shareholders.*

The Company appointed Maria Darby-Walker the Senior Independent Director on 6 June 2022. Since Maria resigned on 27 March 2023, the Company has not had a Senior Independent Director. While the Board is aware that this is not in compliance with the Code, it believes that, due to the ongoing wind down of the Group and the small size of the Board, the appointment of a new Senior Independent Director is not required.

Per provisions 21 and 22, *the board should carry out a formal and rigorous annual evaluation of the performance of the board, its committees, the chair and individual directors. The chair should consider having a regular externally facilitated board evaluation. In FTSE 350 companies this should happen at least every three years. The chair should act on the results of the board performance review by recognising the strengths and addressing any weaknesses of the board. Each director should engage with the process and take appropriate action when development needs have been identified.*

In July 2022, the Company engaged The Corporate Governance Institute of the UK and Ireland to conduct a Board evaluation. Given the ongoing wind down of the Group, the Company did not believe that there was any benefit to be gained from another evaluation this year.

As there was no review this year, no action has been taken based on the results.

Corporate Governance

Per provision 24, *the board should establish an audit committee of independent non-executive directors, with a minimum membership of three, or in the case of smaller companies, two. The chair of the board should not be a member.*

The Committee was not in compliance with the relevant provision of the Code. The Board started the period with only three Non-Executive Directors (NEDs), including the Chair of the Board, and once Michael Bartholomeusz resigned, there were only two NEDs, including the Chair. The Board believes that due to the ongoing wind down of the Group, the composition of the Committee is appropriate.

Per provision 25 & 26, *the audit committee should monitor and review the effectiveness of the company's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board. Where there is no internal audit function, an explanation for the absence, how internal assurance is achieved, and how this affects the work of external audit.*

Due to the ongoing wind down of the Group, the Company does not have an internal audit function. However, the Audit Committee has kept this under close review. Arrangements are in place with PwC (the previous Internal Auditors of the Company) to provide support if required.

Per provision 32, *The board should establish a remuneration committee of independent non-executive*

directors, with a minimum membership of three, or in the case of smaller companies, two. In addition, the chair of the board can only be a member if they were independent on appointment and cannot chair the committee. Before appointment as chair of the remuneration committee, the appointee should have served on a remuneration committee for at least 12 months.

Since the resignation of Mr Bartholomeusz, Mr Roe has taken effectively been appointed chair of the Committee by virtue of committee meetings being held as part of the Board meetings. While the Board is aware that this is not in compliance with the Code, it believes that, due to the ongoing wind down of the Group and the small size of the Board, the appointment of a Director to serve as Chair of this Committee cannot be justified.

Per provision 36, *Remuneration schemes should promote long-term shareholdings by executive directors that support alignment with long-term shareholder interests.*

Currently, there are no active or open share incentive schemes.

All existing schemes have been closed as part of the ongoing wind down of the Group. While the Board is aware that this is not in compliance with the Code, its shares are not deemed to contain significant economic or fiscal benefits to achieve the aim of this provision.

Corporate Governance

Governance Report

Role of the Board

Table detailing number of meetings attended (note composition of Committees changed in the period; full details of attendance shown in the individual Committee's report)

Meeting type	Total meetings in period	Jonathan Roe ¹	Michael Bartholomeusz ²	Jim McColl ³	Kerry Penfold ⁴	Nick Beal ⁵
Board – scheduled	11	11 of 11	10 of 11	6 of 7	10 of 10	1 of 1
Board – ad hoc	13	13 of 13	10 of 11	5 of 8	11 of 11	2 of 2
Audit	3	3 of 3	3 of 3	0 of 1	n/a	n/a
Risk	3	3 of 3	3 of 3	0 of 1	n/a	n/a
Remuneration	2	2 of 2	2 of 2	1 of 1	n/a	n/a
Nomination	2	2 of 2	2 of 2	1 of 1	n/a	n/a

¹ Jonathan Roe was a Director throughout the period.

² Michael Bartholomeusz was a Director until he stood down as a Director on 12 May 2025.

³ Jim McColl was appointed as a Director on 1 September 2024.

⁴ Kerry Penfold was a Director until she stood down as a Director on 12 May 2025.

⁵ Nick Beal was appointed as a Director on 12 May 2025.

Leadership and Effectiveness

Amigo and its subsidiaries were originally established to provide affordable loans to people who could not easily access credit from mainstream lenders. Many of their customers had previously struggled to obtain credit elsewhere.

Our priorities have now changed. In this financial period the Board has been focused on:

1. Completing the orderly wind down of subsidiaries in line with the Scheme;
2. Realising assets to optimise returns for Scheme creditors, while supporting our employees' wellbeing;
3. Preparing Amigo to operate as a shell for a potential RTO; and
4. Identifying a suitable RTO candidate

Leadership roles

The Board is collectively responsible for Amigo's leadership, strategy, oversight, and management. The roles of the Chair and Chief Executive Officer (CEO) are clearly separated and defined.

- **The Chair** leads the Board, ensuring it operates effectively and that every Director can contribute through open discussion and debate.
- **The CEO** leads the senior management team, implementing the agreed strategy and managing the day-to-day operations and conduct risk of the business.

- **The Non-Executive Directors** provide independent oversight. They challenge and review the strategies proposed by the Executive Directors, monitor performance against agreed goals and risk appetite, and ensure accurate and comprehensive information is provided to the Board. They also oversee executive pay through the Remuneration Committee and, through the Nomination Committee, review the skills and experience of senior management.

Operation of the Board

Certain key matters are reserved for full Board approval. These include:

- setting long-term strategy and objectives;
- approving budgets, financial statements and the Annual Report;
- considering potential acquisitions, disposals and RTO opportunities;
- approving changes to the Group's structure; and
- overseeing corporate culture, conduct and governance.

To manage its responsibilities efficiently, the Board has delegated specific areas to its Audit, Risk, Nomination and Remuneration Committees.

There was an Executive Committee (**ExCo**), made up of Executive Directors and senior managers. ExCo handled day-to-day operations and met formally each month. As part of the wind-down the ExCo was disbanded in May 2025.

Corporate Governance

The Board typically meets around ten times a year, aligned with key points in the financial calendar. Meetings have covered progress on the wind down and Scheme of Arrangement, financial performance, compliance, risk, complaints data, and strategic opportunities such as an RTO. Where necessary, functional heads attend meetings to present reports and answer questions. Following appointment of the liquidators of Amigo's subsidiaries in September 2025 the Board's focus has been on strategic RTO opportunities.

Between scheduled meetings, Directors remain in frequent contact, and additional meetings are arranged at short notice when required. Meetings have normally been held in person, though recently most have been conducted online, due to timing or logistics. Directors unable to attend are consulted in advance and invited to provide comments.

Board papers are circulated about a week before each meeting, providing time for review. These include management accounts, governance updates and regulatory reports. The Chair also holds informal meetings with the Non-Executive Directors without the Executives present.

Accountability

The Board is responsible for confirming that this Annual Report, taken as a whole, is fair, balanced and understandable, enabling shareholders to assess the Group's performance, business model and strategy. In doing so, it draws on input from the Audit and Risk Committees and senior management, who review the content in detail.

Annual results are approved at the Annual General Meeting (AGM).

Board effectiveness and evaluation

In line with the UK Corporate Governance Code, the Board normally carries out an annual evaluation of its performance and that of its Committees and individual Directors. Given the reduced size of the Board during wind down, a formal review was not undertaken this period. Instead, effectiveness was monitored through ongoing discussion and feedback.

Training and support

Directors are responsible for maintaining up-to-date knowledge of the Group and relevant regulation. Training needs are reviewed regularly, and updates on governance, financial reporting and regulation have been provided through briefing papers and, where necessary, external sessions with advisers.

New Directors receive an induction covering the Group's operations, policies and governance. Directors may obtain independent professional advice at the Company's expense and have access to the Company Secretary. Directors' and Officers' liability insurance was maintained throughout the period.

All Directors completed mandatory e-learning modules covering regulatory standards, culture, anti-bribery, anti-money laundering, data protection, cybersecurity, and related topics.

Board composition and diversity

At period-end, the Board comprised:

- **Jonathan Roe**, Independent Non-Executive Chair
- **Jim McColl**, Independent Non-Executive Director
- **Nick Beal**, CEO and Executive Director. Kerry Penfold stepped down as CEO during the period and was succeeded by Nick Beal.

Independent Non-Executive Director, Michael Bartholomeusz stepped down and was not replaced.

The Board's approach to diversity is set out in the Nomination Committee Report (page 28). Broader workforce diversity initiatives are described on page 9.

As of 30 September 2025, men represented 100% of the Board (none of the members, self-identified), and no members identified as being from a minority ethnic background. Given the Company's wind-down, the Board considers it impractical to pursue gender or ethnic diversity targets at this stage.

The tables below show Amigo's ethnic and gender make-up as at 30 September 2025 (according to the FCA's requirements on Diversity, Equity and Inclusion).

Reporting on sex/gender representation at Board and Executive Management level as at 30 September 2025









Gender	No of board members	% of the Board	Number of senior positions on the Board (Chair, SID, CEO & CFO)
Men	3	100	2
Women	0	0	0

Corporate Governance

Reporting on ethnicity categories at Board and Executive Management level as at 30 September 2025

ONS ethnicity category	Number of Board members	% of the Board	Number of senior positions on the Board
White British or White Other	3	100	2
Mixed Ethnic	0	0	0

Board independence and Committee membership – Directors as at 30 September 2025

Name	Independent	Audit Committee	Nomination Committee	Remuneration Committee	Risk Committee
Jonathan Roe	Yes				
Jim McColl	Yes				
Nick Beal	No				

Key:  Member  Chair

Independence

After careful review, the Board is satisfied that both Non-Executive Directors met the independence requirements of the UK Corporate Governance Code when they were appointed and continue to do so.

Jonathan Roe was independent at the time of his appointment, having never been employed by Amigo and holding a range of external interests. The Board considers that he has remained independent throughout his time as Chair.

Before joining the Board, Jim McColl was appointed as a Board advisor on potential RTO opportunities. The Board is satisfied that this did not affect his independence and that he has remained fully independent as a Director.

Commitment and conflicts of interest

All Directors are required to disclose any significant external commitments before joining the Board and to update the Board if their circumstances change. The Board is satisfied that both Non-Executive Directors devote sufficient time to their duties and continue to meet their responsibilities to Amigo.

Under the Company's Articles of Association, the Board must approve any potential conflicts of interest. During the period, a small number of possible conflicts were considered in relation to Directors' own remuneration arrangements. In each case, the Director concerned did not take part in the discussion or decision about their own position.

Directors are also reminded that they must promptly inform the Board of any potential conflict linked to a proposed transaction or business activity.

Internal controls and risk management

The Board operates a clear framework for internal control and risk management. This includes:

- a defined list of matters that must be approved by the Board;
- clear rules on delegated authority and related limits;
- a comprehensive annual budget for the Group;
- regular monitoring of performance against budget, with updates to the Board;
- a centralised financial reporting system with built-in controls and reconciliations;
- ongoing review of accounting standards in consultation with the external auditor and Audit Committee;
- formal policies and training for all employees covering anti-bribery and corruption, anti-money laundering, data controls and whistleblowing;
- continuous review of the principal risks facing the Group, alongside the Audit Committee's assessment for the viability statement; and
- regular reports on finance, tax and treasury matters provided to the Audit Committee.

Relations with shareholders

The Board is committed to keeping shareholders informed about Amigo's performance and ensuring that their views are understood.

Communication takes a range of forms. The Company Secretary maintains contact with shareholders, most of whom are retail investors who hold their shares through large platforms such as Hargreaves Lansdown, Interactive Investor and Halifax Share Dealing.

Corporate Governance

Investor presentations prepared for results announcements are published on the Company's website and are designed to be accessible to all shareholders. The Board receives feedback from meetings held between the Executive Director and investors.

The Chair and other Board members are available to shareholders who wish to raise governance concerns through channels other than the Executive Director.

Recognising that a large proportion of Amigo's shares are held by retail investors, the Board has engaged directly with shareholder groups and worked to make company communications clear, transparent and easy to understand.

Annual General Meeting (AGM)

Amigo will hold its sixth AGM in January 2026. Notice of the AGM will be sent to shareholders at least 14 days before the meeting. All substantive items of business at shareholders' meetings are dealt with under separate resolutions, including a resolution to receive the Annual Report and Accounts. Shareholders will be able to submit individual questions as part of the AGM process.

Corporate Website

There is a dedicated investor relations section on the Group website (www.amigopl.com). All Company announcements and slides used for presentations to investors are available at this address. Queries from investors should be sent by email to investors@amigo.me.

Board Committees

The Board has delegated specific responsibilities to standing Committees, details of which are set out below. Doing this allows its members to focus on the key areas for which they are individually accountable. However, given the size of the Board, all committees now meet as part of Board meetings. The Board has approved the formal terms of reference for the Audit Committee, Nomination Committee, Risk Committee, and Remuneration Committee, which are available on request or to download from the Group's website.

The Group also has a Disclosure Committee, which is responsible for managing the disclosure of information by the Group in compliance with its obligations under the Market Abuse Regulation, the Financial Conduct Authority's Listing Rules, and the Disclosure Guidance and Transparency Rules. The Disclosure Committee is comprised of the members of the Board and other senior managers, if appropriate, but due to the time pressures associated with considering such disclosure matters, may at times not include all Directors. Given the small size of the Board, all matters covered by the Disclosure Committee were dealt with by ad hoc Board meetings.

Disclosure Guidance and Transparency Rules disclosure

The information required under DTR 7.2 can be found in: this report and reports from the Nomination, Risk, and Audit Committees. Information required under DTR 7.2.6 is included separately in the Directors' Report,

Committee	Key function, responsibility and area of expertise
Risk	<ul style="list-style-type: none">• Advises the Board on the Company's overall risk appetite, tolerance, and strategy, taking into account the factors that influence the approach to risk. Considers the risk policies in place and ensures they form part of a comprehensive assessment of risks, including those affecting our business model, future performance, solvency, liquidity, operational resilience, business continuity, and business disaster recovery.• Regularly reviews and approves the parameters used to measure risk and the methodology employed to assess such risks. Considers procedures and, in conjunction with the Audit Committee, sets standards for accurate and timely reporting of significant exposures and risks adjudged to be of critical importance.• Considers fraud matters and ensures procedures are in place to deal with applicable legal and regulatory requirements, including consideration of anti-money laundering practices and customer and conduct risk.• Reviews systems and controls for determining correct ethical behaviour and the prevention of bribery, corruption and modern slavery.• On an ad hoc basis, considers matters on behalf of the Board, including acquisitions, disposals and new products.• Reviews the activities of any Chief Risk Officer, including considering the appointment and removal of that officer. In conjunction with the Audit Committee, reviews the effectiveness of the Group's system of internal controls and ensures the adequacy of the Group's Compliance function.

Corporate Governance

Committee	Key function, responsibility and area of expertise
Audit	<ul style="list-style-type: none"> • Oversees, monitors and reviews the effectiveness of the Company's external audit provider, including its remit, appointment and remuneration. • Assists the Board in monitoring the Group's financial reporting process and the integrity of the Group's periodic financial statements, including reporting of financial performance to the market. • Advises the Board whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable, and provides the necessary information for shareholders to assess the Company's position, performance, business model and strategy. • In conjunction with the Risk Committee, reviews the effectiveness of the Group's system of internal controls and ensures adequate whistleblowing procedures are in place. • Historically, the Committee oversaw the remit of, appointed, decided remuneration of, monitored and reviewed the effectiveness of the Company's Internal Audit provider. The Committee considered this in the context of the Company's overall risk management system and ensured that the findings were investigated and addressed appropriately. • Given the winding down of the business, the Internal Audit function was available if needed but not engaged during the period. The Risk and Compliance functions undertook appropriate internal assurance activities. The Audit Committee will procure additional assurance if required. • Regularly reviews the structure, size, composition and skill set of both the Executive and Non-Executive Directors. Considers succession planning, director resignation, and re-election at AGMs, including identifying appropriate candidates to fill vacant or new roles. • Develops, regularly reviews and makes recommendations on the Company's approach to governance practices, including monitoring any conflicts of interest. • Considers the ongoing educational and training needs of the Board in relation to changing market requirements. • Advises the Board on the Company's overall risk appetite, tolerance and strategy, taking into account the factors influencing the approach to risk. Considers the risk policies in place and ensures they form part of a robust assessment of the risks, including those affecting our business model, future performance, solvency, liquidity, operational resilience, business continuity and business disaster recovery. • Regularly reviews and approves the parameters used in measuring risk and the methodology used to assess such risks. Considers procedures and, in conjunction with the Audit Committee, sets standards for accurate and timely reporting of significant exposures and risks adjudged to be of critical importance. • Considers fraud matters and ensures procedures are in place to deal with applicable legal and regulatory requirements, including consideration of anti-money laundering practices and customer and conduct risk.
Nomination	<ul style="list-style-type: none"> • Regularly reviews the structure, size, composition and skill set of both the Executive and Non-Executive Directors. Considers succession planning, director resignation, and re-election at AGMs, including identifying appropriate candidates to fill vacant or new roles. • Develops, regularly reviews and makes recommendations on the Company's approach to governance practices, including monitoring any conflicts of interest. • Considers the ongoing educational and training needs of the Board in relation to changing market requirements.
Remuneration	<ul style="list-style-type: none"> • Determines the terms and conditions of employment of each of the Board, Executive Directors, senior management and Company Secretary. • Determines the remuneration policy, which includes termination and compensation payments, pension arrangements and expenses, considering relevant laws and regulations. • Determines all aspects of share incentive arrangements in consultation with shareholders. Sets and designs appropriate performance targets and criteria, including determining when payments should be withheld or clawed back from an Executive Director. • Liaises with the Nomination Committee to ensure remuneration for newly appointed Executive Directors fits within the Remuneration Policy. • Oversees workforce policies and practices to make recommendations to the Board to promote the long-term success of the Group and align with strategies and values. • Responds to matters raised during the AGM by shareholders in relation to the Remuneration Policy.

Audit Committee report

Jonathan Roe
Chair of the Audit Committee

Committee members

Members at year end	Meetings	Attendance
Jonathan Roe	3	3
Jim McColl	1	0

Focus areas for 2025/6

- Considering the impact of the ongoing wind down on all relevant stakeholders;
- Maintaining an appropriate level of assurance and related reporting in the context of business wind down;
- Ensuring the internal whistleblowing safeguards are visibly aligned with the requirements of the business; and
- Merging the activities of the Audit and Risk Committees during wind down.

Overview

I am pleased to present the Audit Committee Report. The Committee is responsible for monitoring the accuracy of the Group's financial reporting, reviewing internal controls, and overseeing both the internal and external audit processes, along with other governance matters.

In previous years, the Committee also oversaw the Internal Audit function, provided by PricewaterhouseCoopers LLP (**PwC**). As the business is now in wind-down, this function was not needed during the period, although PwC remained available to assist if required. Internal assurance work was instead carried out by the Risk and Compliance teams.

This period, the Committee focused on key areas of financial reporting, including the Group's Interim and Annual Reports, loan book impairment, Scheme and restructuring provisions, and the going concern and viability statements.

The Committee continues to monitor Amigo's financial position and performance, ensuring that all reporting is fair, balanced, and understandable.

I would like to thank the Committee members and contributors for their hard work and commitment over the last eighteen months.

Committee composition

During the financial period, the Committee was made up Michael Bartholomeusz who was Chair until he stepped down as Director in May 2025. Jonathan Roe succeeded him as Chair and was joined by Jim McColl from May 2025.

Given the Company's circumstances, the Board has not been able to meet all the requirements of the UK Corporate Governance Code, which recommends separate Chairs for the Audit and Risk Committees. At present, Jonathan chairs both Committees and also serves as Chair of the Board.

The Board has considered all Committee members to be independent.

Given the small size of the Board, the Audit Committee meetings have largely been integrated into Board meetings.

Roles and responsibilities

The principal duties of the Audit Committee were to:

Financial reporting

- review the integrity of the Annual and Interim Reports and Accounts.
- consider whether alternative accounting treatments are appropriate, reflecting that under the Court-approved Scheme of Arrangement.
- review and report to the Board on key financial reporting issues, estimates and judgements.

Internal controls

- keep Amigo's internal financial controls under review.
- assess the effectiveness of the overall control systems.

Whistleblowing

- review the adequacy and security of Amigo's whistleblowing procedures.
- ensure employees can raise concerns confidentially and without fear of reprisal.

Corporate Governance

- make sure outcomes from investigations are handled fairly and proportionately.

External audit

- recommend to the Board (and ultimately shareholders) the appointment or reappointment of the external auditor.
- oversee the relationship with the external auditor, including approving fees, engagement terms, and policies on non-audit work.
- assess the auditor's independence, objectivity and audit quality.
- review and approve the annual audit plan and the findings of the audit.
- provide opportunities for the external auditor to meet privately with the Committee without management present.

The Committee also receives regular updates on changes in regulation, accounting standards and reporting requirements, and how these apply to Amigo.

Meetings and attendance

The Committee met three times during the period. Meetings were attended by the CEO and other senior executives, including the Company Secretary. The external auditor joined meetings when financial reporting matters were discussed.

The Committee also held private discussions with the external auditor, without management present. Between meetings, the Chair stayed in regular contact with the auditors to discuss any issues relevant to Amigo.

The Committee's terms of reference are available on Amigo's website and are reviewed annually to ensure they remain up to date. Since 30 September 2025, the Committee's main focus has been to review the external audit of the Annual Report and Accounts for the 18 months to 30 September 2025 and recommend these for Board approval.

Jonathan Roe
Chair of the Audit Committee
12 December 2025

Nomination Committee report

Jonathan Roe <i>Chairman of the Nomination Committee</i>		
Committee members		
Members at year end	Meetings	Attendance
Jonathan Roe	2	2
Jim McColl	1	1
Focus area for 2025/6		
Maintenance of the Board with the appropriate skill set to manage the wind down of the business.		

Overview

I am pleased to present the Nomination Committee Report for 2024/25. The Committee's main focus has been to ensure that the size, structure and composition of the Board remain appropriate for Amigo's current circumstances and strategic objectives.

As the wind down of subsidiary businesses has completed and resources have reduced, the size of the Board has also remained small. Given this, much of the Committee's work has been incorporated into regular Board meetings.

Committee Composition

I continued as Chair of the Nomination Committee during the period.

Other members were Michael Bartholomeusz, until his resignation at the end of May 2025, when Jim McColl joined the Committee.

All members were considered independent. I would like to thank my colleagues and members of the Committee for their hard work and commitment over the last eighteen months.

Roles and Responsibilities

The Committee's key duties include:

- Identifying, assessing and recommending candidates for Board appointments.

- Reviewing the structure, size, and skills mix of the Board.
- Considering succession planning for Directors and senior management.
- Recommending changes to Board or Committee membership to ensure each is appropriately resourced.
- Supporting the development of skills and training relevant to Amigo's changing needs.

Activities During the Period

The Committee met twice during the period. Its main activities included:

- Reviewing the composition of the Board and its Committees.
- Assessing the skills and training needs of Directors and senior management, particularly regarding preferential creditors and the Scheme of Arrangement.
- Appointing Nick Beal as CEO, following Kerry Penfold's decision to leave Amigo.

Succession planning, right-sizing management, and maintaining the appropriate skills mix have remained key priorities as the wind down concluded and potential RTO opportunities are explored.

In line with the UK Corporate Governance Code, all Directors will stand for re-election at this year's AGM.

Diversity

Amigo is committed to equality and inclusion and does not discriminate on any basis. The Board believes diversity brings broader perspectives and better decision-making.

Before the wind down, active efforts were made to improve gender and ethnic diversity at both Board and senior management levels, achieving strong progress toward listed company targets. However, with a reduced three-member Board, it is not currently possible to meet those targets.

The Board remains committed to promoting diversity of thought, experience and background wherever practicable.

Jonathan Roe
Chair of the Nomination Committee
12 December 2025

Corporate Governance

Risk Committee report

Jonathan Roe
Chair of the Risk Committee

Committee members

Members at year end	Meetings	Attendance
Jonathan Roe	3	3
Jim McColl	1	0

Focus areas for 2025/6

As relevant to wind down:

- Ensuring an appropriate and effective risk management framework and controls covering all principal financial and non-financial risks;
- Monitoring and challenging risks to customers and Scheme creditors;
- Monitoring regulatory compliance.

Overview

I am pleased to present the Risk Committee Report. The Committee’s main role is to oversee and advise the Board on how Amigo identifies and manages risk across the business.

During the period, the Committee has focused on ensuring that the Group maintains an appropriate risk culture as the historic lending business wound down. It has continued to monitor key risks and reviewed the risk appetite statement, which was updated and approved by the Board.

Alongside the Audit Committee, it closely monitored liquidity, ensuring the Group maintained a strong cash position — ending the period with £0.7 million in unrestricted cash.

Given the smaller scale of operations during the wind down, much of the Committee’s work has been discussed at regular Board meetings.

I would like to thank my colleagues and all contributors for their commitment and hard work over the past eighteen months.

Committee Purpose

The Committee has assisted the Board in overseeing risk management at Amigo. It has focused on the Group’s risk appetite, risk profile, and the effectiveness of internal controls and risk management systems, ensuring they work well for both the business and its stakeholders.

Membership

Michael Bartholomeusz served as Chair until his resignation as Director on 31 May 2025. Jonathan Roe (a member throughout the period) succeeded him as Chair, and Jim McColl joined the Committee from 1 June 2025.

Meetings and Attendance

The Committee met three times during the period. Senior executives, including the CEO, attended all meetings, with other relevant parties invited as needed.

Attendance details are shown in the table on this page.

Roles and Responsibilities

The Board retains overall responsibility for risk management but delegates day-to-day oversight to the Risk Committee.

The Committee’s key responsibilities include:

- Reviewing risks to customers, the business and stakeholders.
- Advising the Board on risk appetite, tolerance and strategy.
- Reviewing and approving the risk framework and policies.
- Monitoring financial crime, fraud and compliance with legal and regulatory requirements.
- Overseeing the work of any Chief Risk Officer and related assurance functions.

Activities During 2024/25

Throughout the period, the Committee reviewed major financial, operational and compliance risks, reassessing and confirming the Group’s principal risks (see pages 14-15).

Key areas of focus included:

- Monitoring the wind down process and identifying emerging risks.
- Updating risk appetite metrics for Scheme-related processes and tracking performance against them.
- Reviewing and following up on action plans to reduce identified risks.
- Overseeing the assurance plan and issue resolution.
- Monitoring complaints activity unrelated to lending.
- Reviewing loan loss forecasts.
- Assessing financial crime, fraud and operational resilience, including staff attrition.

Jonathan Roe
Chair of the Risk Committee
12 December 2025

Jonathan Roe <i>Chair of the Remuneration Committee</i>		
Committee members		
Members at year end	Meetings	Attendance
Jonathan Roe	2	2
Jim McColl	1	1
Focus area for 2025/6		
Maintaining appropriate remuneration levels for the senior executives during the orderly wind down of the lending business.		

Overview

I am pleased to present the Remuneration Committee Report for the financial period ended 30 September 2025.

The Committee is responsible for overseeing how Directors and senior managers are paid, ensuring our remuneration policies remain appropriate for the Group's situation. This includes setting and reviewing the Directors' Remuneration Policy, monitoring senior management pay, and ensuring our approach is fair, transparent and aligned with Amigo's objectives as it continues its wind down.

This report includes:

- **Section 1 - Annual Report on Remuneration**, which explains what our Executive and Non-Executive Directors were paid in 2024/25; and
- **Section 2 - Remuneration Policy**. The UK Companies Act requires us to seek re-approval of our Directors' Remuneration Policy every three years. Our current Directors' Remuneration Policy was approved by shareholders at the Company's AGM in 2022. We are required to seek re-approval of our Remuneration Policy at our next AGM. If an RTO is completed there will need to be a completely new Remuneration Policy relevant to the new business. Therefore, we are proposing to ask shareholders to re-approve the current Remuneration Policy (without amendment).

The report follows the requirements of the Companies Act 2006, the UK Listing Rules, and other relevant regulations, with the audited

Directors' remuneration report

disclosures cross-referenced in the Auditor's Report on pages 53-58.

Business context

Over the past period, Amigo has continued to focus on meeting its Scheme of Arrangement obligations, managing the orderly wind down of its lending business, and exploring strategic options, including a potential RTO.

Entering the Scheme's "Fallback Solution" in March 2023 marked a key turning point, as the company shifted fully from lending to winding down operations. As a result, both the size of the business and the number of employees have continued to fall.

Board and management changes

Jim McColl joined the Board on 1 September 2024.

Michael Bartholomeusz stepped down as Independent Non-Executive Director on 12 May 2025.

Kerry Penfold also stepped down as Executive Director on 12 May 2025 and left the business on 31 May 2025. She had performed the dual role of CEO and CFO since 1 January 2024.

She is succeeded by Nick Beal, who is took on her roles in addition to his own as Chief Restructuring Officer and Company Secretary.

Their respective remuneration terms were determined in line with Amigo's approved Directors' Remuneration Policy.

Remuneration decisions and outcomes for 2024/25

The Committee applied the Remuneration Policy within the context of Amigo's financial position and ongoing wind down.

When considering senior appointments, we were mindful that Amigo's circumstances limit the pool of qualified and willing candidates. The roles carry significant regulatory and reputational risk, which had to be balanced against the need to maintain an appropriately skilled leadership team.

During the period, the Committee also reviewed pay arrangements below Board level, recognising the contribution of remaining staff in delivering the Scheme. A 5% cost-of-living payment was made to all employees below Executive Committee level.

No long-term incentive plan (LTIP) awards were granted to Executive Directors during the period.

Corporate Governance

Although the Policy allows for potential annual bonuses of up to 150% of salary for Executive Directors, the Committee and Board agreed that no bonuses would be paid while the Company remains in wind down (except to compensate directors for not receiving a salary increase during the time that the FCA had restricted salary increases for Directors).

CEO and CFO pay

When Kerry Penfold assumed the dual role of CEO and CFO in January 2025, she did not receive any increase in salary. Her remuneration remained at the same level as when she served solely as CFO until she left the business in May 2025.

Nick's salary was increased from July 2025 to the same level as Kerry had been paid.

Non-Executive Director (NED) pay

The Board continues to ensure that Director remuneration reflects the reduced scale of the business.

From 1 April 2023, my own annual fee as Chair reduced from £175,000 to £90,000, and Michael Bartholomeusz's fee as Non-Executive Director reduced from £94,500 to £60,000. Jim was also paid £90,000 per annum from the time he joined as a Non-Executive director until April 2025 and since that time his salary at the same level has been rolling up but unpaid.

The revised contracts include an allowance for additional payments if the time required for Board duties exceeds an agreed number of days per quarter.

These changes have reduced overall Director costs and better align remuneration with Amigo's smaller size and ongoing obligations under the Scheme.

Policy review and shareholder engagement

The current Directors' Remuneration Policy, approved by shareholders at the 2022 AGM,

remains in force. The UK Companies Act requires us to seek re-approval of our Directors' Remuneration Policy every three years. Our current Directors' Remuneration Policy was approved by shareholders at the Company's AGM in 2022. We are required to seek re-approval of our Remuneration Policy at our next AGM. If an RTO is completed there will need to be a completely new Remuneration Policy specific to the new business. Given limited resources, the Committee and Board agreed not to commission external remuneration consultants for a new policy at this stage. Therefore, we are proposing to ask shareholders to re-approve the current Remuneration Policy (without amendment).

Shareholders will be invited to vote on this year's Directors' Remuneration Report and Remuneration Policy at the next AGM, to be held in early 2026.

Closing remarks

The Committee believes the remuneration decisions made this period are fair, responsible and proportionate to the Company's position. They reflect our commitment to maintaining good governance and retaining essential leadership during the final stages of the wind down.

We are happy to receive feedback from shareholders at any time regarding our remuneration policies, and we hope to receive your support for the resolutions referred to above at our forthcoming AGM. I will be available at the AGM to answer any questions.

I hope that you find the report informative and that it provides a clear rationale for the Committee's decisions.

Jonathan Roe

Chair of the Remuneration Committee

12 December 2025

Corporate Governance

Section 1 – Annual Report on Remuneration

1.1 Committee composition during the financial period

Jonathan Roe remained as Committee Chair throughout the financial period. Michael Bartholomeusz stepped down from the Committee, along with his other responsibilities as Non-Executive Director, at the end of May 2025. He was replaced on the Committee by Jim McColl from 1 June 2025.

There were two Committee meetings held during the financial period; details of attendance are shown in the table on page 30. All members who served on the Committee in the financial period are considered to be independent for the purposes of the UK Corporate Governance Code. The Company Secretary generally acts as secretary to the Committee, unless a personal conflict of interest is apparent.

1.2 Activities during the financial period

During the financial period, the Committee has:

- reviewed and approved the Directors' Remuneration Report in the Annual Report and Accounts for the financial period ended 30 September 2025;
- discussed and approved remuneration for Jim McColl as Independent Non-Executive Director.
- discussed and approved remuneration for Nick Beal as CEO.

1.3 Advisors and other attendees

During the period, the Committee has been supported by the Chief People Officer (until she was made redundant in June 2024), the Company Secretary, and the CEO. The CEO also occasionally attended Committee meetings at the request of the Committee but was not present during discussion about their own remuneration. In carrying out its responsibilities, the Committee is authorised to obtain the advice of external independent remuneration consultants and is solely responsible for their appointment, retention and termination.

Implementation of the Remuneration Policy in 2024/2025

1.4 Single total figure of remuneration for Executive Directors (audited)

The following table sets out the total remuneration for Executive Directors for the 18-month financial period (18-month FP) to 30 September 2025, with comparisons to the previous year.

	Nick Beal (£) 18-month FP to 30/09/25	Kerry Penfold ⁴ (£) 18-month FP to 30/09/25	Kerry Penfold ⁴ (£) 2023/24	Danny Malone ⁵ (£) 2023/24
Remuneration				
Base salary ¹	294,741	390,794	220,000	297,995
Bonus/ex-gratia settlement	75,000	–	–	–
Benefits ²	929	–	–	37,455
Pension ³		18,378	11,000	–
Total	370,669	409,172	231,000	335,451
Total fixed remuneration	370,669	409,172	231,000	335,451
Total variable remuneration	–	–	–	–

¹ This represents cash paid or receivable in respect of the period and includes payment in lieu of notice where applicable.

² This represents the value, grossed up for tax, of all benefits paid or receivable in respect of the period, including accommodation costs, use of hotels, etc.

³ This represents pension contributions paid by the Group on behalf of the individual, not including payments in lieu of pension. Salary in lieu of pension, included in the base salary line, was paid for Danny Malone (£ nil; 2024 was £13,312).

⁴ Kerry Penfold was appointed as a Director of the Company on 23 September 2022 and ceased to be a Director of the Company on 12 May 2025 before she left the Group on 31 May 2025.

⁵ Danny Malone was appointed as a Director of the Company on 6 June 2022 and ceased to be a Director of the Company on 31 December 2023, his employment having terminated after resignation. Danny both served and worked his contractual notice period.

1.5 Changes to Executive Directors

Kerry Penfold stepped down as Executive Director on 12 May 2025 and left the Group on 31 May 2025. She was paid in lieu of notice. Before this, according to the Policy, Kerry's contracted maximum annual bonus opportunity was 60% of salary. However, in light of the challenging financial situation, the Board agreed that no bonus would be payable.

Corporate Governance

Following her departure, Nick Beal assumed her roles in addition to his own and from July 2025 was on the same annual basic salary as Kerry (£220,000). In accordance with the Policy, Nick receives a pension contribution of 5% of basic salary and standard benefits. Like Kerry's, Nick's maximum annual bonus opportunity is 60% of salary. Again, in light of the challenging financial situation and the switch to the Fallback Solution under the Scheme, the Board agreed that no bonus will be payable, except that referred to in 1.8 below.

1.6 Benefits (audited)

Benefits include payments made in relation to life assurance.

1.7 Pension (audited)

Pension payments represent contributions made either to defined contribution pension schemes or as a cash allowance. The CEO and CFO are entitled to receive a contribution of 5% of base salary in alignment with the broader UK employee population, and/or cash in lieu in the event of contributions in excess of agreed HMRC contribution rates or lifetime allowance. The amounts actually received by the CEO and CFO during the financial period are set out in section 1.4 above. No Director is entitled to a guaranteed pension in the event of severance or early retirement.

1.8 Bonus (audited)

No bonus was considered for Kerry Penfold for the period of her employment. A bonus of £75,000 was paid to Nick Beal to compensate him for not receiving a salary increase during the time that the FCA had restricted salary increases for Directors. Further details of the bonus scheme are set out on page 40.

All financial performance targets were withdrawn in 2022 and not reinstated, given the changes in personnel and the wind down of the lending businesses over the review period. Until July 2024, the Group operated from a small office in Bournemouth. At that point, it downsized further into a serviced office. This was relinquished in May 2025. Since then, all staff have worked from home. The Board does not consider Amigo's activities to be highly carbon-intensive, given its working from home requirement and largely e-comms-driven communication strategy. The Committee, therefore, does not believe it is beneficial to include an environmental impact benchmark as a remuneration metric.

1.9 Long-term incentives – Awards made in 2024/25 (audited)

No awards of LTIP were made in the financial period to Executive Directors.

Director	Maximum bonus (% of salary)	Actual bonus (% of salary)	Actual bonus £	Bonus deferred into shares (% of salary)
Kerry Penfold	200%	0%	–	0%
Nick Beal	200%	0%	–	0%

Measure	Weighting %	Performance %
Our strategic priorities	10%	n/a
Our customers and conduct	15%	n/a
Our people and culture	15%	n/a
Our financial performance	50%	n/a
Individual	10%	n/a
Total	100%	n/a

Corporate Governance

1.10 Other share awards (audited)

Save As You Earn (also known as Sharesave) ("SAYE") and Share Incentive Plan ("SIP")

These schemes were withdrawn in 2023. No Director participated in either the SAYE or SIP during the financial period.

Shareholding guidelines

The Committee believes it is important that the interests of Executive Directors align with those of Amigo's shareholders. In the past, Executive Directors have been encouraged to build up and retain shares with a value equal to 200% of their annual base salary. However, this has not been asked of them this financial period due to the Group's financial position.

These figures include those of their spouse or civil partner and infant children or stepchildren, as required by section 822 of the Companies Act 2006. The shareholdings guideline for the CEO and CFO is 200% of base salary. Under the Remuneration Policy, each Executive Director has five years to meet the shareholding guideline threshold.

1.11 Outside appointments

Amigo recognises that its Executive Directors may be invited to become Non-Executive Directors of other companies. Such non-executive duties can broaden experience and knowledge, benefiting Amigo. Subject to its approval, the Board permits Executive Directors to accept non-executive appointments and retain the associated fees, provided these appointments are unlikely to give rise to conflicts of interest.

1.12 Payments to former Directors

No payments were made to former Directors during the financial period.

1.13 Payments for loss of office

Amigo made no payments within the scope of the disclosure requirement to any past Director of Amigo during the financial period; we have no de minimis threshold for such disclosures.

1.14 Executive Director service contracts

Contracts for Directors clearly lay out the responsibilities of the Directors to the Group, specific areas of expertise required to be demonstrated and the terms of their contractual entitlement. The contracts will include details of specific performance objectives, if appropriate, at the time of appointment.

Due to the specific challenges facing the Group when it appointed the current CEO, the Committee did not deem it appropriate to include specific corporate performance objectives other than working to further the long-term interests of stakeholders.

Notice periods are set at a period appropriate to the function and the need to maintain consistency for top-level leadership across the Group. The Committee will not likely issue a service contract with more than twelve months' notice. The employment contract for Nick Beal provided a notice period of six months from Amigo Management Services Limited (**AMSL**), the employing entity within the Group, or from the individual to AMSL. AMSL (before it appointed liquidators) gave Nick Beal notice effective from 30 November 2025.

Executive Directors' service contracts allow for termination with contractual notice from the AMSL or termination by payment in lieu of notice. Payment in lieu of notice is limited to base salary for the notice period. There is no contractual entitlement to bonus or LTIP awards in respect of the notice period. Nick has been paid a contractual payment in lieu of notice for the period from 30 November 2025.

Copies of service contracts are available for inspection at the Company's Registered Office.

1.15 Non-Executive Director letters of employment

Non-Executive Director appointments are for three years, subject to annual review and notice. All Directors are required to seek annual re-election by shareholders at the Company's AGM.

Non-Executive Directors are not entitled to compensation for leaving the Board of Directors.

Copies of service contracts are available for inspection at the Registered Office.

Corporate Governance

1.16 Unexpired term of service contract for Directors at AGM re-election

Director	Term of service
Jonathan Roe	3 months
Jim McColl	3 months
Nick Beal	6 months

All Directors have rolling service contracts, so their term continues unless notice has been given.

1.17 Statement of consideration of employment conditions elsewhere in the Company

When making decisions about executive pay, the Committee considers pay and conditions across the wider workforce.

No performance-related bonus payments have been made to the wider workforce during the financial period. Where appropriate, additional payments have been made in recognition of the increased cost of living and redundancy.

1.18 Statement of consideration of shareholder views

The Committee values the views of all shareholders and aims to keep an open dialogue on pay matters. The Committee welcomes any feedback from our shareholders on remuneration matters.

1.19 Single total figure of remuneration for Non-Executive Directors

Non-Executive Director single figure comparison (audited)

From 1 April 2023, the remuneration for the then remaining Non-Executive Directors was changed to reflect the wind down of the lending business. The basic remuneration for Jonathan Roe was reduced from £175,000 per annum to £90,000. Jonathan will be paid up to £1,500 per day for each day worked in excess of 22.5 days per quarter, up to a total maximum Director fee of £175,000 p.a. The basic remuneration for Michael Bartholomeusz reduced from £94,500 p.a. (being £70,000 basic remuneration, £12,500 for Chairing the Risk Committee and £12,000 for acting as interim Chair of the Audit Committee) to £60,000 per annum. Michael was paid up to £1,500 per day for each worked in excess of 10 days per quarter, up to a maximum total Director fee of £94,500 p.a.

Jim McColl was appointed on 1 June 2024 on basic remuneration of £90,000 pa. However, since 1 May 2025, Jim's director fees (£37,500) have been rolled up.

18-month period to 30/09/25	Jonathan Roe ² (£)	Michael Bartholomeusz ³ (£)	Jim McColl ⁴ (£)
Fees ¹	158,250	70,000	60,000
Bonus	–	–	–
Benefits ⁵	4,526	1,898	–
Pension	–	–	–
Total	162,776	71,898	60,000
Total fixed remuneration	162,776	71,898	60,000
Total variable remuneration	–	–	–

2023/24	Jonathan Roe (£)	Michael Bartholomeusz (£)
Fees ¹	102,450	67,500
Bonus	–	–
Benefits ⁵	5,813	2,303
Pension	–	–
Total	108,263	69,803
Total fixed remuneration	108,263	69,803
Total variable remuneration	–	–

¹ This represents cash paid or receivable in respect of the period.

² Jonathan Roe has been a Director throughout the period.

³ Michael Bartholomeusz stood down as a Director on 31 May 2025.

⁴ Jim McColl was appointed as Director on 1 September 2024 and had previously been a Board Consultant. Jim's director fees have been rolled up since May 2025.

⁵ Benefits include the amount paid, grossed up for tax, for travel and accommodation expenses whilst on company business.

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1.20 Waiver of emoluments

No Director waived their emoluments in the review period. However, since May 2025, Jim's director fees have been rolled up.

1.21 Director shareholding

Non-Executive Director shareholding as at 30 September 2025

	Class of share	2025	2024
Jonathan Roe	Ordinary shares of 0.25p each	180,000	180,000
Jim McColl	Ordinary shares of 0.25p each	-	-

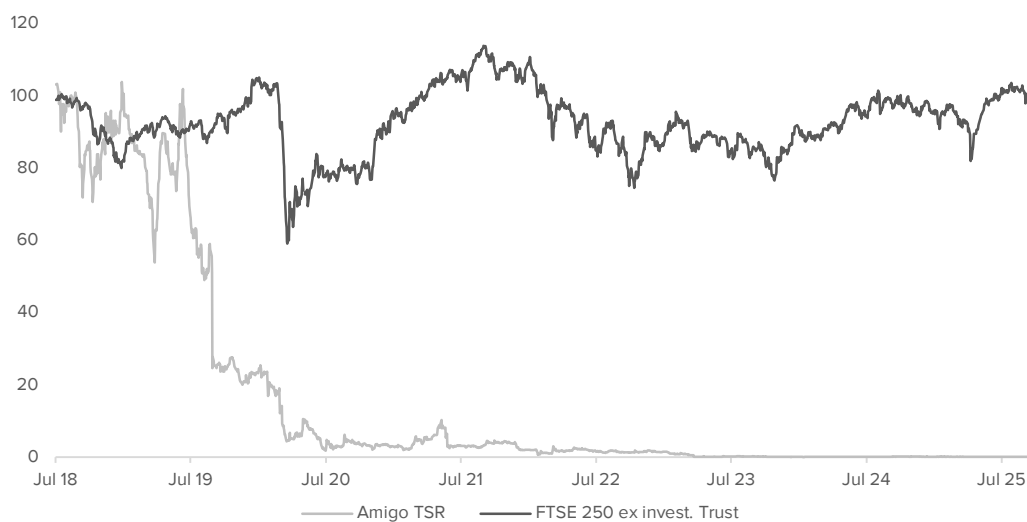
Executive Director shareholding as at 30 September 2025

	Class of share	2025	2024
Nick Beal	Ordinary shares of 0.25p each	1,136,883	1,136,883

These figures include those of their spouses, civil partners and infant children or stepchildren, as required by section 822 of the Companies Act 2006. There was no change in these beneficial interests between 30 September 2025 and 11 December 2025. Non-Executive Directors are not given a shareholding guideline, but they are encouraged to hold shares in the Company.

1.22 Performance graph

The chart below tracks the hypothetical return on a £100 investment in Amigo Holdings PLC made on listing in July 2018 and measured as of 30 September 2025. TSR has been measured against the FTSE 250 excluding Investment Trusts



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1.23 Remuneration of the CEO (audited)

The table below sets out the CEO's total remuneration figure over the review periods, valued using the methodology applied to the single total remuneration figure.

Financial year	CEO	Total single figure of remuneration (£)	Annual bonus outturn (% of maximum)	LTIP outturn (% of maximum)
18 months to 30/09/25	Nick Beal ¹	370,669	20%	n/a
	Kerry Penfold ²	409,172	0%	n/a
2023/24	Kerry Penfold	231,000	0%	n/a
	Danny Malone	335,451	0%	n/a
2022/23	Danny Malone	321,981	0%	n/a
	Gary Jennison	1,078,825	42%	n/a
2021/22	Gary Jennison	659,285	0%	n/a
2020/21	Gary Jennison	360,747	0%	n/a
	Glen Crawford	125,750	0%	n/a
	Hamish Paton	359,313	0%	n/a

¹ The total remuneration figure for Nick for the period for which he served as CEO in the 2024/5 financial period, i.e. from 12 May 2025 to 30 September 2025, is £57,750.

² The total remuneration figure for Kerry for the period for which she served as CEO in the 2024/5 financial period, i.e. from 1 April to 12 May 2025, is £195,847.

1.24 Change in remuneration of Directors compared to employees (audited)

The table below sets out the percentage change in base salary, taxable benefits, and bonuses of the Executive Directors compared with the average percentage change for employees.

Annual percentage change from previous financial year				
	Directors	Salary and fees	Benefits	Annual Bonus ²
18 months FP to 30/09/25	Nick Beal	n/a	n/a	n/a
	Kerry Penfold	7%	nm ⁴	0
	Amigo average employee	46%	91%	-99%
2023/24	Kerry Penfold	0%	nm ⁴	0
	Danny Malone	6%	0	0
	Amigo average employee	-4% ¹	-21%	28% ³
2022/23	Kerry Penfold	n/a	n/a	n/a
	Danny Malone	n/a	n/a	n/a
	Gary Jennison	0%	-49%	100%
	Amigo average employee	21%	41%	-64%
2021/22	Gary Jennison	0%	-11%	0
	Mike Corcoran	-5%	-24%	0
	Amigo average employee	7%	-43%	145%
2020/21	Gary Jennison	n/a	n/a	n/a
	Mike Corcoran	n/a	n/a	n/a
	Hamish Paton	53%	40%	0
	Nayan Kisnadwala	37%	178%	0
	Amigo average employee	9%	18%	31%

¹ Calculated based on wages and salaries expense per average number of employees for the period.

² Calculated based on average bonus expense, including retention payments, per employee for the period. N/a for the CEO as no bonus paid in the prior period.

³ Calculated based on average taxable benefits expense per employee for the period.

⁴ Not meaningful

1.25 CEO pay ratio (audited)

The Group fell below the reporting threshold for this disclosure in both the previous and current financial period.

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1.26 Relative importance of spend on pay

The table below sets out the total spend on remuneration for the 2023/24 and 2024/25 financial periods compared with distributions to shareholders.

These measures are consistent with those disclosed in last financial year's Annual Report and Accounts. The Remuneration Committee considers them relevant and informative indicators of the business costs.

	18-month FP to 30/09/25	2023/24
Total spend on employee remuneration	n/a ¹	£10.6m
Profit distributed by way of dividends/share buyback	n/a ¹	£ nil
Profit/(loss) before tax	n/a ¹	(£12.7m)
Average headcount	n/a ¹	133
Average profit (loss) before tax per employee	n/a ¹	(£95,489)

1. For 18-month FP to 30/9/25 figures relate to holding company only which has no employees.

1.27 Application of the Remuneration Policy in 2024/25

Amigo's move into the Fallback Solution under the Scheme of Arrangement and the decision to stop lending made the Committee's work particularly challenging this financial period.

The current Remuneration Policy was approved in September 2022. It was based on the expectation that the business would secure new funding, complete all the requirements of the Scheme, gain approval for the RewardRate product, raise fresh capital, and resolve the FCA's enforcement action.

At that time, the Committee recognised that if these goals were not met, actual pay levels would be significantly lower than the maximums allowed under the Policy.

When Amigo entered the Fallback Solution, the Committee decided not to revise the Policy formally. However, Committee members agreed that no bonuses would be paid to Executive Directors (except that referred to in 1.8 above). Given the Company's circumstances, no performance measures were applied or reviewed during the financial period.

Clarity, simplicity and other considerations related to the UK Corporate Governance Code

The Remuneration Committee believes that using a scorecard approach to set targets and measure performance gives the clearest and most transparent way to explain pay decisions to shareholders and employees. This approach also keeps our pay structure straightforward, following the main features of the 2022 policy: a market-aligned fixed salary, an annual cash bonus, and three-year performance share awards with post-vesting holding periods where appropriate.

We manage risk through a mix of clear performance targets, the Committee's discretion to review and adjust outcomes where necessary, and strong malus and clawback provisions built into the policy.

1.28 Statement of implementation of Remuneration Policy in 2025/26

The table below sets out the details of how we propose to implement the Executive Directors' Remuneration Policy in 2025/26 in the context of Amigo being a cash entity

Unless otherwise stated, the implementation of each element will be in line with the Policy.

There are currently only two Non-Executive Directors (one of whom is the Chair of the Board).

Element	Summary of Policy Implementation in 2025/26
Base salary	CEO: £355,000 Kerry Penfold received no additional remuneration for her role as CEO. Her basic salary as CFO was £220,000. Having succeeded her on 12 May 2025, Nick Beal is remunerated at the same rate of £220,000 pa.
Annual bonus	Maximum: <ul style="list-style-type: none"> CEO: 60% of salary but agreed as 0% whilst the Amigo lending business is a cash entity CFO: 60% of salary but agreed as 0% whilst the Amigo lending business is a cash entity Performance measures and weightings: <ul style="list-style-type: none"> 50% Group financial 15% Group customer and conduct 15% people and culture 10% Group strategic 10% individual Bonus pay-outs will be subject to satisfactory Company and regulatory performance over the period. Targets will be disclosed retrospectively.

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Element	Summary of Policy Implementation in 2025/26
Long-term incentive	Maximum (in line with Policy): The Committee has yet to determine the targets for 2025/26 as no awards of LTIP are anticipated whilst the Amigo remains a cash entity.
Pension	5% defined contribution pension and/or cash in lieu.
Benefits	Private medical insurance (individual and family), life insurance (death in service) of 4x basic salary and income protection, in event of incapacity, up to 66% of base salary, after 13 weeks, for the lesser of five years or state statutory pension age.

Other key Policy features: shareholding guidelines and post-exit shareholding requirements will operate in 2025/26 as per the Remuneration Policy.

The table below sets out the details of how we propose to remunerate the Non-Executive Directors in 2025/26:

	NED fees
Non-Executive Chair	£90,000*
Other Non-Executive Directors	£90,000
Senior Independent Directors	£0
Risk and Audit Committee Chair	£0
Remuneration Committee Chair	£0

* The Non-Executive Chair will be paid up to £1,500 per day for each excess day worked – see details above.

1.29 Statement of voting at the 2024 AGM on the remuneration report

Resolution	Number of votes for	% for	Number of votes against	% against	Total shares voted	Number of votes withheld
Receive accounts for year ended 31 March 2023	16,201,983	91.80%	1,447,622	8.20%	17,649,605	3,587,000
Approve Directors' Remuneration Report	16,032,453	90.96%	1,593,555	9.04%	17,626,008	3,610,597
To re-elect Jonathan Roe as a Director	16,095,270	76.92%	4,830,738	23.08%	20,926,008	310,597
To re-elect Michael Bartholomeusz as a Director	16,075,107	76.83%	4,846,901	23.17%	20,922,008	314,597
To elect James (Jim) McColl as a Director	19,386,632	92.66%	1,535,376	7.34%	20,922,008	314,597
To re-elect Kerry Penfold as a Director	16,070,349	76.81%	4,851,659	23.19%	20,922,008	314,597
Appoint MHA as auditor	19,399,147	92.71%	1,525,633	7.29%	20,924,780	311,825
Authority to set remuneration of auditor	19,445,198	93.02%	1,460,210	6.98%	20,905,408	331,197
Authority to make political donations	18,907,567	90.33%	2,023,663	9.67%	20,931,230	305,375
Authority for Directors to allot shares	19,130,058	91.42%	1,795,950	8.58%	20,926,008	310,597
Dis-application of pre-emption rights	15,758,196	75.32%	5,163,812	24.68%	20,922,008	314,597
Further dis-application of pre-emption rights	19,058,196	91.09%	1,863,812	8.91%	20,922,008	314,597
Authority for the Company to purchase own ordinary shares	19,391,831	92.68%	1,532,177	7.32%	20,924,008	312,597
Authority to call a general meeting other than an AGM on not less than 14 days' notice	19,473,861	93.07%	1,450,147	6.93%	20,924,008	312,597

Section 2 – Remuneration Policy

The following tables summarise Amigo Holdings PLC's policies in respect of the key elements of our Directors' remuneration. The UK Companies Act requires us to seek re-approval of our Directors' Remuneration Policy every three years. Our current Directors' Remuneration Policy was approved by shareholders at the Company's AGM in 2022. We are required to seek re-approval of our Remuneration Policy at our next AGM (to be held in early 2026). If an RTO is completed, there will need to be completely new Remuneration Policy appropriate for the new business. Therefore, the Directors are proposing to ask shareholders to re-approve the current Remuneration Policy (without amendment except where required due to change in the Listing Rules).

Element	Summary of remuneration policy
Section A	Executive Director remuneration
A1: Salary	<p>A1.1: Salary operation</p> <p><i>A1.1.1: Base salaries are set taking into account:</i></p> <ul style="list-style-type: none"> • A1.1.1.1: the individual's skills, experience and current remuneration package; • A1.1.1.2: the size and scope of the role; • A1.1.1.3: salary and total remuneration levels at similar-sized companies; and • A1.1.1.4: remuneration of other executives and Group employees. <p><i>A1.1.2: Salary increases will generally be effective from 1 April or the Group's financial year if the situation changes.</i></p> <p>A1.2: Salary opportunity</p> <p><i>A1.2.1: There is no set maximum salary; however, increases will generally be in line with or below the average salary increase awarded to employees.</i></p> <p><i>A1.2.2: Increases may be made above this level in exceptional circumstances, such as where:</i></p> <ul style="list-style-type: none"> • A1.2.2.1: an individual is brought in on a lower salary with the intention of increasing the level gradually dependent on performance in the role; • A1.2.2.2: there is a material increase in the size and scope of the role; and • A1.2.2.3: market practice has evolved to mean that the salary is no longer considered competitive. <p>A1.3: Salary performance assessment</p> <p><i>A1.3.1: Personal performance will be taken into account when considering base salary increases.</i></p>
A2: Annual bonus operation	<p>A2.1: Bonus performance is assessed over one year.</p> <p><i>A2.1.1: Performance will be assessed over one year. Each year, the Committee will determine the appropriate proportion of bonuses to be paid in cash and/or deferred, reflecting any regulatory obligations and market practice. Any bonus deferral will be a deferral in shares for three years and normally subject to ongoing employment.</i></p> <p>A2.2: Bonus opportunity</p> <p><i>A2.2.1: Maximum bonus:</i></p> <ul style="list-style-type: none"> • A2.2.1.1: the ongoing maximum annual bonus policy will be limited to 150% of base salary for the CEO and the CFO; and • A2.2.2: on-target bonus will pay out at 50% of the maximum. The Threshold Bonus Performance Level will pay out at up to 25% of the maximum. <p>A2.3: Bonus performance assessment</p> <p><i>A2.3.1: Performance measures, weightings, and targets will be set annually. At least 50% of the bonus will be based on financial performance measures.</i></p> <p><i>A2.3.2: The Committee retains discretion to reduce pay-outs (including to nil) based on an assessment of regulatory conduct and general Company performance over the performance period.</i></p> <p><i>A2.3.3: Clawback and malus conditions apply.</i></p>
A3: Long-term incentive	<p>A3.1: LTIP operation</p> <p><i>A3.1.1: Annual awards of awards of shares under the LTIP or other replacement plan approved by shareholders, up to the maximum possible award opportunity.</i></p> <p><i>A3.1.2: Performance period of three years with a two-year post-vesting holding period.</i></p>

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Element	Summary of remuneration policy
A3: Long-term incentive (continued)	<p>A3.2: LTIP opportunity</p> <p>A3.2.1: Maximum ongoing award:</p> <p>A3.2.1.1: 200% of salary</p> <p>A3.2.2: <i>The exceptional award limit is 250% of salary. If the Committee considers it necessary, this may be used in one-off exceptional circumstances, such as the year a new executive is recruited. Awards will vest at up to 25% of the maximum at the threshold performance level.</i></p> <p>A3.3: LTIP performance assessment</p> <p>A3.3.1: Performance Conditions, weightings, performance hurdles and targets are set annually and determined by the Committee to best support the Company's objectives.</p> <p>A3.3.2: The Committee retains discretion to reduce vesting (including to nil) based on an assessment of regulatory conduct and general Company performance over the performance period.</p> <p>A3.3.3: Awards made under the LTIP will vest on a straight-line basis based on performance against the relevant Performance conditions.</p> <p>A3.3.4: <i>Clawback and malus conditions apply.</i></p>
A4: All-employee share plans	<p>A4.1: All employee share plans</p> <p>A4.1.1: <i>To the extent that an all-employee share plan is operated during the life of the policy, Executive Directors would be eligible to participate on the same terms as other employees.</i></p>
A5: Pension	<p>A5.1: Pension operation</p> <p>A5.1.1: <i>Defined contribution scheme or cash award at the Committee's discretion.</i></p> <p>A5.2: Pension opportunity</p> <p>A5.2.1: <i>Pension contributions, aligned to majority of wider UK workforce, at 5% of base salary. Pension contribution, in part or all, can be paid through salary in lieu of pension ("SILOP"), in the event the ongoing pension contribution exceeds the permitted HMRC contribution rates or lifetime allowance limits.</i></p>
A6: Benefits	<p>A6.1: Operation</p> <p>A6.1.1: Benefits are determined by taking into account the circumstances of the individual and benefits considering the individual's circumstances and those provided to the rest of the executive team and the wider Group.</p> <p>A6.1.2: <i>The Committee retains the discretion to add or remove benefits from the current benefits in operation as it considers appropriate (e.g. to include relocation payments).</i></p> <p>A6.2: Benefits opportunity</p> <p>A6.2.1: <i>There is no limit to the value of benefits provided. The value is dependent on the cost to the Company of providing the benefit.</i></p>
A7: Shareholder guidelines	<p>A7: Shareholder guidelines</p> <p>A7.1: <i>Executive Directors will be expected to retain an appropriate proportion of shares that vest following the exercise of equity incentives until an amount equal to 200% of salary has been achieved. The Committee has the ability to waive this requirement if the circumstances are such that the requirement to meet this level of shareholding would act as a disincentive.</i></p>
A8: Post-exit shareholding requirement	<p>A8: Post-exit shareholding requirement</p> <p>A8.1: <i>Two-year post-cessation shareholding requirement of up to 200% of salary for all Executive Directors. If lower than that level of shareholding at the time of leaving, the Company will apply that level.</i></p>
A9: Notes to the policy table	<p>A9.1: <i>Each year, the Committee carefully considers the performance metrics that should apply to incentives.</i></p> <p>A9.2: <i>For the annual bonus, the Committee considers that a combination of Group financial, customer, people and culture, group strategic, and individual measures is most appropriate for assessing performance over the short to medium term. The Committee will take into account poor behaviours inadvertently caused by performance metrics in relation to ESG and TCFD activities.</i></p> <p>A9.3: <i>Performance measures for the LTIP are selected to provide a robust and transparent basis to measure the Group's performance, demonstrably link remuneration outcomes to delivery of the business strategy over the longer term, and provide strong alignment between senior management and shareholders.</i></p> <p>When setting performance targets for the annual bonus and LTIP, the Committee will consider several reference points, including the Group's business plans and strategy, external forecasts and the wider economic environment.</p> <p>The Committee retains the discretion to amend the bonus pay-out and to reduce the LTIP vesting level if any formulaic outcome is not reflective of the Committee's assessment of overall business performance over the relevant performance period.</p>

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Element	Summary of remuneration policy
A9: Notes to the policy table (continued)	<p>A9.4: Flexibility, discretion and judgement</p> <p>The Remuneration Committee operates the annual bonus and LTIP according to the rules of each respective plan, which, consistent with market practice, include discretion in a number of respects in relation to the operation of each plan. Discretions include:</p> <ul style="list-style-type: none"> • who participates in the plan, the quantum of an award and/or payment and the timing of awards and/or payments; • determining the extent of vesting; • treatment of awards and/or payments on a change of control or restructuring of the Group; • whether an Executive Director or a senior manager is a good/bad leaver for incentive plan purposes and whether the proportion of awards that vest do so at the time of leaving or at the normal vesting date(s); • how and whether an award may be adjusted in certain circumstances (e.g. for a rights issue, a corporate restructuring or for special dividends); • what the weighting, measures and targets should be for the annual bonus plan and LTIP awards from year to year; • the Committee also retains the ability, within the Remuneration Policy, if events occur that cause it to determine that the performance conditions set in relation to an annual bonus plan or a granted LTIP award are no longer appropriate or unable to fulfil their original intended purpose, to adjust targets and/or set different measures or weightings for the applicable annual bonus plan and LTIP awards. Any such changes would be explained in the subsequent Directors' Remuneration Report and, if appropriate, be the subject of consultation with the Company's major shareholders; and • the ability to override formulaic outcomes in line with the Remuneration Policy. <p>All assessments of performance are ultimately subject to the Committee's judgement. Any discretion exercised will be disclosed along with the rationale in the annual remuneration report.</p> <p>Malus and clawback</p> <p>Both the annual bonus plan and the LTIP include provisions which enable the Committee to recover or withhold value from these incentive plans in the event of certain defined circumstances (i.e. a material misstatement of the Company's financial results, an error of calculation (including on account of inaccurate or misleading information) or in the event of serious misconduct, serious reputational damage or corporate failure).</p> <p>Legacy arrangements</p> <p>For the avoidance of doubt, in approving this Remuneration Policy, the Company is authorised to honour any previous commitments entered into with current or former Directors (such as the payment of a pension or the unwinding of legacy share schemes or historic share awards granted before the approval of this policy) that remain outstanding.</p> <p>A9.5: The Remuneration Policy will be effective from the date of the AGM, if the policy is approved.</p>

Section B	Executive Director recruitment policy
B1: Salary	B1.1: Base salary will be set in line with the remuneration policy.
B2: Annual bonus	<p>B2.1: Annual bonus quantum and performance measures will generally be in line with the ongoing remuneration policy as implemented for other Executives during the year. However, the Committee reserves the right to vary the performance measures and targets for the year of recruitment if it is considered appropriate (e.g., where a large portion of the year has already elapsed).</p> <p>B2.2: The annual bonus maximum will generally reflect the ongoing policy for current Executives. The annual bonus maximum for a new Executive shall not exceed 150% of base salary.</p>
B3: Long-term incentive	<p>B3.1: LTIP award quantum, performance measures, and targets will be in line with the ongoing remuneration policy, as implemented for other Executives during the year.</p> <p>B3.2: The LTIP award maximum for new Executives will generally reflect the ongoing policy for current Executives. The Committee may award an exceptional LTIP of up to 250% of base salary on recruitment if it considers this is necessary.</p>
B4: Incentive maxima	B4.1: The total incentive maxima for the year of recruitment is 400% of base salary. This limit excludes buy-out awards.

Corporate Governance

Element	Summary of remuneration policy
B5: Buy-out awards	<p>B5.1: The Committee retains the discretion to buy out awards forfeited by Executives on departure from their previous role.</p> <p>B5.2: Buy-out awards will be made on a similar basis to those forfeited, taking into account performance likely to be achieved, the proportion of the performance period remaining and the form of award.</p> <p>B5.3: Where possible buy-out awards will be made using existing incentive plans; however, the Committee may (where it considers it reasonable) create a buy-out award on recruitment provided they are broadly consistent with this Policy.</p>
B6: Pension	B6.1: Pension will be in line with the remuneration policy.
B7: Benefits	<p>B7.2: Benefits will be in line with the remuneration policy.</p> <p>B7.3: Additional benefits may be offered for new Executives, such as relocation costs. Where these costs, including an amount to cover the associated tax, are offered, they will be for a maximum period of two years.</p>

Section C	Executive Director leaver policy
C1: Salary	<p>C1.1: <i>The Company may terminate employment by providing payment in lieu of notice of base salary as per contractual terms.</i></p> <p>C1.2: Any new Executive Director contracts shall stipulate that payments in lieu of notice be subject to mitigation.</p>
C2: Annual bonus	<p>C2.1: Bonus for year of cessation</p> <p>C2.1.1: Executives may, at the discretion of the Committee, be eligible for a bonus for the year of cessation. Any bonus would be pro-rated for time and subject to performance assessment.</p> <p>C2.1.2: Good leavers through death, ill health or disability (as determined by the Committee), sale of the employing company and any other reason at the discretion of the Committee, including redundancy.</p> <p>C2.2: Deferred bonus awards</p> <p>C2.2.1: Unvested deferred awards will lapse unless the Executive is a good leaver. For good leavers (see definitions above), awards will generally continue and vest at the normal time. The Committee has the discretion to allow earlier vesting where it considers this appropriate, for example, in cases of death, ill health, disability and redundancy.</p> <p>C2.2.2: On a takeover, change of control or other corporate reorganisation, awards will generally vest early or be exchanged for new awards.</p>
C3: Long-term incentive	<p>C3.1: <i>Unvested LTIP awards will lapse unless the Executive is a good leaver.</i></p> <p>C3.2: <i>Good leavers: death, ill health or disability (as determined by the Committee), sale of the employing company and any other reason at the discretion of the Committee, including redundancy.</i></p> <p>C3.3: <i>For good leavers, awards will continue and vest at the normal time subject to an assessment of performance to the end of the performance period and time prorated for the proportion of the performance period that has elapsed at the termination date. The Committee has discretion, in exceptional circumstances, to vary the period of prorating based on time served.</i></p> <p>C3.4: <i>The Committee may allow awards to vest earlier in cases of death, ill health, retirement or disability. Where vesting is before the end of the performance period, the Committee will take an assessment of performance to the date of testing.</i></p> <p>C3.5: <i>In a takeover, change of control or other corporate reorganisation, awards will generally vest early, subject to pro-rating for the time elapsed and be assessed for performance.</i></p> <p>C3.6: <i>For vested awards that are subject to a holding period, the awards will continue and be released at the normal time. The Committee has the discretion to allow earlier release in cases of death, ill health, retirement, redundancy or disability. Awards would generally be released early in the event of a takeover, change of control or other corporate reorganisation.</i></p>
C4: Pension	C4: <i>Not included in payment in lieu of notice.</i>
C5: Benefits	C5: <i>Not included in payment in lieu of notice.</i>
C6: Other payments	C6: <i>Leavers: The Group may pay outplacement and professional legal fees incurred by Executives in finalising their termination arrangements, where considered appropriate, and may pay any statutory entitlements or settle compromise claims in connection with a termination of employment, where deemed in the best interests of the Company.</i>

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Element	Summary of remuneration policy
Section D Summary of remuneration policy for Non-Executive Directors	
D1: Fees for NEDs	<p>D1: Operation of NED fees</p> <p>D1.1: Non-Executive Directors receive a basic fee for their Board services.</p> <p>D1.2: Additional fees are paid in relation to additional responsibilities, including:</p> <ul style="list-style-type: none"> • D1.2.1: the role of Senior Independent Director; and • D1.2.2: chairing the Audit, Remuneration, Nomination and Risk Committees. <p>D1.3: The Chair of the Board receives a separate fee for this role (inclusive).</p> <p>D1.4: The fee for the Chair is set by the Remuneration Committee; the Chair is not present when their own remuneration is discussed. Fees for Non-Executive Directors are set by the CEO and Chair.</p> <p>D1.5: Fees are reviewed annually.</p> <p>D1.6: Expenses incurred in the course of duties may be reimbursed by the Company. This includes the settlement of any related tax liabilities for travel expenses or hospitality.</p>
D2: Opportunity for NED fees	<p>D2: Opportunity for NED fees</p> <p>D2.1: Current fee levels are set out in the Annual Report on Remuneration.</p> <p>D2.2: Non-Executive Director fees are set, taking into account market practice levels.</p> <p>D2.3: The fee for the Chair of the Board is set considering the individual's circumstances, skills, and experience.</p> <p>D2.4: The aggregate fees of the Chair and Non-Executive Directors will not exceed the limit from time to time prescribed within the Company's Articles of Association for such fees (currently £1m per annum in aggregate).</p>
D3: Performance assessment	<p>D3: Performance assessment</p> <p>D3.1: n/a</p>
Section E Illustration of application of the Remuneration Policy	
E1: Chief Executive Officer	<p>E1.1 Fixed pay</p> <p>Salary: £600,000</p> <p>Benefits: 4 x Life cover, Private Medical Cover</p> <p>Pension: 5% of salary</p> <p>E1.2: Annual bonus</p> <p>Minimum: n/a</p> <p>Target: 50% of maximum</p> <p>Maximum: 150% of salary</p> <p>E1.3: Long-term incentive</p> <p>Minimum: n/a</p> <p>Target: 50% of maximum</p> <p>Maximum: 200% of salary</p> <p>4th scenario: Maximum plus 50% share price growth</p>
E2: Chief Financial Officer	<p>E2.1 Fixed pay</p> <p>Salary: £220,000</p> <p>Benefits: 4 x Life cover, Private Medical Cover</p> <p>Pension: 5% of salary</p> <p>E2.2: Annual bonus</p> <p>Minimum: n/a</p> <p>Target: 50% of maximum</p> <p>Maximum: 150% of salary</p> <p>E2.3: Long-term incentive</p> <p>Minimum: n/a</p> <p>Target: 20% of maximum</p> <p>Maximum: 100% of salary</p> <p>4th scenario: Maximum plus 50% share price growth</p>

Corporate Governance

Directors' Report

The Directors present their report and audited accounts for the financial period ended 30 September 2025. Following appointment of the liquidators of the subsidiaries, the financial statements are presented on a standalone basis, instead of a group consolidation.

Additional disclosures

The Strategic Report is a requirement of the UK Companies Act 2006 and can be found on pages 3 to 16 of this Annual Report.

The Company has chosen, in accordance with section 414C(11) of the Companies Act 2006, to include details of the following matter in its Strategic Report that would otherwise be disclosed in this Directors' Report:

Detail	Page
Likely future developments in the business	5, 6, & 8
Stakeholder engagement	12 - 13
Greenhouse gas emissions	10

The Company is required to disclose certain information under UK Listing Rule 6.6 in the Directors' Report or advise where such relevant information is contained. Information required to be disclosed by the Listing Rules, and which is not included in this Directors' Report, can be located as follows:

Listing rule	Detail	Page
UKLR 6.6.1R	Information to be included in annual report and accounts	
	- statement of the amount of interest capitalised by the group during the period under review, with an indication of the amount and treatment of any related tax relief	n/a
	- information regarding publication of unaudited financial information	3
	- details of any long-term incentive schemes	43 & 50
	- details of any arrangements under which a director of the company has waived or agreed to waive any emoluments from the Company or any subsidiary undertaking	37
	- where a director has agreed to waive future emoluments, details of such waiver, together with those relating to emoluments which were waived during the period under review	n/a
	- any allotment for cash of equity securities made during the period under review otherwise than to the holders of the Company's equity shares in proportion to their holdings of such equity shares and which has not been specifically authorised by the Company's shareholders	n/a
	- information regarding any unlisted major subsidiary undertaking of the Company	67
	- details of the participation by the parent undertaking in any placing made during the period under review	n/a
	- details of any contract of significance subsisting during the period	n/a
	- details of any arrangement under which a shareholder has waived or agreed to waive any dividends	n/a
	- details of any shareholder that has agreed to waive future dividends	n/a
	- statement made by the board that the Company continues to carry on business independently from any controlling shareholder	n/a
UKLR 6.6.6R (3)(a)	Going concern	16
UKLR 6.6.6R (3)(b)	Viability statement	16
UKLR 6.6.6R (4)(b)	Off-market share purchases – sellers	n/a
UKLR 6.6.6R (4)(c)	Off-market purchase contracts post-period	n/a
UKLR 6.6.6R (4)(d)	Off-market treasury share sales – purchasers	n/a
UKLR 6.6.6R (5)	Application of UK Corporate Governance Code principles	19-20
UKLR 6.6.6R (6)	Compliance with UK Corporate Governance Code	19-20
UKLR 6.6.6R (7)	Directors' service contracts	34
UKLR 6.6.6R (8)	Task Force on Climate Related Financial Disclosures (TCFD)	11
UKLR 6.6.6R (9) (a-d)	Board diversity targets	9
UKLR 6.6.6R (10)	Board & executive diversity data	9

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UKLR6.6.6R (11)	Approach to collecting diversity data	9, 28
UKLR 6 Annex 1R	Data on the diversity of the individuals on a listed company's board and in its executive management	23

Other information that is relevant to this report, and which is also incorporated by reference, can be located as follows:

Detail	Page
Governance	17 - 51
Credit, market and liquidity risks	15

Corporate details

The Company was incorporated and registered in England and Wales on 24 February 2016 as a private company limited by shares under the Companies Act 2006 with the name Amigo Holdings Limited and with the registered number 10024479.

On 8 June 2018, the Company re-registered as a public company under the name Amigo Holdings PLC. The Company is listed on the Equity Shares (Commercial Companies) Category of the Official List (LON: AMGO). The Company's principal activity was to act as a holding company for the Amigo Loans Group of companies.

The Company has no branches outside the UK at the balance sheet date.

Disclaimer

The purpose of this Annual Report is to provide information to the members of the Company and it has been prepared for, and only for, the members of the Company as a body and no other persons. The Company, its Directors and employees, agents and advisors do not accept or assume responsibility to any other person to whom this document is shown or into whose hands it may come, and any such responsibility or liability is expressly disclaimed.

A cautionary statement in respect of forward-looking statements contained in this Annual Report is set out on page 7.

Results and dividends

The results for the financial period are set out in the financial statements on pages 59 to 62.

The Company did not pay a half-year dividend in the period (2023: nil). Given the 23 March 2023 announcement that the Group was in wind down, the Board decided that it was appropriate not to recommend the payment of a final dividend.

Dividend policy

Given the announcement on 23 March 2023 that the Group is in wind down, the Directors are of the view that no dividend can be paid.

Events since the balance sheet date

Appointment of Board Consultant

On 27 October 2025, Amigo announced that it had appointed Craig Ransley as a Board consultant to assist the Board in identifying and pursuing a reverse takeover in the mining sector.

Under Craig's consultancy agreement, Amigo agreed that if Craig successfully introduced investors that irrevocably agreed to subscribe for a £1.5 million capital raise, then Amigo would pay Craig a fee of £200,000. Craig agreed to use the fee to subscribe for 57,035,200 Amigo new ordinary shares of 0.25p each fully paid (**Fee Shares**) at an issue price of 0.3507p per Fee Share.

On 14 November 2025, Amigo announced that Craig had successfully introduced investors that irrevocably agreed to subscribed for up to £1.5 million of unlisted convertible loan notes. Therefore, Amigo paid the £200,000 to Craig who used that to subscribe for the Fee Shares.

Risk capital raise of £1.5m from institutional investors

On 14 November 2025, Amigo announced that institutional investors had irrevocably agreed to subscribe for up to £1.5 million of unlisted convertible loan notes. The Loan Notes are convertible at a price of 0.3p per Amigo new ordinary shares of 0.25p each fully paid into a maximum of 500,000,000 Amigo new ordinary shares of 0.25p each fully paid (**Conversion Shares**). The subscription for the Loan Notes is subject only to approval by shareholders at a General Meeting. The Loan Notes are mandatorily convertible by Amigo in two tranches:

Corporate Governance

- *First Tranche* - Amigo will convert up to £1,125,000 of the Loan Notes into a maximum of 375,000,000 Conversion Shares on 19 January 2026.
- *Second Tranche* - The balance of the Loan Notes, which will convert into a further 125,000,000 Conversion Shares, will only be converted by Amigo on publication of a prospectus, most likely in respect of any RTO, or as otherwise permitted subsequently under the Prospectus Rules.

Risk capital raise from existing shareholders

On 26 November 2025 Amigo announced that it will enable existing shareholders to participate and buy new ordinary shares in the capital raise at the same price as the Loan Notes through the Winterflood Retail Access Platform to raise up to £188,100 subject also to approval by shareholders at a General Meeting.

General Meeting to be held

On 26 November 2025, Amigo announced that it will hold a general meeting to consider and vote on a resolution relating to the above proposals on 19 December 2025.

Directors

The names and biographical details of the current Directors and the Board Committees of which they are members are set out on pages 18.

<i>Current directors</i>	<i>Role</i>	<i>Appointment date</i>
Jonathan Roe ¹	Chairman of the Board	1 August 2020
Jim McColl	Non-Executive Director	1 September 2024
Nick Beal	CEO	12 May 2025
<i>Director resigned in the financial period</i>	<i>Role</i>	<i>Appointment date</i>
Kerry Penfold ²	CEO & CFO	23 September 2022
Michael Bartholomeusz ³	Independent Non-Executive Director	19 November 2020

1. Jonathan Roe was originally appointed as a Non-Executive Director on 1 August 2020 and was authorised by the FCA as Chair on 13 October 2020.

2. Kerry Penfold resigned as a Director on 12 May 2025

3. Michael Bartholomeusz resigned as a director on 31 May 2025.

The service agreements of the current Executive Directors and the letters of appointment of the Non-Executive Directors are available for inspection at the Company's Registered Office.

Appointment and removal of Directors

The appointment and replacement of Directors is governed by the Company's Articles of Association, relevant UK legislation, and the UK Corporate Governance Code. There is no maximum number of Directors who can serve on the Board, but the number of Directors cannot be less than two.

The Board may appoint a Director either to fill a casual vacancy or as an addition to the Board. An appointed Director must retire and seek election to office at the next AGM of the Company. In addition to any powers of removal conferred by the UK Companies Act 2006, the Company may by ordinary resolution remove any Director before the expiry of his or her period of office. Subject to the constitutional documents, it may appoint another person willing to act as a Director in their place by ordinary resolution.

Articles of Association

The Company's Articles of Association were adopted by special resolution on 28 June 2018 and amended on 29 September 2021. Any amendment to the Articles of Association may be made by special resolution in accordance with the provisions of the Companies Act 2006.

Powers of Directors

The powers of the Directors are described in the formal schedule of matters reserved for the Board which is available on request from the Company Secretary and is summarised in the Corporate Governance Report on pages 21 to 24.

Corporate Governance

The Board manages the Company's business under the powers set out in the Articles of Association. These powers include the Directors' ability to issue or buy back shares. Shareholders' authority to empower the Directors to purchase the Company's own ordinary shares is sought at the AGM each financial period.

Directors' interests

Save as disclosed in the Directors' Remuneration Report, none of the Directors, nor any person connected with them, has any interest in the share or loan capital of the Company or any of its subsidiaries.

At no time during the financial period ended 30 September 2025 did any Director hold a material interest, directly or indirectly, in any contract of significance with the Company or any subsidiary undertaking other than the Executive Directors in relation to their service agreements.

Directors' indemnities and insurance

The Directors benefit from a qualifying third-party indemnity from the Company as permitted by the Company's Articles of Association (the terms of which are in accordance with the Companies Act 2006). The Company had Directors' and Officers' liability insurance in place during the period.

Share capital

The Company has share capital, which is divided into ordinary shares of nominal value of 0.25p each, all ranking pari passu, and at 30 September 2025, there were 570,352,960 ordinary shares in issue, all fully paid. The 41,000 deferred shares, which were 24p each, were cancelled during the financial period.

Shareholder voting rights, restrictions on voting rights and restrictions on the transfer of shares

All issued and outstanding ordinary Company shares have equal voting rights, with one vote per share.

The Directors are not aware of any other agreements between holders of the Company's shares that may result in restrictions on voting rights or the transfer of securities.

Substantial shareholders

As at 30 September 2025, the Company has been made aware of or was notified under the Disclosure and Transparency Rules (DTR 5) of the following holdings of voting rights in its issued share capital:

Shareholders holding 3% or more of the Company's issued share capital

Shareholder Name	Investment Style	Number of Ordinary Shares	% Total Voting Rights attaching to Issued Share Capital (30.09.25)	% Total Voting Rights attaching to issued Share Capital following issue of the Fee Shares (30.11.25)
Hargreaves Lansdown Asset Management	Private client broker	232,448,807	40.76	37.05
Interactive Investor	Private client broker	60,598,676	10.62	9.66
AJ Bell	Private client broker	51,159,907	8.97	8.15
Interactive Brokers	Private client broker	49,097,058	8.61	7.83
Halifax Share Dealing	Private client broker	46,811,088	8.21	7.46
CitiGroup	Private client broker	29,867,028	5.24	4.76
HSBC	Private client broker	28,967,786	5.08	4.61
Mr Neil Partington	Private Individual	24,250,000	4.25	3.87
Barclays Wealth	Private client broker	22,510,946	3.95	3.59
Mr Mathew Kay	Private client broker	21,667,245	3.80	3.45

This table may include some double counting, as the private individuals hold their shares through private client brokers

Other than above, the Company has not been notified by any of the private client brokers holding shares as of 30 September 2025 that any one individual or organisation holding shares through them had a reportable shareholding of more than 3% of the Company's issued share capital.

Corporate Governance

During the period between 30 September 2025 and 11 December 2025 (the last practicable date of notification), the Company has been notified under DTR 5 of the following changes to holdings of its issued share capital:

- On 5 December 2025, Mr Neil Partington notified the Company that he held 37,750,651 shares; and
- On 25 November 2025, Stellar Mercator Pte Ltd (a company registered in Singapore) notified the Company that it held 57,035,200 shares. Craig Ransley is the beneficial owner of Stellar Mercator Pte Ltd and these shares are the Fee Shares that were acquired by Craig with the fee paid to him for introducing the investors that irrevocably agreed to subscribe for a £1.5 million capital raise by the Company.

Shareholders with significant influence

The Company seeks to engender a culture responsive to its shareholders' views. The Chairs of each of the Board Committees would also expect to engage with shareholders on significant matters related to their areas of responsibility, if appropriate.

Restriction on the transfer of shares

Save as outlined above, there are no specific restrictions on the transfer of the Company's shares. However, pursuant to the Articles of Association, the Board has the discretion to refuse to register any transfer of shares that is not fully paid. This discretion may not be exercised in a way that the FCA or the London Stock Exchange regards as preventing dealings in the relevant share classes from taking place on an open and proper basis.

The Board may also refuse to register a transfer where the instrument of transfer is: (i) in favour of more than four persons jointly; (ii) not left at the registered office of the Company, or at such other place as the Board may from time to time determine, accompanied by the certificate(s) of the shares to which the instrument relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and (iii) the instrument of transfer is in respect of more than one class of share. In addition, pursuant to the Listing Rules, the Directors of the Company and persons discharging managerial responsibility are required to obtain prior approval from the Company to deal in the Company's securities. They are prohibited from dealing during close periods.

Voting rights

On a poll, votes may be given personally or by proxy. Subject to any rights or restrictions attached to any class or classes of shares and to any other provisions of the Articles of Association: if a vote is taken on a show of hands, every member or proxy present in person shall have one vote; and if a vote is taken on a poll, every member present in person or by proxy shall have one vote for each share held by him. All resolutions put to the members at electronic general meetings will be voted on by a poll. All resolutions put to the members at a physical general meeting will be voted on a show of hands unless a poll is demanded: by the Chair of the meeting or by at least five members present in person or by proxy and having the right to vote on the resolution; or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution; or by a member or members present in person or by proxy holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right. During the financial period, the Company held a General Meeting on 30 April 2024 and an Annual General Meeting on 30 September 2024.

Authority to purchase its own shares

The Company is permitted, pursuant to the terms of its Articles of Association, to purchase its own shares subject to shareholders' approval. At the AGM on 30 September 2024, shareholders authorised the Company to make market purchases of up to 10% of its ordinary shares. This authority will expire on 30 December 2025. Except for the purchase of the deferred shares for a nominal sum, the Company did not repurchase any of its shares during the financial year 2023/24.

Authority to issue shares

The Company is permitted, pursuant to the terms of its Articles of Association, to allot, grant options over, offer or otherwise deal with or dispose of shares in the Company to such persons at such times and generally on such terms and conditions as they may determine. At the AGM on 30 September 2024, the Company was given authority to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £475,294, (such amount to be reduced by the nominal amount of any shares in the Company or rights to subscribe for or convert any security into shares in the Company granted under sub-paragraph (ii) below in excess of such sum); and

Corporate Governance

- (ii) comprising equity securities (as defined in section 560(1) of the UK Companies Act 2006) up to an aggregate nominal amount of £950,588 (such amount to be reduced by any allotments of any shares in the Company or grants of rights to subscribe for or convert any security into shares in the Company made under sub-paragraph (i) above) in connection with an offer by way of a rights issue.

This authority will expire on 30 December 2025.

Employee participation in share schemes

In autumn 2019, the Company implemented a Company-wide Share Incentive Plan (**SIP**) and a Save As You Earn scheme (**SAYE**). The Company also had a Long Term Incentive Plan (**LTIP**) and Deferred Bonus Plan (**DBP**) for certain employees. The SIP and SAYE were both wound up before the start of this financial period. Further details of the LTIP and DBP can be found in the Directors' Remuneration Report on pages 31 to 40.

Going concern

As described on page 16.

Financial risk management

Details of financial risk management and financial instruments are disclosed in note 6 of the Company's Financial Statements.

Significant agreements and change of control

A number of agreements take effect, alter or terminate upon a change of control of the Company following a takeover. As at the signing date, the largest notified shareholding position was 9% of the issued share capital of the Company.

Political donations

The Group did not make any political donations or incur any political expenditure (each as defined by the Companies Act 2006) in the EU or elsewhere in the financial period ended 30 September 2025.

Equal opportunities

The Company has an equal opportunities policy to be followed by all Directors, senior managers and employees. This ensures the Company employs a diverse workforce in terms of age, gender, sexual orientation, educational and professional backgrounds. The policy's objectives include ensuring that: recruitment criteria and procedures are designed to ensure individuals are selected solely based on their merits and abilities; employment practices are regularly reviewed to avoid unlawful discrimination; and training is provided to ensure compliance with the policy.

Disclosure of information to the auditor

The Directors in office at the date of this report have each confirmed that:

- so far as they are aware, there is no relevant audit information of which the Group's auditor is unaware; and
- they have taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

For the purposes of compliance with DTR 4.1.5R(2) and DTR 4.1.8R, the required content of the management report can be found in the Strategic Report and these regulatory disclosures, including the sections of the Annual Report and Accounts, incorporated by reference.

The Directors' Report was approved by the Board on 12 December 2025.

By Order of the Board

Nick Beal

CEO & Company Secretary

Amigo Holdings PLC

Corporate Governance

Directors' responsibilities statement

Statement of Directors' responsibilities in respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual Report Company Financial Statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare Group and parent company financial statements for each financial period. Under that law, they are required to prepare the Group Financial Statements in accordance with international accounting standards. In addition, the Group Financial Statements are required under the UK Disclosure Guidance and Transparency Rules to be prepared in accordance with International Financial Reporting Standards adopted in the UK.

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 and reliable; and
- state whether they have been prepared in accordance with international accounting standards.

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 comply 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.

Responsibility statement of the Directors in respect of the Annual Report

We confirm that to the best of our knowledge:

1. 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
2. the management report includes a fair review of the development or performance of the business and the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties.

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.

Nick Beal

Director

12 December 2025

Independent auditor's report to the members of Amigo Holdings PLC

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Amigo Holdings PLC. For the purposes of the table on pages 54 to 55 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The "Company" is defined as Amigo Holdings PLC, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Amigo Holdings PLC for the period from 1 April 2024 to 30 September 2025.

The financial statements that we have audited comprise:

- the Company Statement of Comprehensive Income
- the Company Statement of Financial Position
- the Company Statement of Changes in Equity
- the Company Statement of Cash Flows
- Notes 1 to 13 to the Company financial statements, including material accounting policies

The financial reporting framework that has been applied in the preparation of the Company's financial statements is applicable law and International Financial Reporting Standards as adopted by the UK ("IFRS").

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2025 and of its profit for the 18-month period then ended;
- have been properly prepared in accordance with IFRS; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to Note 1 to the financial statements, which explains that the Directors have taken the decision to wind down the operations of the Company and liquidate the Amigo Loans Group subsidiaries and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in note 1.

Our opinion is not modified in respect of this matter.

Overview of our audit approach

Scope

Our audit was scoped by obtaining an understanding of the Company, and its environment, system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

Our audit considered the significant changes in the operations of the Amigo Loans Group and decision taken by the Directors to cease trading and liquidate the operating companies of Amigo Loans Group prior to 30 September 2025.

Materiality	2025	2024	
	£12,000	£18,000	4% of adjusted net assets (2024: 2% of total assets)

Key audit matter

- Going concern

Key Audit Matter

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

Going concern	
Key audit matter description	<p>As set out in note 1 of the financial statements, the financial statements have been prepared on a basis other than going concern, as the Amigo Loans Group ceased trading. As at 29 September 2025, all subsidiary companies of Amigo Holdings plc had been placed into liquidation. Parallel to these events, the Directors have continued to explore alternative operational opportunities for Amigo Holdings plc, including through a Reverse Take Over ("RTO"), and accordingly Amigo Holdings plc has not been placed into liquidation.</p> <p>The determination of the appropriate basis of preparation of the financial statements, together with the related judgments and disclosures, was a significant area of focus for our audit and therefore considered to be a key audit matter.</p>
How the scope of our audit responded to the key audit matter	<p>We performed the following procedures in response to this key audit matter:</p> <ul style="list-style-type: none"> • We have obtained and reviewed management's assessment which sets out the key judgements for concluding that the going concern basis in preparation of the financial statements is no longer appropriate. We corroborated this with public announcements made by the Company and review of minutes of meetings of Directors. • We have reviewed the disclosures in the financial statements in respect of basis of preparation and going concern prospects of the Company. These were evaluated against IFRS requirements and consistency with public announcements made by the Company and minutes of meetings of Directors. <p>We reviewed post-balance sheet events disclosures made in the financial statements and obtained evidence to support the disclosure made in particular about the future prospects of Amigo Holdings plc and relevant dependencies.</p>
Key observations communicated to the Audit Committee	The disclosures in the financial statements are consistent with audit evidence obtained in respect of the future prospects of the Company.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality in respect of the Company set at £12,000 (2024: £18,000) which was determined on the basis of 4% of adjusted net assets (2024: 2% of total assets). Adjusted net assets were considered to be the most appropriate benchmark for the calculation of materiality as, in a basis other than going concern scenario, users are primarily focused on the recoverability of assets, the settlement of liabilities and the resulting residual value.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Company was set at £8,400 (2024: £12,600) which represents 70% (2024: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits. We agreed to report any corrected or uncorrected adjustments exceeding £600 (2024: £900) to the Audit Committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

The control environment

We evaluated the design and implementation of those internal controls of the Company which are relevant to our audit, such as those relating to the financial reporting cycle. Taking into account the change in operations of the Company our audit approach was fully substantive.

Climate-related risks

In planning our audit and gaining an understanding of the Company, we considered the potential impact of climate-related risks on the business and its financial statements. The Company has not operated during the period, and we discussed with management the climate-related risks relevant for the Company. We have agreed with managements' assessment that climate-related risks are not material to these financial statements and reviewed the relevant disclosures as required by the Listing Rules.

Reporting on other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

Directors' remuneration report

Those aspects of the Directors' remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

Corporate governance statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's compliance with the provisions of the UK Corporate Governance Code specified for our review by the UK Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards to the basis of preparing the financial statements on a basis other than going concern;
- Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate;
- Directors' statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities;
- Directors' statement on fair, balanced and understandable;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems; and
- Section describing the work of the audit committee.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of Directors

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

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

Auditor responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Company, including the Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the Directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Company focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Company including the regulatory and supervisory requirements of the Financial Conduct Authority ("FCA").
- We enquired of the Directors and management including the Audit Committee concerning the Company's policies and procedures relating to:
 - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and

- the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce costs, creating fictitious transactions.

Audit response to risks identified

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Company's board and audit committee meetings, inspection of legal and regulatory correspondence and publications.
- audit procedures performed by the engagement team in connection with the risks identified included:
 - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
 - evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.
 - enquiry of management around actual and potential litigation and claims.
 - challenging the assumptions and judgements made by management in its significant accounting estimates, in particular those relating to the basis of preparation of the financial statements; and
 - obtaining confirmations from third parties to confirm existence cash balances at period end.
- the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, including specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other requirements

We were first appointed by the Directors on 2 September 2022 to audit the financial statements of the Company for the year ended 31 March 2023. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 3 years, initially under the legal entity MacIntyre Hudson LLP and subsequently under MHA Audit Services LLP. We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Company, and we remain independent of the Company in conducting our audit.

Use of our report

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.

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rules 4.1.15R to 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with those requirements

Andrew Moyser, FCA FCCA

(Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
12 December 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

Company statement of comprehensive income for the eighteen months ended 30 September 2025

	Notes	18 months ended 30 Sep 25 £m	Year to 31 Mar 24 £m
Impairment of investment in subsidiaries		-	(0.9)
Intercompany balances waived	12	71.3	-
Administrative and other operating expenses	2	(0.5)	(0.3)
Profit/(loss) before tax		70.8	(1.2)
Tax on profit/(loss)	4	-	(0.2)
Profit/(loss) and total comprehensive profit/(loss) attributable to equity shareholders of the Company		70.8	(1.4)

The profit/(loss) is derived from continuing activities.

Profit/(loss) per share			
Basic profit/(loss) per share (pence)	5	12.5	(0.3)

The accompanying notes form part of these financial statements.

Company statement of financial position as at 30 September 2025

	Notes	30 Sep 25 £m	31 Mar 24 £m
Current assets			
Cash and cash equivalents	6	0.7	-
Total assets		0.7	-
Current liabilities			
Other payables	7	(0.8)	(71.1)
Total liabilities		(0.8)	(71.1)
Net liabilities		(0.1)	(71.1)
Equity			
Share capital	8	1.4	1.2
Share premium		207.9	207.9
Merger reserve		4.7	4.7
Retained earnings		(214.1)	(284.9)
Shareholders' equity		(0.1)	(71.1)

The accompanying notes form part of these financial statements.

The financial statements of Amigo Holdings PLC were approved and authorised for issue by the Board and were signed on its behalf by:

Nicholas Beal
Director
 12 December 2025
 Company no. 10024479

Company statement of changes in equity

for the eighteen months ended 30 September 2025

	Share capital £m	Share premium £m	Merger Reserve ¹ £m	Retained earnings £m	Total equity £m
At 1 April 2023	1.2	207.9	4.7	(283.5)	(69.7)
Total comprehensive loss	-	-	-	(1.4)	(1.4)
At 31 March 2024	1.2	207.9	4.7	(284.9)	(71.1)
Shares issued	0.2	-	-	-	0.2
Total comprehensive income	-	-	-	70.8	70.8
At 30 September 2025	1.4	207.9	4.7	(214.1)	(0.1)

The accompanying notes form part of these financial statements.

- 1 The merger reserve was created as a result of a Group reorganisation in 2017 to create an appropriate holding company structure. The restructure was within a wholly owned group, constituting a common control transaction.

Company statement of cash flows

for the eighteen months ended 30 September 2025

	Period to 30 Sep 25 £m	Year to 31 Mar 24 £m
Profit/(loss) for the period	70.8	(1.4)
Adjustments for:		
Impairment of investments	-	0.9
Intercompany balances waived	(71.3)	-
Income tax charge	-	0.2
Operating cash flows before movements in working capital	(0.5)	(0.3)
Increase/(decrease) in payables	0.3	(0.2)
Net cash (used in) operating activities	(0.2)	(0.5)
Financing activities		
Share capital issued	0.2	-
Proceeds from intercompany funding	0.7	0.5
Net cash from financing activities	0.9	0.5
Net increase in cash and cash equivalents	0.7	-
Cash and cash equivalents at beginning of period	-	-
Cash and cash equivalents at end of period	0.7	-

The accompanying notes form part of these financial statements.

Notes to the financial statements – Company

for the period ended 30 September 2025

1. Material accounting policies

i) Basis of preparation of financial statements

Amigo Holdings PLC (the “Company”) is a company limited by shares and incorporated and domiciled in England and Wales.

The principal activity of the Company was to act as a holding company for the Amigo Loans Group of companies. The principal activity of the Amigo Loans Group was previously to provide loans to consumers. With the Fallback Solution under the Scheme of Arrangement (“Scheme”) being implemented, leading to a cessation of trade and implementation of a wind down plan in March 2023, there has been no new lending in the eighteen months to 30 September 2025. The Amigo Loans Group has collected its assets and settled all liabilities in line with obligations under the Scheme, and the Scheme Supervisor passed a resolution that the Scheme had been completed on 17 September 2025. On 29 September 2025, liquidators were appointed to carry out solvent members’ voluntary liquidations of the Company’s subsidiaries. Therefore as at 30 September 2025, the Company did not control any subsidiary companies as such the financial statements are for the Company only.

Amigo Holdings PLC changed its accounting reference date from 31 March to 30 September. The Directors implemented this change to preserve cash. The change in the accounting reference date means that the amounts presented in the financial statements are not entirely comparable, as this period’s figures are for an eighteen-month period whilst the comparatives are for a twelve-month period. The Company has modest residual cash resources and is looking for a reverse takeover opportunity. If a suitable opportunity does not emerge, then, as previously indicated, the Company may ultimately seek shareholder approval to delist from the London Stock Exchange and enter its own liquidation process.

The financial statements have been prepared under the historical cost convention, in accordance with International Financial Reporting Standards as adopted by the UK, and in conformity with the requirements of the Companies Act 2006.

The functional currency of the Company is GBP. These financial statements are presented in GBP.

The following material accounting policies have been applied:

ii) Going concern

In determining the appropriate basis of preparation for these financial statements, the Board has undertaken an assessment of the Company’s ability to continue as a going concern for a period of at least twelve months from the date of approval of the financial statements.

In undertaking a Going Concern review, the Directors considered the former Amigo Loans Group’s implementation of the Fallback Solution announced on 23 March 2023, under the Scheme. The Fallback Solution required that the Group’s sole trading subsidiary, Amigo Loans Ltd (“ALL”) to stop lending immediately and be placed in an orderly wind down, with any surplus cash following the wind down to be transferred to Scheme creditors. ALL would then appoint liquidators within two months of the final monies being paid to ALL Scheme Ltd (“SchemeCo”). Throughout the period to 30 September 2025 the Fallback Solution has progressed. Amigo’s back book of loans has been run off or sold or written off, interim and final distributions or Scheme payments have been paid to all Scheme creditors, and almost all of the staff have exited the business since implementation of the Fallback Solution. ALL entered liquidation on 29 September 2025, in line with obligations under the Scheme.

Given the cessation of trading on 23 March 2023, alongside no apparent realistic strategic capital raise or viable alternative solutions, and the requirement dictated by the Scheme to ultimately liquidate ALL (the Amigo Loans Group’s sole cash-generating unit), the Board has determined that the financial statements for the period ended 30 September 2025 will be prepared on a basis other than going concern, consistent with the prior period. In making this assessment consideration was given to the potential for Amigo Holdings PLC to attract a reverse takeover or similar transaction. However, such an outcome, whilst the strategic intention of the Directors, does not have sufficient certainty in either cashflow or ability to trade to change the basis of preparation from that adopted in the period ended 30 September 2025.

The Directors believe there is no general dispensation from the measurement, recognition and disclosure requirements of IFRS despite the Company not continuing as a going concern. Therefore, IFRS is applied accordingly throughout the financial statements. No material adjustments to the carrying value of the assets or liabilities was required. The relevant accounting standards for each part of the Financial Statements have been applied on the conditions that existed and decisions that had been taken by the Board as at or prior to 30 September 2025.

iii) Financial instruments

The Company primarily enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities.

a) Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2. Operating expenses

The main categories of expenditure included in administrative and other operating expenses are professional fees £0.4m (2024: £0.3m) and employee costs £0.1m (2024: £ nil). Other operating expenses include fees payable to the Company's auditors for the audit of these financial statements amounted to £30,000 (2024: £24,000).

3. Employees and key management remuneration

During the period one person served as Non-Executive Director. Wages and salaries amounted to £0.1m (2024: £nil). The average number of employees employed by the Company (including Directors) was nil in both the current and prior periods.

The highest paid Director in the current period received remuneration of £67,575 inclusive of employers' National Insurance (2024: £ nil). There were no retirement benefits relating to key management personnel.

4. Taxation

The applicable corporation tax rate for the period to 30 September 2025 was 25.0% (2024: 25.0%) and the effective tax rate is 0.0% (2024: negative 0.8%).

	Eighteen months to 30 Sep 25 £m	Year to 31 Mar 24 £m
Corporation tax		
Current tax charge on profit/(loss) for the year	-	0.2
Taxation charge on profit/(loss)	-	0.2

A reconciliation of the actual tax charge, shown above, and the profit/(loss) before tax multiplied by the standard rate of tax, is as follows:

	Eighteen months to 30 Sep 25 £m	Year to 31 Mar 24 £m
Profit/(loss) before tax	70.8	(1.2)
Profit/(loss) before tax multiplied by the standard rate of corporation tax in the UK of 25% (2024: 25%)	17.7	(0.3)
Effects of:		
Income not taxable for Corporation tax purposes (intercompany loan waivers)	(17.8)	-
Expenditure not deductible for tax purposes	-	0.3
Other	-	0.2
Current-year losses for which no deferred tax asset is recognised	0.1	-
Total tax charge for the year	0.0	0.2
Effective tax rate	0.0%	(16.7)%

5. Profit/(loss) per share

Basic profit/(loss) per share is calculated by dividing the profit/(loss) for the period attributable to equity shareholders by the weighted average number of ordinary shares outstanding during the period.

	30 Sep 25 Pence	31 Mar 24 Pence
Basic profit/(loss) per share	12.5	(0.3)
Adjusted (loss) per share ¹	(0.1)	(0.1)

1 Adjusted (loss) per share and earnings for adjusted basic earnings(loss) per share are non-GAAP measures.

Reconciliations of the earnings used in the calculations are set out below.

	30 Sep 25 £m	31 Mar 24 £m
Profit/(loss) for basic EPS	70.8	(1.4)
Impairment of subsidiaries	-	0.9
Intercompany balances waived	(71.3)	-
Profit/(loss) for adjusted basic EPS¹	(0.5)	(0.5)
Basic weighted average number of shares (m)	565.2	475.3

1. Adjusted /(loss) per share and earnings for adjusted basic profit/(loss) per share are non-GAAP measures.

Reconciliation of the weighted average number of shares used in the calculations are set out below.

	Number	Days in issue	Days in period	Average
<u>Weighted average (million)</u>				
As at 31 March 2024	475.3	548	548	475.3
Shares issued 5 April 2024	23.8	544	548	23.6
Shares issued 9 May 2024	71.3	510	548	66.3
As at 30 September 2025	570.4			565.2

6. Cash and cash equivalents

Since entering the Fallback Solution the management of cash balances changed substantially in line with obligations under the Court approved Scheme of Arrangement. The Scheme was designed to ensure the Group could carry out an orderly wind down, which include having access to sufficient liquidity from previously restricted balances. The Scheme is now complete and redress delivered to customers, and Amigo's subsidiaries have entered a solvent members' voluntary liquidation. Before liquidation, the subsidiaries transferred £0.7m of residual funds to Amigo Holdings PLC, with an indemnity undertaking from Amigo Holdings PLC in favour of the Liquidators to pay all liquidation costs. These costs are expected to consume around £0.3m, leaving approximately £0.4m for Amigo Holdings PLC. This amount was too small to support a further Scheme payment. This will fund Amigo Holdings PLC's minimal overheads and potential search for future opportunities. Amigo Holdings PLC exists as a listed company with no liabilities to Scheme creditors.

7. Other payables

	30 Sep 25 £m	31 Mar 24 £m
Amounts owed to third parties	0.4	-
Amounts owed to Group undertakings	-	71.0
Accruals and deferred income	0.4	0.1
	0.8	71.1

As explained further in note 12, the £0.4m owed to Amigo Management Services (in liquidation) has been reclassified as a third-party loan balance at the period end. This loan arose from the transfer of residual funds to Amigo Holdings PLC from the subsidiaries prior to entering liquidation (note 6),

8. Share capital

On 4 July 2018 the Company's shares were admitted to trading on the London Stock Exchange. Immediately prior to admission the shareholder loan notes were converted to equity, increasing the share capital of the business to 475.3m ordinary shares and increasing net assets by £207.2m. On 28 March 2024 Amigo announced that Peterhouse Capital Limited arranged for the placing of 95,019,200 new ordinary shares of 0.25p each fully paid, ranking pari passu in all respects with the existing issued ordinary shares. On 5 April 2024, 23,766,400 of these shares ("First Placing Shares") were admitted for listing on the Equity Shares (Commercial Companies) Category of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The remaining 71,252,800 shares ("Second Placing Shares") were admitted for listing on 9 May 2024.

On 11 July 2025 the 41,000 deferred ordinary shares of £0.24 each were cancelled.

Allotted and called up shares at par value

	30 Sep 25 £'000 Total
41,000 deferred ordinary shares of £0.24 each	-
570,352,960 ordinary shares of 0.25p each	1,426
	1,426

	31 Mar 24 £'000 Total
41,000 deferred ordinary shares of £0.24 each	10
475,333,760 ordinary shares of 0.25p each	1,188
	1,198

	Ordinary A	Ordinary B	Ordinary C	Ordinary D	Ordinary	Total
	Number	Number	Number	Number	Number	Number
At 31 March 2018	803,574	41,000	97,500	57,926	-	1,000,000
Subdivision	(803,574)	(41,000)	(97,500)	(57,926)	400,000,000	399,000,000
Shareholder loan note conversion	-	-	-	-	75,333,760	75,333,760
At 31 March 2019	-	-	-	-	475,333,760	475,333,760
At 31 March 2020	-	-	-	-	475,333,760	475,333,760
At 31 March 2021	-	-	-	-	475,333,760	475,333,760
At 31 March 2022	-	-	-	-	475,333,760	475,333,760
At 31 March 2023	-	-	-	-	475,333,760	475,333,760
At 31 March 2024	-	-	-	-	475,333,760	475,333,760
Shares issued					95,019,200	95,019,200
At 30 September 2025	-	-	-	-	570,352,960	570,352,960

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. Each ordinary share in the capital of the Company ranks equally in all respects and no shareholder holds shares carrying special rights relating to the control of the Company. The nominal value of shares in issue is shown in share capital, with any additional consideration for those shares shown in share premium.

Deferred shares

At the time of the IPO and subdivision the 41,000 ordinary B shares were split into 16,400,000 ordinary shares of 0.25p and 41,000 deferred shares of £0.24. The deferred shares did not carry any rights to receive any profits of the Company or any rights to vote at a general meeting. Prior to the subdivision the ordinary B shares had 1.24 votes per share; all other shares had one vote per share. These deferred shares were cancelled on 11 July 2025.

Dividends

Dividends are recognised through equity, on the earlier of their approval by the Company's shareholders or their payment.

The Board has decided that it will not propose a final dividend payment for the period ended 30 September 2025 (2024: £nil).

9. New standards and interpretations

The following standards, amendments to standards and interpretations are newly effective in the period. There has been no significant impact to the Company as a result of their issue.

- Amendment to IAS 1 – Non-current liabilities with covenants
- Amendment to IFRS 16 – Leases on sale and leaseback
- Amendment to IAS 7 and IFRS 7 – Supplier finance
- IFRS S1 – General requirements for disclosure of sustainability-related financial information
- IFRS S2 – Climate-related disclosures

Other standards

The IASB has also issued the following standards, amendments to standards and interpretations that will be effective from 1 January 2025, however these have not been early adopted by the Company. The Company does not expect any significant impact on its consolidated financial statements from these amendments.

- Amendment to IAS 21 – Lack of exchangeability
- Amendments to the SASB standards to enhance their international applicability

10. Investment in subsidiaries

The following were subsidiary undertakings of the Company and included undertakings registered or incorporated up to the date of the Directors' Report as indicated. Unless otherwise indicated all Group owned shares are ordinary. All entities were subsidiaries on the basis of 100% ownership and shareholding.

As part of the orderly wind down of activities of the Group, on 29 September 2025, all of Amigo's subsidiaries have appointed Chris Lavery and Sean Croston of Grant Thornton UK Advisory & Tax LLP as joint liquidators to carry out solvent members' voluntary liquidations of the Company's subsidiaries.

Name	Country of incorporation	Class of shares held	Ownership 30 Sep 2025	Ownership 31 March 2024	Principal activity
Direct holding					
Amigo Loans Group Ltd ^{1,2}	United Kingdom	Ordinary	-	100%	Holding company
Amigo Loans Holdings Ltd ^{1,3,4}	United Kingdom	Ordinary	-	100%	Holding company
ALL Scheme Ltd ^{1,4}	United Kingdom	Ordinary	-	100%	Special purpose vehicle
Indirect holdings					
Amigo Loans Ltd ^{1,4}	United Kingdom	Ordinary	-	100%	Trading company
Amigo Management Services Ltd ^{1,4}	United Kingdom	Ordinary	-	100%	Trading company

1 Registered at 71-75 Shelton Street, Covent Garden, London, United Kingdom, WC2H 9JQ.

2 Liquidators appointed on 28 March 2025

3 Became direct holding in March 2025

4 Liquidators appointed on 29 September 2025

11. Capital commitments

The Company had no capital commitments as at 30 September 2025 (2024: £nil).

12. Related party transactions

The Company received charges from and made charges to its 100% owned subsidiaries. Amounts owed to Group undertakings are considered non-recoverable and were waived in the period to 30 September 2025. As part of the liquidation of the Scheme business, all residual free cash totalling £0.7m, was lent to Amigo for a period of twelve months (the "Loan Term"). Amigo gave the Scheme businesses/the liquidators an indemnity to pay all cost of liquidating the Scheme businesses. These costs were estimated to total £0.3m, leaving a net loan, after set-off, of £0.4m (which remains a contingent liability). This loan can be called in at the end of the Loan Term. However, this money would be immediately returned to Amigo (as the final beneficial shareholder) following the solvent liquidation of the Scheme businesses. This £0.4m is designated as a third-party loan balance at the period end, since Amigo Holdings PLC no longer exerts control over the subsidiaries now that they are in liquidation.

	Carrying Value (Opening)	Movement to	Movement from	Balance waived	Gross balance	Carrying Value (Closing)
	£m	£m	£m	£m	£m	£m
Period to 30 September 2025						
Amigo Loans Ltd	(66.3)	-	-	66.3	-	-
Amigo Management Services Ltd	(4.7)	-	(0.7)	5.0	(0.4)	(0.4)
Year to 31 March 2024						
Amigo Loans Ltd	(66.0)	-	(0.3)	-	(66.3)	(66.3)
Amigo Management Services Ltd	(4.4)	-	(0.3)	-	(4.7)	(4.7)

13. Post balance sheet events

Appointment of Board consultant

On 27 October 2025, Amigo announced that it had appointed Craig Ransley ("Craig") as a Board consultant to assist the Board in identifying and pursuing a reverse takeover in the mining sector.

Under Craig's consultancy agreement, Amigo agreed that if Craig successfully introduced investors that irrevocably agreed to subscribe for a £1.5 million capital raise, then Amigo would pay Craig a fee of £200,000. Craig agreed to use the fee to subscribe for 57,035,200 Amigo new ordinary shares of 0.25p each fully paid ("Fee Shares") at an issue price of 0.3507p per Fee Share.

On 14 November 2025, Amigo announced that Craig had successfully introduced investors that irrevocably agreed to subscribe for up to £1.5 million of unlisted convertible loan notes ("Loan Notes"). Therefore, Amigo paid the £200,000 to Craig who used that money to subscribe for the Fee Shares.

Risk capital raise of £1.5m from institutional investors

On 14 November 2025, Amigo announced that institutional investors had irrevocably agreed to subscribe for up to £1.5 million of unlisted convertible loan notes ("Loan Notes"). The Loan Notes are convertible at a price of 0.3p per Amigo new ordinary share of 0.25p each fully paid into a maximum of 500,000,000 Amigo new ordinary shares of 0.25p each fully paid ("Conversion Shares"). The subscription for the Loan Notes is subject only to approval by shareholders at a General Meeting. The Loan Notes are mandatorily convertible by Amigo in two tranches:

- *First Tranche* - Amigo will convert up to £1,125,000 of the Loan Notes into a maximum of 375,000,000 Conversion Shares on 19 January 2026.

- *Second Tranche* - The balance of the Loan Notes, which will convert into a further 125,000,000 Conversion Shares, will only be converted by Amigo on publication of a prospectus, most likely in respect of any RTO, or as otherwise permitted subsequently under the Prospectus Rules.

Risk capital raise from existing shareholders

On 26 November 2025 Amigo announced that it will enable existing shareholders to participate and buy new ordinary shares in the capital raise at the same price as the Loan Notes through the Winterflood Retail Access Platform to raise up to £188,100 subject also to approval by shareholders at a General Meeting.

General Meeting to be held

On 26 November 2025, Amigo announced that it will hold a general meeting to consider and vote on a resolution relating to the above proposals on 19 December 2025.

Appendix: alternative performance measures

Given the implementation of the Fallback Scheme and the winding down of the Group's business, the Board believes that disclosure of alternative performance measures ("APMs") are significantly reduced.

Glossary

The following definitions apply throughout this Annual Report unless the context requires otherwise:

AGM	the Annual General Meeting
ALL Scheme Ltd	a private company limited by shares incorporated under the laws of England and Wales, registered under company number 13116075. The Group reviews complaint claims through this vehicle as part of an approved Scheme of Arrangement ("SoA") and, where appropriate, pays cash redress to customers that have been affected by historical issues in the UK business. This Company appointed liquidators on 29 September 2025
Amigo Loans Ltd	a private company limited by shares incorporated under the laws of England and Wales, registered under company number 04841153. This is the Group's primary UK trading entity. This Company appointed liquidators on 29 September 2025
Amigo Loans Group	All of the Company's former subsidiaries which were put into liquidation on or before 29 September 2025
Amigo Loans Group Ltd	a private company limited by shares incorporated under the laws of England and Wales, registered under company number 10624393. This is a holding company within the Group. This Company appointed liquidators on 28 March 2025
Amigo Loans Holdings Ltd	a private company limited by shares incorporated under the laws of England and Wales, registered under company number 10624542. This is a holding company within the Group. This Company appointed liquidators on 29 September 2025
Amigo Management Services Ltd	a private company limited by shares incorporated under the laws of England and Wales, registered under company number 05391984. This is the servicing entity for the Group. This Company appointed liquidators on 29 September 2025
Articles of Association	the Articles of Association of the Company
Board	the Board of Directors of the Company
Company/Amigo PLC	Amigo Holdings PLC, a public company limited by shares incorporated under the laws of England and Wales with company number 10024479
Directors	the Executive and the Non-Executive Directors of the Company
Executive Directors	the Executive Directors of the Company
FCA	the UK Financial Conduct Authority, a regulatory body that regulates financial services in the United Kingdom
Group	Amigo Holdings PLC and each of its consolidated subsidiaries and subsidiary undertakings from time to time
HMRC	HM Revenue and Customs
IFRS	International Financial Reporting Standards, as adopted by the UK
Independent Non-Executive Directors	Non-Executive Directors determined by the Board to be independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, the Directors' judgement, and each an "Independent Non-Executive Director"
KPIs	key performance indicators
Loan book	total outstanding loans in the Company's statement of financial position
London Stock Exchange	London Stock Exchange plc
Non-Executive Directors	the Non-Executive Directors of the Company
RTO	reverse takeover

Scheme of Arrangement	a Scheme of Arrangement is an arrangement under part 26 of the Companies Act 2006, and is a Court-approved agreement between a company and its creditors; for Amigo these creditors are the FOS and Amigo's eligible redress customers
Scheme businesses	The Amigo subsidiaries, including Amigo Loans Ltd, Amigo Management Services Ltd and ALL Scheme Ltd (the Scheme special purpose vehicle) which entered a solvent members' voluntary liquidation on 29 September 2025, following completion of the Scheme of Arrangement
Scheme Co	the entity ALL Scheme Ltd
Shareholders	the holders of shares in the capital of the Company
Shares	the ordinary shares of the Company, having the rights set out in the Articles of Association
UK Corporate Governance Code	the 2018 UK Corporate Governance Code issued by the Financial Reporting Council as updated from time to time

Financial calendar

The Company's Annual General Meeting is expected to be held in the first quarter of 2026. Please see our website for further details in due course.

Share price

The shares are listed on the London Stock Exchange under share code "AMGO".

Registrars

The Company's registrars are:

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29 Wellington Street
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LS1 4DL

Telephone: 0371 664 0300

(Calls cost 12p per minute, plus your phone company's access charge.)

Email: enquiries@linkgroup.co.uk

Company details

Registered office and contact details:

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Website: www.amigopl.com

Company number: 10024479

Independent auditor

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