BROOKS MACDONALD

Annual Report and Accounts
for the year ended 30 June 2025

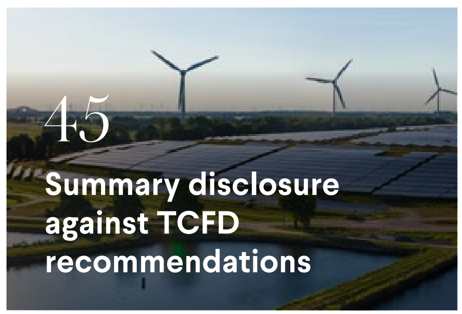
Contents

03
At a glance

09
CEO's statement

07
Chair's statement

BROOKS MACDONALD
18
Our strategy



45
Summary disclosure against TCFD recommendations

59
Governance report

Highlights
for the year ended 30 June 2025

Funds under management and advice (“FUMA”)
£19.2bn ↑
(2024: £16.4bn)

Net outflows
£(0.4)bn →
(2024: net outflows £(0.4)bn)

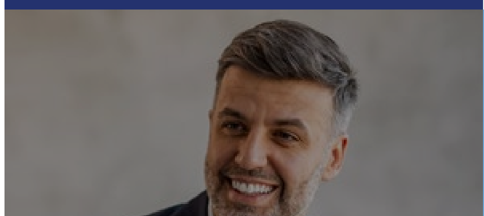
Revenue
£111.6m ↑
(2024: £106.7m)

Statutory profit before tax (“PBT”)
£17.5m ↓
(2024: £24.6m)

Underlying PBT
£28.9m ↓
(2024: £30.3m)

Underlying profit margin
25.9% ↓
(2024: 28.4%)

Number of financial planners and paraplanners
c.90 ↑
(2024: c.40)



Defaqto ratings

defaqto GOLD DFM Service 2025 EXPERT RATED

Gold for Discretionary Fund Management (“DFM”) Service

Statutory diluted earnings per share (“EPS”)
71.4p ↓
(2024: 124.5p)

Women in leadership
35% ↓
(2024: 39%)

BPS/MPS custody client retention rate
92% ↓
(2024: 93%)

Underlying diluted EPS
130.4p ↓
(2024: 150.9p)

Total dividend per share
81.0p ↑
(2024: 78.0p)

Total greenhouse gas (“GHG”) emissions (market based)
99.2 tCO_2e ↓
(2024: 106.4 tCO_2e)

During the 2025 financial year, Brooks Macdonald completed the sale of BM International, as well as three acquisitions of financial planning businesses. Throughout this report, disclosures are presented on a continued, consolidated basis, unless stated otherwise. Where practicable, a like-for-like comparative has been included. Refer to explanations and definitions, including alternative performance measures, on pages 162.

Strategic Report

At a glance

Who we are

Proudly serving clients since 1991, Brooks Macdonald is a UK-focused wealth manager with strong distribution via independent financial planners and advisers.

What we do

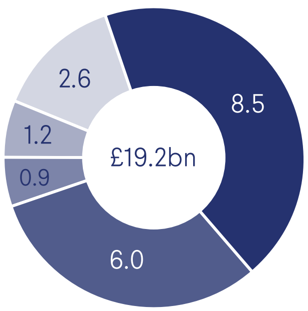
Investment Management

We offer investment management services to a range of clients, including private individuals, trusts, charities and pension funds. Our centralised investment proposition aims to provide risk-adjusted returns to meet clients' long-term financial needs.

Financial Planning

We provide financial planning and advisory services through Brooks Financial. Clients can choose a financial planning service as a stand-alone offering or combine it with our investment management services.

Split of FUMA



- BPS
- MPS Platform
- MPS Custody
- Funds
- Advised only assets

We serve clients across their entire financial lifecycle...

Accumulators

- Financial advice and planning
- Growing your wealth

Preparers

- Protection from the unexpected
- Life-changing events

Retirees

- Estate planning
- Pension and retirement planning

Inter-generational wealth transfer

...through our diversified and relevant product offering...

- Bespoke Portfolio Service ("BPS")
- Managed Portfolio Service ("MPS")
- AIM portfolio service
- Multi-asset fund solutions
- Brooks Macdonald Investment Solutions ("BMIS")

...and trusted financial advice.

- Over 1,000 IFAs across the UK
- c.90 independent financial planners and paraplanners

We also serve clients directly, providing wealth management advice tailored to their individual needs and risk profiles.

How we do it

With a network of 16 offices[1] across the UK, we are able to blend local knowledge with the advantages of national reach and insight.

Read more about our business model on pages 14 to 17

1 Glasgow office opened on 1 July 2025.
2 We have two offices in Manchester.

Creating conditions for success

July 2024

- Andrea Montague was appointed as Group Chief Executive Officer Designate.

September 2024

- Announced sale of Brooks Macdonald International (“BMI”).
- Launched a new strategy, focused on ‘Reigniting Growth’.

October 2024

- Andrea Montague was appointed as Group Chief Executive Officer (“CEO”).
- Completed the acquisition of CST Wealth Management, a chartered financial planning firm based in Wales.

November 2024

- Completed the acquisition of Norwich-based Lucas Fettes, which enhances the Group’s financial planning capabilities in East Anglia.
- Katherine Jones was appointed as Group Chief Financial Officer (“CFO”).
- Catherine Steele joined the Executive Committee as Group Communications and Marketing Director.

January 2025

- Completed the acquisition of LIFT, further expanding the Group’s financial planning business.
- Initiated £10 million share buyback programme.
- Announced intention to move to the Main Market of the London Stock Exchange (“LSE”).

February 2025

- Completed the sale of Brooks Macdonald International, which repositions the Group as a UK-focused wealth manager.
- Undertook nationwide roadshows, meeting with over 250 Independent Financial Adviser (“IFA”) firms across the UK.

March 2025

- Completed the move from AIM to the Main Market of the LSE.
- Launched the new Global Managed Portfolio Service.
- Neil Cowell joined the Executive Committee as Group Director of Distribution.

June 2025

- Launched Brooks Macdonald Retirement Strategies to address a growing need for hybrid retirement products.
- Joined the FTSE Small Cap index.
- Karen Charlery and Josh Lewsey joined the Executive Committee as Chief Operating Officer, and Group Strategy and Corporate Development Officer, respectively.

Our purpose and values

Our purpose of realising ambitions and securing futures informs our vision.

We want to make a positive difference through the services we provide, the way we provide them, and the way we run the Group.

We aspire to create a brighter future that will benefit clients, shareholders, employees and the wider communities in which we and our clients live and work.

Our values 'guiding principles' and culture support our purpose and are the driving force behind our client-centric model.

Our guiding principles serve as our foundation of trust and guide everything we do.

We do the right thing

We are connected

We care

We make a difference

Our strategy of 'Reigniting Growth' aims to deliver long-term sustainable growth...

1 **Delivering excellent client service**

2 **Broadening and deepening our client reach**

3 **Driving scale and efficiencies**

Read more about our strategy on pages 18 to 21

...while behaving as responsible corporate citizens...

Our strategy is underpinned by our three-pillar responsible business framework, structured around the needs and interests of our stakeholders.

Our main focus is on protecting the environment, supporting communities, behaving responsibly with our clients and partners, and ensuring the wellbeing of our employees.

Read more about our approach to responsible business on pages 35 to 44

...enabling us to create value and deliver positive outcomes for our stakeholders.

Clients

Employees

Shareholders

Regulators

Community and the environment

Read more about how we create value for our stakeholders on pages 14 to 15

Investment case

Over the year, our efforts have been focused on creating conditions for success. The momentum is building across the business, supported by an experienced and energised leadership team, new product launches and selective M&A. We offer an attractive shareholder proposition, built on:

Significant growth opportunities in the UK wealth market

The addressable UK wealth management market is estimated at c.£3 trillion and expected to grow at a compound annual growth rate of c.7% by 2030[1], supported by the ongoing demographic, regulatory and technological shifts.

Our brand, expertise and relevant product offering, alongside our differentiated distribution, provide a strong foundation, allowing us to take advantage of these growth opportunities.

Brand recognition built on trust and long-standing client relationships

We have been providing investment management and financial planning services since 1991. We are committed to innovation, exceptional client service and building strong partnerships with financial advisers and our individual clients.

The Brooks Financial Academy is creating a new cohort of independent financial planners who share our passion for delivering excellent client service.

Experienced leadership

Our leadership team has significant investment management expertise and strong capabilities in client and adviser engagement.

The team is energised and focused on execution, driving growth momentum through excellent service, established relationships and operational efficiencies.

Our diversified product offering and complementary distribution routes provide additional growth opportunities

Our UK-wide network of IFAs, together with our financial planners, leverage our investment expertise and full suite of wealth solutions to support clients at every stage of their financial journey.

We see further growth opportunities to broaden relationships with existing clients and add new clients through the value chain.

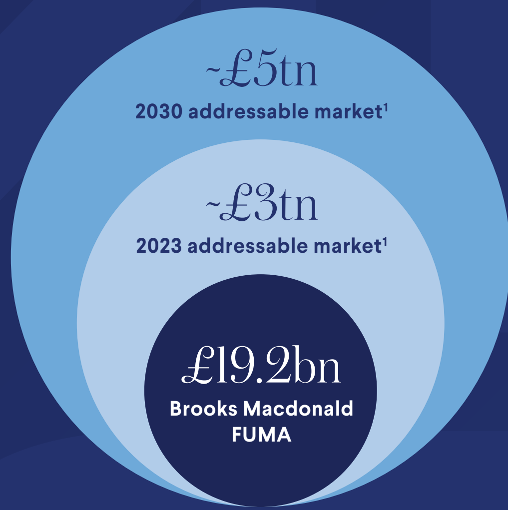
Centralised investment proposition

Our centralised investment proposition continues to deliver robust investment returns over the long term, maintaining consistency of outcomes for clients and economies of scale for the Group.

Capital-light with strong cash generation

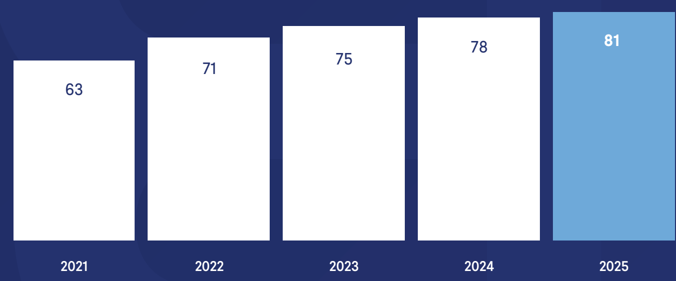
We have a capital-light business model, which supports attractive cash generation. This, alongside our strict cost discipline, allows us to invest in sustainable and long-term growth opportunities, while paying a progressive dividend to our shareholders.

UK wealth market



1 GlobalData.

Total dividend per share (p)



Chair's statement

> Brooks Macdonald is uniquely placed in a competitive sector to deliver personalised client service through comprehensive products and services, underpinned by a strong investment performance."

Maarten Slendebroek
Chair

Introduction

This year was a year of change for Brooks Macdonald as we revitalised, reshaped and refocused our business on the attractive growth opportunity in UK wealth management. Our new Chief Executive Officer ("CEO"), Andrea Montague, defined a strategy to Reignite Growth that focuses on excellent customer service, broadening client reach and driving efficiencies.

In the 2025 financial year, we concentrated on the execution of our strategic plan with the sale of Brooks Macdonald's international operations followed by the acquisition of three excellent financial planning businesses now united under the Brooks Financial brand. At the same time, we continue to value and nurture our long-standing relationships with Independent Financial Advisers ("IFAs"). Reflecting our growth ambitions for the future and to broaden our shareholder base, Brooks Macdonald moved from AIM to the Main Market of the LSE in March.

Performance

In the 2025 financial year, the Group reported FUMA of £19.2 billion (2024: £16.4 billion), creating a solid platform for future growth. We have seen an encouraging improvement in net flows across our BPS offering and continued strong growth across the Platform MPS. Underlying PBT reduced by 4.6% to £28.9 million (2024: £30.3 million), principally due to lower interest and fee income. See the financial review in this Annual Report, which contains detailed information on our performance.

Chair's statement continued

Shareholder returns

The Board's first priority is to drive shareholder value and growth as this benefits all stakeholders. We remain committed to our progressive dividend policy, recommending a final dividend of 51.0 pence per share (2024: 49.0 pence), resulting in total dividend for the year of 81.0 pence per share (2024: 78.0 pence). This represents an increase of 3.8% and reflects the Board's confidence in the Group's balance sheet and medium-term prospects. If approved at the annual general meeting ("AGM"), the final dividend will be paid on 4 November 2025 to shareholders on the register at the close of business on 19 September 2025.

In addition, having considered the strength of the balance sheet and the levels of surplus capital available, the Board decided to deploy the Group's first ever share buyback programme of up to £10 million, which commenced in January.

Governance

We were delighted with the appointment of Andrea Montague as CEO on 1 October 2024, having served as the CEO Designate since 1 July 2024 and, prior to that, CFO since 2023. Since joining, Andrea has set out ambitious growth plans, launching a new strategy and overseeing the transformation of the Group into the UK-focused wealth manager.

On 1 November, Katherine Jones was appointed as CFO and joined Brooks Macdonald from Phoenix Group where she served as the Group Finance Director.

The Board has been pleased with the pace of change in the execution of the strategy driven by Andrea, Katherine and the wider Executive team.

People and culture

In 2026, Brooks Macdonald will mark 35 years of serving clients in wealth management. Independent, and financially strong, we serve clients throughout their lives, thanks to the depth and breadth of our product offerings. I remain impressed by our colleagues in towns and cities across the UK who deliver a personalised service working with IFAs and directly with our financial planning clients, supported by the aim to deliver strong investment performance across different risk profiles.

We remain committed to diversity and inclusion with 43% of our Board Directors now being women. Our commitment is further reflected in our alignment with the Women in Finance Charter, and our increased target of 38% female representation in leadership by 2026. We became a member of the 30% Club as a further demonstration of our commitment to drive gender diversity and representation at senior levels.

Our Brooks Financial Academy develops Chartered Financial Planners to develop the next generation of quality IFAs.

Looking ahead

Following a period of substantial change, Brooks Macdonald is well positioned for growth. On behalf of the Board, I want to thank all our colleagues, our CEO, Andrea Montague and her Executive Committee for their continued commitment to our Company and our clients. I am grateful to our shareholders for their ongoing support for Brooks Macdonald.

Maarten Slendebroek
Chair

3 September 2025

Annual General Meeting

Shareholders are invited to participate in the AGM, and will have the opportunity to put questions to the Board directly, or email them in advance of the meeting.

The AGM will take place on 28 October 2025 and will be held at our London head office.

Details of all resolutions to be proposed at the 2025 AGM will be set out in the Notice of AGM, which will be published ahead of the meeting.

Read more about how we engage with our stakeholders on **pages 32 to 34**

Read more about our people on **pages 36 to 40**

CEO's statement

"This year, Brooks Macdonald has focused on the execution of our strategy to 'Reignite Growth', building momentum and creating the conditions for success. We've launched new products in MPS and Retirement Solutions to meet client needs, continued to support IFAs with their clients, expanded our financial planning business to reach more clients and delivered strong investment performance."

Andrea Montague
CEO

Our year in review

I am pleased to present these results covering a year of change in the markets, for our sector and for our Company. Regulatory and government policy changes brought additional uncertainty and served to underline the need for trusted financial advice and wealth management now more than ever from Brooks Macdonald.

We have reshaped the business and are now a UK-focused wealth manager, positioned to invest in the growth opportunities across our market.

Our clients

Responding to feedback from our clients, we launched two new products in three months – Global Managed Portfolio Service and our innovative Retirement Strategies offering bespoke, tailored and modelled options to bring clients clarity, choice and confidence in their retirement planning.

Our Retirement Strategies launch builds on our experience in this key area of retirement planning. With the growth in defined contribution pension schemes, managing drawdown is a growing challenge for many more people as they approach retirement. We are one of the first companies to offer modelled solutions for income drawdown. Initial interest has been strong.

CEO's statement continued

Our Centralised Investment Proposition ("CIP"), a competitive differentiator for Brooks Macdonald, delivered another year of strong performance. Our BPS investment strategies have outperformed their relevant Asset Risk Consultants ("ARC") peer group indices over one, three, five, and 10 years across all risk profiles. Our diversified positioning across regions, sectors, and styles ensures portfolios remain well-placed to capture opportunities and navigate the evolving macroeconomic landscape.

Our company

The sale of our international business focused Brooks Macdonald on the UK. The acquisition of three financial planning businesses scaled our financial advice business with new lines of business in mortgages, life insurance, benefits, sport, and charities. Our business is about building trusted relationships, and this means we are spending more time with our valued IFAs and direct financial planning clients across the country. We continue to invest in our operating platform to provide quality client service.

In March, Brooks Macdonald moved from AIM to the Main Market of the LSE, broadening investor access.

Our performance

We reported FUMA of £19.2 billion (2024: £16.4 billion), driven by acquisitions and positive market and investment performance. FUM was up 7.0% in the year, with investment performance of £0.7 billion more than offsetting the impact of net outflows.

BPS outflows significantly improved in the second half along with strong inflows across our Platform MPS offering, especially in the final quarter, which delivered the best quarterly flow performance in two years with net outflows of £5 million. Our overall net outflows were at £396 million, with a notable improvement in the second half (H2 25: £134 million; H1 25: £262 million).

Revenue increased by 4.6% to £111.6 million (2024: £106.7 million), supported by higher financial planning revenue from acquired businesses, partially offset by lower interest and fee income. The underlying costs excluding acquisitions were flat on the prior year, demonstrating the strict cost control. The underlying profit before tax reduced to £28.9 million (2024: £30.3 million) and the underlying profit margin was 25.9% (2024: 28.4%). Statutory profit before tax fell to £17.5 million (2024: £24.6 million), primarily due to the acquisitions related costs.

Our people

As a wealth manager offering trusted financial advice, our people make the difference. We engage with our colleagues throughout the year through townhalls, small conversations and by visiting our offices. Our recent employee engagement survey has given valuable insight into views on career progression, learning and development and our culture.

New appointments to our Executive Committee brought talent, expertise, diversity and experience. Together as a team we have moved at pace to bring our strategy to life.

Looking ahead

In conclusion, it has been a busy year as we have refocused the Group, added new capabilities and strengthened our leadership team with new hires. We are changing the way we work to deliver excellent customer service, to extend our client reach and, as we grow, secure efficiencies. There is more to be done, and I am confident we are creating the conditions for success.

This coming year, we will continue to invest in growth, in technology and AI enablement to take our client service and efficiency to the next level. We will evolve our products so that they stand out in growth markets and continue to be relevant across all stages of our clients' financial lifecycle.

I want to thank all Brooks Macdonald colleagues for their contributions to our results and in the execution of our strategy, and most importantly, our clients for their support. Change brings opportunities and I remain confident in our future to live our purpose to realise the ambitions and to secure the futures of our clients.

Andrea Montague
CEO

3 September 2025

Market overview

Key macroeconomic trends

UK October 2024 budget: from headline risk to strategic opportunity

Last October's Autumn Statement brought along tax rises, including increased employer National Insurance contributions and changes to Inheritance Tax ("IHT"), alongside measures to address the fiscal deficit whilst maintaining public spending support. Gilt yields initially drifted higher as investors pondered how the increased tax burden would impact the economy and how spending pledges would be funded. Uncertainty over the prospect of higher taxes and changes to IHT rules prompted many families and high-net-worth individuals to rethink their tax-optimisation strategies, leading to higher net outflows in the first half of the financial year.

How we responded

Our Asset Allocation Committee decided to rotate part of the allocations currently in property and alternatives in low-risk mandates into short-duration UK sovereign bonds and investment grade credit, hence locking in an attractive yield. The switch helped to cushion lower-risk client portfolios against any subsequent volatility and, more importantly, positioned us to harvest a higher running yield.

US Election and 'Liberation Day' tariffs: managing shock-and-reversal cycles

The November 2024 clean sweep for President Trump and the Republican Congress rewired global risk premia overnight. Markets initially cheered the prospect of lower taxes and looser regulation, only to reverse when the 'Liberation Day' (2 April 2025) tariff package fuelled the stagflation risk of weaker growth and stickier inflation. The S&P 500 slid, the 'Magnificent Seven' group of mega-cap technology stocks slipped into a bear market, and investors witnessed the rare tandem of a falling US dollar and rising Treasury yields, indicating that investors were questioning US Treasury bonds' 'safe-haven' status.

How we responded

Two decisions protected our clients through that turbulence. First, we had already started to diversify away from mega-cap concentration: our US underweight position meant we entered the sell-off with a more balanced style and market cap exposure, with the flexibility to further trim risk where companies looked most vulnerable. Second, our fixed-income positioning of 50% sovereign bonds and 50% investment-grade credit, targeting a lower than benchmark average duration, acted exactly as designed, counteracting equity drawdowns whilst capturing relatively attractive real yields. When President Trump announced a 90-day tariff pause, volatility halved and equities recouped most of the losses. We used that window to further reduce US weightings in low and medium-risk portfolios and reallocate capital into short-dated UK bonds. The result was that our portfolios participated in the rebound yet emerged with lower net exposure to the epicentre of policy uncertainty.

Looking ahead: tariffs, fiscal concerns and the case for discipline

The relative calm seen in early summer could give way to renewed volatility as global markets digest the impact of President Trump's new trade deals. Regardless of negotiation optics, corporate supply chains are already under disruption and capital-expenditure timetables may be deferred. At the same time, the US Government is set on an expansionary fiscal path that could widen deficits. That mix keeps bond-yields elevated and leaves central banks juggling conflicting mandates: supporting growth whilst anchoring inflation expectations.

How we responded

Against this backdrop, our Asset Allocation Committee has purposefully moved equities from a slight overweight back to neutral across all risk bands. Within equities, we spread risk across regions and market capitalisations, tilting toward lower-valuation areas such as the UK and Europe, whilst retaining thematic exposure to the technology theme favouring actively managed, less-concentrated vehicles. Within fixed income, we favour sovereign bonds and high-quality investment-grade credit with lower-duration exposure relative to benchmark. Real assets, now an integrated sleeve combining Property, Infrastructure and Alternative-Income, as a partial inflation hedge, offer a useful buffer if policy missteps lead to higher stagflationary risks. Structured return products, struck at conservative entry levels, round out the toolkit by delivering asymmetric pay-offs largely uncorrelated to traditional assets. In short, our strategy is not to predict the binary outcome of tariff negotiations, but to build portfolios to weather a wide range of macroeconomic scenarios.

Sector-specific trends

Growing market

The UK wealth market continues to grow significantly with an attractive outlook regardless of the underlying macroeconomic conditions. The fundamental opportunity for Brooks Macdonald remains strong and is improving, with scope to increase market share in all products. Our distribution model means we are well-placed to grow across both adviser solutions and direct wealth.

Our core investment management and financial planning offering is well positioned to capture the market opportunity, given financial freedoms and the increased need for financial advice. We are adapting our offering both to meet short-term challenges in the marketplace and to cater to advisers' and clients' changing needs, with a strong set of specialised BPS products, including our Gilts and Retirement Strategies, further development of funds and unitised solutions tailored to the adviser, and consistent business-to-business BM Investment Solutions delivery.

Sector consolidation

The investment management competitive landscape is complex and highly fragmented, with numerous players and varying business models addressing different, but overlapping, segments of the market. Types of player include integrated wealth managers; IFAs who may conduct some, or all, of their own investment management; platform providers who serve advisers; those focused on providing model portfolios and fund solutions; and the wealth arms of the major high street banks and high-end private banks.

Over recent years, a major trend has been the increasing prevalence of vertical integration, with firms offering both financial planning and investment management. Over this financial year, we have acquired three financial planning businesses, which create a scale financial planning firm alongside our investment management business. We expect the overall sector consolidation to continue, and to supplement our growth strategy with selective high-quality acquisitions.

More clients working with IFAs, and IFAs increasingly outsourcing

Investors are increasingly working with IFAs – our primary distribution channel – as the need for clients to make complex financial decisions grows. In addition, advisers continue to look to outsource investment management to allow them to focus on advising their clients and reduce their regulatory and administrative burden.

We continue to help advisers serve their clients in ways that work for both parties, applying our investment management expertise to protect and enhance clients' wealth. We are flexible in our approach, offering bespoke portfolios with more specialist variants, as well as model-based and unitised solutions, alongside investment solutions options tailored to the needs and requirements of the IFAs. The growth in our Platform MPS proposition reflects that these solutions are sought by IFAs as they fulfil their regulatory requirements and provide attractive solutions for their clients.

Regulatory

The Financial Conduct Authority ("FCA") has pivoted to outcomes-based regulation with a requirement for firms to show how they are set up to deliver good outcomes for clients.

In particular, the Consumer Duty Principle in the FCA Handbook, which requires companies to 'act to deliver good outcomes for retail customers', has set higher and clearer standards of consumer protection across financial services, and applies to our business in both investment management and financial planning. Consumer Duty represents a significant change and opportunity for the wealth management industry, highlighting the importance of delivering good outcomes for our clients. We are well positioned for this with a strong client-centric culture.

Given the significant growth across the MPS market in recent years, the FCA announced the planned multi-firm review of MPS providers, which will commence later in 2025. The review will look at how firms are applying the Consumer Duty and aims to provide confidence that investors are receiving good outcomes from MPS and will share good practices on how firms are doing this.

Furthermore, the Advice Guidance Boundary Review is the FCA's response to address the growing concern that most consumers in the UK are not getting the financial help they need. The FCA is running a consultation with the industry on a handful of different ways in which it can approach the savings and advice gaps. The consultation closed in August 2025, with the proposed policy statement on targeted support and a consultation paper on simplified advice expected over the coming year.

Digital technology

Simple and intuitive digital tools, which provide easy access to information and allow personalisation, are increasingly becoming the norm. Digital technology and AI adoption are improving productivity, reducing time and enabling greater compliance.

We continue to enhance our digital capabilities, with an increasing number of clients accessing our services via our InvestBM portal. Over the year, we have partnered with an AI provider to expand the use of AI across the Group.

We have recently deployed digital factsheets and launched the Brooks Macdonald mobile application to further improve the client experience.

Our technological improvements are aligned with good practice from a Consumer Duty perspective whilst also ensuring efficient and appropriate record keeping.

Our business model

Brooks Macdonald is a UK-focused wealth manager, which offers the full breadth of investment services and propositions with strong distribution via independent financial planners and advisers. Our advice-led business model and the growth opportunities available to us across the wealth management sector position us well to continue to generate long-term sustainable value for a wide range of stakeholders.

What we do

Investment Management

- BPS
- MPS
- AIM portfolio service
- Multi-asset funds
- BMIS

Financial Planning

- Personal financial planning
- Life insurance
- Employee benefits
- Mortgage advice
- Tax guidance
- Estate planning
- High-value insurance
- Charities

Our integrated wealth management solutions combine our expertise in financial planning and investment management which, alongside our comprehensive product and service offering, allow us to provide holistic advice, covering all aspects of clients' financial lifecycles.

Read more on **pages 14 to 21**

Who we work with

Independent financial planners and advisers

>1,000

IFAs across the UK

c.90

financial planners and paraplanners

IFAs and financial planners choose Brooks Macdonald for the depth and breadth of our product offering, strong and sustained long-term investment performance, and the resources and capabilities we deploy in protecting and enhancing their clients' wealth.

They determine which service is most suitable for the client, based on the client's risk profile and financial objective. We implement the service selected and work with the adviser to ensure the client's portfolio is managed appropriately.

In some cases, we provide an outsourced white-labelled service (BMIS), typically based on model portfolios or unitised solutions.

Some clients approach us directly, and our team can provide wealth management advice that cover their entire financial lifecycle.

Our defining characteristics

Brand recognition built on trust and long-standing client relationships

We have been providing investment management and financial planning since 1991. We are committed to innovation, exceptional client service, and building strong partnerships with financial advisers and our individual clients.

The Brooks Financial Academy is creating a new cohort of independent chartered financial planners, who share our passion for delivering excellent client service.

Independent financial advice

We only work with independent advisers and financial planners that provide 'whole of market advice'. We believe this ensures that the client gets the best service and products for their financial needs.

Experienced leadership

Our leadership team has significant investment management expertise and strong capabilities in client and adviser engagement.

Depth and breadth of investment proposition

Our UK-wide network of IFAs, together with our financial planners, leverage our investment expertise and full suite of wealth solutions to support clients at every stage of their financial journey.

Centralised investment proposition

CIP continues to deliver robust investment returns over the long term, maintaining consistency of outcomes for clients and economies of scale for the Group.

Capital-light model and strong cash generation

This allows us to invest in our business, continue to serve our clients and provide sustainable returns for our stakeholders.

How we create value

For clients

Our relevant product offering and consistent investment returns help meet the needs of our clients across their financial lifecycle.

defaqto GOLD DFM Service 2025 EXPERT RATED

Gold for DFM Service

For employees

Our people are the driving force behind our success, and we are committed to creating an environment in which every individual is supported, inspired and empowered to reach their full potential.

75%

employee engagement

For shareholders

We generate sustainable returns over the long term and are committed to progressive dividend policy. In 2025 we also initiated a £10 million buyback programme.

£20m

returned to shareholders

For communities and suppliers

We behave responsibly and with integrity in the communities in which we operate, and treat our suppliers fairly.

£17k

charitable donations

For the environment

We are committed to understanding and mitigating the environmental impact of our operations.

7%

reduction in GHG emissions

How we make money

Fee income

Fee income consists of investment management and fund management fees. We earn investment management fees across our BPS, MPS Platform and MPS Custody offerings, which are calculated based on a percentage of assets under management. Fees for the BPS and MPS Custody offerings are billed quarterly in arrears. We charge fund management fees on our multi-asset funds, which are calculated on a daily basis at a percentage of the value of the portfolio or value of each fund, and is billed monthly in arrears.

Financial planning income

Clients pay a fee for advice provided by our financial planners. This can be a one-off charge, a fixed-fee arrangement or an ongoing fee based on the percentage of assets under advice.

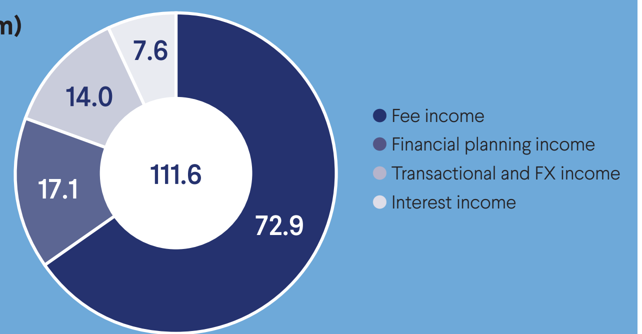
Transactional and FX income

Transactional income is earned through dealing and admin charges levied on trades at the time a deal is placed for a client. Foreign exchange trading fees are charged on client trades placed in currencies, which require a foreign currency exchange to action the trade.

Interest income

Interest is earned on client cash deposits. Amounts shown are net of any interest passed on to clients.

2025 revenue split (£m)



Our business model continued

Investment Management

Depth and breadth of our offering

BPS is designed for clients who want an individual investment portfolio constructed to meet their specific requirements.

MPS provides a choice of investment into a range of risk-managed model portfolios, each investing across a different mix of asset classes. Each model portfolio is designed to achieve specific investment objectives within a specific risk profile.

Our multi-asset fund ranges allow investors to gain access to the Group's investment management expertise and CIP through a pooled fund solution. The fund ranges cater for both investors seeking capital growth, and more cautious investors looking to generate income, whilst preserving their capital.

Our BMIS proposition is a 'white-label' offering for advisers looking for investment solutions to meet client-specific investment objectives. It is delivered via an open-ended fund solution or an investment platform, in fund or model portfolio form. BMIS includes combined marketing efforts with co-branding of client-facing materials and other business support for the adviser.

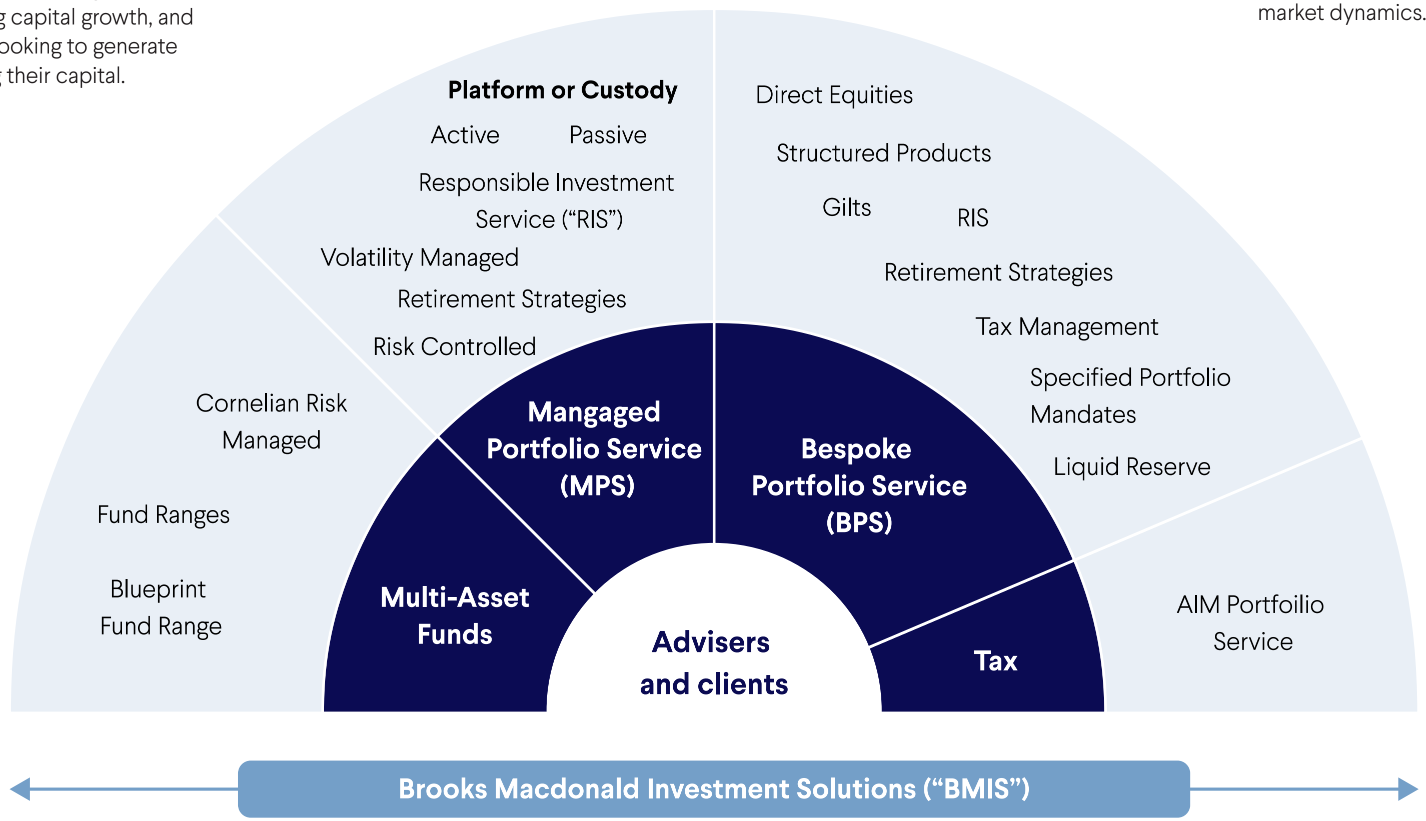
The Group's AIM Portfolio Service provides clients with access to a carefully selected portfolio of AIM-listed companies that have attractive long-term investment potential.

Centralised Investment Proposition

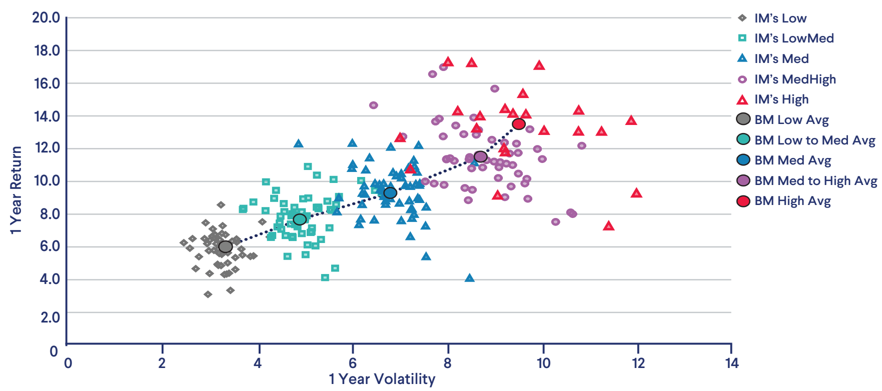
Our CIP aims to provide a consistent investment strategy across the Group, regardless of investment manager, office location or specific solution chosen by the client. Our investment managers take an active role in the asset selection process, meaning we can truly tap into our team's expertise.

The CIP is designed to:

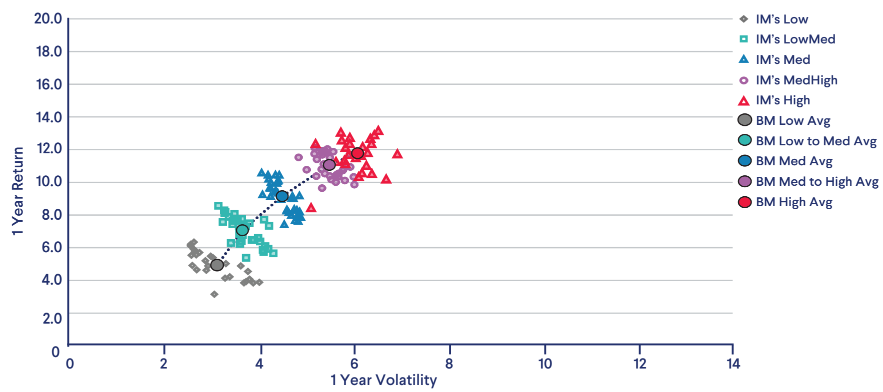
- **generate great ideas:** we aim to foster an environment where investment insights are produced, shared, challenged, tested and widely adopted.
- **minimise biases:** our committee-driven framework helps reduce behavioural biases through challenge and debate to produce solutions that can be evidenced and based on facts.
- **provide consistency:** the CIP's disciplined approach is leveraged across all of our investment services.
- **adapt to change:** consistent monitoring, research, challenge and oversight help us stay responsive to changing market dynamics.



2016 average IM returns



2024 average IM returns



These charts show our ARC-compliant data submissions for all five risk profiles based on our individual investment managers for two specific periods in time.

In 2016, the investment managers had greater tolerance in the application of the CIP in their client's portfolios. This included their ability to allocate capital, in terms of asset allocation, and what they chose to populate a portfolio with, from a broad buy list. This period covers the Brexit period, so outcomes, when unconstrained, were broader in spread.

The 2024 comparison shows how the CIP has matured and evolved. with managers' outcomes now driven by a narrowing of permitted deviation around our central asset allocation and from a tighter (best ideas) focused buylist of permitted assets, along with greater collaboration.

Financial Planning

We have been offering financial planning for over three decades. Our capabilities have significantly expanded this year through the acquisition of three financial planning businesses. Over the year, we focused on the integration of the new and existing financial planning operations, ensuring consistency and quality of service for all clients. We took the decision to structure our financial planning business around independent advice. Today, all our financial planners are independent and the majority are also chartered advisers. This provides assurance to our clients that they are in expert hands, supported by a team that offer in-depth research, technical analysis and excellent client service.

We work with our clients to provide the best financial advice, ensuring they are on track to achieve their financial and lifestyle goals and objectives.

Our financial planning offering is delivered through Brooks Financial, which includes:

- **Brooks Mortgages:** 'whole of market' advice, supporting clients throughout their mortgage process.
- **Brooks Sport:** we work with sports professionals from early in their career through to retirement and beyond. Our client list includes some of the notable footballers and other sports professionals. They trust us to create long-term financial security for them and their families.
- **Brooks Insurance:** our insurance brokers work with a selected panel of specialist insurance companies who understand the requirements of our clients. We work to minimise the 'hassle factor' for our clients, helping with all aspects of insurance protection.
- **Brooks Benefits:** we principally work with London-based FCA regulated firms, providing pension advice and scheme administration, employee benefit support and financial education and guidance.
- **Brooks Life:** our experienced team provide comprehensive life insurance advice for a wide range of life events and individual circumstances.
- **Brooks Adroit:** our team of fully independent financial planners specialise in a wide range of financial services, such as financial planning for individuals, trustees and families, investment services and wealth management, and expert witness services for law firms and their clients.
- **Brooks Charities:** we help charities meet their requirements through our services including investments, workplace pensions, employee benefits and insured benefits. We work with some of the UK's leading charities and have a long-standing relationship with the National Council for Voluntary Organisations, who have awarded us the rank of 'trusted supplier'.

Our strategy: Reigniting Growth

**We have refocused our strategy to take advantage of the growth opportunities in the UK wealth management sector.
2025 has been a transformational year, establishing strong foundation from which we continue to drive sustainable long-term growth.**

Strategic priorities	Description	2025 progress	2026 priorities
Delivering excellent client service 	This is at the heart of what we do. It is important we meet the evolving expectations of our clients by listening and understanding what they want, and responding with improvements to our service.	• New leadership • Strengthened client relationships • Better online experience • Strong investment performance • Scaled AI adoption • Award winning	• Launch new mobile app • Interactive access to product information • Digitise onboarding across all services • Expand the Brooks Financial Academy
Broadening and deepening our client reach 	We will focus on taking the Group's broad product range to our existing network and new connections, increase brand awareness and enhance client data analytics to support lead generation.	• Sold BM International business • Acquired three financial planning businesses • Structured approach with IFAs to build better understanding of our products and services • Extended the breadth of proposition • Improved brand awareness	• Adviser roadshows • Prioritise engaging with new model and national advisers • Strategic hires to accelerate revenue generation • Promote and scale our suite of Retirement Strategies • Enhance our offer to high-net worth clients
Driving scale and efficiencies 	We will focus on building talent and execution capabilities to support delivery of client service, leverage automation across the front office and support teams to increase productivity, and optimise investment and client reporting processes to improve efficiency.	• FUMA increased by 17% to £19.2 billion • MPS annualised net flows of 14% • Simplifying and centralised processes • Journey towards paperless • Acquisition integration • Rationalised supplier base • Flat BAU costs discipline	• Group-wide AI strategy • 'Fit for future' data strategy • Digitise workflows and automate operations • Maintain BAU costs growth p.a.

Medium-term targets:

5%
annualised net inflows

<5%
BAU costs growth

1. Delivering excellent client service

Our strategy continued

What we delivered in 2025:

- We enhanced our distribution capability, with experienced new hires and continued to strengthen client relationships.
- We have a comprehensive approach to IFA segmentation, enabling us to provide a more tailored and personalised service.
- We continued to enhance our digital capabilities and have seen a 55% increase in clients accessing services through our InvestBM portal over the year.
- We launched a self-serve capability and have seen a good uptake from IFA clients.
- Our investment performance remained strong. As at 30 June 2025, across our BPS offering, all five risk profiles delivered returns exceeding their respective ARC peer group comparator over one, three, five and ten-year horizon.
- We scaled our AI adoption, using Advisory AI tools to enhance our services.
- We were awarded Gold for DFM Service for the fourth consecutive year. Brooks Macdonald is one of only five managers to have had a 5-star rating for 13 years.

2026 priorities:

- We will continue to enhance our digital capability, having recently launched a new mobile application, providing faster and more accessible information for our clients. We will be looking to further expand the user experience over the year.
- We will introduce digital onboarding across our services – a digital factsheet service for interactive access to information about our products.
- We will continue to invest in the development of our people, expanding the Brooks Financial Academy to offer client-facing staff the opportunity to expand their qualifications and investment management expertise, alongside the existing financial planning training programme.

“When I decided to become an adviser and start my own business, Brooks Macdonald were there to support me from the start. This support has carried on over the past few years, and we actively hold meetings with our existing, new and potential clients together. I always find the admin team are on hand to make my life easier as an adviser, which is a huge part of why I like using Brooks Macdonald. May this continue in the years to come.”

Adviser client testimonial

92%

BPS/MPS custody client retention rate

defaqto GOLD DFM Service 2025 EXPERT RATED

Gold award for DFM Service 2025

2. Broadening and deepening our client reach

Our strategy continued

What we delivered in 2025:

- Following the disposal of BMI, we have reshaped the Group to be a UK-focused wealth manager.
- We have scaled our Financial Planning business through the acquisition of three financial planning businesses. These have been integrated with our legacy financial planning business under a new brand: Brooks Financial.
- Our engagement with IFAs was reinvigorated through nationwide roadshows, meeting c.250 advisers in 30 locations across the UK.
- We implemented a structured approach to IFA engagement, ensuring they have a better understanding of our products and services.
- We improved brand awareness through a refreshed marketing and digital strategy, and provided regular updates via traditional and social media channels.
- We opened a new office in Glasgow on 1 July, which significantly expands our client reach across Scotland.
- We have launched Global MPS range, which includes both active and passive globally diversified portfolios, complementing our existing Core MPS offering.
- We developed new Retirement Strategies, with three distinct solutions, delivering clarity, choice and confidence to advisers and clients.

2026 priorities:

- We will continue to meet with IFAs, with nationwide roadshows over the year.
- We will promote and scale our suite of Retirement Strategies across both BPS and MPS.
- We will carry out strategic hires to accelerate revenue generation.
- We will continue to build brand awareness, leveraging our strong marketing and distribution capabilities.
- We will enhance our offer to high-net-worth clients.
- We will continue to leverage our nationwide presence, further broadening our client reach.

£19.2bn

FUMA at 30 June 2025

>1,000

number of IFA clients

Case study

Retirement Strategies

The opportunity

- Within the next 15 years, the UK population aged 65+ is projected to increase to nearly a quarter of the total population[1].
- There is a sustained shift from defined benefit ("DB") to defined contribution ("DC") pensions, particularly with the introduction of auto-enrolment. Among those aged 55–64, 45% report having DC pensions, compared to 39% with DB pensions[2]. This results in a growing need for retirement solutions that can meet more complex retirement planning.
- The number of retirees opting for income drawdown is expected to increase by 20% over the next five years.

The Brooks Macdonald approach

Our latest solutions are designed to bring clarity, choice and confidence to clients, offering three different solutions suitable for different client segments:

- **Bespoke:** Offered to our BPS clients since 2018, this is a highly personalised solution for clients with more complex needs.
- **Tailored:** A new solution tailored to deliver set income requirements for clients whose needs are less complex.
- **Modelled:** A new standardised solution with a range of options, which is available on third-party platforms.

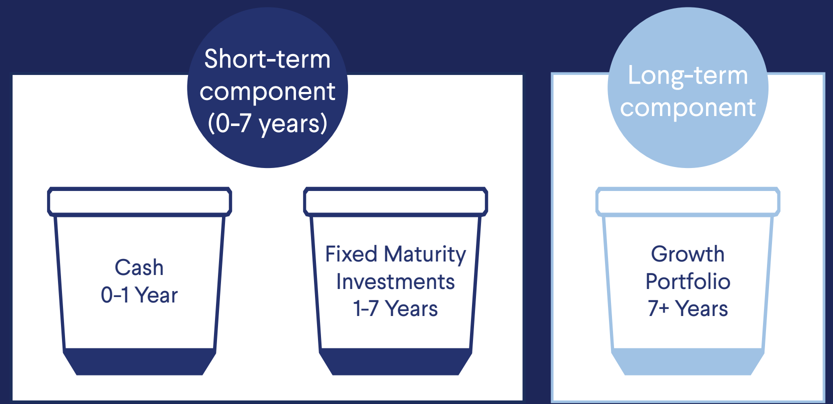
Financial plans for clients in drawdown must address three key risks: sequencing, longevity and inflation. Sequencing risk, the risk that the timing of withdrawals can negatively impact an investor's overall return, is often the primary challenge. Addressing sequencing helps clients to stay invested for the long term, and improves their ability to manage the longevity and inflation-related risks.

Our innovative two-pot approach helps to mitigate these risks:

The modelled strategy aims to provide income security by actively managing these risks. It uniquely combines two strategies within a single account – one focused on the first seven years in retirement when the timing of withdrawals tends to have a greater impact on long-term returns, and another focused on growth for the longer term beyond year seven.

1 ONS

2 PPI, Assessing the UK Retirement Income Market.



3. Driving scale and efficiencies

Our strategy continued

What we delivered in 2025:

- We have integrated three financial planning acquisitions and centralised activities to drive best practice across the Group.
- We hired a new executive leadership team.
- We delivered procurement efficiencies through supplier optimisation and enhanced partnerships with strategic suppliers.
- We are on track to deliver announced synergies in 2026.
- We partnered with an AI delivery provider and started to pilot AI tools.
- We encouraged clients to go paperless, with a 97% uptake across the clients approached.
- Delivered flat BAU costs growth, demonstrating strict cost discipline.

2026 priorities:

- We will deploy a group-wide AI strategy.
- We will digitalise workflows, which will lead to material improvement and automation across our operations.
- We will implement a 'fit-for-the-future' data strategy and complete the deployment of a new system across HR and finance functions.
- We will complete the integration of recent acquisitions.
- We will realise targeted synergies of £1 million and seek additional efficiencies.
- We will continue to review and optimise third-party contracts and further improve relationships with key suppliers.
- We will further promote paperless communication with clients.
- We will maintain the BAU costs growth below 5% p.a.

c.90

financial planners and paraplanners

Flat

BAU costs

Case study

Scaling our Financial Planning business

The opportunity

- The financial advice market is quickly growing, with attractive margins and a loyal client base.
- The UK has c.28,000 advisers and c.4,600 advice firms[1].
- The average UK-wide portfolio size is now above £400k for the first time[1].
- Clients and their advisers are younger compared to traditional investment management.
- Offering integrated investment management and financial planning advice provides a growth opportunity in the wealth sector.

Brooks Financial

Brooks Financial brings together all former financial planning companies under one unified brand, reflecting our scale and ambition to deliver high-quality, independent, whole-of-market financial planning advice to clients across the UK.

Brooks Financial provides trusted financial advice on mortgages, insurance, life insurance, employee benefits, sports, charities and court of protection.

Our Brooks Financial Academy develops high-quality chartered financial planners, who will continue our commitment to offer independent advice of the highest standard.

1 The Advice Gap 2025, Langcat.

Key performance indicators
How we performed

Financial KPIs

FUMA

2 3

£19.2bn ↑

(2024: £16.4bn)

Definition

Total FUMA at the end of the year.

Relevance

The value of FUMA has a direct impact on the Group's revenue.

Progress in the year

FUMA increased by 17% to £19.2 billion, driven by acquisitions and positive market and investment performance, partially offset by net outflows.

Net flows

B 2 3

£(0.4)bn →

(2024: £(0.4)bn)

Definition

Value of net fund flows, and expressed as a proportion of opening FUM.

Relevance

This indicates the level of underlying growth in the business.

Progress in the year

Overall net outflows of £0.4 billion were broadly in line with the prior year, with sequential improvement in H2 2025, supported by strong net inflows across our Platform MPS offering.

We target 5% annualised net inflows over the medium term.

Revenue

B

£111.6m ↑

(2024: £106.7m)

Definition

Fee and non-fee income generated during the year.

Relevance

The amount of fee and non-fee income generated by the Group is one of the key growth indicators.

Progress in the year

The 4.6% revenue growth reflects higher financial planning and transaction revenues, marginally offset by lower fee and interest income.

Underlying PBT

A B

£28.9m ↓

(2024: £30.3m)

Definition

Revenue less underlying costs before tax. It excludes items that management considers to be outside of the Group's normal operations or one-off in nature.

Relevance

This measures the Group's overall performance.

Progress in the year

Underlying PBT reduced 5%, which reflects the impacts of lower fee and interest income, and inflationary pressures on the expense base.

We target 'business as usual' ("BAU") cost growth in the medium term of ‹5%, which will support PBT growth over time.

Underlying PBT margin

A B

25.9% ↓

(2024: 28.4%)

Definition

Underlying PBT as a percentage of revenue.

Relevance

It is a key efficiency measure, allowing comparison with prior periods or peers.

Progress in the year

A 2.5ppts reduction in margin reflects lower PBT in the year.

Key

- A Alternative performance measure
- B Link to bonus
- L Link to LTIP

Link to strategic priorities

1. Delivering excellent client service
2. Broadening and deepening client reach
3. Driving scale and efficiencies

Underlying diluted EPS

A L

130.4p ↓

(2024: 150.9p)

Definition

Underlying profit after tax divided by the diluted weighted average number of ordinary shares in issue at the end of the period.

Relevance

Underlying diluted EPS measures the value generated for shareholders, and takes into account new shares issued during the year and the dilutive effect of issuable shares.

Progress in the year

Underlying diluted EPS reduced by 13.6%, reflecting higher underlying tax and lower underlying PBT.

Total dividend per share

81.0p ↑

(2024: 78.0p)

Definition

Total ordinary dividend per share paid out to shareholders (interim and final).

Relevance

Dividend distributions represent an important part of the returns to shareholders and demonstrate financial discipline and confidence in Group's near-term growth prospects.

Progress in the year

The 3.8% increase in dividend to 81.0 pence per share reflects strength of our balance sheet and commitment to our progressive dividend policy.

Excess capital

3

£15.6m ↓

(2024: £47.1m)

Definition

Regulatory own funds in excess of own funds requirement and management buffer. Stated before the payment of final dividend.

Relevance

The excess capital provides additional financial stability and capital to drive further growth. It also enables additional shareholder returns.

Progress in the year

Reduction in the excess capital reflects the material M&A activity and the share buyback over the year. We remain sufficiently capitalised with excess capital available to support further investment and returns, in line with our capital allocation framework.

Non-financial KPI

Women in leadership

B L

35% ↓

(2024: 39%)

Definition

Defined by the FTSE Women Leaders Review as the Executive Committee and their direct reports. Ratio excludes administrative and support roles.

Relevance

We aim to enhance the cognitive diversity across the Group, including its leadership. We believe that the more diverse we are, the more diverse our perspectives, the richer are our debates and empirically, the better are our decisions.

Progress in the year

Our female representation in leadership roles was 35%, demonstrating our commitment to improving gender diversity and equality across the Group.

Total GHG emissions

L 3

99.2 tCO_2e ↓

(2024: 106.4 tCO_2e)

Definition

Total (market based) Scope 1, 2 and 3 (travel only) GHG emissions as defined by the GHG Protocol.

Relevance

We have a target of achieving carbon neutrality across all our operations by 2030. The inclusion of Scope 3 travel emissions highlights our commitment to transparency and accountability across our value chain and allows us to track our progress.

Progress in the year

The 7% reduction in our GHG emissions reflects the changes in our office portfolio over the year, as well as targeted actions to reduce our energy usage.

KPIs are presented on continuing basis. The underlying figures represent the results for the Group's activities, excluding underlying adjustments as listed on page 28. These represent alternative performance measures ("APMs") for the Group. Refer to the Non-IFRS financial information section on page 162 for a glossary of the Group's APMs, their definition and the criteria for how underlying adjustments are considered.

Financial review

"I am pleased to report my first set of full-year results for Brooks Macdonald, delivering revenue growth alongside continued cost discipline. Following the acquisition of the three financial planning businesses, we have made good progress on integration and are well positioned as a UK-focused wealth manager to leverage our enhanced advice expertise and focus on driving and delivering our strategy to reignite growth."

Katherine Jones
CFO

Basis of presentation

During the 2025 financial year, we completed the sale of BMI, as well as the investment management contract of the SVS Brooks Macdonald Defensive Capital Fund ("DCF") (subsequently renamed SVS RM Defensive Capital Fund). As a result, the BMI operations and the DCF activities have been classified as discontinued operations in the 2025 results, and the prior year comparative financial information included in this report, has been restated in accordance with IFRS 5 'Non-current assets held for sale and discontinued operations'.

In addition, we completed three acquisitions during 2025: CST Wealth Limited ("CST Wealth"), Lucas Fettes (Holdings) Limited, with its wholly owned subsidiary, Lucas Fettes and Partners (Financial Services) Limited (together "Lucas Fettes"), and LIFT-Financial Group Limited and LIFT-Invest Limited (together "LIFT") (together "the acquisitions"). The financial results from the acquired businesses have been consolidated into the 2025 financial statements from their acquisition date, and so include eight months for CST Wealth, seven months for Lucas Fettes and five months for LIFT. Refer to note 14 of the consolidated financial statements for further information. The financial information is presented on a continuing basis, unless stated otherwise.

Financial results summary

The table below shows our financial performance for the years ended 30 June 2025 and 2024.

£ million (unless stated otherwise)	2025	2024 restated[1]
Total FUMA (£ billion)	**19.2**	16.4
Total FUM (£ billion)	**16.6**	15.5
Net flows (£ billion)	**(0.4)**	(0.4)
Fee income	**72.9**	74.7
Financial planning income	**17.1**	8.2
Transactional and FX income	**14.0**	12.4
Interest income	**7.6**	11.4
Total revenue	**111.6**	106.7
Fixed staff costs	**(41.7)**	(37.2)
Variable staff costs	**(10.3)**	(11.4)
Total staff costs	**(52.0)**	(48.6)
Non-staff costs	**(33.2)**	(30.2)
Total underlying costs	**(85.2)**	(78.8)
Net finance income	**2.5**	2.4
Underlying profit before tax	**28.9**	30.3
Underlying adjustments	**(11.4)**	(5.7)
Statutory profit before tax	**17.5**	24.6
Taxation	**(5.9)**	(4.2)
Statutory profit after tax	**11.6**	20.4
Result from discontinued operations	**9.4**	(13.9)
Total comprehensive income for the year	**21.0**	6.5

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations. In addition, there has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to the note 2 of the consolidated financial statements for further details.

Financial review continued

Movements in FUMA, by service

£ million	Opening assets 1 July 2024 restated[1]	Gross inflows	Gross outflows	Net flows	Acquired	Market and investment performance	Closing assets 30 June 2025	Net flows growth	FUM growth
BPS	**8,880**	**649**	**(1,372)**	**(723)**	**–**	**371**	**8,528**	**(8.1)%**	**(4.0)%**
MPS Custody	974	48	(157)	(109)	–	41	906	(11.2)%	(7.0)%
MPS Platform	4,367	1,682	(1,081)	601	788	227	5,983	13.8%	37.0%
Total MPS	**5,341**	**1,730**	**(1,238)**	**492**	**788**	**268**	**6,889**	**9.2%**	**29.0%**
Funds	**1,323**	**210**	**(375)**	**(165)**	**–**	**50**	**1,208**	**(12.5)%**	**(8.7)%**
Total FUM	**15,544**	**2,589**	**(2,985)**	**(396)**	**788**	**689**	**16,625**	**(2.5)%**	**7.0%**
Advised only assets	826				1,751		2,577		
Total FUMA	**16,370**				**2,539**		**19,202**		**17.3%**

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year.

Total FUMA increased 17.3% to £19.2 billion (30 June 2024: restated £16.4 billion), as a result of recent acquisitions contributing £2.5 billion, and positive market and investment performance. Closing FUMA comprises total FUM of £16.6 billion (30 June 2024 restated: £15.5 billion) and advised only assets of £2.6 billion (30 June 2024: £0.8 billion).

Growth in FUM was largely driven by acquisitions, as well as market and investment performance, which added £0.7 billion. Total net outflows of £0.4 billion were broadly in line with the prior year (2024 restated: outflows £0.4 billion), with a marked improvement in net flows in the second half of the financial year (H2 2025 net outflows £0.1 billion, H1 2025 net outflows £0.3 billion). This reflects the benefit of management actions taken over the year, including extensive IFA roadshows and targeted meetings with clients. As a result, in the final quarter, we reported the best quarterly net flow performance in two years (net outflows of £5 million).

Net outflows across our BPS offering totalled £723 million (2024: outflows £558 million), with significant improvement in H2, driven by lower Core BPS outflows and higher inflows in our Retirement Strategies offering. This reflects the greater IFA outreach over the year, and key client engagement to promote our retirement offering. Overall, BPS FUM closed down 4.0% at £8.5 billion (30 June 2024: £8.9 billion).

MPS Platform reported net inflows of £601 million (2024: £467 million) representing growth of 13.8%. Of this total, MPS Platforms saw organic net flows of £575 million and transfers from the acquired businesses contributed £26 million. Acquisitions added £0.8 billion of FUM and market and investment performance added a further £0.2 billion, leading to overall FUM growth of 37.0% to £6.0 billion (30 June 2024: £4.4 billion).

Advised only assets increased to £2.6 billion (30 June 2024: £0.8 billion) benefitting from £1.8 billion of acquired assets in the second half of the year. Over time, in line with our strategy and subject to client suitability, a greater proportion of these advised only assets may become managed and advised.

The market and investment performance of £0.7 billion represents 4.4% of opening FUM. Overall, we recorded a robust performance when compared to MSCI and ARC Benchmarks over the course of the financial year.

Revenue

Total revenue increased by 4.6% to £111.6 million (2024: £106.7 million). This was principally driven by financial planning income growing to £17.1 million (2024: £8.2 million), of which financial planning income from recent acquisitions contributed £8.2 million, and transactional and FX income of £14.0 million (2024: £12.4 million), which benefited from increased trading volume in the financial year. This was partially offset by lower interest income, down 33.3% to £7.6 million (2024: £11.4 million), and fee income, which decreased by 2.4% to £72.9 million (2024: £74.7 million). The reduction in interest income was largely due to lower average interest rates over the year, while the reduction in fee income principally reflects mix effects, with stronger growth across lower margin MPS Platform offerings compared to the higher margin BPS offering, which experienced outflows.

Revenue, average FUM and yields

	Revenue			Average FUM			Yields		
	2025 £m	2024[1] £m	Change %	2025 £m	2024[1] £m	Change %	2025 bps	2024[1] bps	Change bps
BPS fees	51.4	54.4	(5.6)%	8,373	8,579	(2.4)%	61.4	63.5	(2.1)
BPS transactional and FX income	14.0	12.2	14.7%				16.7	14.2	2.5
Total BPS	**65.4**	**66.6**	**(1.8)%**	**8,373**	**8,579**	**(2.4)%**	**78.1**	**77.7**	**0.4**
MPS Custody	5.4	5.8	(5.4)%	929	972	(4.5)%	58.6	59.2	(0.6)
MPS Platform	9.0	7.1	26.7%	5,058	3,892	30.0%	17.7	18.2	(0.5)
Total MPS	**14.4**	**12.9**	**11.8%**	**5,987**	**4,864**	**23.1%**	**24.0**	**26.4**	**(2.4)**
Funds	**6.5**	**6.8**	**(3.7)%**	**1,445**	**1,486**	**(2.8)%**	**44.9**	**45.4**	**(0.5)**
Total (excluding interest income)	**86.3**	**86.3**	**0.0%**	**15,805**	**14,929**	**5.9%**	**54.6**	**57.8**	**(3.2)**
Interest income – BPS	6.8	10.2	(33.0)%				8.2	11.9	(3.7)
Interest income – MPS Custody	0.8	1.2	(34.6)%				8.2	11.9	(3.7)
Total FUM-related revenue	**93.9**	**97.7**	**(3.9)%**	**15,805**	**14,929**	**5.9%**	**59.4**	**65.4**	**(6.0)**
Financial planning	17.1	8.2	108.8%				45.4	34.6	10.8
Other income	0.6	0.8	(19.2)%						
Total non-FUM-related revenue	**17.7**	**9.0**	**97.7%**						
Total revenue	**111.6**	**106.7**	**4.6%**						

[1] The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year.

During the year, the overall yield decreased by 6.0bps to 59.4bps (2024: 65.4bps). The yield on total BPS increased by 0.4bps to 78.1bps (2024: 77.7bps). This reflects higher transaction and FX income, offsetting the impact of lower fee and product mix. This was driven by the variation in fee rates on gross BPS outflows and rates achieved on new business within Core BPS and the product mix across the underlying BPS services, including the Gilts offering.

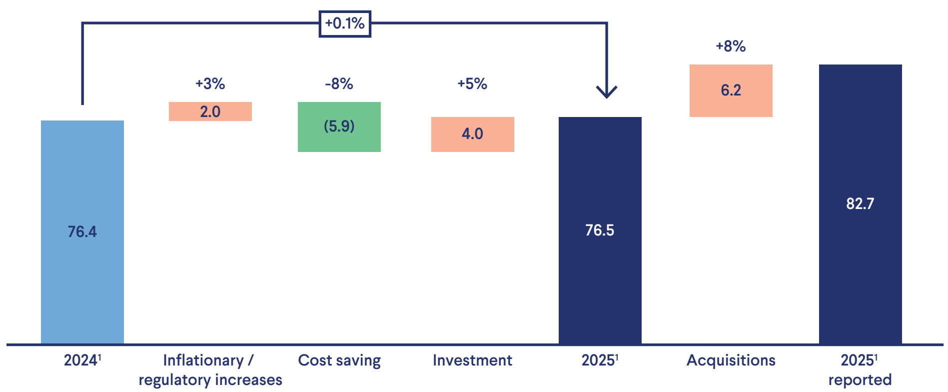
The yield on total MPS decreased by 2.4bps to 24.0bps (2024: 26.4bps), largely due to the increased proportion of FUM held within the lower-yielding MPS Platform compared to MPS Custody.

The yield on interest income, net of amounts paid to clients, decreased by 3.7bps to 8.2bps (2024: 11.9bps). The reduction reflects the fall in the Bank of England base rate over the year, combined with an increase in the proportion of interest income shared with clients.

Underlying costs

Excluding costs acquired with the Financial Planning businesses of £6.2 million (2024: nil), the underlying costs (including £2.5 million of finance income) were broadly flat at £76.5 million. This reflects inflationary and regulatory cost increases of 2.6% and investment in capability and capacity of 5.4% to support business growth, offset by 7.7% of cost savings due to management actions, including organisational restructuring, lower variable pay costs and more discipline around non-staff costs. Total underlying costs, including acquisitions and finance income, increased by 8.2% to £82.7 million (2024 restated: £76.4 million).

Underlying cost analysis (£m)



[1] Includes net finance income of £2.5 million (2024: £2.4 million).

Staff costs

Excluding acquisitions, staff costs decreased by 3.3% to £47.0 million (2024 restated: £48.6 million), as a result of organisational restructuring and lower variable pay, which countered inflationary pressures and senior hires to support our 'Reignite Growth' strategy. Total staff costs increased by 7.0% to £52.0 million, primarily as a result of 171 employees joining the Group through the acquisitions made over the year, representing c 30% of the overall headcount at 30 June 2025.

Non-staff costs

Excluding acquisitions, non-staff costs increased by 5.6% to £31.9 million (2024 restated £30.2 million), driven by higher regulatory fees and levies, depreciation and amortisation charges from strategic investments, and property and distribution costs. The acquisitions added £1.3 million in non-staff costs, resulting in total non-staff costs of £33.2 million (2024: £30.2 million).

Profit before tax

Underlying PBT decreased by 4.6% to £28.9 million (2024 restated: £30.3 million), and the underlying profit margin was 25.9% (2024 restated: 28.4%).

On a statutory basis, the PBT was down 28.9% to £17.5 million (2024: £24.6 million), driven by non-recurring one-off items including acquisition and integration costs and organisational restructure costs.

The profit from discontinued operations, which is presented after tax, was £9.4 million (2024: loss of £13.9 million). This comprises the operating results generated by the DCF and BMI prior to their respective disposal dates (November 2024 and February 2025, respectively) and the gains on their disposal. Further information is provided in note 13 of the consolidated financial statements.

Reconciliation between underlying and statutory PBT

£ million (unless stated otherwise)	2025	2024
Underlying profit before tax	**28.9**	30.3
Acquisition and integration related costs	**(4.4)**	(0.4)
Amortisation of acquired client relationships	**(4.0)**	(3.4)
Organisational restructure	**(2.1)**	(2.1)
Move to the LSE's Main Market costs	**(1.9)**	–
Head office relocation	**(1.3)**	–
Other non-operating items	**2.3**	0.2
Total underlying adjustments	**(11.4)**	(5.7)
Statutory profit before tax	**17.5**	24.6

Underlying PBT is considered by the Board to be an appropriate reflection of the Group's performance when compared to the statutory results as this excludes income and expense categories, which are deemed to be of a non-recurring nature or non-operating items. The Non-IFRS financial information section on page 162 includes a glossary of the Group's APMs and the criteria for how each are considered.

A reconciliation between underlying and statutory PBT for the year ended 30 June 2025, with comparative financial information is presented in the table above.

Acquisition and integration related costs (£4.4 million charge)

These represent costs incurred in relation to the Group's recent acquisitions, and include legal fees, fair value adjustments and finance costs in relation to the deferred contingent consideration. The prior financial year charge relates to the share-based payment for share options awarded to onboarded employees as part of the integration of a prior period acquisition. These costs are excluded from the underlying results in view of their one-off nature arising as part of an acquisition.

Amortisation of acquired client relationships (£4.0 million charge)

Intangible assets are recognised on the acquisition of new businesses and in the course of acquiring FUM and financial advice portfolios. These are amortised over their useful life, which has been assessed to range between 6 and 20 years. This amortisation charge has been excluded from underlying profit since it is a significant non-cash item. Refer to note 17 of the consolidated financial statements for more detail.

Organisational restructure (£2.1 million charge)

As part of the Group's strategy to ensure it operates in an efficient manner and delivers the best service to clients, further opportunities were identified to streamline and remove duplication from core processes, resulting in redundancy costs. These have been excluded from underlying earnings on the basis that they are in relation to business restructuring.

Move to the LSE's Main Market costs (£1.9 million charge)

In March 2025, the Group announced its successful admission to the LSE's Main Market, which the Board believes will further enhance the Group's corporate profile and extends the opportunity to own its ordinary shares to a broader group of investors. Costs incurred in this transaction have been excluded from underlying earnings due to their one-off nature.

Head office relocation (£1.3 million charge)

This primarily relates to the dual running costs whilst the Group relocates to the new head office in Q4 2025. These have been excluded from underlying earnings on the basis that they are non-recurring in nature.

Other non-operating items (£2.3 million credit)

This primarily relates to a refund from HMRC (£3.1 million) in respect of VAT arising on the Group's AIM Portfolio Services as it was confirmed this was exempt from VAT, covering the period from 1 October 2019 to 30 September 2024. This is partially offset by legacy legal costs and strategic and transformation reviews, conducted as a result of the significant business change following the acquisitions and BMI disposal. These items are excluded from underlying results in view of their non-recurring nature.

Taxation

The underlying tax charge increased to £7.7 million (2024 restated: £5.5 million), representing an effective tax rate ("ETR") of 26.5% (2024 restated: 18.2%). This is slightly higher than the corporation tax rate of 25.0% due to higher disallowable expenses, which include the corporate activity over the year, of £0.4 million (2024: £0.2 million).

The statutory tax charge was £5.9 million (2024 restated: £4.2 million), representing an ETR of 33.6% (2024 restated: 17.2%). The increase is driven by lower share option exercises and non-deductible expenses, including the impact of corporate activity over the year of £0.5 million and the move to the LSE's Main Market of £0.5 million. Refer to note 12 of the consolidated financial statements for further information.

Earnings per share

Underlying diluted EPS reduced by 13.6% to 130.4p (2024 restated: 150.9p), and statutory diluted EPS decreased by 42.7% to 71.4p (2024 restated: 124.5p), reflecting the combined effects of the movements in earnings and ETRs, and a diluted weighted average number of shares in issue of 16.3 million (2024: 16.4 million). Details on the basic and diluted EPS are provided in note 15 of the consolidated financial statements.

	2025	2024 restated[1]
EPS from continuing operations		
Basic	**72.0p**	126.6p
Diluted	**71.4p**	124.5p
EPS from discontinued operations		
Basic	**57.9p**	(86.5)p
Diluted	**57.4p**	(85.0)p
Underlying EPS from continuing operations		
Basic	**131.5p**	153.5p
Diluted	**130.4p**	150.9p

1 There has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to the note 2 of the consolidated financial statements for further details.

Financial position, capital, cash and dividend

£ million (unless stated otherwise)	2025	2024
Net assets	**154.4**	152.3
Excess capital after internal capital buffer[1]	**15.6**	47.1
Cash resources and liquid assets	**53.8**	74.7
Final dividend	**51.0p**	49.0p
Total dividend	**81.0p**	78.0p

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

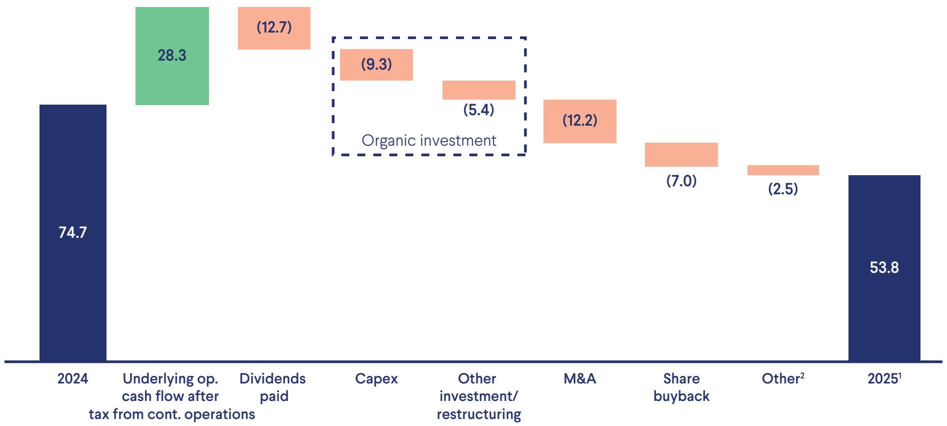
Net assets and capital

Net assets increased by 1.4% to £154.4 million at 30 June 2025 (30 June 2024: £152.3 million). Total tangible net assets (net assets excluding intangibles) were £35.0 million at 30 June 2025 (30 June 2024: £69.1 million). As at 30 June 2025, the Group had regulatory capital resources of £45.2 million (30 June 2024: £75.7 million) excluding the impact of the final dividend payment of c.£8 million payable in November 2025. The reduction in capital resources was predominantly driven by organic investment and M&A activities of £13.7 million and £21.1 million, respectively, and the repurchase of shares through the share buyback programme of £7.0 million.

The total net assets and the regulatory capital resources consider the respective period's profits as these are deemed to be verified at the date of publication of the interim results. In applying its internal capital management approach, the Group seeks to maintain a capital buffer in addition to the regulatory minimum requirement. At 30 June 2025, after taking into account the regulatory minimum requirement and internal capital buffer, the excess capital was £15.6 million (30 June 2024: £47.1 million), excluding the impact of the final dividend payment.

Financial review continued

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

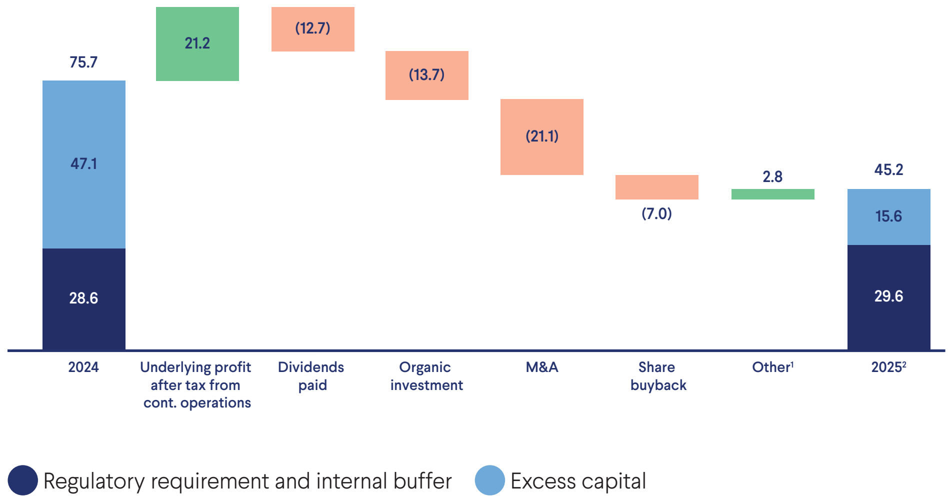


Subject to rounding

1 Group liquid assets are inclusive of UK government gilts and money market funds which are classified as a liquid resource in nature due to their ability to be easily translated into cash.

2 Other includes purchase of shares by the Employee Benefit Trust ("EBT"), payment of lease liabilities and a refund received from HMRC associated with VAT.

Capital position (£m)



1 Other includes purchase of shares by the EBT, head office relocation costs, a refund received from HMRC associated with VAT, and other movements in deferred tax and intangible assets.

2 2025 excess capital stated before final dividend, payable in November 2025.

Liquidity

Total cash resources and liquid assets at 30 June 2025 were £53.8 million (30 June 2024: £74.7 million). The reduction on the prior year largely reflects the cash impacts of M&A consideration of £12.2 million and a share buyback of £7.0 million (30 June 2024: £nil). During the year ended 30 June 2025, the Group also incurred capital expenditure of £9.3 million (2024: £1.8 million), including investment in technological transformation to deliver continued performance improvements, automation and process efficiencies and to enhance our clients' digital journeys, and property-related costs. A further £5.4 million was deployed on other strategic and transformational actions such as organisational restructuring, integration and the move from AIM to the Main Market.

Dividend

The Board recognises the importance of dividends to shareholders and the benefit of providing sustainable shareholder returns. In determining the level of dividend in any year, the Board considers a number of factors such as the level of retained earnings, future cash commitments, statutory profit cover, capital and liquidity requirements and the level of profit retention required to sustain the growth of the Group. The Board has declared a final dividend of 51.0 pence per share (2024: 49.0 pence). This represents an increase of 4.1% compared to the previous financial year, and brings the total dividend for the full year to 81.0 pence per share (2024: 78.0 pence). Subject to shareholder approval, the final dividend will be paid on 4 November 2025 to shareholders recorded on the register on 19 September 2025.

Share buyback

In January 2025, the Group initiated its first ever share buyback programme of up to £10.0 million, consistent with its capital allocation priorities. At 30 June 2025, the Group had repurchased and cancelled 464,000 shares for a total consideration of £7.0 million.

At the date of signing this Annual Report and Accounts, a further 74,000 shares were purchased and cancelled, for additional total consideration of £1.1 million. The Board will continue to deploy the remainder of the £10 million buyback in due course.

In summary

I look forward with confidence as we focus on delivering our 'Reignite Growth' strategy and achieving our medium-term targets of annualised net flows of 5% and keeping BAU cost growth below 5% per annum.

Katherine Jones
CFO

3 September 2025

Viability statement

In accordance with the UK Corporate Governance Code, the Board has assessed the Group's viability over a five-year period which is inclusive of FY25 and aligned with the Group's strategy, its budgeting and forecasting process and the scenarios set out in the 2024 Internal Capital Adequacy and Risk Assessment ("ICARA").

The Board has carried out a robust assessment of the principal and emerging risks facing the Group, along with the stress tests and scenarios that would threaten the sustainability of its business model, future performance, solvency or liquidity. This assessment is based on the Group's Medium-Term Plan ("MTP"), the ICARA and an evaluation of the Group's emerging and principal risks, as set out in the Risks section on pages 54 to 57 and outlined in the Risk and Compliance Committee report on pages 103 to 105.

In assessing the future viability of the overall business, the Board has considered the Group's current and future strategy. The Board has also considered the business environment in which the Group operates and the potential threats to its business model arising from regulatory, demographic, political and technological changes. Moreover, the Board's assessment considered the current macroeconomic environment, as well as the impact of volatile markets, inflation and interest rates on the Group's profitability, regulatory capital and liquidity forecasts. The Board's assessment of the Group's capital and liquidity position also considers the implications of meeting the Group's proposed interim and final dividend pay-outs.

The MTP forms part of the Group's annual business planning process. The model translates the Group's current and future strategy into a detailed year-one budget, followed by higher-level forecasts for years two–five. The combination of this detailed budgeting, longer-term forecasting and various stress tests provides a transparent and holistic view of the forward-looking financial prospects of the Group. The Board reviews and challenges the Group's MTP annually. The MTP covering the five-year period from FY25 to FY29, which underpins the 2024 ICARA, was challenged and approved by the Board in October 2024.

In addition to the annual MTP preparation process, a re-forecast is carried out by management and reviewed by the Board on a quarterly basis for the upcoming 18-month period. These reflect updates for prevailing trading conditions and other changes required to the budget assumptions set at the start of the year.

As part of the ICARA, the Group models a range of downside scenarios and a severe but plausible stress scenario designed to assess the Group's ability to withstand a market-wide shock, such as a sharp market decline triggered by a global recession, Group-specific stresses, such as the loss of an investment management team or key introducer, or a combination of both.

The Group modelled a multi-layered scenario involving a significant decline in financial markets over a five-year period (with UK equities modelled to lose 33% of their value with correlated impacts modelled across the Group's portfolios, with a gradual recovery), combined with the loss of a key investment management team. This scenario would have an adverse impact on the Group's profitability compared to the MTP base case, reducing its regulatory capital surplus, before putting in place any mitigating management actions.

Management identified a number of mitigating actions that could be implemented in the event of such severe stresses. In this scenario, possible mitigating actions were to reduce discretionary compensation and headcount and to impose departmental cost reductions. Although the Group does not fall into a regulatory capital deficit during the stress period, these management actions would bolster profitability and strengthen regulatory resources to ensure a significant capital surplus was maintained against the Group's minimum capital requirement. If deemed appropriate, further mitigating actions could include the reduction of external dividend payments and a further reduction in costs across the business. The implementation of the above actions depends on the nature and severity of the specific stress events and the time frames over which they occur.

The ICARA scenarios are reviewed throughout the year to ensure they remain relevant and continue to be a suitable tool for developing our controls and mitigating actions. Management also considers a reverse stress case and carries out an assessment of the cost to the Group of a wind-down in the event of a non-recoverable shock to the operating model. Moreover, management has identified a number of additional actions that could be implemented in the event of severe stresses.

Taking into consideration the assessment of the above factors, including the results of the latest ICARA, the Group's risk management framework and the mitigating actions that can be put in place, the Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period under assessment. This assessment also supports the Group's consolidated financial statements being prepared on a going concern basis, as discussed in note 2 of the consolidated financial statements.

Stakeholder engagement
Section 172(1) statement

In accordance with Section 172(1) of the Companies Act 2006, the Directors have a duty to act in good faith to promote the success of the Company for the benefit of its members as a whole and, in doing so, have regard (among other factors) to various other considerations and stakeholder interests:

The likely consequences of any decision in the long term

- Investment case on page 6
- CEO's statement on pages 9 to 10
- Business model on pages 14 to 17
- Our strategy on pages 18 to 21

The interests of the company's employees

- How the Board embeds culture on page 68
- Responsible business on pages 35 to 39
- Board overview on pages 64 to 67

The need to foster the company's business relationships with suppliers, customers and others

- Market overview on pages 12 to 13
- Business model on pages 14 to 17
- Responsible business on pages 35 to 44

The impact of the company's operations on the community and the environment

- Market overview on pages 12 to 13
- Responsible business on pages 41 to 44
- Summary disclosure against TCFD recommendations on pages 45 to 52
- Risk management on pages 54 to 57

The desirability of the company maintaining a reputation for high standards of business conduct

- Business model on pages 14 to 17
- Responsible business on pages 35 to 44
- Risk management on pages 54 to 57
- Whistleblowing on pages 39 and 73

The need to act fairly as between members of the company

- Responsible business on page 35 to 44
- How the Board embeds culture on page 68
- How we engage with our stakeholders on pages 32 to 34
- Board overview on pages 64 to 67

The section overleaf covers the engagement with our key stakeholders.

See pages 65 and 66 of the Governance Report for the examples of key decisions made by the Board over the year, including the considerations given to relevant stakeholders affected by those decisions.

The Board has considered the interest of stakeholder throughout the year.

Clients and intermediaries

Overview

Our client base is largely split into intermediated and direct clients. Intermediated clients includes both external IFAs and internal financial planners. We also serve clients directly through our financial planning and investment management businesses. The long-term success of Brooks Macdonald depends on our ability to respond to clients' changing needs and assist them to meet their financial objectives.

Key priorities

- Competitive investment performance and returns
- High-quality service and relevant product offering
- Relationship based on trust

Methods of engagement

- Investment bulletins and webinars
- Regular client meetings with investment managers and financial planner
- IFA roadshows with senior management and relationship managers
- In-person and online engagement
- Investment updates

Outcomes of engagement

- Met with over 250 IFAs as part of our drive to reinvigorate engagement
- The feedback we collate influences our strategic decision making, allowing us to better serve our clients and growth our business
- Launched Global MPS and a suite of Retirement Strategies solutions to support clients' long-term financial goals

Shareholders

Overview

Continued support of our shareholders is key to our long-term success. As owners of the Company, it is important to maintain regular engagement and listen and respond to investor feedback throughout the year.

Key priorities

- Successful delivery of our strategy
- Capital generation and shareholder returns
- Robust governance

Methods of engagement

- Full year and interim results presentations
- Post-results management roadshows and attendance at investor conferences
- Engagement with sell-side analysts
- AGM

Outcomes of engagement

- Supportive shareholder base
- Successful transition from AIM to the Main Market of the LSE
- Share buyback programme
- Investor feedback collated and shared with the Board to inform strategic decision making

Employees

Overview

We are committed to attracting, developing and retaining top talent, recognising that an engaged and motivated workforce is essential to our ambition of being an employer of choice and the long-term success of the business.

Key priorities

- Competitive pay and benefits
- Skills development and career progression
- Value-led and inclusive culture

Methods of engagement

- Regular team discussions and feedback sessions
- Training programmes and talent development
- Town hall conferences
- Roundtable discussions with the Executive Committee
- Employee engagement surveys
- Intranet and newsletters
- CEO conversations

Outcomes of engagement

- Business strategy and objectives clearly and consistently communicated
- Launched the Client Excellence Programme
- Supported management training and development initiatives to increase our management and leadership capability, and drive individual and organisational success
- Refined our performance management with goal alignment to strategic objectives
- Continued to enhance our employee policies and benefits

Stakeholder engagement continued

Regulators

Overview

We focus on open and constructive relationships with our regulators, who provide the legislative and regulatory rules and guidance to how business in the sector should be run, to ensure our products and services meet the highest standards.

Key priorities

- Consumer outcomes
- Protect the integrity of the UK financial system
- Operational and financial resilience

Methods of engagement

- Regulator updates and meetings
- Regulatory returns and applications
- Participation in industry association and trade body meetings

Outcomes of engagement

- Supports good client outcomes, business resilience and long-term success
- Regular engagement with our regulators keeps us aligned with evolving expectations and demonstrate a shared commitment to growth, market integrity and consumer protection

Community and the environment

Overview

As a responsible organisation, we are committed to supporting the communities in which we operate, treating our suppliers fairly and building strategic partnerships and optimising our supply base to ensure we maintain cost discipline. This is integral to our broader sustainability agenda and long-term commitment to responsible business practices.

Key priorities

- Responsible business conduct
- Collaborative social partner
- Operational and financial resilience

Methods of engagement

- Website and social media, covering topics on retirement planning and investment
- Utilising a third-party supplier management framework and internal sourcing capability to improve product offerings, costs, processes, efficiency and business resilience
- Participation in industry associations

Outcomes of engagement

- Support for communities through charitable giving and employee volunteering programme
- Collaborated with our supply base to improve product offerings, costs, processes and increase efficiency and support ongoing business resilience
- Continued to reduce our environmental impact, through lower overall energy consumption and reduced GHG emissions

Responsible business

Our approach to responsible business

Social, environmental and ethical considerations are central to the way we run our business. We are focused on protecting the environment, supporting communities and ensuring the wellbeing of our employees. We continue to actively seek opportunities to play our part as a good corporate citizen and contribute to the communities in which our stakeholders live and work.

We have an established responsible business framework, overseen by the ESG Advisory Committee ("ESGAC"), which comprises of senior business representatives from across the Group. The ESGAC regularly reports to the Chief Operating Officer and the Board, providing timely updates on the Group's ESG strategy.

Our responsible business approach is structured around our stakeholders and is divided into three pillars: people and communities, corporate and operational, and responsible investment.

People and communities

Our people are the driving force behind our success. We are committed to creating an environment in which they feel valued and inspired, while supporting communities where we and our clients live and work.

Read more on pages 36 to 40

Corporate and operational

We are committed to understanding and mitigating the environmental impact of our operations. We behave responsibly and with integrity and treat our suppliers fairly.

Read more on pages 41 to 42

Responsible investment

We integrate considerations of environmental, social and governance ("ESG") factors into our investment processes and active ownership practices.

Read more on pages 43 to 44

Responsible business continued
People and communities

We have seen many changes this financial year, including to our people and leadership, to create conditions for success. In February 2025, we sold our international business, confident that our colleagues will be well supported in a firm that shares our values and culture. Alongside this, we welcomed 171 colleagues through the acquisition of three financial planning businesses as we continue to execute our 'Reignite Growth' strategy.

These developments have expanded our employee base and introduced new opportunities and responsibilities as we integrate the new teams into the wider Group. We remain deeply committed to fostering an inclusive environment by bringing people together through active engagement, cultural integration and meaningful initiatives that promote collaboration and sense of belonging.

We remain committed to enhancing the employee value proposition, supporting our people and embedding a strong, inclusive culture across the organisation.

Guided by our principles

Our Guiding Principles are the foundation of our culture, shaping how we work, collaborate and deliver value to clients. We are building an environment in which employees feel heard, empowered and inspired to grow. By embracing ambition, driving accountability, supporting each other and adopting a learning mindset, we unlock new ideas and opportunities that drive continuous improvement and sustainable growth.

Our values guide every stage of our talent journey, from recruitment and performance to development and succession, ensuring our people grow in alignment with who we are and what we stand for.

See page 5 for more detail on our values.

Empowering our people to thrive

At Brooks Macdonald, our people are the driving force behind our success. Their passion, creativity, resilience and drive enable us to deliver outstanding service to our clients and help reignite growth. We are committed to creating an environment in which every individual is supported, inspired and empowered to reach their full potential.

Our strategic people pillars

1. **Strengthening leadership and management**

We are investing in the next generation of leaders, equipping them with the tools, mindset and confidence to lead with impact.

2. **Driving a high-performance culture**

We foster a culture in which excellence is expected, celebrated and continuously pursued, fuelling both individual and business growth.

3. **Enhancing skills and capabilities**

We are committed to lifelong learning. By developing critical skills and future-ready capabilities, we ensure our people stay ahead in a rapidly evolving world.

Shaping confident, capable leaders

We believe that great leadership drives great outcomes. Our Management Excellence Programme is a structured development journey designed to build core leadership skills, broaden perspectives and empower leaders to inspire success across their teams and the wider organisation. This year, we have had 89 leaders participate in the programme.

Delivered consistently across the business, the programme ensures that every new or transitioning leader receives the same high-quality experience, establishing a strong foundation and a clear benchmark for leadership excellence.

Building high-performing teams

We believe high-performing teams drive better business outcomes. Our Learning and Development team partners across the business to unlock team potential through tailored, high-impact interventions, including psychometric tools, team assessments and coaching. By investing in team effectiveness, we are fostering a culture of trust, accountability and collective success.

> "Brooks Macdonald genuinely invests in its people, and attending the Management Excellence Programme was a clear testament to that commitment. The programme didn't just enhance how I engage with others; it equipped me with practical, lasting tools that I use every day as a senior leader. The insights I gained continue to shape my leadership with greater clarity, confidence and impact."
>
> **Alex Winstanley**
> Head of Procurement

Performance management

Our performance management framework is built on the principle of continuous dialogue, encouraging regular, high-quality conversations that drive individual and collective success. Key elements of our framework ensure that everyone has aligned objectives to the business functional scorecards and all employees are measured not only on what they achieve, but also how they achieve it.

Performance reviews serve as a valuable opportunity for employees and leaders to reflect on past achievements, identify areas for growth and set clear expectations for future development. They also provide a structured space to explore career aspirations, enabling more meaningful support and guidance. In addition, it deepens our understanding of individual and team capabilities, playing a critical role in our talent mapping and succession planning, helping us build a strong, future-ready organisation.

Reward, wellbeing and benefits

At Brooks Macdonald, we're committed to helping our people thrive – professionally and personally. We offer a competitive, inclusive and evolving rewards package that supports wellbeing, recognises contribution and fosters long-term employee engagement and satisfaction.

Key highlights include:

- **Enhanced benefits:** Generous leave policies, comprehensive insurance and consistent benefits across roles through our 'Inclusive by Design' approach.
- **Financial wellbeing:** We listened to our employees' feedback and agreed to increase our employer pension contributions from 6% to 9% from 1 January 2026. We also saw a strong participation in our SAYE scheme, with over 60% of eligible employees investing in our shared success.
- **Fair and transparent rewards:** Annual benchmarking, role-based pay design and a discretionary bonus scheme aligned with our strategic goals and Guiding Principles.
- **Culture of recognition:** We celebrate individual and team achievements, reinforcing a high-performing and inclusive environment.

By investing in our people, we are building a resilient, motivated workforce ready to deliver lasting value.

Empowering growth through continuous development

Continuous development of our people is central to our success. Our people strategy focuses on continuous learning, equipping every employee with the tools, support and opportunities to grow personally and professionally.

We offer a range of initiatives designed to support ongoing development, including professional qualifications, leadership, management, professional skills and Diversity, Equity and Inclusion ("DE&I") training, and a career portal that provides guidance, tools and resources to support career growth.

By investing in our people, we are building a future-ready workforce aligned with our values and ambitions.

Elevating client relationships through excellence

This financial year, we proudly launched our Client Excellence Programme; a dynamic initiative designed to empower our investment managers, financial planners and business development managers with advanced relationship management skills. The programme blends in-person and virtual learning with real-world scenarios, coaching and a powerful psychometric tool to boost self-awareness and adaptability. With over 60 participants and an impressive 4.8 out of 5 average feedback score, the programme is already making a meaningful impact. It is also CPD-accredited, to support our people in becoming trusted advisers, and broadening and deepening client reach.

"The Client Excellence Programme gave me a rare chance to pause, reflect and improve how I engage with advisers. The supportive environment encouraged honest discussion, challenged old habits and sparked real growth. Since applying what I learned, I've seen clear improvements in my performance. I highly recommend it to anyone aiming to enhance their client experience."

Vicky Wellings
Head of Assistant Business Development

People and communities

> I decided to embark on a journey to become a financial planner. To start, I funded myself through financial qualifications. I quickly realised that I wanted to join a company that would both support me through exams and provide training. I was lucky enough to find this within the Academy. The process is not easy, but if you are committed, it can be highly rewarding. LIFT offer top-quality advice to clients and really sets the benchmark for where you need to be. I know exactly what I need to do to become a successful adviser within the company. I highly recommend the Academy."
>
> **James Potter**
> Financial Planner

The Brooks Financial Academy

The acquisition of LIFT enables us to invest and grow the Brooks Financial Academy, a structured five-year development academy tailored for both school and college leavers and graduates aspiring to become chartered financial planners.

This complements our own development and trainee programmes offered across investment management, distribution and financial planning, and offers another entry point to a career in financial planning.

The programme offers a clear, progressive pathway through the business, starting in technical support administration, moving into client support, then paraplanning and ultimately leading to a fully chartered financial planner role.

Participants work toward completing 15 professional exams over the course of the programme, gaining both the technical knowledge and practical experience needed to thrive in the industry.

'Inclusive by Design'

Inclusion is not an initiative; it is embedded in everything we do. Our 'Inclusive by Design' philosophy challenges us to think differently, act intentionally and build a culture in which every voice matters. By embracing cognitively diverse perspectives and creating a safe environment, we empower our people to bring their whole selves to work and do their best work. When our people thrive, everyone wins – our clients, shareholders and company.

Diversity, equity and inclusion

We are committed to building a culture where everyone feels valued, respected and empowered to thrive. Guided by our 'Inclusive by Design' philosophy, we embed inclusive practices across all areas of our business from recruitment to leadership development.

We promote equal opportunities and ensure that no job applicant or employee is subject to discrimination or less favourable treatment on the grounds of gender, marital status, nationality, ethnicity, age, religion, sexual orientation, caring responsibility or disability. If the circumstances of an employee changes during their time with us – for example, disability, caring responsibilities or sexual orientation – we make every effort to support their continued employment through appropriate adjustments, training and development.

Our policies are designed to ensure that access to training, career progression, promotion, and health and wellbeing support is as fair and inclusive as possible for everyone.

Key initiatives include:

- **Inclusive hiring:** Gender-balanced shortlists, diverse interview panels and flexible working arrangements. We select individuals based on skills, qualifications and experience.
- **Leadership accountability:** DE&I objectives embedded in senior leaders' performance scorecards.
- **Supportive policies:** Covering domestic abuse, sexual harassment, menopause, mental health, gender transitioning and inclusive family leave.
- **Gender equity:** Enhanced parental and adoption leave, including up to six months of full pay for maternity leave and up to six weeks of full pay for paternity leave.
- **Ongoing education:** Training and resources to help leaders foster inclusive environments.

We also partner with organisations such as LGBT Great, City Hive, Menopause in the Workplace and Women in Finance Charter | Brooks Macdonald, to advance representation across our industry.

We are committed to equality and inclusion, and addressing our gender pay gap is a key component of achieving this. To read more about our approach, see our **Gender-Pay-Gap-Report-2024.pdf** on our website.

Gender diversity

The graphs below illustrate the gender representation within our leadership teams (Executive Committee and their direct reports, excluding administrative roles). We remain committed to advancing the representation of women in financial services. In 2025, we joined the 30% Club UK and reaffirmed our alignment with the Women in Finance Charter. We have increased our target to 38% female representation in leadership by 2026. While our 2025 data shows a slight decline, these actions reflect our long-term dedication to building inclusive and balanced leadership teams. As at 30 June 2025, 4 Board directors were male and 3 were females. Across the workforce as a whole, 305 employees were male and 242 were female.

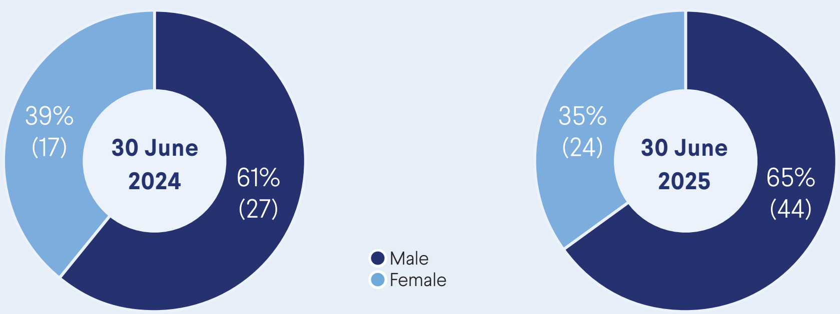
Employee engagement

Employee engagement is critical to the success of our people strategy. We are committed to creating a connected, inclusive and high-performing culture through a wide range of initiatives. These include regular town halls, structured training programmes, mentoring and coaching opportunities, educational sessions, all-employee offsite events, and wellbeing activities such as organised gym classes.

We partner with an external provider to run an annual employee engagement survey, which remains a key instrument for capturing employee sentiment and identifying actionable insights. The survey provides us with a clear understanding of what matters most to our people. We actively encourage all colleagues to share anonymous feedback, which plays a vital role in shaping our initiatives and continuously improving the employee experience.

With a 79% response rate to our 2024 employee survey, we gained valuable insights that have informed meaningful improvements across the organisation. Based on this feedback, we have enhanced internal communication channels to ensure greater transparency and connectivity, expanded our training curriculum to support continuous learning and development, and initiated the development of a comprehensive career framework to provide clearer progression pathways for all employees.

Gender representation in senior leadership[1]



1 Per the FTSE Women Leaders Review, defined as Executive Committee and their direct reports (exclude administrative and support roles).

In 2025, we maintained a high level of engagement, with 75% of employees participating in the survey. This continued healthy response reflects the trust our people place in the survey as a reliable channel for sharing their views and shaping the future of Brooks Macdonald.

The results indicate sustained engagement across the Group, with overall engagement levels remaining consistent year on year. Notably, we saw a two-point improvement in communication, highlighting progress in how we share information and connect with our teams. While there was a one-point decline in scores related to Leadership and DE&I, we are encouraged that 73% of respondents continue to view DE&I positively and 84% believe we foster an inclusive culture.

Recognising the significant changes the business has undergone this year, we introduced a new set of questions to focus on change management. The insights gathered will be instrumental in helping us navigate and support future transitions more effectively.

Code of business conduct

Our employee handbook outlines key responsibilities for all staff, including acting with integrity and respect, managing conflicts of interest, upholding corporate social responsibility, treating customers fairly, ensuring good market conduct, safeguarding information and communications, using Group assets appropriately, preventing financial crime and co-operating with regulators and governments. To reinforce these standards, all employees are required to complete annual mandatory training to ensure full understanding of the Code of Conduct.

Whistleblowing

We are committed to fostering a culture of openness, integrity and trust. We believe that all employees should feel empowered to raise concerns without fear of reprisal, dismissal or mistreatment. Our Whistleblowing policy is designed to support this commitment by providing clear guidance on how to report concerns, ensuring that all issues raised are taken seriously and investigated thoroughly. The policy encourages transparency and accountability, helping to maintain a safe and ethical working environment for everyone.

Group policies and procedures

As a Group, we are mindful of the many ways vulnerability can affect our customers, and how the issues they may be facing can affect their interpretation of our services and the value they provide. Our continued focus on improving outcomes for vulnerable customers saw the completion of company-wide training for all client facing staff. The sharp focus on both vulnerability and retirement income under Consumer Duty has led to a range of support documents being issued by industry bodies, and we were glad to contribute to the PMIFA - Understanding Consumer Vulnerability Guide, launched last October.

At Brooks Macdonald, we have a zero-tolerance approach to bribery and corruption. The Board has responsibility for oversight of the Group's financial crime prevention policy, which includes anti-bribery and anti-corruption and reviews this annually. Our employees are required to complete regular online training on money laundering, fraud, bribery and corruption and tax evasion.

Responsible business continued
People and communities

Our communities

We are guided by our core principles to do the right thing and to care for our communities by making a positive impact. We actively encourage our employees to give back through charitable and voluntary activities.

Volunteering days

We want to support our people to do the right thing for the communities in which they live and work. This is why we offer a paid day to every employee, encouraging them to volunteer one day a year for a cause or charity of their choice.

Charitable initiatives

The Group supports communities through two separate initiatives. The first is through a dedicated charity fund enabling employees to request support for local charities not associated with BM. Our charitable giving included support for Macmillan Cancer Support, The Royal National Lifeboat Institution, Donation to Cure DHDDS and to our employees running the London marathon in aid of their charities of choice. This charity fund is enabled through the 'Give As You Earn' programme from our employees who can donate a portion of their salary directly to this charitable fund on an ongoing basis.

The second is through our employee Charity Committee whereby, every two years, employees select the charities they wish to support with our own fundraising activities. This year, we are sponsoring two charities – The Wave Project, which delivers surf therapy programmes to enhance the mental health and wellbeing of young people, and Great Ormond Street Hospital ("GOSH"), a world-renowned children's hospital dedicated to providing exceptional care and pioneering treatments for seriously ill children.

"Thank you so much to you and the team! Your wonderful donations from the last year will make a real and significant difference to our work and the young people we support. As a small charity, sums like this really have an impact. We can't express enough how much we appreciate it!"

The Wave Project

"A huge THANK YOU for your recent gift. Your generosity has touched the team here at GOSH charity. This donation is the equivalent of funding our parent and family accommodation for 438 NIGHTS! Thanks to your continued support, we are able to support the patients, families and staff at the hospital. Together, we can give seriously ill children the best chance, and the best childhoods, possible."

GOSH

Case study

Charity event: Pen y Fan Walk

This year, a group of employees embarked on the Pen y Fan Challenge as part of our Group's fundraising efforts. Forty-five employees participated to scale the highest peak in the Brecon Beacons, South Wales.

Although only a 18km round trip, it meant scaling the four peaks of Corn Du (872m), Pen y Fan (886m), Cribyn (795m) and Fan y Big (717m), one after the other. The hard work going up was worth the views from the top, spurred on by knowing that every step taken was supporting those who would benefit from the Wave Project and GOSH.

This challenge underscored the incredible dedication and spirit of the participants. Despite the demanding terrain, everyone made it to the finish and the team's collective efforts raised valuable contribution for our two chosen charities.

Corporate and operational

We are committed to understanding and mitigating the environmental impact of our operations. In line with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"), we have undertaken a comprehensive assessment of our Scope 1, 2 and 3 emissions. This assessment is crucial in identifying the steps necessary to achieve the carbon reductions required to reach our goal of net zero emissions by 2030.

By analysing our direct and indirect emissions, we continue to develop targeted strategies that not only address our current environmental footprint, but also pave the way for a more sustainable future. These efforts reflect a steadfast dedication to environmental stewardship, ensuring that our business practices contribute positively to the global fight against climate change.

We are dedicated to continuous improvement in our environmental performance, striving to minimise our negative environmental and climate change impacts.

Supplier engagement and oversight

Our Procurement team has continued to play a pivotal role in strengthening our operational resilience, commercial performance and sustainability agenda through robust third-party governance and strategic supplier engagement.

The team has continued to follow its comprehensive third-party supplier framework in collaboration with Risk and IT teams, aligning with regulatory standards, including the FCA guidelines. This framework governs the full lifecycle of supplier relationships, from pre-selection and due diligence through to exit management, ensuring consistent risk tiering, performance monitoring and compliance oversight.

Our comprehensive supplier due diligence process, which was rigorously applied to suppliers engaged through the Group's recent acquisitions, is aligned with our high internal standards of ethics and compliance, ensuring our partners comply, among others, with modern slavery regulations and are committed to human rights and fair payment for their people. In addition, we have embedded sustainability considerations into the supplier lifecycle, incorporating environmental and social risk assessments in the due diligence process. The team has also contributed to policy updates and governance forums to ensure alignment with evolving ESG expectations and regulatory developments.

Relationship management

In the financial year, focus was placed on consolidating the supply base and deepening relationships with our strategic suppliers through structured account management, leveraging commercial value and service excellence. The team also identified and secured a long-term partnership with Workday, leading to improved processes and efficiencies across HR and finance functions.

Advancing sustainability in facilities management

We have implemented a range of practices designed to enhance the environmental performance of our facilities management. Recognising the importance of sustainable operations, we have focused on optimising resource efficiency, reducing our carbon footprint and promoting eco-friendly initiatives.

Our office footprint

During the financial year, the Group acquired three financial planning businesses, which expanded our footprint in Wales and East Anglia. Subsequently, with the sale of our International business, we no longer have offices in Guernsey, Jersey or the Isle of Man.

As a result, and following the opening of our Glasgow office on 1 July, we now have 16 offices across the UK. Around half of our offices are serviced, which provides flexibility and efficiency. In addition, by leveraging the inherent efficiencies and sustainability-focused operations of serviced offices, we can significantly reduce our environmental footprint while maintaining operational flexibility and resilience. Benefits include:

- **Resource efficiency:** Serviced offices maximise resource use through shared amenities and services, reducing the overall consumption of energy, water and other resources per occupant.
- **Lower carbon footprint:** With flexible leasing options, we can right-size our office space, minimising the environmental impact associated with maintaining underutilised areas. For example, we relocated our Adroit business from Manchester to a more appropriately sized office in Altrincham, reducing excess space and improving energy efficiency. The Altrincham office is now a shared space with our colleagues from the recent LIFT acquisition, promoting better space utilisation and collaboration. Additionally, we closed the Bury St Edmunds office, further reducing building emissions.
- **Waste reduction:** Shared facilities implement robust recycling and waste management programmes, leading to more efficient waste reduction practices.

Highlights

Reduction in total GHG emissions

7%

Reduction in energy consumption intensity ratio

17%

Reduction in GHG emission intensity ratio

23%

Electricity generated from renewable sources

92%

Responsible business continued

Corporate and operational

- **Sustainable infrastructure:** Our serviced office providers prioritise sustainability in their building operations, employing energy-efficient lighting, heating and cooling systems, and using eco-friendly materials.
- **Flexibility and adaptability:** The ability to scale office space up or down as needed reduces the necessity for new construction, which, in turn, decreases the environmental impact associated with building new facilities. When we buy new materials, we prioritise carbon neutrality and ensure we use the most sustainable products available, including those with long lifecycles and those made from reclaimed and reused materials.

Environmentally friendly waste management

Our commitment to sustainability is reflected in our environmentally friendly waste management practices, which include reduced packaging, and recycling or donation of obsolete office furniture. We prioritise the use of minimal packaging for all products and supplies, which allows us to cut down on waste and lower our overall carbon footprint.

We look for ways to recycle office furniture whenever possible. By refurbishing and reusing existing pieces, we minimise waste and the demand for new resources. This practice extends the lifecycle of our furniture and supports a circular economy. Where furniture cannot be recycled internally, we donate usable items to local charities and community organisations. This diverts waste from landfills and supports those in need, fostering a culture of community support and sustainability.

Environmentally friendly procurement processes

Our dedication to sustainability is also reflected in our procurement processes, where we focus on eco-friendly and ethical practices. We partner with suppliers who uphold ethical business standards, including paying a living wage to their staff and ensuring fair labour practices.

Furthermore, we actively source and prioritise carbon-neutral products in our operations. By selecting suppliers and products committed to reducing their carbon emissions, we contribute to the global fight against climate change and encourage sustainable practices. This approach guarantees that our supply chain supports both environmental sustainability and social responsibility.

Energy consumption and carbon footprint

Our overall energy consumption has marginally increased over the year, to 762.4 MWh, due to the larger office footprint. Our total (market-based) GHG emissions have decreased by 7% to 99.2 tCO_2e, driven by lower staff mileage and lower gas usage.

Our energy consumption and GHG emissions intensity ratios decreased by 17% and 23% respectively. This reflects the changes in our office portfolio over the year, as well as the change in energy source in the Edinburgh office, which is no longer consuming gas on site. Currently, 10 out of our 15 sites (excluding the Glasgow office, which opened on 1 July) use fully renewable electricity. Going forward, we will continue to look at ways to expand this across other locations.

Scope 1, 2 and 3 disclosures[1]

Source of energy and emissions	Energy consumption (MWh) 2025	Energy consumption (MWh) 2024	GHG emissions (tCO_2e) 2025	GHG emissions (tCO_2e) 2024
Combustion of natural gas	**23.4**	57.7	**4.3**	10.6
Combustion of biogas	**20.6**	20.3	**–**	–
Total Scope 1	**44.0**	78.0	**4.3**	10.6
Generation of purchased electricity	**482.1**	401.1	**99.8**	83.1
Of which from renewable sources	**446.6**	391.7	**92.5**	81.1
Total Scope 2 (market based)	**482.1**	401.1	**7.4**	2.0
Combustion of fuel in staff vehicles	**236.3**	280.7	**57.0**	68.0
Hotel accommodation	**–**	–	**7.1**	8.7
Business travel (rail)	**–**	–	**3.5**	1.5
Business travel (air)	**–**	–	**19.9**	15.6
Total Scope 3	**236.3**	280.6	**87.5**	93.8
Total Scopes 1, 2 and 3	**762.4**	759.8	**99.2**	106.4
Intensity per 1,000 m^2 gross floor area	**135.4**	162.7	**17.6**	22.8

1 Due to time constraints and the availability of the data, all reported electricity and gas consumption figures include estimated values.
For landlord-managed sites, energy usage was estimated for the full reporting period using Chartered Institution of Building Services Engineers TM46 benchmarks — a set of standardized energy performance metrics commonly used to assess typical energy consumption across various building types. In contrast, for company-owned sites, estimates primarily cover the months of May and June 2025. Estimations account for approximately 146,285 kWh of electricity (representing 30% of total electricity consumption) and 15,116 kWh of gas (representing 34% of total gas consumption). The remaining 70% of electricity and 66% of gas consumption are based on actual meter readings. We expect data completeness to improve in future reporting cycles.
To calculate GHG emissions, we applied location-based conversion factors ($kgCO_2e/kWh$) aligned with the UK's average grid supply. Emissions associated with renewable energy supplies have been excluded to reflect net market-based emissions.
All conversion factors and fuel properties used in this disclosure have been sourced from the 2024 "UK Government Greenhouse Gas Conversion Factors for Company Reporting" published by the Department for Energy Security & NetZero and the Department for Environment, Food & Rural Affairs. All GHG emissions have been expressed in terms of their carbon dioxide equivalence.

Responsible Investment

We are a signatory of, and are committed to, implementing the six principles of the United Nations Principles for Responsible Investing ("PRI") in our investment management activities.

As a fundamental part of our services and fiduciary duty, we integrate consideration of ESG factors into our investment processes and active ownership practices. ESG integration is the explicit and systematic inclusion of ESG issues into investment analysis and decision making.

We believe that, by incorporating an assessment of ESG risk and opportunities, we have a more holistic understanding of investment risk, which can help lead to informed decision making and improved client outcomes. Active ownership means we monitor for ESG risks throughout the life of a buylist investment, exercise ownership rights, and engage with companies and fund managers on matters that can have a material impact on our clients' investments.

We are committed to continuously refining our approach, making iterative enhancements to our processes and tailoring them to the unique characteristics of each asset class. These improvements are guided by evolving best practices, industry standards and the availability of high-quality data. Our active participation in industry groups and initiatives – such as the UK Wealth Managers on Climate Group, the PRI Wealth Managers Group and City Hive – supports us in understanding the evolving nature and materiality of ESG risks for investors and provides a forum for valuable discussion of best practice. We also participate in engaged discussions with data providers to understand the strengths, limitations and future direction of ESG data.

In this financial year, we have made significant updates to the qualitative and quantitative ESG inputs used in fund manager selection and monitoring, leveraging an enhanced proprietary responsible investment questionnaire and ESG data from Morningstar. Asset managers are assessed at a firm and fund level, and are scored across a number of indicators to enable the monitoring of progress. Due diligence inputs are tailored by asset class. For more details, visit our **Responsible Investment ("RI") policy** on our website.

Where we invest directly in equities, we undertake our own research to assess ESG risks and opportunities, in conjunction with consulting Morningstar ESG data. This quantitative information is considered alongside supporting qualitative information provided by Sustainalytics, a review of the Group reporting and a governance assessment provided by our proxy voting service provider, Institutional Shareholder Services ("ISS").

Our stewardship activities

As a discretionary investment manager, clients entrust us with making investment decisions on their behalf, including exercising voting rights.

We vote on all non-collective buy list assets and employ ISS, a leading proxy voting service, to provide research and voting recommendations. Whilst we use ISS voting recommendations, we retain complete discretion to vote against either ISS or management. See the Voting Policy Statement on our website for further information on the ESG principles and guidelines that shape our voting approach.

We publish our voting activities on a quarterly basis on our website, as well as details of significant votes on an annual basis. To maximise effectiveness of any activity, we take a risk-based approach to engagement activity, prioritising our efforts according to the magnitude of risk and the size of the holding.

Where we invest in externally managed third-party funds, the responsibility for engagement and voting on the underlying holdings lies with the third-party fund manager. As part of our due diligence process, we consider and assess their stewardship policies, principles, transparency, consistency and resourcing. At the time of writing, we have not divested from a third-party fund due to their voting and engagement practices.

In this financial year, our engagement efforts with asset managers have primarily focused on their approach to climate risks and opportunities. We initiated a centrally co-ordinated climate engagement programme with a prioritised set of third-party fund managers, led by the RI team. The RI team wrote to asset managers and, in some cases, scheduled follow-up meetings, to better understand their approach and rationale behind it. These engagements served a dual purpose: first, to scope and clarify information; and second, to share our perspective on best practice. We are committed to evolving our approach as we continue to learn from these dialogues.

As part of our collaborative stewardship efforts, we participate in the UK Wealth Managers on Climate Group, which aims to unite the UK wealth management industry in encouraging asset managers to raise their climate ambitions. Through this forum, we have contributed to shaping key expectations around target setting and helped develop a standardised set of climate-related due diligence questions. This initiative is designed to foster a more consistent industry approach whilst reducing the reporting burden on asset managers. For more details on our climate strategy and broader approach to managing climate-related risks and opportunities, including stewardship efforts, see our latest **TCFD report**, available on our website.

In addition to our climate-focused initiatives, we have contributed to broader industry discussions on how to assess asset managers' workplace culture and its influence on investment outcomes. Our RI lead is a member of the ACT Stewardship Council, which guides the development and implementation of the ACT Standard – a structured framework for corporate culture disclosure. We have encouraged asset managers to adopt this framework and are working closely with the ACT Stewardship Council to extract practical insights on how best to integrate its outputs into our fund manager research and evaluation processes.

Responsible business continued

Responsible Investment

Our Responsible Investment Service ("RIS")

We manage a RIS where the two strategies (Avoid and Advance) have defined responsible investment objectives alongside financial objectives.

The **Avoid** strategy is designed for clients who wish to formally exclude companies involved in the production of certain goods or services. The strategy has a formal exclusion policy on armaments, alcohol, gambling, pornography and tobacco.

The **Advance** strategy seeks exposure to companies that are positively contributing to addressing sustainability challenges through their products, services and/or operations. Greater attention is paid to the fund's sustainability objectives, use of positive inclusionary and negative exclusionary criteria, and engagement for sustainability outcomes.

Biannually, we publish a RIS report, which shows the alignment of the Advance strategies to sustainability themes based on a lookthrough to the underlying holdings. The report also contains company case studies and insights into sustainability and responsible investment debates. We see our RIS as a key growth area due to increasing client demand.

Resource, training and development

The RI team, comprising an RI lead and an RI analyst, sit in the CIO and Research function, working closely with the Central Research team, to deliver and oversee updates to the RI approach across our services. They are supported by a broader RI Working Group, who meet to discuss priorities for the evolution of the RI approach.

Research analysts conducting due diligence are encouraged to complete the Chartered Financial Analyst ("CFA") Sustainable Investing Certificate (renamed from the CFA Certificate in ESG Investing) and are signposted to relevant ESG training opportunities, with a particular focus on climate risks. All research analysts and investment managers complete a mandatory annual ESG training module.

Summary disclosure against TCFD recommendations

This year, we are reporting against the TCFD for the third time. Given its scope and length, we have provided our detailed 2025 TCFD report as a separate disclosure. The full TCFD report is available on our website, in the Results centre.

In this section, we provide a summary of the key disclosures from the full TCFD report. The disclosures in the full TCFD report are consistent with the recommendations of the TCFD and the FCA listing rule UKLR 6.6.6R(8). Due consideration has also been given to aligning disclosures with those recommended by the TCFD's 'Guidance for All Sectors' and 'Asset Managers'.

We have a fiduciary duty on behalf of our clients to consider all long-term risks that may impact their investments. By integrating climate considerations into our business strategy, governance structures and risk management processes, we are ensuring the long-term resilience of our organisation.

The following table gives a summary of our disclosures and directs readers to the relevant pages in this report. This summary disclosure is structured around the four pillars of the TCFD framework: Governance, Strategy, Risk management, Metrics and targets, and the recommended disclosures within these.

	Summary of disclosure
Governance	
The Board's role in oversight Page 5 in full TCFD report	The Board has ultimate responsibility and accountability for the oversight and management of the Group. During the period, the Board and its committees have received and reviewed updates and reports on climate-related matters. This includes reviewing the TCFD report, establishing a programme of annual updates from the ESGAC and approving the annual Operational Resilience Self-Assessment. In addition, the Board has received updates on the ESGAC sustainability pillars, priorities and progress, as well an update on the Responsible Investment Service ("RIS") and the FCA's Sustainability Disclosures Regime ("SDR").
Management's role in assessing risks and opportunities Pages 6 to 8 in full TCFD report	The Board has delegated overall responsibility for the delivery of the Group's strategy to the Group CEO and Executive Committee ("ExCo"). The CEO and ExCo have ultimate responsibility for the integration of climate risks and opportunities across the business, and for bringing climate-related matters to the Board. The ExCo delegates responsibility to a range of management committees that operate across the Group and are accountable for managing the areas of the business that may affect, or be affected by, climate change. In the period, the ExCo has received updates from the ESGAC and the RI team.
Strategy	
Climate-related risks and opportunities Pages 9 to 12 in full TCFD report	We consider the potential implications for all TCFD risks and opportunity categories. We distinguish between potential impacts on our investments (considering the impact on portfolio companies and the value of client assets), our investment propositions (considering their delivery, suitability for and perception by clients) and our direct business operations, across short, medium and long-term time horizons. Our view is that the Group is most vulnerable to climate risks through its investments and investment propositions. Operationally, we consider that the Group is more directly exposed to transition risk than the physical risks of climate change. The risks and opportunities identification exercise was completed through collaboration between the CIO team, Operational Resilience, Risk and Compliance and Workplace Facilities, with risks reviewed by the Executive Risk Management Committee ("ERMC").

Summary disclosure against TCFD recommendations continued

	Summary of disclosure
Strategy continued	
Impact on our businesses, strategy and financial planning Pages 13 to 14 in full TCFD report	We are dedicated to enhancing its understanding of the risks and opportunities posed by climate change We acknowledge that, if these are not appropriately managed, they may affect investment performance and lead to wider reputational risks. These risks are primarily managed through our centralised investment proposition, which is described in the Risk management section of the TCFD report. Operationally, we have a net zero by 2030 target and we continue to improve our environmental performance by minimising emissions and promoting sustainable practices. Our facilities management strategy focuses on resource efficiency, carbon reduction and eco-friendly initiatives. In addition, we are prioritising sustainable procurement and, in the first quarter of 2025, we submitted our first mandatory Energy Savings Opportunity Scheme ("ESOS") action plan to the Environmental Agency ("EA"). The ESGAC is dedicated to driving the Group's ESG priorities, including those related to the climate, spanning our direct business operations and investment propositions. With regards to financial planning, climate-related risks and opportunities are factored into the preparation of the Group's Annual Report and Accounts, with finance processes and forecasts taking climate-related costs into consideration. Climate risks will be considered as part of the Group's ICARA process in the future.
Resilience based on scenarios, including a 2°C or lower scenario Pages 14 to 17 in full TCFD report	We have conducted a quantitative assessment of the exposure of the Group's discretionary portfolio to physical and transition risks under multiple climate scenarios. Our data provider, Morningstar Sustainalytics, has developed a model that enables us to estimate how the value of our Group-level discretionary portfolio could be affected by moving to a low carbon economy; the Low Carbon Transition Value-at-Risk ("LCT-VaR") model. This tool only covers transition risks and does not include the impact from physical risks. LCT-VaR includes a range of low carbon transition scenarios selected by Morningstar and is driven by a set of assumptions across climate policy, technological change, market and demand changes and broader socioeconomic trends. Separately, Morningstar Sustainalytics provides data on our portfolio's exposure to physical risks, expressed as a financial loss ratio rather than a value-at-risk metric. Whilst all scenario analysis results should be interpreted with caution, given the limitations associated with climate scenario models, the exercise has informed our view that an orderly scenario that entails a gradual increase in the stringency of climate policies is preferable for our investments compared to a disorderly scenario. Whilst scenario analysis does not directly constrain our investment universe or influence top-down asset allocation, it strengthens our conviction that fund managers should actively integrate climate-related risks into their investment processes. This perspective is embedded in our due diligence framework, through which we evaluate how managers are addressing these risks through both qualitative and quantitative lenses. Our approach varies by asset class and fund type, differentiating between active and passive strategies, and considers climate integration at the asset management firm and fund level.
Risk management	
Processes for identifying and assessing climate-related risks Pages 18 to 25 in full TCFD report	Climate risk is embedded in our risk management framework, incorporated under the ESG risk appetite category, which includes environmental (physical and transition) risks. In the year, the ERMC and Risk and Compliance Committee ("RCC") have reviewed climate-related Key Risk Indicators ("KRIs"), which monitor the management of investment and operational climate-related risks. Potential impacts of climate-related events on the operation of the business are assessed through the Group's Operational Resilience Programme. Risk monitoring is conducted through a third-party risk management platform, introduced in the reporting period. Assessment of climate-related risks to investments is primarily done through the integration of climate-related risks into the selection and monitoring process, for buy list assets covered by our research process (ESG integration).

Summary of disclosure

Risk management continued	
Processes for managing climate-related risks Pages 18 to 25 in full TCFD report	The Group manages the transition risks of climate change for its operations and investment propositions through its net zero by 2030 strategy, provision of the RIS for clients with sustainability-related objectives, the Risk and Compliance department's regular horizon scanning and anti-greenwashing-related activities conducted by the Compliance Advisory function. The ESGAC is in place to drive the sustainability agenda of the Group forward, and we view this committee as a key lever for us to manage its transition-related risk. With regard to the physical risks to our operations, the Group's Operational Resilience Plans mean that staff can work from remote locations in the event our premises are unavailable, and our technology solutions have disaster recovery contingencies. The Group manages climate-related risks to underlying investments through ESG integration, stewardship (engagement and voting) and collaboration with industry peers.
How we integrate these risks into our overall risk management Pages 18 to 25 in full TCFD report	Climate-related metrics for our funds, models and portfolios, compared to their benchmarks, are reported to the Investment Committee and Risk and Compliance Committee, for review and oversight. Tracking how these metrics evolve over time can help us in monitoring our exposure to risk. Second-line oversight of the RIS proposition is conducted by the Investment Risk function to ensure adherence to stated objectives on an ongoing basis.
Metrics and targets	
Metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is available Page 26 to 29 in full TCFD report	The RCC reviews climate-related KRIs, which monitor the management of investment and operational climate-related risks. Metrics used to assess and manage climate-related risks in the investment research selection and review process are outlined, spanning backward and forward-looking indicators that can be used as a proxy for transition risk. We have disclosed our operational Scopes 1, 2 and relevant 3 emissions in the full report, and we track these as part of our net zero by 2030 strategy. We report on various climate metrics to measure and manage the climate-related impacts and risks of our investments, including weighted average carbon intensity, financed emissions, carbon footprint and implied temperature rise.
Disclosure of Scopes 1, 2 and, if appropriate, 3 GHG emissions and the related risks Pages 26 to 29 in full TCFD report	We have reported on Scopes 1, 2 and 3 GHG emissions produced through our operational activities, and on the Group's financed emissions across Scopes 1 and 2. Beyond absolute and intensity-based emissions metrics, we report additional climate metrics for our discretionary portfolio.
Targets used to manage climate-related risks and opportunities and performance against targets Page 26 to 29 in full TCFD report	We have a formal target in place to reach net zero across all our operations by 2030. To support this, we have submitted our first mandatory ESOS action plan to the EA, outlining our commitment to improving our energy saving measures. At the time of writing, two of the five actions outlined in this plan have been completed, through the sale of our International business and its associated offices, as well as the closure of our office in Bury St Edmunds. Our action plan is publicly available on the EA's website. We continue to assess net zero target-setting options to cover financed emissions. Whilst we have not set quantitative targets relating to our investments, we are committed to the development of ESG integration and stewardship in line with industry standards (including the integration of climate risks and opportunities into investment analysis, engagement and voting) and the development of our RIS.

Summary disclosure against TCFD recommendations continued

Climate-related risks and opportunities

Time horizon key: **Short** term = 0–5 years, **Medium** term = 5–15 years, **Long** term = 15+ years

We consider the potential implications for all TCFD risks and opportunity categories. For these risks and opportunities, we distinguish between potential impacts on our investments (considering the impact on portfolio companies and the value of client assets), our investment propositions (considering their delivery, suitability for and perception by clients) and our direct business operations. We outline the estimated time horizons over which they could take effect. These have been revised since the last reporting period to reflect evolving trends and to better align with the investment horizons of our business.

Table of risks

Potential impacts for the Group	Estimated time horizon
Transition risks	
Policy and legal	
Investments: Portfolio company failure to fully respond to climate regulations, which could lead to increased costs (e.g. high carbon offset costs) and decreased asset valuations, impacting the performance of client portfolios. Some industries are likely to be more negatively affected than others.	**Short** **Medium** **Long**
Investment propositions and operations: Increased climate-related regulatory and reporting requirements may lead to increased operational costs for the Group and risk of non-compliance.	**Short** **Medium**
Market	
Investments: Assets with exposure to climate-related market risks may suffer poor performance during a transition to a lower carbon economy, affecting our portfolio returns and client outcomes.	**Short** **Medium** **Long**
Investment propositions: Climate change, net zero and associated regulatory developments drive client appetite for investment propositions that we do not provide, leading to lower revenue and poor client outcomes.	**Short** **Medium**
Technology	
Investments: As technology develops, asset-intensive firms such as those in automotive, manufacturing and utilities sectors may have large capital expenditures to upgrade equipment to align with efficiency requirements or to retain consumers increasingly interested in lower-carbon options. This could lead to increased costs, decreased revenues and decreased asset valuations.	**Short** **Medium** **Long**
Investment propositions and operations: As new technology and data is required to evolve and implement our investment practices, this may lead to increased resource and expertise constraints and costs, as well as operational challenges. Reliance on third-party data may increase our risk of exposure to incorrect or missing data, leading to challenges in assessing climate-related risks and opportunities.	**Short** **Medium**
Reputational	
Investments: Portfolio companies whose response to the climate challenge is perceived as inadequate could suffer decreased revenues and asset valuations. This, in turn, could negatively impact on the Group's FUM and revenue.	**Short** **Medium** **Long**
Investment propositions: Clients feel misled by our responsible investment propositions, leading to lower confidence and demand for our products and services, resulting in reduced revenues.	**Short** **Medium**
Investment propositions and operations: Clients may perceive our response to climate-related challenges as inadequate, leading to a loss in market share.	**Short** **Medium**

Potential impacts for the Group	Estimated time horizon
Physical Risks	
Acute	
Investments: Portfolio companies may face increased capital costs due to damage to infrastructure, increased insurance premiums, supply chain disruptions and impacted access to resources such as clean water.	Short Medium Long
Operations: Buildings and supply chains are impacted by extreme weather and extreme heat caused by climate change. This could result in water shortages, limited employee travel, office inaccessibility and power outages that affect service delivery.	Medium Long
Chronic	
Investments: Long-term shifts in climatic patterns may have wide-ranging impacts on the global economy and geopolitical tensions, leading to increased operational costs and potential disruption to commercial activity.	Long

Table of opportunities

Potential implication for the Group	Estimated time horizon
Products and services	
Investment propositions: Increased reputation, market share and revenues from capitalising on shifting.	Short Medium
Resource efficiency	
Operations: Opportunity to reduce operating costs by ensuring offices are more energy efficient and reducing waste emissions.	Short Medium
Markets	
Investments: Opportunity for underlying investments to diversify activities and access new markets, increasing reputation and revenue from newly identified low-carbon investment opportunities.	Short Medium
Investment propositions: Opportunity to develop and expand propositions to meet current and future client needs.	Short Medium
Energy source	
Operations: Opportunity to reduce the Group's operating costs by purchasing electricity from renewable sources.	Short Medium
Resilience	
Operations: If the Group applies measures to mitigate against the negative impacts of a transition towards a low-carbon economy, and implements climate-related adaptation measures, this could lead to increased organisational resilience.	Short Medium

Summary disclosure against TCFD recommendations continued

Climate scenario analysis

Morningstar Sustainalytics uses climate scenarios provided by the Inevitable Policy Response ("IPR") and International Energy Agency ("IEA"), which the data provider groups into four broad classifications: Orderly, Disorderly, Hot House World and Too Little, Too Late. Scenarios are projections of what could happen in the future, based on plausible and consistent descriptions of possible climate futures.

Low-carbon transition value at risk

Morningstar Sustainalytics currently models the potential impact of three Paris-aligned scenarios through to 2050. These three scenarios are:

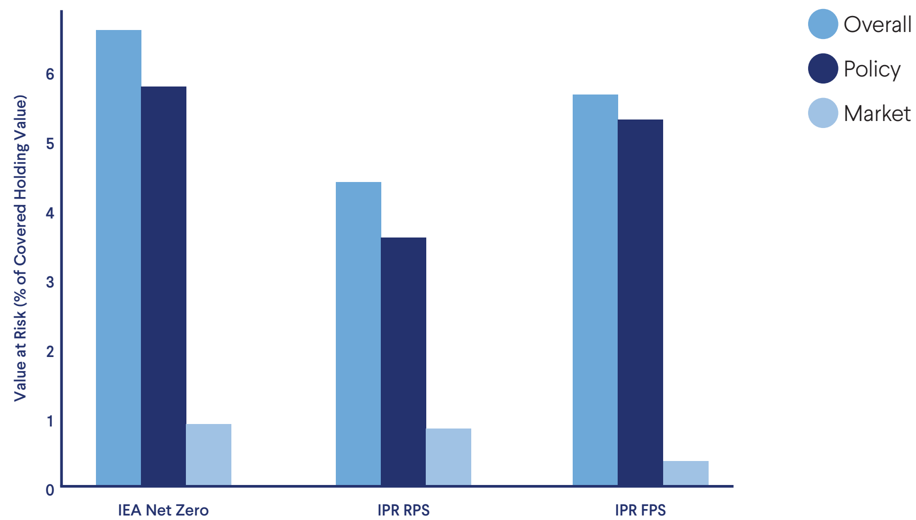
IPR – Required Policy Scenario ("RPS"): An orderly path to net zero, which limits global warming to 1.5°C with strong ambition and moderate-to-fast transition across all sectors, with regional variation.

IEA – Net Zero Emissions ("NZE") scenario: A normative scenario that shows a pathway for the global energy sector to achieve net zero CO_2 emissions by 2050, with advanced economies reaching net zero emissions in advance of others. It is consistent with limiting the global temperature rise to 1.5°C (with at least a 50% probability).

IPR – Forecast Policy Scenario ("FPS"): A disorderly path to net zero, which limits global warming to 1.8°C. Unlike the IPR RPS, the FPS's key assumption is that governments will introduce and enforce more stringent climate policies later than in the orderly scenario (mid-2020s), driven by the Paris Agreement's ratchet mechanism. The FPS considers the economic impacts of these policies, including disruptions in high-carbon sectors and opportunities in low-carbon industries.

As at 30 June 2025, FUM under our discretion totalled £16.2 billion[1], representing the Group's discretionary portfolio. Morningstar Sustainalytics' analysis currently only covers public equities and corporate bonds, and is dependent on the quality and availability of underlying data. As a result, the overall LCT-VaR output covers 54% of the Group's discretionary portfolio (£8.7 billion). We expect to progressively expand reporting and for coverage of the portfolio to broaden, as the relevant data and methodologies become available across asset classes and as a result of better corporate disclosures.

Portfolio exposure to transition risk by scenario and risk type



The analysis shows that, for every £100 (GBP) invested, the value of the portfolio could reduce by £6.63 (6.63%) in an IEA NZE scenario (orderly), £4.43 (4.43%) in an IPR RPS (orderly), and £5.67 (5.67%) in an IPR FPS (disorderly).

In aggregate, our portfolio appears most exposed under the IEA NZE scenario, which represents the most stringent and immediate orderly transition pathway. This heightened exposure is likely driven by the uniform and simultaneous application of ambitious climate policies across all regions and sectors. In contrast, the IPR RPS, whilst also aligned with a 1.5°C pathway and classified as an orderly transition, results in the lowest portfolio risk. This could be largely due to its broader and more diversified approach to mitigation, which includes land-use change and nature-based solutions. When comparing the IPR orderly and disorderly scenarios (the IPR RPS and IPR FPS, respectively), we see that portfolios are more exposed under the disorderly scenario. In a disorderly world, delayed climate action leads to higher carbon prices and more stranded assets. Companies have less time to adapt, resulting in rising direct and indirect costs.

Overall, the analysis suggests that an orderly scenario is comparatively preferable for our investments and supports our understanding that portfolio companies need to be managing their transition risks by developing credible decarbonisation strategies, aligning with emerging regulatory frameworks, and investing in adaptive capabilities that mitigate both direct and indirect costs associated with the low-carbon transition.

1 Note that this differs from the Group's year-end reported FUM (£16.6 billion) due to the exclusion of execution-only accounts.

Climate metrics for the Group's discretionary portfolio[1]

Metric	2025	% of portfolio eligible	% of eligible portfolio covered	% of total portfolio covered	2024	% of portfolio eligible	% of eligible portfolio covered	% of total portfolio covered	2023	% of portfolio eligible	% eligible portfolio covered	% total portfolio covered
Financed emissions Scopes 1 and 2 (tons CO_2e)	**552,556.38**	**65.12%**	**87.54%**	**57.00%**	606,164.81	69.79%	98.88%	69.01%	678,979.90	71.08%	80.55%	57.25%
Financed emissions per $m invested Scopes 1 and 2 (tons CO_2e/USDm invested)	**39.86**	**65.12%**	**87.54%**	**57.00%**	44.21	69.79%	98.88%	69.01%	52.53	71.08%	80.55%	57.25%
WACI Scopes 1 and 2 (tons CO_2e/USDm revenue)	**88.16**	**65.12%**	**91.58%**	**59.64%**	241.44	70.35%	99.67%	70.12%	112.12	71.63%	80.55%	57.70%
ITR – all Scopes (°C)	**2.3**	**65.12%**	**85.52%**	**55.69%**	–	–	–	–	–	–	–	–
GhG Emissions Management Score Category – all Scopes	**Strong**	**65.12%**	**85.52%**	**55.69%**	–	–	–	–	–	–	–	–

1 Based on holdings data as at 30 June 2025. Data taken from Morningstar Sustainalytics in July 2025. All holdings' data used in this analysis has been compiled as at 30 June 2025. The data includes the following items, covering Group-wide FUM and excluding execution-only accounts. (a) Onshore BPS (excluding execution-only/advisory-only accounts, including RIS/Decumulation/Court of Protection, where applicable); (b) Onshore MPS Custody accounts (including RIS); (c) AIM Service; (d) Multi-Asset Funds (including Multi-Asset Funds ("MAF"), Levitas, Brunsdon, CAM); (e) MPS Platform Holdings (including BMIS, RIS and the core strategies); and (f) LIFT FUM. All holdings held on external platforms (i.e. within MPS Platform and LIFT) have been estimated via apportioning the FUM in each model as at 30 June 2025 as per the drifted weight of each asset in each model. Refer to Appendix B for more detail on the estimation process.

It is important to interpret these metrics with caution, as there has been no explicit objective to improve them during the reporting period. Given the evolving nature of Group disclosures, data coverage and methodologies, year-on-year variation in carbon metrics is expected.

Governance structure for climate-related matters

We recognise the importance of governance in establishing transparency, accountability and good conduct. Effective governance enables us to better manage risks and make business decisions accordingly, leading to improved investor confidence. The section below outlines how our governance structure helps us address climate-related risks and opportunities.

The Board bears ultimate responsibility for the oversight and management of the business and is assisted in this by its committees. During the year, the Board and its Committees have received updates on climate-related matters, including on the ESGAC sustainability pillars, priorities and progress, as well an update on the RIS and the FCA's SDR.

This year's full TCFD report was also reviewed and approved by the Audit Committee and the Board.

The Board has delegated overall responsibility for the delivery of the Group's strategy to the Group CEO and the ExCo, who have ultimate responsibility for the integration of climate risks and opportunities across the business, and for bringing climate-related matters to the Board. The ExCo delegates responsibility to a range of management committees that operate across the Group and are accountable for managing the areas of the business that may affect, or be affected by, climate change.

The Chief Risk Officer ("CRO") is responsible for ensuring that climate-related risks and opportunities are identified, monitored and managed through our risk management framework and in line with our risk appetite.

The co-Chief Investment Officers ("co-CIOs") are responsible for the day-to-day oversight of the effective integration of climate risk into the investment research and decision making process.

Summary disclosure against TCFD recommendations continued

Committees:

The Remuneration Committee incorporates climate-related goals into the long-term incentive plans of the Group's Executive Directors.

The Risk and Compliance Committee reviews quarterly reports on key risks impacting the business, including climate-related risk.

The Audit Committee oversees the principles, policies and practices adopted in the preparation of the financial statements of the Group and assesses whether they comply with statutory requirements, including TCFD disclosures. The Committee is responsible for internal and external audit.

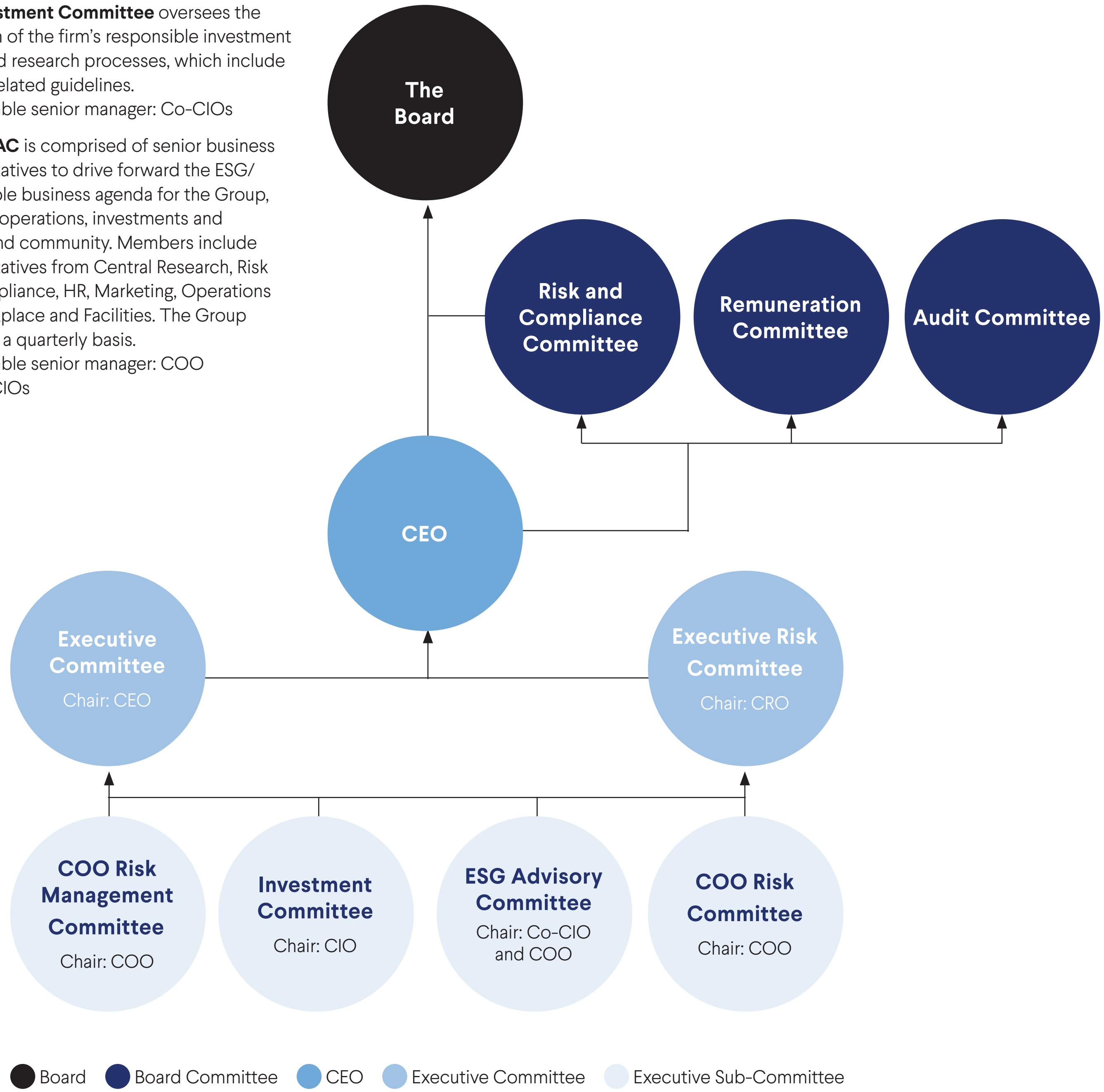
The ExCo provides support for the oversight and management of the strategic and operational authorities delegated to the CEO by the Group Board. This includes addressing climate change risk and opportunities, and escalating relevant updates to the Board.
Accountable senior manager: CEO

The ERMC is responsible for ensuring the effective management of risk throughout the Group, in line with the risk appetite and risk management framework approved by the Board.
Accountable senior manager: CRO

COO Risk Management Committee is responsible for the oversight of ESG and climate-related risks and opportunities in the Group's operational activities, as well as operational business emissions.
Accountable senior manager: COO

The Investment Committee oversees the execution of the firm's responsible investment policy and research processes, which include climate-related guidelines.
Accountable senior manager: Co-CIOs

The ESGAC is comprised of senior business representatives to drive forward the ESG/ responsible business agenda for the Group, spanning operations, investments and people and community. Members include representatives from Central Research, Risk and Compliance, HR, Marketing, Operations and Workplace and Facilities. The Group meets on a quarterly basis.
Accountable senior manager: COO and Co-CIOs



Non-financial and sustainability information statement

The information displayed here, including the references to other sections of the report, represents the Company's non-financial information statement as required by sections 414CA and 414CB of the Companies Act 2006. The references in the table highlight non-financial information intended to help our stakeholders understand the impact of our policies and activities.

As part of the integration of the recent acquisitions, we are transitioning those businesses to align with the Group's existing policies and standards.

Reporting requirement	Policies and standards	Sections and pages
Environment	• Health and Safety policy • Whistleblowing policy • Operational Resilience and Business Continuity policy • Incident Reporting policy	• Market overview pages 12 to 13 • How we engage with our stakeholders pages 32 to 34 • Our strategy pages 18 to 21 • Responsible business pages 35 to 39 • Principal risks pages 55 to 57
Employees	• Code of Conduct • Health and Safety policy • Diversity policy	• Our business model pages 14 to 17 • Our people and communities pages 38 to 40 • How we engage with our stakeholders pages 33 and 68 • Nomination Committee report pages 75 to 77
Social matters	• Client Vulnerability policy • Product Design & Governance policy • Data Governance & Information Security policy • Diversity policy • Anti Sexual Harassment policy	• How we engage with our stakeholders pages 33 to 34 • Responsible business pages 35 to 44
Human rights	• Code of Conduct • Human Rights and Modern Slavery Act • Whistleblowing policy • Third-Party Supplier policy • Data Governance & Information Security policy	• Responsible business pages 39 and 41 • Principal risks and uncertainties pages 55 to 57
Anti-corruption and anti-bribery	• Anti-Money Laundering & Countering-Terrorist Financial policy • Anti-Bribery and Corruption policy • Gifts and Hospitality policy • Market Abuse policy • Code of Conduct • Financial Promotions policy	• Principal risks pages 55 to 57 • Responsible business pages 39 and 41
Description of principal risks and impact of business activity	• Risk management framework • Risk Management policy	• Principal risks pages 55 to 57 • Emerging risks page 57 • Risk and Compliance Committee report pages 103 to 105
Climate-related financial disclosures	• Risk management framework	• Responsible business pages 41 to 42 • Summary disclosure against TCFD recommendations pages 45 to 52
Description of the business model		• At a glance page 3 • Our business model pages 14 to 17 • Our strategy pages 18 to 21
Non-financial key performance indicators		• Our strategy pages 18 to 21 • Key performance indicators pages 22 to 23 • Summary disclosure against TCFD recommendations pages 45 to 52

Risk management

We have a robust approach to risk management to support positive client outcomes.

We continue to optimise our risk management processes across the Group, leveraging technology where there is a specific opportunity to do so. Work is progressing well in the integration of the acquired firms into the established risk management framework. The work over the previous year has seen the greater use of data and evidence-based risk analysis and reporting, which has led to richer risk discussion and focused management action.

We remain mindful of the current geopolitical and macroeconomic uncertainties, and continue to monitor these closely both as an Executive and a Risk and Compliance Committee ("RCC").

Risk management framework

The Group's risk management framework ("RMF") supports the management of risks and opportunities across the Group. It can be summarised by the following diagram.

Risk governance	
Risk culture	Risk appetite
Risk identification	Risk assessment and management
Risk and control self-assessment	Risk reporting
Policy governance framework	Internal capital adequacy and risk assessment

Risk governance: The Board is ultimately responsible for the Group's risk management framework but has delegated certain responsibilities to the RCC, a sub-committee of the Board.

The Board has delegated the responsibility for establishing, operating and monitoring the system of risk management and controls on a day-to-day basis to the Chief Risk Officer ("CRO"), supported by the ERMC, chaired by the CRO, together with the Investment Committee, chaired by an external adviser to the Investment Committee. Each committee has a Terms of Reference in place, which setts out responsibilities, membership and escalation routes.

Risk culture: We promote a risk culture that encourages the ownership and management of risk. Risk management is the responsibility of everyone. All individuals have responsibility for understanding and managing risks under their control and stewardship. Management has additional responsibility for maintaining the systems of internal control and reviewing their effectiveness. These responsibilities are clearly apportioned and documented in job descriptions, role profiles and performance objectives. The organisation of the business supports individuals performing these roles and reinforces responsibilities through the development of a pervasive risk management and compliance culture, and a reward and incentive scheme, which encourages desired behaviours that are communicated and demonstrated through the 'tone from the top'.

Risk appetite: The objective of the Group's risk appetite framework is to ensure that the Board and senior management are properly engaged in agreeing and monitoring the Group's appetite for risk and setting acceptable boundaries for business activities and behaviours. The risk appetite categories are reviewed by the ERMC and RCC, and are approved by the Board on an annual basis. KRIs are mapped to the risk appetite categories, with KRI tolerances aligned to risk appetite. The KRIs and tolerances are subject to an annual approval process by the ERMC, RCC and Board.

Risk identification: The Group adopts a top-down and bottom-up approach to the identification of risks. The ERMC and RCC have identified the principal risks that could impact the ability of the Group to meet its strategic objectives. In addition, the Group maintains a bottom-up operational Group risk register, mapped to the Group's risk appetite categories.

Risk assessment and management: All risks included in the Group risk register are scored according to probability and impact, and are assessed on an inherent basis (before the impact of controls) and on a residual basis (after the impact of controls). Where risks are classed as outside the Group's risk appetite, actions must be taken to bring the risk back within appetite.

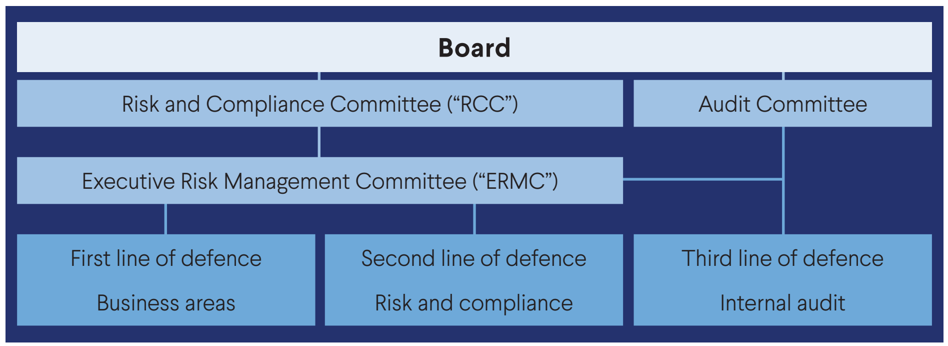
Risk and control self-assessment ("RCSA"): The Group's bottom-up assessment of risk is managed through the RCSA process, which supports a comprehensive understanding of risks and controls in place at the operational and business process level. The RCSA process enables the risk and control owners to identify any omissions in the risk environment and to close any control gaps or weaknesses as necessary.

Risk reporting: Risk reporting is presented to the ERMC and RCC. This includes details of underlying KRIs mapped to the risk appetite categories, breaches, risk events and emerging risks.

Policy governance framework: This provides minimum standards for managing the key risks that the Group faces. Each Group policy has an Executive Committee-level owner, who is ultimately accountable for the design, implementation and maintenance of the policy.

Internal Capital Adequacy and Risk Assessment ("ICARA"): The Group conducts an ICARA process to ensure that it has appropriate systems and controls in place to identify, monitor and, where proportionate, reduce all potential material harms that may result from the ongoing operation of its business. The Group holds financial resources (capital and liquidity) in excess of our minimum regulatory requirements. The ICARA is reviewed and challenged by the ERMC and the RCC and approved by the Board.

The Group operates a Three Lines of Defence ("3LoD") model:



Principal risks

The principal risks facing the Group are detailed below, as well as any change in the year-on-year risk profile.

Principal risks

Definition	Key risks identified by the risk management framework	Change since last year	Rationale for change
1. Strategic risk The risk of having an inadequate business model or making strategic decisions that may result in lower-than-anticipated profit or losses or exposes the Group to unforeseen risks.	• Acquisitions and sales • Business growth • Extreme market events • Investment performance	Unchanged →	The risk remains unchanged. The Group has successfully completed strategic acquisitions and sold its International business during the financial year. The Group's Investment and Financial Planning businesses continue to support business growth.
2. ESG risk The risk that environmental, social and governance factors could negatively impact the Group, its clients and the wider community.	• Environmental, physical and transition • Diversity, equity and inclusion • Governance	Unchanged →	This risk remains unchanged. The Group has an Environmental, Social and Governance Advisory Committee ("ESGAC") to manage all ESG-related matters. The Group is committed to creating an inclusive workplace and prioritising employee wellbeing. The Group has a robust governance framework.
3. Capital risk The risk of adverse business and/or client impact resulting from breaching capital requirements.	• Capital requirements	Unchanged →	The risk remains unchanged. The Group continues to maintain capital resources above its minimum regulatory requirement and internal thresholds. The Group regularly monitors its capital resources versus capital requirements.
4. Credit risk The risk of loss arising from a client or counterparty failing to meet their financial obligations to a Brooks Macdonald entity as and when they fall due.	• Cash deposits with external banks • Client credit risk • Counterparty credit risk • Custodian-related credit risk • Indirect counterparty risk in respect of referrals	Unchanged →	The risk remains unchanged. The Group has a strong credit risk control environment, including ongoing monitoring and due diligence on all counterparties.

Risk management continued

Principal risks continued

Definition	Key risks identified by the risk management framework	Change since last year	Rationale for change
5. Liquidity risk The risk that assets are insufficiently liquid and/or Brooks Macdonald does not have sufficient liquidity resources available to meet liabilities as they fall due or can only secure such resources at excessive cost. Liquidity risk also includes the risk that the Group is unable to meet liquidity ratios.	• Corporate cash deposited with external banks • Client cash deposited with external banks • Failed trades • Indirect liquidity risk associated with client portfolios • Indirect liquidity risks associated with dealing • Indirect risk in respect of the liquidity of individual holdings in a fund • Indirect risk in respect of the overall liquidity of our funds	Unchanged →	The risk remains unchanged. The Group continues to maintain liquidity resources above its minimum regulatory requirement and internal thresholds. The Group regularly monitors forecast against actual cash flows and matches the maturity profiles of financial assets and liabilities. The Group has robust contingency funding arrangements, which are tested on a periodic basis.
6. Market risk The risk that arises from fluctuations in the value of, or income arising from, movements in equity, bonds or other traded markets, interest rates or foreign exchange rates that have a financial impact.	• Failed trades • Indirect market risk associated with advising on client portfolios • Indirect market risks associated with dealing • Indirect market risk associated with managing client portfolios	Increased ↑	The risk has increased. Market risk is at a heightened level, due to the relatively unstable political landscape and ongoing conflicts in Ukraine and the Middle East.
7. Operational risk The risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events.	• Financial control • Change • IT infrastructure • Operational resilience • Third parties • People • Suitability	Unchanged →	The risk remains unchanged. The Group continues to monitor and enhance its oversight framework to mitigate any external threats brought about by the current geopolitical environment, coupled with idiosyncratic risks linked to the Group's transition to a new operating model.
8. Cyber risk The risk of a malicious attack by individuals or organisations attempting to gain access to the Company's network to corrupt data, disrupt and steal confidential information.	• Cyber	Unchanged →	The risk remains unchanged. The cyber threat landscape remains at a heightened level (unchanged, year on year), with a high volume of sophisticated cyber threat activity.
9. Legislation and regulatory risk Legislation and regulatory risk is defined as the risk of exposure to legal or regulatory penalties, financial forfeiture and material loss due to failure to act in accordance with industry laws and regulations.	• Regulatory • Legal • Tax	Unchanged →	This risk remains unchanged. The regulatory landscape and focus on the wealth management industry has not changed.

Principal risks continued

Definition	Key risks identified by the risk management framework	Change since last year	Rationale for change
10. Financial crime risk The risk of failure to protect the Group and its customers from all aspects of financial crime, including anti-money laundering ("AML") and market abuse.	• Fraud • AML • Market abuse	Unchanged →	This risk remains unchanged. The Group maintains robust controls to minimise financial crime.
11. Conduct risk The risk of causing detriment to clients, stakeholders or the integrity of the wider market because of inappropriate execution of the Group's business activities.	• Conduct/consumer harm	Unchanged →	The risk remains unchanged. The Group continues to work on numerous initiatives to promote a good risk and compliance culture and awareness to ensure positive client outcomes.

Emerging risks

Definition	Context
12. Geopolitical landscape The unstable political landscape and ongoing conflicts in Ukraine and the Middle East.	Geopolitical events have a direct impact on market risk listed previously. Any economic downturn could also impact client sentiment and contribute to increased strategic risk.
13. Disruptive technologies The risk that innovative technologies significantly alter the way businesses operate.	With the introduction of new technologies, particularly AI, the industry is being impacted, especially automated trading, investment advice, fraud detection, customer service and portfolio management.

Governance Report

Chair's introduction to governance

The Board remains committed to maintaining an effective governance framework to support our mission to build robust personal relationships that allow us to provide a high level of service to all our partners and clients.

The Board is responsible for setting the long-term strategic direction of the Group and ensuring its successful execution. This includes providing clear leadership, fostering a culture aligned with our values, and defining the Group's risk appetite. We also ensure that appropriate systems of control and oversight are in place to manage risk effectively and support sound decision making across the business. A key focus this year has been embedding our risk and compliance framework more deeply into the Group's day-to-day operations, ensuring it remains responsive to a dynamic regulatory and commercial environment.

This year has been one of significant transformation. We completed the sale of our International business and made three strategic acquisitions to expand our financial planning capabilities. The Board also oversaw the successful transition of the Company's listing from AIM to the Main Market of the London Stock Exchange ("LSE"), which is an important milestone that reflects our growth and maturity as a business.

In October, Andrea Montague was appointed as CEO following the retirement of Andrew Shepherd. We then welcomed Katherine Jones to the role of CFO in November. Further details of these appointments can be found in the Nomination Committee report from page 75.

As we look ahead, the Board remains focused on ensuring that our governance structures continue to support the Group's strategic ambitions, whilst upholding the trust placed in us by our stakeholders.

Maarten Slendebroek
Chair

3 September 2025

Key skills and experience

- Open, inclusive, collaborative leadership style enabling high-quality debate and decision making at board level.
- Experience of initiating M&A projects across jurisdictions.
- Significant experience of asset and wealth management, including administration and portfolio management systems.

Maarten joined Brooks Macdonald in November 2023 as a Non-Executive Director, taking over as Chair in March 2024.

Maarten has extensive experience in financial services, including as CEO of Jupiter Fund Management for five years from 2014 until 2019, having joined the firm as Strategy and Distribution Director in 2012. Prior to that, he worked at BlackRock and predecessor companies from 1994, holding several positions including head of BlackRock Solutions EMEA and head of International Retail.

Maarten started his career in 1987 as an equity analyst at Enskilda Securities in London. He is Chair of the Supervisory Board of Robeco, a global asset management company with its HQ in Rotterdam, and Chairman of Mintus, a London-based art investment fintech start-up. Maarten is also a Non-Executive Director of Law Debenture Corporation plc.

Board of Directors

Andrea Montague
CEO

Key skills and experience

- Substantial strategic leadership experience in the UK long-term savings and asset management industry.
- Commercially and client focused to deliver improved tangible performance value and outcomes.
- Significant expertise of delivering transformational change in a highly regulated environment.

Andrea joined Brooks Macdonald in August 2023 as Chief Financial Officer, assuming the role of CEO from 1 October 2024.

Andrea brings an impressive track record and experience of operating at Board and Executive level across the UK long-term savings and asset management sector.

Before joining Brooks Macdonald, Andrea was Group Chief Risk Officer at Aviva, where she had previously been Group Chief Financial Controller. Prior to that, Andrea has held senior leadership roles including Deputy Group CFO at Royal London and Group Chief Internal Auditor at Standard Life plc.

Her formative years were spent at PricewaterhouseCoopers, where she qualified as a chartered accountant.

Katherine Jones
CFO

Key skills and experience

- Extensive expertise in strategic, financial and commercially focused leadership across listed and regulated businesses.
- Proven track record of leading business and team restructures, cost transformation programmes, and complex transactions.
- Significant experience in equity and debt market transactions, M&A execution, market listings, and driving shareholder value.

Katherine joined Brooks Macdonald in November 2024 as Chief Financial Officer, responsible for leading the overall strategic and financial performance of the business.

Katherine has over 20 years of experience in Financial Services leading high-performing strategic financial planning, reporting and tax teams, finance transformation, investor relations and complex corporate transactions.

Before joining Brooks Macdonald, Katherine was most recently Group Finance Director at Phoenix Group, and prior to that, she held senior finance roles including Group Head of Financial Performance at Prudential Plc and Director of Investor Relations at Partnership Plc (now Just Group plc).

Katherine is a chartered accountant and qualified at KPMG in Insurance and Asset Management Audit and Transaction Services.

Robert Burgess
Senior Independent Non-Executive Director

Key skills and experience

- Brings significant Executive and Non-Executive experience to the Board and the role of Risk and Compliance Chair.
- Broad financial services experience, particularly in wealth management, asset management, banking and fintech.
- Significant experience of high-growth businesses.

Robert joined Brooks Macdonald as a Non-Executive Director in August 2020 and is Chair of the Risk and Compliance Committee and a member of the Audit, Remuneration and Nomination Committees. Robert was appointed Senior Independent Director ("SID") in May 2023.

Currently a Non-Executive Director at OakNorth Bank, Robert chairs both the Risk and Compliance Committee and the Credit Committee. Robert is also the Chairman of Invest & Fund, a specialist fintech business.

Robert has over 25 years of financial services experience across leading banking, wealth, asset management and fintech firms. He has held senior Executive positions including at Lloyds Banking Group and Scottish Widows, and he was previously a Board Director of Alliance Trust plc and CEO of Alliance Trust Savings.

Board of Directors continued

Dagmar Kershaw
Independent Non-Executive Director

Key skills and experience

- Senior financial services professional with broad experience, particularly in business development.
- Significant expertise across the investment management sector.
- Extensive leadership experience in alternative and structured investing, with a focus on debt markets.

Dagmar joined Brooks Macdonald as a Non-Executive Director in July 2020. She is a member of the Audit, Risk and Compliance, Remuneration and Nomination Committees, and also attends Investment Committee.

Currently a senior adviser to Strategic Value Partners, Non-Executive Chair of Volta Finance, a Director of Royal London Asset Management and a Director of Scotiabank Ireland.

Dagmar has over 30 years' experience in debt and fixed income markets, with a particular focus on alternative and structured investing.

Dagmar previously spent eight years at Intermediate Capital Group as Head of Credit Fund Management, and 10 years in senior positions at M&G Investments. Dagmar is a Trustee of Laurus Trust.

John Linwood
Independent Non-Executive Director

Key skills and experience

- A deep understanding of technology, cyber security, AI and digital transformation having held senior roles at some of the world's largest global organisations in the technology and media industries.
- Brings wide-ranging business and leadership experience to the role of Remuneration Committee Chair.
- Experienced Non-Executive Director across FTSE, AIM and private companies as well as government institutions.

John joined Brooks Macdonald as a Non-Executive Director in 2018. He is Chair of the Remuneration Committee and is a member of the Audit, Risk and Compliance and Nomination Committees. Prior to joining Brooks Macdonald, John was the Executive Vice President and Chief Technology Officer of Wood Mackenzie, Chief Technology Officer for the BBC, and a Senior Vice President of International Engineering at Yahoo Inc. He has also held a number of senior positions at Microsoft Corp. (1993–2004). John is a Non-Executive Director of National Energy System Operator Limited and Intercede Group plc.

James Rawlingson
Independent Non-Executive Director

Key skills and experience

- Deep financial services experience specialising in wealth management.
- Wide governance expertise including public and regulated entities in the UK and internationally.
- Broad experience in driving transformational growth.

James joined Brooks Macdonald as a Non-Executive Director in March 2023, becoming Chair of the Audit Committee in May 2023. He is also a member of the Risk and Compliance, Remuneration, and Nomination Committees.

James is currently a Non-Executive Director on the boards of Citibank UK and Wilton Park, which is an arm's length body of the British Foreign Office.

James has enjoyed a long Executive and Non-Executive career principally in financial services, including roles at Charles Stanley plc, Coutts, UBS and Arix Bioscience. He is a Chartered Accountant and a Chartered Member of the Chartered Institute for Securities and Investments.

Board roles

Roles and responsibilities

Role of the Chair

The Chair is responsible for the leadership and overall effectiveness of the Board including performance evaluation of the Board and the CEO. The Chair agrees the agenda for each meeting of the Board, including discussion of issues of strategy, performance, accountability and risk. The Chair provides and promotes constructive challenge to management and facilitates the contribution of the Non-Executive Directors. The Chair sets clear expectations on culture, values and behaviours.

Role of the Senior Independent Director

The SID provides a sounding board for the Chair and, if necessary, acts as an intermediary for the other Non-Executive Directors. The SID also provides an alternative channel of communication for investors, primarily on corporate governance matters. The SID additionally leads the evaluation of the Chair and the search for a new Chair when necessary.

Role of Independent Non-Executive Directors

The Non-Executive Directors help to set the strategy for the Group, contributing independent oversight and constructive, rigorous challenge. They also ensure the integrity of financial information, controls and risk management processes. Alongside serving on Board Committees, they scrutinise the performance of the Executive Directors against agreed goals and objectives.

Role of the CEO

The CEO is responsible for leading the Group, overseeing day-to-day operations, developing and executing strategies and strategic priorities. Additionally, the CEO maintains relationships with shareholders and stakeholders, develops the Group's executive management capability, and guides the overall development of Group policies whilst communicating the Company's values.

Role of the CFO

The CFO is responsible for supporting the CEO in developing and implementing the Group's strategy and communicating that to shareholders, whilst also providing strategic financial leadership, safeguarding the Group's financial position and maintaining strong governance and controls over financial operations. The CFO oversees the Group's finance, procurement, investor relations and company secretarial functions.

Board overview

The Brooks Macdonald Board is responsible for the Group's corporate governance and is committed to maintaining a strong governance framework to support and build robust personal relationships that allow us to provide a high level of service to all our partners and clients. In order to achieve this, the Board meets on a regular basis.

During the year to 30 June 2025, there were eight scheduled Board meetings and details of attendance at these is shown on page 70. In addition, further unscheduled meetings may be convened where necessary to consider matters that are time sensitive in nature and cannot wait until the next scheduled meeting. In this year, subjects included acquisitions and the Group's move from AIM to the Main Market of the LSE.

Assessing and monitoring culture

The Board monitors the Group's culture through regular reports from the CEO and the Chief People Officer to ensure this is aligned with the Group's purpose and strategy. In addition, we have a designated Non-Executive Director, who has responsibility for engaging with the workforce to help the Board better understand the views of the Group's staff. The results of the Group's regular staff surveys are also reviewed and discussed at Board meetings. As a result of feedback from the survey, we have announced a rise in employer pension contributions, from 6% to 9%. We also enhanced our internal communications, including open strategy forums for all employees, and career and training development frameworks. For further information on this, see 'How we engage with our stakeholders' on pages 33 to 34 and our Responsible business report on pages 35 to 44 of the Strategic report.

Director training and induction

On appointment to the Board, new Directors are given a comprehensive induction programme. This allows them to familiarise themselves with the Group's business, policies and key issues. The induction programme is tailored to the individuals concerned and involves meetings with key individuals within the Group, as well as external advisers to the Company. Singer Capital Markets, the Group's joint broker also provides an overview of the Directors' responsibilities as a Board member of a listed entity.

Training is provided for Directors on an ongoing basis. During the year, the Board received training on the rules, regulations and guidelines applying to a UK Main Market listed company, its directors and senior management, among other matters.

External appointments

Directors are only permitted to take on external appointments with the approval of the Board. Such approval will only be given where the appointment will not impact on the Director's ability to devote sufficient time to their responsibilities with the Group. The Board did not consider that any new appointments taken on during the year raised an issue in this respect.

While time commitments can vary throughout the year, on average, our Non-Executive Directors spend between four to six days per month across their other board roles and the Company is confident that they are able to dedicate an appropriate amount of time to the Company's business.

Annual Board evaluation

The Board undergoes an annual evaluation of its performance. Further details of this are set out in the Nomination Committee report on page 75.

Matters discussed by the Board in the year

Regular updates

- CEO's report, including business performance
- Chief Financial Officer's report
- Co-Chief Investment Officers' report
- Chief People Officer's report
- Committee Chairs' updates

Financials

- Annual and Interim Report and Accounts
- Dividend payments recommendations
- Budget and medium-term plan
- Monthly performance MI

Projects

- The move to the Main Market of the LSE
- Disposal of Brooks Macdonald International ("BMI")
- Acquisitions of LIFT-Financial Group ("LIFT"), Lucas Fettes Financial Planning ("Lucas Fettes") and CST Wealth Management ("CST")

Governance and regulatory

- Board changes
- Reviews of Committee terms of reference
- AGM arrangements
- SMCR regime
- Board effectiveness review
- Modern Slavery statement
- Internal Capital Adequacy and Risk Assessment ("ICARA") review
- Client money and custody assets ("CASS")

Strategy

- Business structure
- Strategy
- M&A
- Acquisition integration

Case studies of Board decisions in the year

1 Sale of BMI

In 2024, the Board initiated a strategic review of its international operations to align with the Group's long-term focus on the UK wealth market. The review concluded that the best interests of BMI's and the remaining Group's stakeholders was best achieved through the sale of the international business. The sale of BMI to Canaccord Genuity Wealth Management ("Canaccord") was announced in September 2024 and completed on 21 February 2025. The disposal supports our strategy to Reignite Growth, creating a UK-focused wealth manager.

S.172(1) considerations

- The Board evaluated the long-term impact of the divestment of BMI on its retained operations, as well as on stakeholders of both the Group and BMI.
- Sale of BMI allowed the Group to focus its strategy and resources on the UK wealth market.
- The Group understands that Canaccord intends to integrate BMI's operations, thereby strengthening its existing wealth management capabilities in the Channel Islands and enhancing client service.
- When selecting Canaccord as the new owner for BMI, the Board considered its strong regional presence and aligned values, including a demonstrated commitment to long-term sustainability and environmental responsibility, ensuring continuity for clients, employees, and the broader community.
- The Group actively monitored investor feedback and sentiment regarding the BMI business.

Key stakeholder impact

Clients

To maintain a clear focus on client continuity and trust, we established a comprehensive transitional service agreement with Canaccord. The selection of Canaccord was a client-centric decision, as Canaccord already had an established track record for serving international clients and had demonstrated the ability to integrate businesses effectively and serve complex client needs.

Employees

We maintained regular engagement with our BMI employees to ensure a smooth and respectful transition throughout the transaction. All employees were transferred to Canaccord, preserving roles and relationships. The selection of a culturally aligned acquirer helped ensure continuity and future opportunity for our colleagues.

Regulators

We engaged with the relevant regulators throughout the process to ensure full compliance with applicable requirements and to facilitate a smooth and orderly transition, which demonstrates the Board's commitment to regulatory integrity and operational transparency during significant corporate actions.

Shareholders

We had open and transparent communication with shareholders and highlighted the alignment with our long-term strategy to focus on the UK market, enhance operational efficiency, and drive sustainable growth.

Case studies of Board decisions in the year continued

2 Acquisition of three financial planning businesses

In line with our capital allocation framework and our updated strategy to Reignite Growth, the Board regularly reviews and evaluates opportunities to enhance product offerings and regional presence. To accelerate growth in financial planning, the Board approved the acquisition of three financial planning businesses: CST, Lucas Fettes and LIFT, all of which were completed in the 2025 financial year. The acquisitions support the Group's commitment to delivering long-term value for stakeholders by broadening its national footprint, deepening its advisory expertise, and reinforcing its position as a leading UK-focused wealth manager. A key component of the LIFT acquisition is the integration of the LIFT Adviser Academy a well-regarded initiative focused on developing the next generation of financial planners.

S.172(1) considerations

- The acquisitions support the Group's long-term strategy to grow its financial planning capabilities and national presence.
- The Board considered the impact on both existing Brooks Macdonald employees and those joining from CST, Lucas Fettes and LIFT, including job security, cultural integration, and career development opportunities.
- Continuity and enhancement of client relationships through a seamless integration process.
- The Board considered how the acquisitions deliver long-term value for shareholders and was aligned with their interests.

Key stakeholder impact

Clients

Clients benefit from a broader and more integrated suite of financial planning and investment management services. Retention of key personnel and leadership supports relationship continuity and client confidence. The Board has prioritised a seamless integration process to ensure continuity of service for CST, Lucas Fettes and LIFT clients.

Intermediaries

The integration of LIFT's experienced advisory team enhances the Group's overall advisory capacity, enabling more robust collaboration with intermediaries across the UK. The Group is committed to maintaining and strengthening existing intermediary relationships, helping ensure continuity of service and communication.

Regulators

The Board recognises the importance of maintaining a transparent, constructive, and compliant relationship with regulatory bodies. The Board consulted external advisers and its Nominated Adviser regularly to ensure the acquisitions ware conducted in full compliance with all applicable regulatory requirements, and ongoing regulatory reporting and governance structures were reviewed and enhanced as necessary to reflect the enlarged Group. The regulator was kept informed regarding the planned acquisitions and the FCA's consent was obtained for the change in control of the acquired businesses.

Employees

The Board is committed to retaining key talent from the acquired businesses, recognising the value of their expertise, client relationships, and cultural alignment. The acquisition created new career pathways across the Group, offering new and existing employees broader opportunities for progression, cross-functional collaboration, and leadership development. The integration of the LIFT Adviser Academy also enhances the Group's internal training infrastructure developing the next generation of financial planners.

Shareholders

The acquisitions are aligned with our strategic priorities and will deliver long-term value by expanding the Group's financial planning capabilities and strengthening its position as a leading UK-focused wealth manager. Shareholders have been kept informed of the rationale, terms, and expected benefits of the acquisitions through formal announcements and direct engagements.

Board overview continued

The Board delegates the day-to-day management of the Group to the CEO, who is supported by an Executive Committee.

As well as having operational oversight of the Group's day-to-day activities, the Executive Committee focuses on the formation and implementation of the Group's strategy and makes decisions that are not otherwise reserved for the Board. The Executive Committee meets on a weekly basis with additional ad hoc meetings as required.

The Group's Board and Committee structure is detailed on pages 69 to 70, together with the biographies of Board and Committee members on pages 61 to 62.

The roles and responsibilities of each of the Committees, and the activities carried out during the year, are set out in the reports of the respective Committee Chairs. The Company Secretary also plays a role in ensuring that Board procedures are complied with, and applicable rules are followed.

The Board, on the recommendation of the Nomination Committee, considers that all the Non-Executive Directors are independent. While it can vary through the year, typically, the Company would expect each Non-Executive Director to devote around two days per month to the Group's business. All Board members are required to disclose any external positions or interests that might conflict with their directorship of Brooks Macdonald, prior to their appointment and, thereafter, on a continuous basis so that any potential conflict can be properly assessed. No conflicts of interest have arisen during the year, however if any conflicts of interest do arise, then they generally can be managed by due process.

UK Corporate Governance Code Compliance Statement

During the financial year ending 30 June 2025, the Group followed the 2018 UK Corporate Governance Code ("the Code"). This report, together with the Report of the Directors and the Strategic report, describes how the Group has applied the principles and complied with the provisions of the Code, or sets out explanations of where the Group is not complying with the Code. A copy of the Code can be found on the Financial Reporting Council's website at www.frc.org.uk. The Group confirms that it commenced following the updated 2024 UK Corporate Governance Code for our accounting period which began on 1 July 2025.

Implementation of the Code

Section of the Code	How Brooks Macdonald have applied the Code
Board leadership and company purpose	The Board seeks to promote the long-term sustainable success of the Company, setting out the Company's purpose, values and strategy and ensuring that these and the Company's culture are aligned.
Division of responsibilities	The Group Board, led by the Chair, sits at the top of the Company's governance framework. The Board and its Committees have clearly defined roles, with the list of matters reserved for the Board and the Committees' terms of reference being available on the Company's website. The majority of the Board are independent Non-Executive Directors.
Composition, succession and evaluation	The Nomination Committee oversees formal procedures both to evaluate the Board and to ensure its composition provides an appropriate balance of skills and experience. It also considers succession planning within the Group. The Company seeks to promote diversity at both Board and senior management level.
Audit, risk and internal control	The Board and its Committees oversee procedures and processes by which the Company manages the risks it is willing to take in order to achieve its long-term objectives. This includes ensuring the independence and effectiveness of the internal and external audit functions and monitoring the integrity of the Company's financial statements and formal announcements.
Remuneration	The Board and the Remuneration Committee develop and oversee policies and practices that are designed to promote the Company's strategy and its long-term success, and to align the interests of senior management with those of the Company's shareholders.

Departures from the Code – explanations

Board evaluation

The UK Corporate Governance Code ("The Code") recommends that there should be a formal and rigorous annual review of the performance of the Board, its committees, the Chair and individual Directors, and that the Chair should consider commissioning a regular externally facilitated Board performance review. The Company has established an internal performance review process in respect of this requirement. Previously, the Company did not consider that an externally facilitated review would provide significant incremental value over and above the Company's internal evaluation process. In the light of the Company moving to the Main Market of the LSE, however, the Board will reassess the merits of an externally facilitated review of the Board's performance.

Post-Employment Shareholding Policy

The Code provides that Remuneration schemes should promote long-term shareholdings by executive directors which support alignment with long-term shareholder interests. Share awards granted for this purpose should be released for sale on a phased basis and be subject to a total vesting and holding period of five years or more. The Code also states that companies should develop a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares. Previously, the Company did not feel such a post-employment shareholding policy was appropriate. Following the Company's move to the Main Market of the LSE, however, the Company will be presenting an amended Directors' Remuneration Policy to shareholders for approval at the 2025 AGM. This revised policy will include a post-employment shareholding policy.

How the Board embeds culture

Role of the Board

The Board is responsible for setting and embedding the Company's culture by defining its purpose, values, and strategy, and ensuring these are consistently reflected in behaviours across the organisation. Through leadership, oversight, and regular assessment, the Board promotes a culture that supports ethical conduct, effective risk management, and long-term sustainable success.

Cultural framework

Our cultural framework is built around a strong commitment to responsible business practices, underpinned by our guiding principles: we do the right thing, we are connected, we care, and we make a difference.

To ensure alignment with our values, our culture is embedded through leadership, performance management, and recruitment. We foster an inclusive, high-performance environment through our 'Inclusive by Design' strategy, leadership development programmes, and continuous employee engagement. This culture supports our strategic goals, drives sustainable growth, and ensures we attract, retain, and develop diverse talent committed to making a positive impact.

Monitoring culture

The Board receives regular updates on the Company's culture, including insights from the annual 'Speak Up' employee engagement survey.

Read more on how we monitor culture in our approach to Responsible Business on page 35.

"At Brooks Macdonald, clients are at the heart of everything we do. Serving our clients well is really important to us."

Andrea Montague
CEO

Board and committee structure

The Board has responsibility for promoting the long-term strategy and success of the Group by providing leadership, shaping the Group's culture, and agreeing the risk appetite and the appropriate systems of control for risk management. The Board delegates certain responsibilities to the Committees shown here.

Board Committees

Audit Committee

The Audit Committee assists the Board in meeting its responsibilities for the integrity of the Group's internal financial controls and its financial reporting. In particular, this involves reviewing and challenging the Group's accounting policies and significant judgement areas. It also provides oversight and monitoring of the internal and external audit functions and works in conjunction with the Risk and Compliance Committee to review the effectiveness of the Group's risk management framework and internal controls.

Risk and Compliance Committee

The Risk and Compliance Committee assists the Board in meeting its risk management, regulatory, compliance and internal control responsibilities. In discharging these governance responsibilities, the Committee Chair liaises closely with the Chair of the Audit Committee to ensure a clear allocation of responsibilities between the two Committees, ensuring effective coverage across the risk landscape.

Nomination Committee

The Nomination Committee is responsible for recommending Board and Committee appointments and reviewing the composition of the Board and the Board Committees to ensure they are suitably constituted, with an appropriate balance of skills, experience, knowledge and diversity. This includes conducting the annual Board effectiveness review. The Committee also monitors succession planning at the Group's leadership levels to ensure the Group's continued ability to implement its strategy and operate effectively. The Committee is also responsible for reviewing and recommending to the Board any material changes to the structure, size and composition of the Group's regulated subsidiary company boards.

Remuneration Committee

The Remuneration Committee exercises independent judgement in the determination, implementation and operation of the overall Remuneration policy for the Group. It provides oversight of the design and application of the Remuneration policy and makes recommendations to the Board of the overarching principles for all Group employees. It ensures the Policy is consistent with the risk appetite of the Group and its strategic goals and it reviews and approves the remuneration policies and remuneration for the Executive Directors, members of the Executive Committee, Material Risk Takers and any other employees for whom enhanced oversight is either appropriate, or a regulatory requirement.

Board and committee structure continued

List of Board meetings and attendance

Key ● Attended ○ Meetings

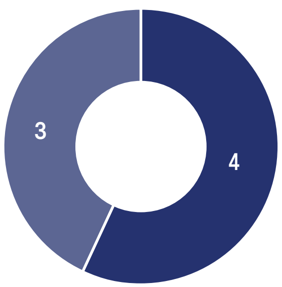
Committee		Board	Audit	Nomination	Remuneration	Risk and Compliance
Chair		**Maarten Slendebroek**	**James Rawlingson**	**Maarten Slendebroek**	**John Linwood**	**Robert Burgess**
Meetings held		**8**	**6**	**2**	**5**	**4**
Maarten Slendebroek	Chair	●●●●●●●●	N/A	●●	N/A	N/A
John Linwood	Non-Executive Director	●●●●●●●○	●●●●●○	●●	●●●●●	●●●●
Dagmar Kershaw	Non-Executive Director	●●●●●●●●	●●●●●●	●●	●●●●○	●●●●
Robert Burgess	Non-Executive Director	●●●●●●●●	●●●●●●	●●	●●●●○	●●●●
James Rawlingson	Non-Executive Director	●●●●●●●●	●●●●●●	●●	●●●●●	●●●●
Andrea Montague	Executive Director	●●●●●●●●	N/A	N/A	N/A	N/A
Katherine Jones[1]	Executive Director	●●●●●	N/A	N/A	N/A	N/A
Andrew Shepherd[2]	Former Director	●●	N/A	N/A	N/A	N/A

1 Appointed as Executive Director on 14 November 2024

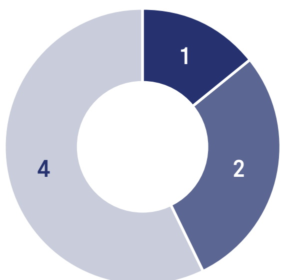
2 Resigned as CEO and Executive Director on 30 September 2024

Board composition and diversity

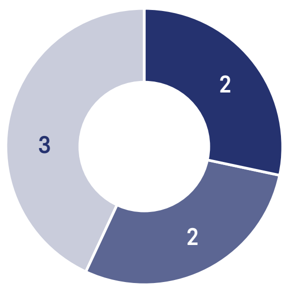
Gender diversity



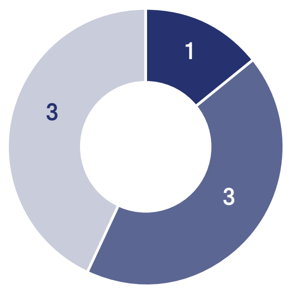
Independence



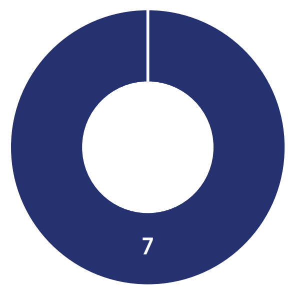
Board tenure



Age



Ethnicity



Audit Committee report

> "As Chair of the Audit Committee, I welcome the enhanced governance standards and transparency that comes with the move from AIM to the Main Market. It reflects our commitment to robust financial oversight, investor confidence and long-term value creation."

James Rawlingson
Audit Committee Chair

Role and responsibilities

The Audit Committee assists the Board in meeting its responsibilities for the integrity of the Group's internal financial controls and its financial reporting. The Committee's responsibilities can be grouped into the following aspects:

- To review and challenge the Group's accounting policies and significant judgement areas and the integrity of its financial reporting;
- To provide oversight and monitoring of the internal and external audit functions, including appraising their performance and approving their fees; and
- To keep under review the adequacy and effectiveness of the Group's internal financial controls; periodically receiving confirmation from the Risk and Compliance Committee that they have reviewed the adequacy and effectiveness of the Group's internal control and risk management systems.

The full responsibilities of the Committee are set out in its Terms of Reference, which are reviewed annually and are available on the Group's website.

Composition and meetings

During the year, the Committee comprised of James Rawlingson (Chair), along with Robert Burgess, Dagmar Kershaw and John Linwood. The Chair, CEO, CFO, CRO, and representatives of the Internal and External Auditors routinely attend meetings. The Committee meets with representatives of the Internal and External Auditors without management present at least once a year. The Company believes that the Committee as a whole possesses recent and relevant financial experience, and overall competence relevant to the sector in which the Company operates.

The Committee's attendance during the year ended 30 June 2025 is set out in the summary table on page 70.

Audit Committee report continued

The Committee's areas of focus:

Financial reporting	• Reviewed the Interim and Annual Report and Accounts, ensuring these are fair, balanced and understandable for shareholders and other end users; • Reviewed the policies, key assumptions and judgements applied in the preparation of the Interim and Annual Report and Accounts, including the External Auditors' feedback on financial reporting changes and the Group's financial controls; • Reviewed the acquisition accounting, assumptions and judgements applied and disclosures in the Interim and Annual Report and Accounts in respect of the financial planning businesses acquired during the year; • Reviewed the accounting and disclosures for the sale of the International Business during the year as well as the appropriateness of the discontinued operations and held-for-sale classifications in the Interim and Annual Report and Accounts; • Reviewed the overall presentation of alternative performance measures ("APMs") to ensure they are not given undue prominence, reviewed the nature of the adjusting items excluded from the statutory results and evaluated the clarity and explanations of APM reconciliations; • Reviewed the key reporting considerations for the Group's Interim and Annual Report and Accounts presented by management with reference to the Financial Reporting Council thematic review issued during the year on offsetting in the financial statements; and • Reviewed the Group's going concern assumptions and the Viability statement.
External audit	• Approved the annual external audit plan, the terms of reappointment, remuneration, and Terms of Engagement; • Provided oversight of the Group's External Auditors, PricewaterhouseCoopers LLP ("PwC"), including assessing their independence, objectivity and effectiveness; • Reviewed audit findings, including key issues, accounting and audit judgements and recommendations, guidance and observations around the Group's internal controls environment; and • Reviewed management representation letters and associated responses.
Internal audit	• Reviewed, assessed and agreed an internal audit plan alongside the Group's new Internal Auditors, Ernst & Young ("EY"). Monitored and reviewed the effectiveness of the plan and its alignment to key risks; • Provided oversight of the Internal Auditors and considered and approved the scope of each engagement; • Reviewed the results of individual internal audit reports and considered the effectiveness of actions agreed with management; and • Received regular summary reports from the Internal Auditors, including their conclusions on the changes to controls and processes made by management.
Control oversight	• Reviewed the maintenance and effectiveness of the Group's internal financial controls; • Worked with the Risk and Compliance Committee to confirm the adequacy and effectiveness of the Group's internal control and risk management systems; • Reviewed and considered CASS-related matters, including PwC's CASS audit findings; and • Reviewed and approved the Group's policy on non-audit services (for both external and internal audit).
Other matters	• Reviewed the Financial Position and Prospects Procedures Report and the Working Capital Report prepared by PwC as part of the transition from AIM to the Main Market listing; • Reviewed the Group's TCFD climate risk disclosure summary included within the Annual Report and Accounts to ensure it met key statutory and regulatory obligations with clear cross referencing to the full TCFD report on the Group's website; • Reviewed the impact and the Group's planned response to the upcoming changes to the UK Corporate Governance Code. The Committee is committed to high standards of corporate governance and is in support of these changes; and • Reviewed the Committee's composition and minutes of prior meetings.

Internal audit

The Group outsources its internal audit function and effective from 12 February 2025 appointed EY as its internal auditor. The Group expresses its gratitude to its previous internal auditor, KPMG, for their services and contributions since 2018. EY formally report to James Rawlingson, Chair of the Committee, with the CRO, being the principal point of day-to-day contact.

A risk-based audit plan is developed by the Committee and EY, with input from the Risk and Compliance Committee, the CEO, the CFO and the CRO, seeking to provide assurance in areas of high risk and of importance across the industry. The plan is reviewed by the Committee at regular intervals, taking into account any changes in areas deemed high risk.

External audit

The Group's External Auditors are PwC who have been engaged since 2011. Jeremy Jensen is the current audit partner in charge of the Group's audit, with the current year being his fifth year. In accordance with mandatory requirements on audit partner rotation, Jeremy will be replaced by Gary Shaw for the 2026 audit. Due to the Group's move from AIM to the main market listing, mandatory firm tender rules also now apply and the Group will be required to tender its audit firm no later than 2035. The Committee will consider its plan for the tender well ahead of this audit cycle.

During the year, the Committee monitored the Group's policy on external audit and evaluated and reviewed the independence and effectiveness of PwC in their role. No material issues were raised during the course of the year. A formal review of PwC's performance will be carried out in FY26. The Committee agreed the external audit and assurance fees and reviewed the audit engagement letter. Details of the Auditors' remuneration is provided in note 9 to the Consolidated financial statements included within the Annual Report and Accounts.

Independence and non-audit services

The Committee recognises the fact that, given their knowledge of the business, there are advantages in using PwC and EY to provide certain non-audit services on particular occasions. If there is a business case to use the Auditors to provide non-audit services, sign-off is required from the Committee to ensure that there is no impact on the Auditors' objectivity and independence. Monetary sign-off limits are provided within the framework of the Non-Audit Services Policy, which was reviewed by the Committee during the year, and any non-audit services provided to the Group reviewed in line with this Policy.

Whistleblowing

The Group is committed to creating a culture of openness, integrity and accountability, ensuring employees are able to raise concerns confidentially and without repercussion.
A formal policy is in place setting out the procedures and ensuring that all employees are able to raise concerns, in confidence, about possible wrongdoing. Responsibility for whistleblowing rests with James Rawlingson, Chair of the Committee, who has the role of the Group's overall 'Whistleblowing champion'. Changes to the policy require Group Board approval, and the Committee has responsibility for regularly reviewing the adequacy of arrangements to ensure an independent investigation of matters raised and appropriate follow-up action.

Audit Committee report continued

Financial reporting

The Group maintains robust internal control and risk management systems designed to ensure the integrity and reliability of its financial reporting. These systems encompass clearly defined roles and responsibilities, segregation of duties, and regular oversight by senior management and the Audit Committee. Key controls include automated and manual checks embedded within financial systems, reconciliations, and formal review processes for financial statements and disclosures. The Group's risk management framework identifies, assesses, and monitors financial reporting risks, with mitigation strategies implemented accordingly. Internal audit performs independent evaluations of control effectiveness, and findings are reported to the Audit Committee. These measures collectively support the accuracy, completeness, and timeliness of reported financial information.

The Committee reviewed the areas of judgement set out below in relation to the Group's Annual Report and Accounts for the year ended 30 June 2025. Discussions were held with management throughout the year and the Committee is comfortable the Consolidated financial statements included within the Annual Report and Accounts address the judgements and estimates applied, as well as the disclosures agreed. These significant judgment areas were also reviewed with the External Auditors with the Committee's conclusions being in line with those of the Auditors.

Goodwill (see note 17)	The Committee reviewed the output of the value-in-use calculations presented by management supporting the value of goodwill held on the Group's balance sheet in respect of previously acquired businesses. The Committee is satisfied that the goodwill value is adequately supported by the respective value-in use calculations.
Valuation of acquired intangible assets (see note 14)	The Committee reviewed the assumptions made in the valuation of client relationships acquired as part of the acquisitions in the year. The Committee is satisfied that assumptions applied in the valuation are adequately supported.
Deferred contingent consideration (see note 26)	The Committee reviewed the valuation of deferred contingent consideration payable for the acquired financial planning businesses. The Committee is satisfied that assumptions applied in the valuation are adequately supported.
Amortisation of client relationships (see note 17)	In determining the useful economic life of the Group's client relationship intangible assets, the Committee reviewed relevant analysis presented by management. The Committee was in agreement and satisfied that the client relationship intangible assets are adequately supported by the respective impairment tests and reviews.

Focus for FY26

As well as considering the routine items of business, the Committee will also focus on the following matters during the next financial year:

- Monitor the Group's transition to Workday, the core finance and HR system due to go live in FY26 as well as implementation and effectiveness of enhanced financial internal controls enabled by the new system;
- Oversee the implementation of the enhanced reporting requirements around internal control effectiveness under the UK Corporate Governance Code which will apply for the financial year beginning 1 July 2025.

Approval

This report, in its entirety, has been approved by the Committee and the Board of Directors on its behalf by:

James Rawlingson
Audit Committee Chair

3 September 2025

Nomination Committee report

> "A busy year for the Committee, overseeing Andrea Montague taking over as CEO and Katherine Jones' appointment as CFO."

Maarten Slendebroek
Nomination Committee Chair

Role and responsibilities

As Chair of the Nomination Committee since my appointment on 27 November 2023, I am pleased to present the Committee's report for the year ended 30 June 2025.

The Nomination Committee is responsible for reviewing the composition of the Board and the Board Committees to ensure they are suitably constituted, with an appropriate balance of skills, experience, knowledge and diversity. This includes conducting the annual Board effectiveness review. The Committee also recommends Board and Board Committee appointments and monitors succession planning at the Group's leadership levels to ensure the Group's continued ability to implement its strategy and operate effectively. The Committee is also responsible for reviewing and recommending to the Board any material changes to the structure, size and composition of the Group's regulated subsidiary company boards.

The full responsibilities of the Committee are set out in the Committee's Terms of Reference, which are reviewed annually and are available on the Group's website.

Composition and meetings

The Committee comprises Maarten Slendebroek (Chair), John Linwood, Dagmar Kershaw, Robert Burgess and James Rawlingson. Only members of the Committee may vote on Committee business, but other members of the Board and the Chief People Officer may attend all, or part, of a meeting by invitation. The attendance of each Committee member during the year is shown on page 70.

Main activities during the year

During the course of the last year, the Company saw the incumbent CEO and CFO both change. In last year's Nomination Committee report we reported on how Andrew Shepherd would be retiring as CEO with effect from 30 September 2024 and that Andrea Montague, then CFO, would take his place as CEO. Andrea's promotion created a vacancy for a CFO and, following a rigorous recruitment process, we were delighted to announce the appointment of Katherine Jones as CFO with effect from 1 November 2024.

Nomination Committee report continued

Induction programme

The Company arranged an induction programme for Katherine, which involved a variety of presentations and meetings with people from both inside and from outside the Company. These included an overview of the Group, its structure, strategy and performance ,as well as sessions with those responsible for each individual business area. External meetings included those around Directors' Senior Managers and Certification Regime ("SMCR") and other regulatory responsibilities, together with a briefing from the Company's brokers giving a market overview and explaining the requirements of AIM, which the Company was listed on at that time.

Talent development and succession planning

The Committee is committed to maintaining an effective policy for the orderly succession of Executive Directors, Executive Committee members and other senior management roles across the business. As detailed last year, Andrea's appointment as CEO was part of the Company's succession planning strategy for that role. The Committee is keen to support management in driving a high-performance culture across the Group, strengthening leadership and management and enhancing skills and capabilities. Our Management Excellence Programme is a structured development plan designed to build core leadership skills and help create our next generation of leaders. Further information on the Group's approach to succession planning and leadership development can be found in the Responsible Business section on page 35. As well as developing our own talent, however, we have also sought to strengthen our Executive Committee by bringing in talented individuals from outside the business. Further details can be seen on page 61 to 63.

Diversity, equity and inclusion

The Committee takes an active role in setting and monitoring diversity objectives and strategies undertaken by the Group and embraces the benefits of having a diverse Board drawing on the knowledge, understanding, skills, experience and expertise of individuals from a range of backgrounds. As part of this, and following the Company's move to the Main Market of the LSE, the Committee will lead the introduction of a formal, written Board Diversity Policy during the current financial year. Already, whenever external search consultancies are used in the recruitment of Board and senior members of management, they are asked to provide diverse lists of candidates, and the Committee strongly supports management's efforts to nurture an inclusive culture within the Group. Diverse perspectives, experiences and backgrounds across our workforce help us better understand the needs of our clients and, therefore, to grow the business. Currently, three of our seven Directors are female (42.9%) and two of the senior positions, CEO and CFO, held by females. None of our Board are from a minority ethnic background but we will continue to seek diverse lists of candidates and would expect that to change over time. Across senior management as a whole, 44 individuals (65%) are male and 24 (35%) are female. The table that accompanies this report gives further details of the diversity across our Board and executive team.

Further details on the Group's approach to diversity are included in the Responsible Business section of the Strategic Report on page 35.

Board effectiveness

The Committee is responsible for overseeing an annual evaluation of the Board, its Committees, the Chair and individual Directors. This includes a review of the composition, diversity and effectiveness of the Board and its Committees and the contribution of each Director. This year's Board evaluation was carried out internally in June and July 2025. A secure, online questionnaire was employed, which ensured the anonymity of responses received.

This provided an opportunity for each of the Directors to review the processes and procedures of the Board and to scrutinise the performance of themselves and their colleagues. The feedback received was very positive in nature, both concerning the Board as a whole and its Committees. A small number of points were raised for further consideration:

- There was a desire to have a greater number of informal gatherings where ideas and observations can be socialised.
- Greater clarity in Board papers around what is being requested from the Board as sometimes the objective of papers is not clear.
- While more and better data was now being provided to the Board, the Directors were keen to see greater analysis and leveraging of it, especially through AI.

The Chair undertook to discuss these matters with his colleagues and agree an action plan to address them. The progress against these actions will be reported on in next year's Annual Report and Accounts. Following the Company's move to the Main Market, the use of an externally facilitated Board evaluation will also receive consideration for a future year.

Last year, a small number of issues for deliberation were raised in the Board evaluation. Over the course of the year, the Company took steps to address these matters in order to assist the Board in improving its performance. Further details of the actions involved are given below:

- **The Board was keen to have more exposure to the next level down of management and business leaders and to visit other offices –** During this year, as well as individuals attending Board meetings, we have arranged presentations from staff members on a number of topics, particularly in the area of technology. In addition, we have a Board meeting arranged in Edinburgh later in the year where the Board will be able to meet members of the local team.
- **More data on the Company's client base and the risks and opportunities that presents –** Data around the Company's client base has been a driver of the strategic changes agreed in the year, with the data behind this being presented to the Board.

- **More attention paid to the following up of and closing down of action points –** In addition to the existing Board tracker, Executive Directors' Board reports now specifically include responses to actions and how they have been closed down.
- **Earlier circulation of Board papers –** All Board packs are now circulated at least seven days before the meeting.

Corporate governance

The Company has chosen to follow the UK Corporate Governance Code and in the financial year ending 30 June 2025, which this report covers, reported against the 2018 version of the Code. The Company confirms that will be reporting against the updated 2024 version of the Code going forwards.

Approval

This report in its entirety has been approved by the Committee and the Board of Directors on its behalf by:

Maarten Slendebroek
Nomination Committee Chair

3 September 2025

Board diversity

These disclosures are made in compliance with UK Listing Rules 6.6.6(9) and 6.6.6(10).

Reporting table on gender identity or sex

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and chair)	Number in executive management	Percentage of executive management
Men	4	57%	2	6	55%
Women	3	43%	2	5	45%

Reporting table on ethnic background

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and chair)	Number in executive management	Percentage of executive management
White British or other White (including minority-white groups)	7	100%	4	10	91%
Mixed/ Multiple ethnic groups	0	0%	0	0	0%
Asian/Asian British	0	0%	0	0	0%
Black/African/ Caribbean/ Black British	0	0%	0	1	9%
Other ethnic group	0	0%	0	0	0%
Not specified/ prefer not to say	0	0%	0	0	0%

Data is sourced from the Group's HR system.

Remuneration Committee report

"As we have transformed and reinvested in our business during the 2025 reporting period, our remuneration policy has appropriately balanced the interests of all the Group's stakeholders and ensured the continued delivery of strong outcomes to our shareholders."

John Linwood
Remuneration Committee Chair

Introduction

On behalf of the Remuneration Committee, I am pleased to present the Directors' remuneration report for the financial year ended 30 June 2025 ("FY25"). The report contains the Annual Report on Remuneration, setting out the remuneration paid to Directors during the year ended 30 June 2025 and the structure of remuneration for the year ended 30 June 2026. Following the Company's progression from the AIM to the Main Market of the LSE during the year, the updated Directors' Remuneration Policy is also included. The Policy sets out the framework within which Directors are paid and will be presented to shareholders for a binding shareholder vote at the Company's AGM on 28 October 2025 along with my Annual Statement and the Annual Report on Remuneration for an advisory shareholder vote.

With our move from AIM to the Main Market we have expanded our remuneration disclosures contained within the Annual Report on Remuneration.

Remuneration arrangements for the former Chief Executive and the incoming CFO

Our former Chief Executive, Andrew Shepherd, stepped down from the Board on 1 October 2024 and retired from the Group on 30 June 2025. He received his contractual salary and benefits to the end of June 2025, and as a good leaver, service-based pro-rata unvested long-term incentive plan ("LTIP") awards, in accordance with the Group's remuneration policy. He did not receive an LTIP grant for FY25 and he was not awarded a bonus in respect of the year. The full details of Andrew's pay and benefits, as well as the approved outturn of the 2022 LTIP, are provided later in this report.

Katherine Jones our Group CFO joined the Group on 1 November 2024. Her salary on joining, at £375,000, is the same as her predecessor, Andrea Montague. In accordance with the Directors' Remuneration Policy, she became eligible for a pro-rata FY25 bonus opportunity of 150% of salary, and received a performance-based LTIP grant of 200% of salary. All details relating to Katherine's remuneration during the reporting period are provided later in this report.

Incentive outcomes for the year

During FY25 the Executive Directors led the successful disposal of the International business and acquisition and organisational change activities to reshape and reposition the Group's enhanced investment management and financial planning capabilities. As part of this, key strategic investments were made with the development and launch of new Global MPS and Retirement Strategies solutions, revitalising the Group's client offerings and propositions. In tandem with this, the Group progressed from the AIM to the Main Market of the LSE, with the necessary changes and opportunities in shareholder recomposition capably overseen. Throughout these improvements, prudent cost management has ensured that shareholders have continued to receive robust returns as the Group has transformed at pace.

For the FY25, the Group grew FUM by 7% from £15.5 billion to £16.6 billion and reported an underlying profit before tax ("PBT") of £28.9 million, representing an underlying profit margin of 25.9%. The Group's M&A activities in the reporting period made a positive contribution to earnings and the targeted cost saving programmes conducted by the Group in FY25 were effective. The significant level of strategic investment in the business, combined with reduced fee and transactional income, did however result in a decrease in the Group's underlying profit margin compared to that reported for FY24 of 28.4%.

Andrea Montague as CEO Designate between July 2024 and September 2024, and then CEO for the remainder of the year, is eligible for a full year annual bonus, and Katherine Jones who joined the Group as CFO at 1 November 2024, is eligible for a pro-rata amount for two thirds of the reporting period.

The Committee maintained the majority of the bonus scorecard approach that operated for FY24. Some changes to measures and weightings were made with the removal of the gross flows sub-measure to focus solely on net flows performance, the reorganisation of profit, margin and cost/income ratio measures into a clearer profit and operating efficiency grouping, and the slight increase in the weighting of revenues and net flows measures to create greater alignment between financial measures and the Group's growth ambitions. No changes were made to the overall weighting of the scorecard of 60% financial and 40% non-financial and no changes were made to the non-financial measures.

The bonus outturn for financial measures reflected the high level of investment made in the business during FY25, with strong gross revenues performance, profit and operating efficiency outcomes around on-target performance, and net flows performance at threshold. The Committee considered these outcomes reflective of the Group's holistic financial performance over the year. In aggregate, the assessment of financial measures provided for an outturn of 65% of maximum opportunity.

The Committee's assessment of non-financial performance during FY25 took into account the exceptional level of transformation and strategic repositioning achieved over the past year, the outcomes delivered to clients through the Group's consistently strong investment performance relative to peers, as well as the progress made in re-organising the leadership of the Group and the improvements in risk frameworks and operational risk outcomes. These achievements were recognised at the industry level in FY25, with the CEO winning Female Wealth Management CEO of the year at the City of London Wealth Management Awards. Based on performance against the non-financial measures set by the Committee, it was agreed to award the maximum outturn for non-financial performance.

The combined financial and non-financial outturn was reviewed by the Committee to ensure it fairly reflected the Group's pay for performance principles, struck the right balance between the individual contributions made and the overall level of organisational performance and returns delivered to shareholders, and was consistent with the range of outcomes across the wider workforce. With these factors being satisfied, the Committee agreed no discretion was required to adjust the annual bonus outcome which provides for a combined, overall outturn of 118.5% of salary, equivalent to 79.0% of maximum opportunity for both current Executive Directors.

Executive Director bonus awards are subject to the Group's Malus & Clawback Policy and one third of bonus will continue to be awarded in deferred share options, providing ongoing alignment of interests between senior leadership and shareholders. A full description of the assessment and scoring of financial and non-financial measures is included later in this report.

The performance of the 2022 Executive Director LTIP award was measured at the end of FY25. The performance measures approved by the Committee for this award were, (i) underlying diluted earnings per share ("EPS"), representing 90% of maximum opportunity, and (ii) a basket of defined ESG development goals forming the remaining 10% of maximum opportunity. With both current Executive Directors having been hired either in FY24 or FY25, the two participants in this plan are former Chief Executive, Andrew Shepherd, and former Chief Operating Officer, Lynsey Cross, both of whom as good leavers are eligible for service related pro-rata awards.

The EPS outturn was below the threshold target and no vesting was approved for this element. The ESG measures were assessed as being fully satisfied, resulting in an overall vesting of 10% of maximum opportunity. The Committee agreed that the vesting outcome was appropriate and that no discretion should be applied to the calculated outcomes. This resulted in LTIP payments of £60,232 and £5,679 to the former Chief Executive and former Chief Operating Officer, respectively.

LTIP awards granted during the year

LTIP grants were made to both the CEO and the CFO of 200% of salary in line with the Directors' Remuneration Policy.

The performance measures for the awards were changed from the previous years' grant following consultation with key shareholders to add organic growth in FUM (35% weighting), to underlying diluted EPS (50% weighting) and a basket of ESG performance conditions (15% weighting). The EPS targets are set out later in this report. The disclosure of the organic growth in FUM targets is currently considered commercially sensitive and disclosure will be reviewed going forward. These awards will only vest and become exercisable to the extent that the targets are achieved over the three-year performance period from FY25 to FY27 performance years. Following vesting, any vested shares are subject to a further two year holding period. Malus and clawback provisions also apply to the awards.

Directors' Remuneration Policy

Following the Group's progression from the AIM to the Main Market of the LSE in 2025, the Committee reviewed the Directors' Remuneration Policy to ensure its compliance with the Main Market requirements. This review led to the introduction of a post-employment shareholding policy, a more comprehensive description of our Executive Director leaver provisions, as well as other minor changes. The substantive provisions of the Directors' Remuneration Policy are unchanged from our AIM listing, and as required as a Main Market listed company, the policy which is provided at the end of this report will be brought to shareholders for a binding vote at the upcoming AGM.

Whilst the Committee is comfortable that the policy is aligned to and supports the current business strategy, in view of the ongoing transformation of business and the evolution of its strategy, the Committee has agreed to carry out a review of the policy in FY26. In the event this review concludes that any changes to the existing policy are warranted, I will engage with shareholders to seek their views, with any policy change proposals being brought to shareholders at our 2026 AGM.

Approach to executive remuneration in FY26

The Committee has approved a 3% salary increase for both the CEO and the CFO. This increment is consistent with average level of increase received by the workforce over the year.

Effective from 1 January 2026 our employer's pension contributions for all employees, including Executive Directors, will be increased from 6% to 9% of base salary.

Annual bonus maximum opportunity and LTIP award levels are unchanged from 150% of salary, and 200% of salary, respectively.

Notwithstanding the decision to review the policy during FY26, the Committee is satisfied that the existing annual bonus measures remain appropriate for assessing the delivery of the Group's growth and client-outcomes focused strategy during FY26. These measures continue to reflect the aspects of performance valued by shareholders and will positively incentivise the Executive Directors to deliver sustainable returns. No change is therefore proposed to either annual bonus performance measures or the balance between their individual weightings across the scorecard. The FY26 annual bonus scorecard will continue to operate a balance of 60% financial measures, comprising revenue, net flows, and profit and operating efficiency targets, and 40% non-financial measures across the categories of strategy and growth, client, people and risk.

The same approach to deferral will also continue to operate, with one third of any resulting bonus being awarded in Company share options vesting in equal tranches on the first, second and third anniversary of grant.

A review of long-term incentive measures is currently being undertaken by the Committee for the upcoming 2025 awards to ensure that they effectively capture and support the key priorities for the business over the next three years, including alignment to shareholder returns. The Committee, with support from advisors, Korn Ferry, is close to concluding this review and consulting with key shareholders. However, exceptionally, because of the time that the Committee has needed to review the policy for our transition from AIM to the Main Market of the LSE, and then to consider the measures and targets for the LTIP, we will disclose the 2025 LTIP measures and targets at the time the LTIP grant is made in autumn 2025. This approach provides the time needed to consider shareholder feedback on any proposed changes before the grant is made.

Workforce engagement

During FY25, the Executive Directors supported workforce engagement initiatives, visiting each office across the UK and held local town hall meetings aimed at embedding the Group's strategy and the roles played by employees in its delivery. A series of 'Meet-up' and 'Lunch with Andrea' meetings were also held, where a cross-section of employees from all functions were invited to provide feedback and input into people-led improvements for reigniting growth across the business. The Company also made further investment in its employee engagement survey, 'Speak up,' adding more questions in a number of key areas. The enhanced understanding of employee views around pension benefits was one of the key drivers in the Company's decision to review, and ultimately increase, its employer's pension contributions to a more competitive level.

Non-Executive Director fees

Following a review of Non-Executive Director fees, it was agreed to increase the Non-Executive Director base fee and the Chair fee by 2% for FY26. It was also agreed to conduct a detailed market review of our overall Non-Executive Director fees in FY26, with a particular focus on the structure and quantum of additional responsibility fees, with any changes from this review being implemented in FY27.

Summary

The Remuneration Committee is comfortable that the remuneration outcomes for FY25 demonstrate a clear alignment between pay and performance. It also believes that the Directors' Remuneration Policy which is being brought to shareholders for approval as a Main Market listed company is appropriate for the year ahead. Following the completion of the current review of LTIP measures in autumn 2025, in light of the ongoing levels of change in the business, the Committee will take the opportunity to review the full policy over FY26, with any proposed changes subject to consultation with shareholders and approval at our 2026 AGM.

Our upcoming AGM

This Annual Statement and the Annual Report on Remuneration will be presented to shareholders for approval by an advisory vote and the Directors' Remuneration Policy by binding vote at the upcoming AGM. I hope that you will join the Board in supporting these resolutions. If you would like to engage with me regarding our approach to remuneration or have any questions, I can be contacted through our Company Secretary.

Annual report on remuneration

Activities of the Committee during the year

During the reporting period the Committee reviewed, monitored and oversaw the planned changes to, and effective implementation of, the Group's remuneration policies, ensuring continued compliance in the changing listing environment and the delivery of fair outcomes for shareholders.

Key activities of the Committee during the year have included:

- Examination of findings and oversight of actions in relation to the external audit of the Group's remuneration policies conducted by the EY executive compensation team during the reporting period.
- Review and approval of an overarching financial advisor incentive plan, bringing the Group's existing and newly acquired financial advisor populations onto a common incentive framework and opportunity basis.
- Review and development of proposed changes to the Directors' Remuneration Policy, prompted by the Group's progression from the AIM to the Main Market of the LSE, including a more detailed explanation of leavers' provisions and the addition of a post-employment minimum shareholding requirements policy.
- Review and approval of the type and composition of executive director variable incentive performance measures, along with their associated target ranges, ensuring continued alignment to the Group's evolving strategic priorities.
- Review and approval of all Executive Director and Material Risk Taker salary increases and annual bonus and share award recommendations, including assessment and approval of all annual bonus and LTIP performance criteria.
- Review and approval of any risk adjustment rationales and reductions, proposed for any employee.
- Review and approval of all new hire remuneration package proposals for Executive Committee members and other Material Risk Takers, including offers to the Group Marketing and Communications Director, Group Director of Distribution, and Chief Operating Officer during the reporting period.
- The review and approval of all material guaranteed variable compensation offered to new hires, including share awards made in relation to businesses acquired during the reporting period.
- Review and approval of the FY25 Annual Remuneration Report.
- Completion of the required regulatory governance activities including the review of the Group's remuneration policies against MIFIDPRU and UK Corporate Governance Code requirements. Specific activities include: review of the Group's Remuneration Policy Statement and Malus & Clawback Policy, revalidation of the Group's MIFIDPRU Code classification (non-SNI that is not significant); approval of the fixed and variable components of pay offered by the Group, including revalidation of the Group's maximum variable to fixed pay ratio; re-testing of the Group's Material Risk Takers ("MRT") identification criteria; review of the risk adjustment matrix; as well as the setting of cash and share-based incentive funding levels for the reporting period).
- Monitoring of external developments and remuneration trends in the wealth management sector and executive pay trends more generally.

Overview of operation of Remuneration Policy during the financial year

	Chief Executive Andrea Montague	Chief Financial Officer Katherine Jones
Base salary	£460,000	£375,000
Pension and ancillary benefits	Pension contribution equal to 6% of salary – aligned to the wider workforce Taxable benefits relate to the provision of medical insurance benefit	
Short-term incentive plan	• Max: 150% of salary • **Outcome: 79.0% of maximum**	• Max: 150% of salary (prorated to date of appointment) • **Outcome: 79.0% of maximum**
	• Performance conditions: Gross revenues (20%), net (organic) flows as a % of opening FUM (20%), underlying PBT (6.6%), underlying PBT margin (6.6%), cost/income ratio (6.6%), and non-financial strategy, client, people and risk objectives (40% in total) • Structure: one-third deferred into shares over three years, pro-rata vesting	
Long-term incentive plan ("LTIP")	**2024 LTIP grant** • Annual grant: 200% of salary • Performance conditions: Underlying diluted EPS (50%), FUM growth (35%) and ESG factors (15%) • Structure: 3-year performance period, cliff vesting and 2-year holding period	
	2022 LTIP vesting • No awards held by incumbent Directors	
Minimum share ownership guidelines	• 200% of salary	

Total remuneration for the financial years ending 30 June 2025 and 30 June 2024 - Audited information

£'000	Year	Salary and fees	Taxable benefits[2]	Annual bonus[3]	Long-term incentives[4]	SAYE[5]	Pension-related benefits	Total	Total fixed remuneration	Total variable remuneration
Executive Directors										
Andrea Montague[6]	**2025**	**460**	**2**	**545**	**–**	**–**	**25**	**1,032**	**487**	**545**
	2024	344	–	418	–	–	21	783	365	418
Katherine Jones	**2025**	**250**	**2**	**296**	**–**	**–**	**13**	**561**	**265**	**296**
	2024	–	–	–	–	–	–	–	–	–
Andrew Shepherd[1]	**2025**	**108**	**1**	**–**	**60**	**2**	**6**	**177**	**115**	**62**
	2024	412	3	444	64	–	23	946	438	508
Executive total	**2025**	**818**	**5**	**841**	**60**	**2**	**44**	**1,770**	**867**	**903**
	2024	756	3	862	64	–	44	1,729	803	926
Non-Executive Directors										
Maarten Slendebroek[7]	**2025**	**220**	**–**	**–**	**–**	**–**	**–**	**220**	**220**	**–**
	2024	132	–	–	–	–	–	132	132	–
Robert Burgess	**2025**	**95**	**–**	**–**	**–**	**–**	**–**	**95**	**95**	**–**
	2024	90	–	–	–	–	–	90	90	–
Dagmar Kershaw	**2025**	**75**	**–**	**–**	**–**	**–**	**–**	**75**	**75**	**–**
	2024	73	–	–	–	–	–	73	73	–
John Linwood	**2025**	**82**	**–**	**–**	**–**	**–**	**–**	**82**	**82**	**–**
	2024	80	–	–	–	–	–	80	80	–
James Rawlingson	**2025**	**82**	**–**	**–**	**–**	**–**	**–**	**82**	**82**	**–**
	2024	82	–	–	–	–	–	82	82	–
Non-Executive total	**2025**	**554**	**–**	**–**	**–**	**–**	**–**	**554**	**554**	**–**
	2024	457	–	–	–	–	–	457	457	–
Total remuneration	**2025**	**1,372**	**5**	**841**	**60**	**2**	**44**	**2,324**	**1,421**	**903**
	2024	1,213	3	862	64	–	44	2,186	1,260	926

1 Andrew Shepherd's salary and benefits are for the period he served as an Executive Director between 1 July and 30 September 2024. He continued to receive salary (£432,640 per annum) and contractual benefits up to his retirement date of 30 June 2025.

2 Taxable benefits relate to the provision of medical insurance for all Executive Directors and company car (electric vehicle) benefit for Andrew Shepherd only.

3 The annual bonus amounts shown reflect both the cash component (66.7% of total annual bonus value) and the deferred share option component (33.3% of total annual bonus value). Andrew Shepherd was not awarded a bonus for FY25 and Katherine Jones' FY25 bonus reflects a pro-rata aligned to appointment in November 2024.

4 2025 LTIP value for Andrew Shepherd reflects the vesting value of 3,914 nil price share options where the performance period ended on 30 June 2025. The value shown is based on the three-month average share price for the period April to June 2025 of £15.389. The grant price per share was £19.16 and no gain was achieved through share price appreciation. Andrea Montague and Katherine Jones did not hold 2022 LTIP awards.

5 No Executive Director participated in the 2022 SAYE scheme that matured in FY25 and no gains were therefore realised. The value shown for Andrew Shepherd relates to his 2023 SAYE contract which matured in the FY25 reporting period on a part completed basis as a result of his retirement.

6 Andrea Montague was appointed as an Executive Director on 1 August 2023, performing the role of CFO to 30 June 2024, CEO Designate between 1 July 2024 and 30 September 2024 and CEO for the remainder of the FY25 reporting period. Her reported salary and bonus outturn for FY24 and FY25 reflect her promotion over this period.

7 Maarten Slendebroek's 2024 fees reflect his appointment part-way through FY24.

Salary

The CEO's base salary of £460,000 applied from the start of FY25. The base salary of the CFO was set at £375,000 from the date of appointment.

Benefits and pension

Executive Directors received a pension contribution equal to 6% of salary. Taxable benefits relate to the provision of private medical insurance.

Annual variable pay outcomes for year ended 30 June 2025 - Audited information

FY25 annual bonus performance targets

The 2024 Directors Remuneration Report confirmed the small number of changes to financial measures that would apply for FY25 annual bonus assessment. These being the removal of the gross flows measure to focus flows performance solely against net flows, providing a better measure for the Group's growth ambitions and reflection of the importance the retention of existing investments. This change was implemented in tandem with an increase in the weighting of net flows and gross revenues within overall financial measures, again to concentrate efforts on sustainable growth. The existing composition of profit and operating efficiency measures were carried forward on an unchanged basis to maintain the strategic emphasis on driving scale and efficiencies.

Target ranges with threshold, on-target and maximum outturn positions were established for all financial measures using budgeted or other target values, with account being taken of market consensus expectation and sector performance. Non-financial objectives were set with a focus on 'Reignite growth' strategy, client, risk and people deliverables, incorporating objective, quantifiable targets in areas such as investment performance and DE&I.

The results are as follows:

Category	Measure	Weighting	% of salary at maximum	Threshold[1]	Target[1]	Maximum[1]	Actual outturn for FY25	% of maximum awarded for criteria	% of base salary awarded for these criteria
Revenue	Revenues (£m)	20.00%	30.00%	100.8	107.2	110.4	111.6	100.0%	30.00%
Net Flows	Net Flows (%)	20.00%	30.00%	(2.8)	2.2	7.2	(2.6)	34.7%	10.40%
Profitability and operating efficiency	Underlying PBT (£m)	6.66%	10.00%	25.6	29.1	30.8	28.9	64.8%	6.48%
	Underlying PBT Margin (%)	6.66%	10.00%	23.8	27.1	28.7	25.9	54.2%	5.42%
	Cost/Income Ratio (%)	6.66%	10.00%	81.6	72.9	68.5	74.1	62.0%	6.20%
Total		**60.00%**	**90.00%**					**65.0%**	**58.50%**

1 33.3% of maximum is payable for Threshold performance, 66.7% of maximum for Target performance and 100% of maximum for Maximum performance.

Performance against FY25 non-financial objectives (40% of overall opportunity)

The approach implemented for FY24 of providing more structure and accountability in the assessment of non-financial deliverables, was maintained for FY25, with quantitative performance references continuing to be incorporated into non-financial measure assessments. In areas such as investment performance, performance has been measured against that of our direct competitors via the ARC wealth management series of benchmarks, for employee engagement, the independent employee voice was identified via the annual engagement 'Speak-up' survey result, and risk performance assessment was supported with reference to the Group's monitored conduct risk driver score. These approaches have all supported a detailed and objective review of non-financial performance delivery, which has again focused on both the overall organisational outcomes, as well as the relative contributions from each Executive Director.

The assessment of delivery against non-financial objectives was conducted by the Committee, who determined that the following scores should apply to both the CEO and CFO.

Remuneration Committee report continued

Strategic objective	Objective(s)	Performance in FY25	Performance assessment against objective
Strategy	Organic growth and execution of our strategic initiatives, value-accretive M&A and optimising the value from our outsourced relationships	• Full transformation and strategic repositioning of the Group as a UK focused wealth manager, leveraging the enhanced advisory capabilities from the timely acquisition and effective operating model integration of three independent financial planning firms acquired during FY25. • The delivery of optimal value from the divestment of the Channel Islands and Isle of Man business. • The robust planning and smooth transition of the Group from the AIM to the Main Market of the LSE, allowing for a beneficial recomposition of the Group's shareholder base and enhanced liquidity options. • The realisation of stronger value and improved services from key outsourced technology service provider SS&C, reducing costs, improving controls and giving clients increased self-service options. • Broadening and deepening of the Group's distribution channels through IFA network expansion. • Focus and momentum maintained around efficiencies, through the execution of a targeted cost reduction programme.	Strong
Client	Delivery of leading investment performance against peers (ARC wealth management benchmarks) and continued development of our client service proposition and client outcomes.	• Consistently strong investment performance delivered to clients over the reporting period, with the Group's bespoke portfolios outperforming ARC benchmarks over one-, three-, five- and 10-year periods and all risk profiles as of 30 June 2025. • Re-organisation of client-facing resources to create a focused Client Excellence function, designed to deliver consistent, best in class client outcomes for all the Group's products and services. • Expansion of product and service offerings to clients with the development and launch of innovative Global Managed Portfolio Service and a suite of Retirement Strategies.	Strong
People	Focus on developing DE&I ambitions (% of women in leadership roles), management of people engagement and development of performance management and internal career frameworks aligned to the Group's strategic priorities.	• Some progress against the ambition to increase the representation of female leaders across the Group with the appointment of a second female Executive Director and three female Executive Committee members during FY25. • Continued investment in the Group's employee value proposition through agreed enhancement to staff pension funding, and fulfilling careers, through the design and development of BM's Career Framework and Adviser Academy. • Greater people management information and efficiencies achieved through investment in self-service technology and central enterprise resource planning tools. • Recomposition and reskilling of the Executive Committee to align executive skillsets to the Group's strategic requirements. • Maintenance of employee engagement levels, as demonstrated by the 'Speak-up' engagement score, during a period of significant cultural change and organisational transformation.	Strong
Risk	Ongoing evolution and embedding of risk management framework and supporting culture and mitigating risk appropriately. Maintain a positive and proactive relationship with regulators and high standards in managing regulatory matters.	• Improvements to the effectiveness of the Group's risk framework through a fundamental review of Group's key risk indicators, improved controls via the build-out of risk automation and monitoring capabilities for investment portfolios, revised Risk and Compliance self-assessment process, and improvement in third party risk processes and controls. • Implementation of enhanced suitability monitoring and controls. • Clear improvements in the Group's conduct risk driver score demonstrated by the high level of portfolio compliance and strong record of audit and compliance actions resolution, with no ineffective audits recorded during FY25.	Strong

With non-financial performance being assessed at the highest rating of strong across all categories for both the CEO and CFO, the Committee supported the award of the maximum non-financial bonus of 40% of total opportunity to both Executive Directors, this being equivalent to 60% of Executive Director base salary on an annualised basis.

In addition to the Committee's assessment of financial and non-financial performance, an additional risk adjustment review was also conducted by the Committee to consider if any adjustments to bonus were appropriate to reflect crystallised or emerging material risks. The result of this assessment was that risk performance consideration had been adequately reflected in the assessment of the non-financial risk category and no further adjustment would be appropriate.

The Committee considered the combined financial and non-financial outcomes consistent with the Group's holistic performance, and no discretion was applied to the formulaic outturns. The final overall bonus award values that are payable, are detailed in the table below:

Overall outcome of the FY25 bonus - Audited information

Name	Role	% of max financial performance achieved	% of max non-financial performance achieved	Overall % of max achieved	Total FY25 bonus award payable £'000[1,2]	Cash portion (2/3 total value - £000's)	Deferred shares portion (1/3 total value - £000's)	FY25 bonus award as a % of base salary on an annualised basis[2]
Andrea Montague	Chief Executive	65.0%	100.0%	79.0%	545	363	182	118.5%
Katherine Jones	Chief Financial Officer	65.0%	100.0%	79.0%	296	197	99	118.5%

1 The annual base salaries referenced for the FY25 bonus awards for the CEO and CFO are £460,000 and £375,000, respectively.

2 The CFO's FY25 bonus award is an eight months' pro-ration of the annualised value, reflecting the appointment date of 1 November 2024.

Outcome of the 2022 Executive Director LTIP - Audited information

The outcome for the 2022 Executive Director LTIP award is set out below. The two participants in this plan are former Chief Executive, Andrew Shepherd, and former Chief Operating Officer, Lynsey Cross, both of whom are eligible for service related pro-rata awards as part of their leaving arrangements.

Neither current Executive Director has a holding under this plan.

With FY25 underlying diluted EPS of 130.4 pence per share being delivered, the EPS outturn fell short of the threshold value of 160 pence per share needed for any pay-out to be made against this measure.

The Committee's assessment of ESG performance concluded that the establishment and embedding of key ESG approaches and policies in the areas of diversity, anti-slavery, net zero planning, employee engagement and wider ESG ambitions had been fully satisfied. This assessment reflected achievements in diversity, where the Group exceeded its Women in Finance Charter target of 32% female leaders a year early in 2024 with 35% of leadership roles being held by women. Progress on climate activity was demonstrated through the Group's establishment of an ESG Advisory Committee, its development of Streamlined Energy and Carbon Reporting within its annual ESG action plan, and other progress described in its Task Force on Climate-related Disclosures report, published in 2024. On this basis, the maximum outturn of 10% of overall opportunity was awarded for ESG measures.

With no discretion being applied by the Committee in relation to the EPS nil vesting outturn, the overall 2022 ED LTIP pay-out was approved at 10% of maximum opportunity.

The full 2022 Executive Director LTIP outturn is confirmed, as follows:

2022 Executive Director LTIP measure	Weighting	Threshold (25% pay-out)	Target (50% pay-out)	Maximum (100% pay-out)	Actual for FY25	% of maximum awarded for measure	% of base salary awarded for this measure
Underlying diluted Earnings Per Share (pence)	90%	160p	175p	200p	130.4p	0%	0%
ESG policy goals	10%	Partially Satisfied	Mostly Satisfied	Fully Satisfied	Fully Satisfied	100%	10%

This outturns for the two former Directors are detailed in the payments for loss of office section, on page 90.

Remuneration Committee report continued

Deferred bonus share awards granted during the financial year - Audited information

One-third of the FY24 bonus awarded to both the Former Chief Executive, Andrew Shepherd, and current CEO, Andrea Montague, who performed the role of CFO during FY24, were made in the form of deferred Company nil price share options. These awards vest over three years in three equal tranches at 12, 24 and 36 months from date of award.

Name	Basis of award	Date of award	No. of shares	Face value £'000[1]	Vesting date
Andrew Shepherd	1/3 of annual bonus	30 Sep 2024	7,863	148	30 Sept 2025/2026/2027
Andrea Montague	1/3 of annual bonus	30 Sep 2024	7,402	139	30 Sept 2025/2026/2027

1 Based on a Brooks Macdonald Group share price of £18.835, being the average mid-market price over the five-day period prior to 30 September 2024.

LTIP awards granted during the financial year - Audited information

The performance share award, made in the form of Group nil price share options, to the CEO and CFO is detailed below.

Name	Basis of award	Date of award	No. of shares	Face value of awards £'000[1]	Performance period end date	Vesting date	End of holding period
Andrea Montague	200% of salary	21-Oct-24	52,303	920	30-Jun-27	21-Oct-27	21-Oct-29
Katherine Jones	200% of salary	27-Feb-25	52,540	750	30-Jun-27	21-Oct-27	21-Oct-29

1 The CEO award, granted on 21 October 2024, was based on a share price of £17.59, being the average mid-market share price over the five-day period prior to 21 October 2024. The CFO award, granted on 27 February 2025, was based on a share price of £14.275, being the average mid-market share price over the five-day period prior to 27 February 2025.

The performance measures for these LTIP awards were developed by the Committee in consultation with our largest shareholders. Organic growth in FUM ("FUM Growth") , with a 35% overall weighting, was added to the two existing performance measures of underlying diluted EPS, re-weighted from 90% to 50% of overall weighting, and the ESG measures basket , reweighted from 10% to 15% of overall weighting.

The underlying diluted EPS and FUM Growth target ranges considered the expectations within the Company's medium-term financial plan at the time of setting and the challenges in forecasting.

The ESG measures focus on the delivery of the Group's carbon footprint reduction ambitions as stated within its 2030 Net Zero plan, measured independently by the LGEnergy Group, the outcomes of customers measured by their feedback and employee engagement levels measured using the results of the annual employee 'Speak-up' survey.

The table below sets out the LTIP measures and target ranges, reflecting that the FUM Growth target range, and also the underlying diluted EPS target value, are both currently commercially sensitive, and we will keep the disclosure of these values under review:

Performance measure	Weighting	Threshold (25% of maximum)	Target (50% of Maximum)	Maximum (100% of maximum)
Absolute underlying diluted EPS (pence)	50%	116	Not currently disclosed	155
FUM Growth (£ million)	35%	Not currently disclosed	Not currently disclosed	Not currently disclosed
ESG outcomes	15%	Partially Satisfied	Mostly Satisfied	Fully Satisfied

The awards will only vest and become exercisable to the extent that above threshold performance is delivered over the three-year performance period from FY25 to FY27, inclusive. Following vesting, any resulting share options are subject to a further two year holding period. Malus and clawback provisions also apply to the awards.

Dilution

All share awards are made in accordance with the Board's dilution policy so that in any rolling period of 10 years, not more than 10% of the issued ordinary share capital of the Company (adjusted for bonus and rights issues) will be issued for all share incentive schemes operated by the Company. In addition, a further limit within this has been set on a 5% ten-year dilution level with respect to Executive LTIP awards. The Company satisfies the various equity-based schemes it operates using a combination of market purchased and newly issued shares. The dilutive effect of LTIP awards issued to date is nil, as these awards are satisfied using market purchased shares.

Directors' share interests

At 30 June 2025, Directors' shareholdings were as set out below, and at the date of signing, there have been no changes to Directors' share interests.

	Minimum shareholding requirement (% of salary)	Beneficially owned shares	Vested, un-exercised share options	Unvested deferred bonus share options[4]	Unvested performance LTIP share options[3]	Value at 30 June 2025[2] (£'000)	Qualifying shareholding vs requirement[5]
Executives							
Andrea Montague[1]	200%	8,000	–	7,402	95,051	1,700	27.3%
Katherine Jones[1]	200%	4,455	–	–	52,540	877	9.7%
Andrew Shepherd	N/A	38,532	30,615	16,166	31,678	1,800	N/A
Non-Executives							
Maarten Slendebroek	N/A	1,375	–	–	–	N/A	N/A
Robert Burgess	N/A	3,044	–	–	–	N/A	N/A
Dagmar Kershaw	N/A	840	–	–	–	N/A	N/A
John Linwood	N/A	300	–	–	–	N/A	N/A
James Rawlingson	N/A	500	–	–	–	N/A	N/A
Total		**57,046**	**30,615**	**23,568**	**179,269**	**4,377**	

1 The Executive Directors have a shareholding requirement of 200% of salary. As newly appointed Directors, this requirement is not currently met.

2 The value shown is based on the Brooks Macdonald three-month average share price for the period April to June 2025 of £15.389.

3 2023 and 2024 LTIP grants and were made to Andrea Montague, and a 2024 LTIP grant was made to Katherine Jones.

4 The holdings shown excludes consideration of FY25 deferred bonus shares that will be granted shortly.

5 Percentage shown reflects i) the value of shares/share options that qualify against the minimum shareholding policy criteria, which excludes the value of unvested performance LTIP awards where the performance assessment is yet to undertaken, and, ii) the value net of tax and national insurance which assumes a 47% overall withholding rate.

Vesting profile of all share awards

The following tables set out details of the Directors' share awards and their vesting profile.

Deferred Bonus Plan - Audited information

A Montague Grant date	Exercise price (p)	Options at 1 July 2024	Granted during year	Exercised during year	Market value of exercises (£'000)	Lapsed during year	Forfeited during year	Options at 30 June 2025	Vesting date	Expiry date
30/09/2024	–	–	2,467	–	–	–	–	2,467	30/09/2025	30/09/2034
30/09/2024	–	–	2,467	–	–	–	–	2,467	30/09/2026	30/09/2034
30/09/2024	–	–	2,468	–	–	–	–	2,468	30/09/2027	30/09/2034
Total		**–**	**7,402**	**–**	**–**	**–**	**–**	**7,402**		

A Shepherd Grant date	Exercise price (p)	Options at 1 July 2024	Granted during year	Options exercised at 30 September 2024[2]	Exercised post Directorship[3]	Market value of exercises (£'000)	Lapsed during year	Forfeited during year	Options at 30 June 2025	Vesting date	Expiry date[1]
31/10/2019	–	1,122	–	–	(1,122)	–	–	–	–	30/09/2022	
30/09/2020	–	1,289	–	–	(1,289)	–	–	–	–	30/09/2022	
30/09/2020	–	1,290	–	–	(1,290)	–	–	–	–	30/09/2023	
30/09/2021	–	1,415	–	–	(1,415)	–	–	–	–	30/09/2022	
30/09/2021	–	1,415	–	–	(1,415)	–	–	–	–	30/09/2023	
30/09/2021	–	1,417	–	–	(1,417)	–	–	–	–	30/09/2024	
30/09/2022	–	2,968	–	–	(2,968)	–	–	–	–	30/09/2023	
30/09/2022	–	2,968	–	–	(2,968)	–	–	–	–	30/09/2024	
30/09/2022	–	2,969	–	–	–	–	–	–	2,969	30/09/2025	31/03/2026
28/09/2023	–	2,667	–	–	(2,667)	–	–	–	–	28/09/2024	
28/09/2023	–	2,667	–	–	–	–	–	–	2,667	28/09/2025	29/03/2026
28/09/2023	–	2,667	–	–	–	–	–	–	2,667	28/09/2026	29/03/2027
30/09/2024	–	–	2,621	–	–	–	–	–	2,621	30/09/2027	01/03/2028
30/09/2024	–	–	2,621	–	–	–	–	–	2,621	30/09/2027	01/03/2028
30/09/2024	–	–	2,621	–	–	–	–	–	2,621	30/09/2027	01/03/2028
Total		**24,854**	**7,863**	**–**	**(16,551)**	**–**	**–**	**–**	**16,166**		

1 The expiry dates shown have been updated to reflect the previous Chief Executive's retirement as per the treatment for good leavers within the plan rules.
2 The number of options held reflects holdings at 30 September 2024, when Andrew Shepherd stepped down from being a Director.
3 Reflects the number of options exercised by Andrew Shepherd after stepping down as Director in the period 1 October 2024 to 30 June 2025

LTIP conditional awards - Audited information

A Montague Grant date	Exercise price (p)	Conditional Shares Options at 1 July 2024	Granted during year	Exercised during year	Market value of exercises (£'000)	Lapsed during year	Forfeited during year	Unvested Conditional Share Options at 30 June 2025[1]	Vesting date	Expiry date
23/10/2023	–	42,748	–	–	–	–	–	42,748	23/10/2026	24/10/2033
21/10/2024	–	–	52,303	–	–	–	–	52,303	21/10/2027	22/10/2034
Total		**42,748**	**52,303**	**–**	**–**	**–**	**–**	**95,051**		

1 The unvested conditional share options total reflects the number options prior to the assessment of the performance conditions.

K Jones Grant date[2]	Exercise price (p)	Conditional Shares Options at 1 July 2024	Granted during year	Exercised during year	Market value of exercises (£'000)	Lapsed during year	Forfeited during year	Unvested Conditional Share Options at 30 June 2025[1]	Vesting date	Expiry date
27/02/2025	–	–	52,540	–	–	–	–	52,540	21/10/2027	22/10/2034
Total		**–**	**52,540**	**–**	**–**	**–**	**–**	**52,540**		

1 The unvested conditional share options total reflects the number options prior to the assessment of the performance conditions.

2 The LTIP award was made in the first grant window following Katherine Jones' appointment.

A Shepherd Grant date	Exercise price (p)	Conditional shares at 1 July 2024	Granted during year	Options exercised at 30 September 2024[3]	Exercised post Directorship[4]	Market value of exercises (£'000)	Lapsed during year	Forfeited during year	Share Options at 30 September 2025	Vesting date	Expiry date[6]
24/11/2020[1]	–	2,040	–	(2,040)	–	–	–	–	–	30/09/2023	
09/06/2021	–	8,715	–	(8,715)	–	–	–	–	–	09/06/2024	
30/09/2021[2]	–	33,086	–	(3,309)	–	–	–	(29,777)	–	30/09/2024	
17/10/2022[5]	–	43,413	–	–	–	–	–	(4,277)	39,136	17/10/2025	18/04/2026
23/10/2023	–	49,318	–	–	–	–	–	(21,554)	27,764	23/10/2026	24/04/2027
Total		**136,572**	**–**	**(14,064)**	**–**	**–**	**–**	**(55,608)**	**66,900**		

1 The LTIP grants made in November 2020 and June 2021, preceded the previous CEO's appointment into that role. These were the last LTIP awards to be made without stretch performance conditions. All LTIP awards from November 2021 have been made in performance LTIPs.

2 Performance of the LTIP granted at September 2021 was set and measured against FY24 financial performance conditions. This assessment has been completed and approved by the Remuneration Committee, with 10% of granted share options (3,309) being approved for payout at vesting. On the basis the performance period was completed and pay-out known as at 30 June 2024, the value of the 3,309 options is shown in the FY24 single figure table of total remuneration shown earlier in this report.

3 Reflects the number of share options exercised in the period 1 July 2024 to 30 September 2024 during which Andrew Shepherd was a Director.

4 Reflects the number of options exercised by Andrew Shepherd after stepping down as Director in the period 1 October 2024 to 30 June 2025

5 Performance of the LTIP granted at October 2022 was set and measured against FY25 financial performance conditions. This assessment was completed and approved by the Remuneration Committee after the reference date of 30 September 2024. The final outturn of 3,914 options vesting, representing 10% of maximum outturn, is not therefore recorded in the table. On the basis the performance period was completed and vesting amount known as at 30 June 2025, the value of the 3,914 options is shown in the FY25 single figure table of remuneration shown earlier in this report.

6 The expiry dates shown have been updated to reflect the treatment for good leavers within the plan rules.

Employee Save As You Earn ("SAYE") scheme - Audited information

All Directors are entitled to take part in the HMRC-approved Brooks Macdonald Group SAYE Scheme on the same terms as all other employees.

A Montague

Grant date	Exercise price (p)	Options at 1 July 2024	Granted during year	Exercised during year	Forfeited during year	Options at 30 June 2025	Vesting date	Expiry date
13/05/2025	1,156.00	–	1,591	–	–	1,591	01/06/2028	01/12/2028
Total		**–**	**1,591**	**–**	**–**	**1,591**		

K Jones

Grant date	Exercise price (p)	Options at 1 July 2024	Granted during year	Exercised during year	Forfeited during year	Options at 30 June 2025	Vesting date	Expiry date
13/05/2025	1,156.00	–	1,591	–	–	1,591	01/06/2028	01/12/2028
Total		**–**	**1,591**	**–**	**–**	**1,591**		

A Shepherd

Grant date	Exercise price (p)	Options at 1 July 2024	Granted during year	Exercised during year	Forfeited during year	Options at 30 June 2025	Vesting date[1]	Expiry date[1]
12/05/2023	1,434.00	1,255	–	–	349	906	30/06/2025	31/12/2025
Total		**1,255**	**–**	**–**	**349**	**906**		

1 The vesting and expiry dates shown have been updated to reflect the treatment for good leavers within the SAYE plan rules.

Payments to former Directors

The payments made to the former Chief Executive, Andrew Shepherd, in the FY25 reporting period were described in the 2024 Annual Remuneration Report are confirmed in the FY25 Single Figure Table, with salary, benefits and pension amounts showing for the period up to 30 September 2024 when Andrew stood down as a Director. The FY25 Single Figure Table also confirms the value of his 2022 LTIP award vesting, which was subject to a service-based pro-rata, and that he did not receive a bonus in respect of FY25.

From 1 October 2024 until Andrew's retirement date at 30 June 2025, he continued to receive his contractual base salary at the unchanged rate of £432,640 per annum (£324,480 in total), as well as his contractual benefits, including a 6% employer pension benefit and a private medical insurance benefit (£1,648). No other ex-gratia payments were made to him.

Andrew was treated as a good leaver with respect to his unvested share awards, with his 2022 and 2023 LTIP awards being pro-rated for service and deferred bonus share awards vesting in full. These awards will vest at the normal dates with LTIP vesting subject to performance against targets. LTIP awards will continue to be subject to the post vesting two year holding period. The vesting value of the 2023 LTIP award will be included in our FY26 Remuneration Report. Malus and clawback provisions will continue to apply.

Former Director Lynsey Cross retained a service-based, pro-rata eligibility for her 2022 LTIP award. The vesting outturn of this award was approved at 10% of maximum opportunity, realising 369 of the originally granted 15,758 shares, equivalent to a value of £5,679 using the average share price for the final three months of the FY25 reporting period.

Payments for loss of office

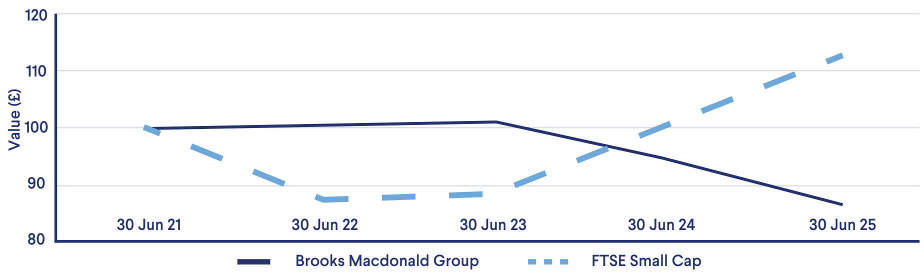
The only payments for loss of office relate to the 2022 LTIP outturn for the former Directors, Andrew Shepherd and Lynsey Cross, who received the following share options. The reduction from the number of shares originally granted reflects both the application of the performance conditions and service-based pro-ration.

	2022 LTIP outcome	
Executive	**Shares granted**	**Shares vesting**
Andrew Shepherd	43,413	3,914
Lynsey Cross	15,758	369

Share performance graph

The below chart compares Brooks Macdonald performance to that of the FTSE Small Cap index.

Total shareholder return



CEO – Five-year single figure total remuneration table

The table below sets out the total remuneration for the Group CEO over the same five-year period as for the chart above, together with the percentage of annual bonus earned and the vesting of long-term incentives as a percentage of the maximum (relating to the performance periods ending in that year).

	FY21[1]	FY22	FY23	FY24	FY25[3] CEO - Andrea Montague	FY25[3] CEO - Andrew Shepherd
Listing	AIM	AIM	AIM	AIM	AIM / Main Market	AIM
Single figure remuneration (£'000)	549	1,419	878	946	1,032	177
Annual bonus payout (% of maximum)	0.0	87.3	67.5	68.5	79.0	N/A
Vesting of LTIP (% of maximum)[2]	25.0	25.0	25.0	10.0	N/A	10.0

1 For FY21 no bonus was paid to the Chief Executive for that reporting period, Caroline Connellan, who resigned on 27 May 2021 and did not receive a bonus payment. The wider Executive Director bonus outturn in that year was 80% of maximum. Had the bonus been payable at 80% of maximum, the normalised view of the single figure would have been £986k.

2 A performance LTIP was introduced in 2021. The performance outturns from the 2021 and 2022 performance LTIPs are reported against FY24 and FY25, respectively, at the point performance was assessed. The LTIP outturn percentages reported for FY21 to FY23 in the table, are normalised values for comparison purposes only, that show the value of the non-performance (RSU-based) LTIPs from the perspective of performance LTIPs where maximum opportunity is 200% of base salary.

3 For FY25, the table illustrates the full year of fixed pay and FY25 bonus for the current CEO Andrea Montague and reflects that she was not eligible for a vesting LTIP award in the period. For the former Chief Executive, Andrew Shepherd, who stepped down from being a Director at 30 September 2024, the table reflects his fixed pay for the three-month period he was a Director, the value of his vesting 2022 LTIP award and that he did not receive an FY25 bonus award.

FY25 CEO and employee pay ratio

UK regulations require Main Market listed companies with more than 250 UK employees to publish the relative level of pay received by the Chief Executive compared to employees using a ratio. Of the acceptable reporting methodologies, the Company has adopted reporting Option B as the basis for presenting its FY25 CEO and employee pay ratio, which identifies the lower quartile, median and upper quartile employee pay levels using the Company's latest gender pay gap reporting population. The use of Option B, rather than Option A, reflects that FY25 bonus information is not available at the time of report drafting.

Year	CEO Single Figure (£'000s)	Method	25th Percentile pay ratio	Median pay ratio	75th Percentile pay ratio
2025	**1,032**	**B**	**22:1**	**13:1**	**6:1**

Year	Supporting Information	25th Percentile (£)	Median (£)	75th Percentile (£)
2025	Salary	**40,833**	**64,167**	**99,167**
2025	Total pay and benefits	**46,877**	**76,711**	**177,283**

The quartile positions were identified using the 5 April 2024 gender pay gap snapshot date that formed the basis of the latest gender pay gap results published by the Company in April 2025. The earnings published for these quartiles reflect the earnings of the identified employees in the FY25 reporting period. This basis aligns the reporting timeframe of employee pay with that of the CEO remuneration reported in the FY25 Single Figure Table.

The Committee is satisfied that the individuals identified within each relevant percentile appropriately reflect the employee pay profiles at those quartiles and that the overall picture presented by the ratios is consistent with the pay and reward policies in place. Due to the CEO's relatively recent appointment, no value is currently attributed for LTIP due to her recent grants being currently unvested. The first LTIP performance assessment for CEO, which will determine the first LTIP value reported for the CEO pay ratio, will be her 2023 LTIP with the performance period ending in FY26. The portion of this LTIP that vests will be reported in the FY26 Single Figure Table. It should therefore be expected that the ratio will widen next year in the normal course of events when this additional element becomes reportable and that the ratio will vary from year to year because of the variable pay elements included in the Chief Executive's remuneration.

Relative importance of spend on pay

The table below compares the year-on-year relationship between the total value of all remuneration paid to employees and the value of dividends paid to shareholders over the same period.

	2024 £m	2025 £m	% change
Distribution to shareholders[1]	12,499	**12,523**	0.2%
Total employee pay[2,3]	50,299	**51,035**	1.5%

1 For FY24, the distribution to shareholders reflects the combined value of the FY24 interim dividend (£4,627 million – 29.0p per share) paid in FY24, and the FY24 final dividend (£7,872 million – 49.0p per share) paid in early FY25. For FY25, the distribution to shareholders reflects the combined value of the FY25 interim dividend (£4,823 million – 30.0p per share) paid in FY25, and the FY25 final proposed dividend (£7.9m - £51.0p per share) paid in early FY26.

2 The total employee pay figure includes all costs in respect of salaries, fees, social security, pensions, share-based payments and redundancy costs for each reporting period.

3 Total employee pay reflects the current continuing operations basis for both FY24 and FY25.

4 The value of distribution to shareholders excludes the value of the share buy-back initiative that took place in FY25, which distributed a further £8.5m to shareholders in the reporting period.

UK Corporate Governance Code and FCA Remuneration regulations

The Committee regularly monitors how remuneration policy and its implementation meet the requirements of both UK Corporate Governance Code requirements, and the FCA Remuneration Codes that apply across the Group's regulated entities. Details of these reviews are included in the Activities of the Committee during the year section on page 81. The Committee considers that our Directors' Remuneration Policy effectively addresses the principles set out in the UK Corporate Governance Code, as follows.

Code principle	Remuneration Policy approach
Clarity and simplicity	The Remuneration Committee considers simplicity and transparency in the design and operation of Executive Director pay and benefits. Revisions to key benefits, such as pension, have sought to both initially simplify and align pension contributions at a single, common rate. Executive Director fixed pay also follows a simple and transparent approach, with base salary and an option to receive a part of pension contributions in cash, being the only elements. The Remuneration Committee, in reviewing the design of annual bonus and long-term incentive plans, works, where appropriate, in consultation with key shareholders to incorporate only measures and metrics that are relevant performance benchmarks. This approach supports the assessment of variable pay outcomes being visible to all stakeholders.
Risk	Our corporate governance structure is designed so that the Remuneration Committee and Risk Committee are comprised of the same Non-Executive Directors. This provides for joined-up supervisory oversight between emerging or crystallised risks and remuneration outcomes. The design of our policy also enables independent control over remuneration outcomes. Risk and Control function input is considered in the determination of Executive Director variable outcomes, which are made on a discretionary basis, supporting alignment between organisational risk outcomes and Executive Director remuneration outcomes. The high proportion of Executive Director variable pay that is awarded in deferred shares options, seeks to deter short-term risk taking and align Executive Director and shareholder interests over the longer term. All Executive Director variable pay is also subject to malus and clawback provisions.
Predictability and proportionality	Our Policy, which will be presented for approval at the October 2025 AGM, identifies the maximum opportunity for each component of executive remuneration and also illustrates potential total remuneration outcomes in various performance scenarios. These disclosures provide transparency to, and understanding of, the full range of performance-based remuneration outcomes. In reviewing fixed and variable pay outturns, the Remuneration Committee considers both the equivalent outcomes of the wider workforce, and the underlying performance of the Company in the event this is not fully reflected in the approved performance measures. The Remuneration Committee's discretion in this area enables Executive Director variable pay outcomes to remain proportionate to the underlying performance of the Company, aligned to customer and shareholder outcomes, and consistent with the outcomes of employees.
Alignment to culture	The selection and weighting of financial and non-financial measures for both annual bonus and long-term incentive plans is designed to reinforce the Company's values and behaviours that support the delivery of long-term sustainable returns to shareholders

Remuneration Committee

The members of the Committee as at the end of the FY25 reporting period are John Linwood as Chair, Dagmar Kershaw, Robert Burgess and James Rawlingson. Maarten Slendebroek attends the Committee, but is not a member.

There were five scheduled Committee meetings during FY25, with members also attending a number of additional ad hoc meetings. Members' attendance of scheduled meetings is set out in the summary table on page 70.

The full responsibilities of the Committee are set out in the Committee's Terms of Reference, which are reviewed annually and are available on the Group's website.

During the year, the Committee received independent advice from Korn Ferry (UK) Limited ("Korn Ferry"). Korn Ferry were appointed by the Committee in FY23 and provided advice in relation to remuneration market trends, executive incentive design, director market benchmarking and Main Market remuneration policy guidance. Fees were charged on a retained basis, with the total fees paid to Korn Ferry in respect of its services to the Committee being £17,000 + VAT for the FY25 reporting period. No other services were provided by Korn Ferry during the year, and the Committee is satisfied that the advice received is objective and independent.

Implementation of the policy in FY26

Overview of the implementation of Remuneration Policy in the year FY26

	CEO Andrea Montague	CFO Katherine Jones
Base Salary	£473,800	£386,250
Pension and ancillary benefits	Pension contribution initially 6% of salary, increasing to 9% at 1 January 2026 – aligned to the wider workforce Taxable benefits relate to the provision of medical insurance benefit	
Annual bonus	• Max: 150% of salary • Performance conditions: Gross revenues (20%), net (organic) flows as a % of opening FUM (20%), underlying PBT (6.6%), underlying PBT margin (6.6%), cost/income ratio (6.6%), and non-financial strategy, client, people and risk objectives (40% in total)	
Long-Term Incentive Plan	• Annual grant: 200% of salary • Performance conditions to be disclosed in autumn 2025 at time of grant.	

Base salary and benefits

The Executive Directors' salaries were increased by 3% in line with the average level of increase applied to the workforce over the year, reflecting that the Company operates a targeted approach to salary increases, rather than an inflationary approach.

The are no changes to pension and benefits except for the increase in employer pension contribution to 9% effective 1 January 2026 and applicable for the workforce as a whole.

FY26 annual bonus

Annual bonus maximum opportunity remains at 150% of salary for both of the Executive Directors.

There are no changes to the measures and weightings for the annual bonus from FY25.

Financial category	Category measure(s)	Weighting within overall bonus
Revenue	FY26 Gross revenues target (£m)	20.0%
Flows	Net (organic) flows as a % of opening FUM (%)	20.0%
Profit and Operating Efficiency	Underlying PBT (£m)	6.67%
	Underlying PBT margin (%)	6.67%
	Cost / income ratio (%)	6.67%

The targets and associated ranges for the above measures are considered price sensitive and will be fully disclosed in the FY26 Annual Remuneration Report, along the with Committee's outturn assessment.

The 60/40 scorecard weighting between financial and non-financial objectives will continue to operate with non-financial measures remaining focused on the categories of strategy and growth, client, people and risk.

2025 LTIP

There is no change in LTIP award opportunity level from the 2024 LTIP grants with both Executive Directors at 200% of salary.

A review of long-term incentive measures is currently underway for the upcoming 2025 LTIP awards and is nearing completion. This review has been undertaken to ensure the 2025 LTIP effectively measures and incentivises the delivery of the key business priorities over the next three years. The Committee will engage shareholders for feedback on changes to any measures prior to their implementation and full details of measures and target ranges will be disclosed as appropriate at the time of LTIP grant in autumn 2025.

Non-Executive Director remuneration for the financial year ending 30 June 2026

The fee for the Chair of the Board and the Non-Executive Director base fee increased by 2% from the beginning of FY26. There are no immediate changes to the other fees, pending a review in FY26.

Fee structure between FY25 and FY26 is shown in the below table.

	FY26 £'000	FY25 £'000	Change in fees
Chair fee	**224.4**	220.0	2.0%
Non-Executive Director base fee	**71.4**	70.0	2.0%
Senior Independent Director fee	**12.5**	12.5	0.0%
Committee Chair fee	**12.5**	12.5	0.0%
Investment Committee attendance fee	**5.0**	5.0	0.0%

Compliance with the FCA Remuneration Code (SYSC19.G)

The Committee reviews the Group's remuneration policies and practices against the requirements of the MIFIDPRU Remuneration Code on an annual basis to ensure that the policies and the way in which they are implemented remain appropriate and proportionate to the nature, scale and complexity of the risks that exist in the Group's business model and activities.

Votes received on the Directors' Remuneration report at the 2024 AGM

	Votes for	%	Votes against	%
Approval of the Directors' Remuneration report	12,897,275	97.86%	282,145	2.14%

Approval

This report in its entirety has been approved by the Committee and the Board of Directors on its behalf by:

John Linwood
Remuneration Committee Chair

3 September 2025

Directors’ Remuneration policy

Set out below is the Brooks Macdonald Directors’ Remuneration Policy (“the Policy”) which will be subject to a binding shareholder vote at the 2025 AGM on 28 October 2025.

1. Remuneration Policy principles

- To provide a ‘pay for performance’ framework to attract and retain Executive Directors while driving and rewarding achievement of the business strategy;
- To align remuneration outcomes with the delivery of our business strategy, objectives, values and long-term interests and outcomes of the Group’s employees, customers and shareholders;
- To ensure that remuneration is set at an appropriate level, taking into account market rates and best practice;
- To ensure the ratio between fixed and variable remuneration is appropriate and does not encourage excessive risk-taking;
- To manage and mitigate potential conflicts of interest;
- To support the Equality Act 2010 and deliver gender neutral remuneration outcomes;
- To promote sound and effective risk management; and
- To comply with all regulatory requirements.

The Policy table:

Base salary	
Pay element and purpose	Provides fixed remuneration at an appropriate level to attract, retain and engage talent.
Operation	Individual levels of base salary are reviewed annually with any increases normally effective from 1 July, unless there are reasons for increase at another time of the year. The review will take into account several factors including (but not limited to): • The Executive’s role, experience and skills; • The remuneration policies, practices and philosophy in place; • Business and individual performance; • Regulatory requirements; • Market data for similar roles and comparable companies; and • The economic environment.
Opportunity	While there is no maximum increase or maximum salary amount, increases as a percentage of salary will normally be aligned to those of the wider workforce, although the Committee may determine that it is appropriate to make higher increases than this considering the factors set out above.
Pension	
Pay element and purpose	To provide a competitive level of retirement benefits.
Operation	Executive Directors receive a pension contribution which can either be paid into the Group’s defined contribution pension scheme, paid into an alternative pension scheme, or taken in cash (in part or in full).
Opportunity	Pension contribution rate not more than that available to the workforce. Pension contributions will increase from 6% of base salary earnings to 9% of base salary earnings at 1 January 2026.
Benefits	
Pay element and purpose	To provide a competitive level of insured and other benefits.
Operation	Executive Directors receive non-contractual benefits which presently include private medical insurance, income protection insurance, life assurance, critical illness insurance, as well as an annual health assessment and access to a green vehicle through a company scheme. The Committee may provide other benefits including (but not limited to) location or relocation expenses, tax equalisation and support in meeting specific costs incurred by Executives where it deems this to be appropriate. The Committee reviews benefit eligibility and cost periodically.

Directors’ Remuneration policy continued

Annual Bonus	
Purpose	To drive and reward the delivery of sustainable performance over the annual performance period. Longer-term interests and outcomes are aligned with those of shareholders and other stakeholders through annual bonus deferral.
Operation	The Annual Bonus award will be determined by the Committee according to performance against financial and non-financial performance targets. No more than two-thirds of the Annual Bonus earned will be paid in cash. The remaining amount will be deferred and be released pro-rata over three years. This deferral may be in the form of conditional awards or options over ordinary shares which will normally vest at the end of the deferral period or by the transfer of ordinary shares to the executive which are beneficially owned but subject to a holding period. The Group’s control functions will input into the assessment of performance to ensure the appropriate alignment between risk and remuneration outcomes. Malus and clawback provisions apply to Annual Bonus awards under the Group’s Malus & Clawback policy.
Performance measures	The Annual Bonus outcome is normally determined based on the satisfaction of a range of financial and non-financial objectives set by the Committee. The majority of the Annual Bonus outcome will be based on financial performance. Performance measures will be set each year in line with Company strategy. No more than one-third of the Annual Bonus maximum opportunity is payable for delivering a threshold level of performance. The Committee retains the discretion to adjust the Annual Bonus outcome if the Committee considers that such outcome is not a fair and accurate reflection of underlying business performance.
Opportunity	The maximum Annual Bonus opportunity for the Executive Directors is up to 150% of salary.

LTIP	
Purpose	To drive and reward the achievement of long-term sustainable growth and shareholder value and also provide alignment with shareholders’ interests through greater Executive Director share ownership.
Operation	Executive Directors may be considered for performance-based LTIP awards in the form of conditional shares or nil cost options. Awards will vest at the end of a performance period of normally three-years, subject to the satisfaction of performance targets and normally provided that the Executive Director remains employed by the Group. A holding period will apply so there is a five year period from the grant of an award and the earliest opportunity to sell the shares acquired (subject to any sales required to pay taxes on vesting or option exercise). An additional payment, normally in shares, may be made equal to the value of dividends which would have accrued on vested shares. Malus and clawback provisions apply to LTIP awards under the Group’s Malus and clawback Policy.
Performance measures	Awards vest subject to the achievement of performance targets. The majority of the LTIP opportunity will be aligned to the financial performance measures. Threshold performance for each measure will normally result in no more than 25% of that portion of the award vesting. Furthermore, in normal circumstances, it is expected that the pay-out of any of the non-financial element is dependent on threshold vesting of at least one part of the financial element. The Committee retains the discretion to adjust the LTIP outcome if the Committee considers that such outcome is not a fair and accurate reflection of underlying business performance.
Opportunity	The maximum LTIP award level for the Executive Directors is up to 200% of salary.

All employee share plans	
Pay element and purpose	To provide greater alignment with shareholders and to promote Executive Director share ownership.
Operation	The Executive Directors may participate in any all-employee share plans approved by regulators and operated by the Group.
Performance measures	Aligned to the respective plan.
Opportunity	Participation will be capped by the HMRC limits applying to the respective plan.

Shareholding requirements	
Pay element and purpose	To provide alignment with shareholders' interests and the long term sustainable performance of the Group.
Operation	**During employment** Executive Directors are required to build up and retain a shareholding equivalent to 200% of their base salary within five years of commencing in role. **Post-employment** Any Executive Director ceasing to be an Executive Director is required to retain the lower of the shares held on ceasing to be an Executive Director and shares to the value of 100% of salary for a period of two years. This requirement applies to shares acquired from incentives awarded following the approval of this Policy and not to shares acquired from awards granted before then or to shares acquired with the Executive Directors' own funds. In exceptional circumstances the Committee may amend this requirement.

Non-Executive Directors	
Pay element and purpose	To provide an appropriate fee level to attract and retain Non-Executive Directors and to appropriately recognise the responsibilities and time commitment of the role.
Operation	Non-Executive Directors are paid a base fee and additional fees as are determined appropriate for additional roles such as for acting as Senior Independent Director and as Chair or member of Board Committees (or to reflect additional responsibilities and / or additional/unforeseen time commitments). Neither the Chair of the Board nor the Non-Executive Directors participate in any benefits, incentive or share plans. The fee for the Chair of the Board is set by the Committee, the Non-Executive Directors' fees are set by the Board (excluding the Non-Executive Directors). Normally fee increases will be in line with the increase in salaries for the rest of the workforce. The Company will reimburse any reasonable expenses incurred (and related tax if applicable).

Directors' Remuneration policy continued

Notes to the policy table

Choice of performance measures

Each year the Committee will select the most appropriate financial and non-financial performance measures for the Annual Bonus and LTIP. The measures selected will be aligned with Company strategy and key performance indicators.

Legacy arrangements

For the avoidance of doubt, the Committee may approve payments to satisfy commitments agreed prior to the approval of this Remuneration Policy, for example, any commitment made to a person before that person became a Director and remuneration awarded under a prior remuneration policy.

Discretion

The Committee operates the Annual Bonus and LTIP according to their respective rules. The Committee retains discretion as to the operation and administration of these incentive plans, within the limits of the plan rules, including but not limited to:

- Participants;
- Timings of grant and/or payment;
- Award size and/or payment;
- Settlement of the award;
- Choice and adjustment of performance measures and targets;
- Adjustment to outcomes if they are considered to be inappropriate, taking into account any relevant factors;
- Measurement of performance in certain circumstances such as change of control or other corporate events; and
- Determination of a good leaver.

More generally, the Committee may make minor amendments to the arrangements for the Executive Directors as described in the Policy, for regulatory, exchange control, tax or administrative purposes, or to take account of a change in legislation.

Malus and clawback

Both the Annual Bonus and LTIP arrangements are subject to malus and clawback in line with the Group's Malus & Clawback Policy. Under the malus provision, the Committee may apply its discretion to reduce (including to nil) any awards prior to the award vesting, if circumstances arise which justify a reduction. Under the clawback provision, the Committee has discretion to require an Executive Director to pay back vested awards. Clawback applies for three years from the later of the date the variable pay award (or relevant part of the award) is settled, or expiry of any related retention period, or such longer time as is specified in any applicable regulatory rules in force from time to time.

The circumstances in which the Committee may consider it appropriate to apply clawback and/or malus include, but are not limited to those summarised below:

- Behaviour by an Executive Director which fails to reflect the Group's governance and business values;
- The extent to which any condition was satisfied was based on an error, or on inaccurate or misleading information or assumptions which resulted either directly or indirectly in an award being granted or vesting to a greater extent than would have been the case had that error not been made;
- Material adverse change in the financial performance of the Company;
- A material financial misstatement of Company's audited financial accounts (other than as a result of a change in accounting practice);
- Any action which results in or is reasonably likely to result in reputational damage to the Company;
- A material failure in risk management;
- Corporate failure;
- Negligence or gross misconduct of an Executive Director; and/or
- Fraud effected by or with the knowledge of an Executive Director.

Fixed pay elements of remuneration are not subject to malus and clawback provisions.

Approach to remuneration for new Executive Director appointments

The remuneration arrangements for a new Executive Director are set in line with the Policy applicable at the time of appointment.

The Committee is mindful that the Company should avoid paying more than is necessary to recruit the desired candidate.

Set out below is the Group's Policy on the remuneration of Executive Director appointments.

External appointment to the Board	
Salary	Base salary would be set at an appropriate level considering the factors mentioned in the Policy table above.
Relocation	If an Executive Director needs to re-locate in order to take up the role, the Group would pay to cover the costs of relocation including (but not limited to), actual relocation costs, accommodation for an appropriate period as determined by the Committee and travel expenses.
Buy-out awards	For external appointments, the Committee may (if it is considered appropriate) provide a buy-out award which is in the Committee's determination as far a possible equivalent to the value of any outstanding incentive awards (or other benefits as applicable) that will be forfeited on cessation of a director's previous employment. To the extent possible, the buyout award of any incentive forfeited will be made on a broadly like for like basis. The award will take into account the performance conditions attached to the vesting of the forfeited incentives, the timing of vesting, the likelihood of vesting and the nature of the awards (cash or equity). Any such buyout award may be granted under the LTIP or the provision available under UKLA Listing Rule 9.4.2. to enable awards to be made outside the LTIP in exceptional circumstances. All buy-out awards would be structured in order to comply with relevant regulatory requirements.
Annual Bonus	Joiners may receive a pro-rated Annual Bonus based on their employment as a proportion of the financial year and targets may be different to those set for another Executive.
LTIP	Grants will be set in line with the Policy in the year of joining.
Other elements	Benefits and pension will be set in line with Policy.
Internal appointment to the Board	
Summary	When existing employees are promoted to the Board, the above policy will apply, from the point where they are appointed to the Board and not retrospectively. In addition, any existing awards will be honoured and form part of ongoing remuneration arrangements.
Non-Executive Directors	
Summary	Fees will be in line with the Policy and the fees provided for the other Non-Executive Directors.

Directors' Remuneration policy continued

Exit payment policy

Any payments in the event of termination of an Executive Director will take account of the individual circumstances, including the reason for termination, any contractual obligations, consideration for payments in respect of the resolution of legal claims, the rules of the applicable incentive plans and the Policy in place at the time. In the event of termination for gross misconduct, neither notice nor payment in lieu of notice will be given, and the Executive Director will cease to perform their services immediately.

Treatment of Annual Bonus and LTIP will vary depending on whether an Executive is defined as a 'good' or 'bad' leaver. The Committee has the discretion to determine whether an Executive is a good leaver. Reasons for good leaver treatment are detailed in the plan rules and include, but are not limited to, retirement, injury, illness or disability, or otherwise with the agreement of the Committee.

The treatment of the various elements of pay on termination are summarised below.

Exit payment policy	
Salary, benefits and pension	If notice is served by either party, the Executive will receive base salary, benefits and pension for the duration of their notice period. The Executive may be asked to perform their normal duties during their notice period, or they may be put on garden leave. The Group may, at its sole discretion, terminate the contract immediately, at any time after notice is served, by making a payment in lieu of notice equivalent to salary, benefits and pension, with any such payments being paid in monthly instalments over the remaining notice period. The Executive will normally have a duty to seek alternative employment and any outstanding payments will be subject to offset against earnings from any new role.
Annual Incentive	Good leavers will be eligible to receive an Annual Bonus at the usual time with performance measured at usual time. The Annual Bonus will normally be pro-rated for service during the financial year. Bad leavers will not be eligible to receive an Annual Bonus and any unvested deferred shares or unexercised share awards will be forfeit on cessation of employment. For good leavers, unvested and unexercised deferred share awards will not be forfeited immediately on a cessation of employment, but will remain subject to clawback. Shares subject to a holding period will usually be released at the normal time. For good leavers, the Option Period associated with any shares awards may be shortened in accordance with the plan rules.
LTIP	Awards are forfeited on cessation of employment save for "good leavers" (where awards will normally vest subject to performance conditions and are normally scaled back pro rata to the proportion of the performance or vesting period served). Shares subject to a holding period will usually be released at the normal time. For good leavers, the Option Period associated with any shares awards may be shortened in accordance with the plan rules.

Service Agreements and Letters of Appointment

Executive Directors

The Executive Directors have permanent, rolling service contracts requiring 12-months' notice of termination from either party as shown below:

Executive Director	Date of appointment	Notice from the Company	Notice from the individual
Andrea Montague	01 August 2023	52 weeks	52 weeks
Katherine Jones	14 November 2024	52 weeks	52 weeks

Chair and Non-Executive Directors

The Chair and the Non-Executive Directors have letters of appointment.

Non-Executive Directors	Date of appointment	Notice from the Company	Notice from the individual
Maarten Slendebroek	27 November 2023	6 months	6 months
Robert Burgess	01 August 2020	3 months	3 months
Dagmar Kershaw	01 July 2020	3 months	3 months
John Linwood	19 September 2018	3 months	3 months
James Rawlingson	02 March 2023	3 months	3 months

External appointments

Directors are only permitted to take on external appointments with the approval of the Board. Such approval will only be given where the appointment will not impact on the Director's ability to devote sufficient time to their responsibilities with the Group.

Consideration of employment conditions elsewhere in the Group

A consistent remuneration philosophy is applied to all employees across the Group with the structure of the reward package for the wider employee population based on the principle that it should be sufficient to attract and retain the best talent and be competitive within our industry.

All employees are normally eligible to receive a discretionary performance-related annual bonus based on financial and non-financial objectives. The principle of mandatory bonus deferral applies to all MRTs and to employees whose bonuses exceed certain monetary thresholds.

Each year the Committee reviews the structure and quantum of the remuneration framework for employees, as well as the remuneration of the wider workforce, to enable the Committee to consider the broader employee context when setting the Policy and making Executive Director remuneration decisions.

Consideration of shareholder views

The Committee will engage with shareholders on key remuneration matters and understands the importance of meeting shareholders regularly to understand their views on the Executive Directors' remuneration arrangements and to consider how these should be taken into account when designing remuneration arrangements.

The Committee will monitor developments in corporate governance and market practice as well as shareholder views when reviewing executive remuneration structure and operation.

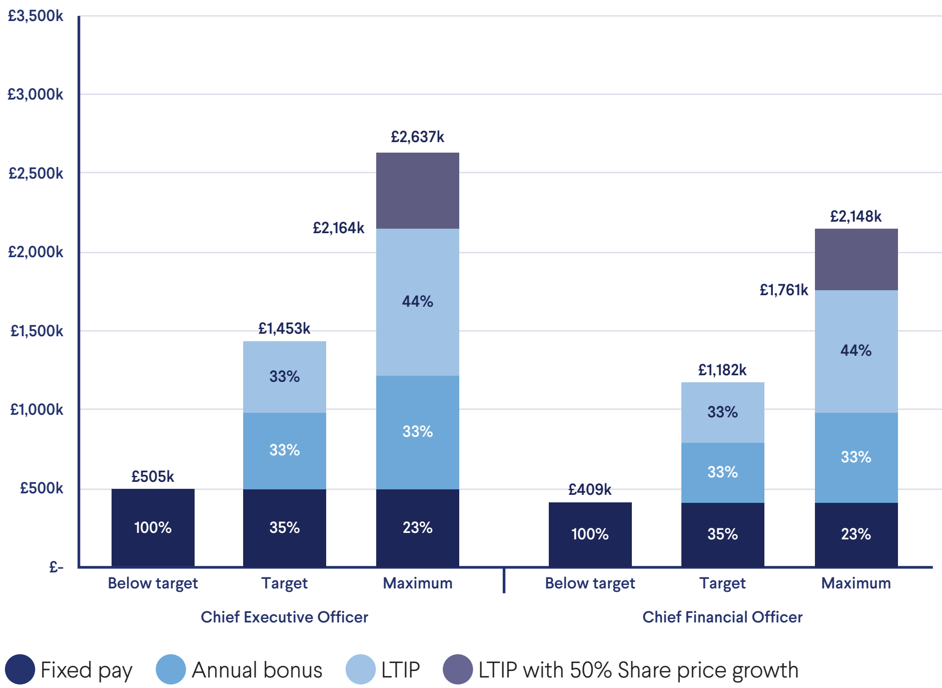
Summary of decision making processes

During the year, the Committee reviewed the Policy to ensure that it supports the execution of Group's strategy and the delivery of sustainable long-term shareholder value. The Committee took into account the UK Corporate Governance Code, its move from AIM to the Main Market (and market practice and investor expectations as a result of this), regulatory requirements applicable to the Group, wider workforce remuneration and emerging best practice in relation to Executive Director remuneration, as well as input from management and its independent advisors.

Directors’ Remuneration policy continued

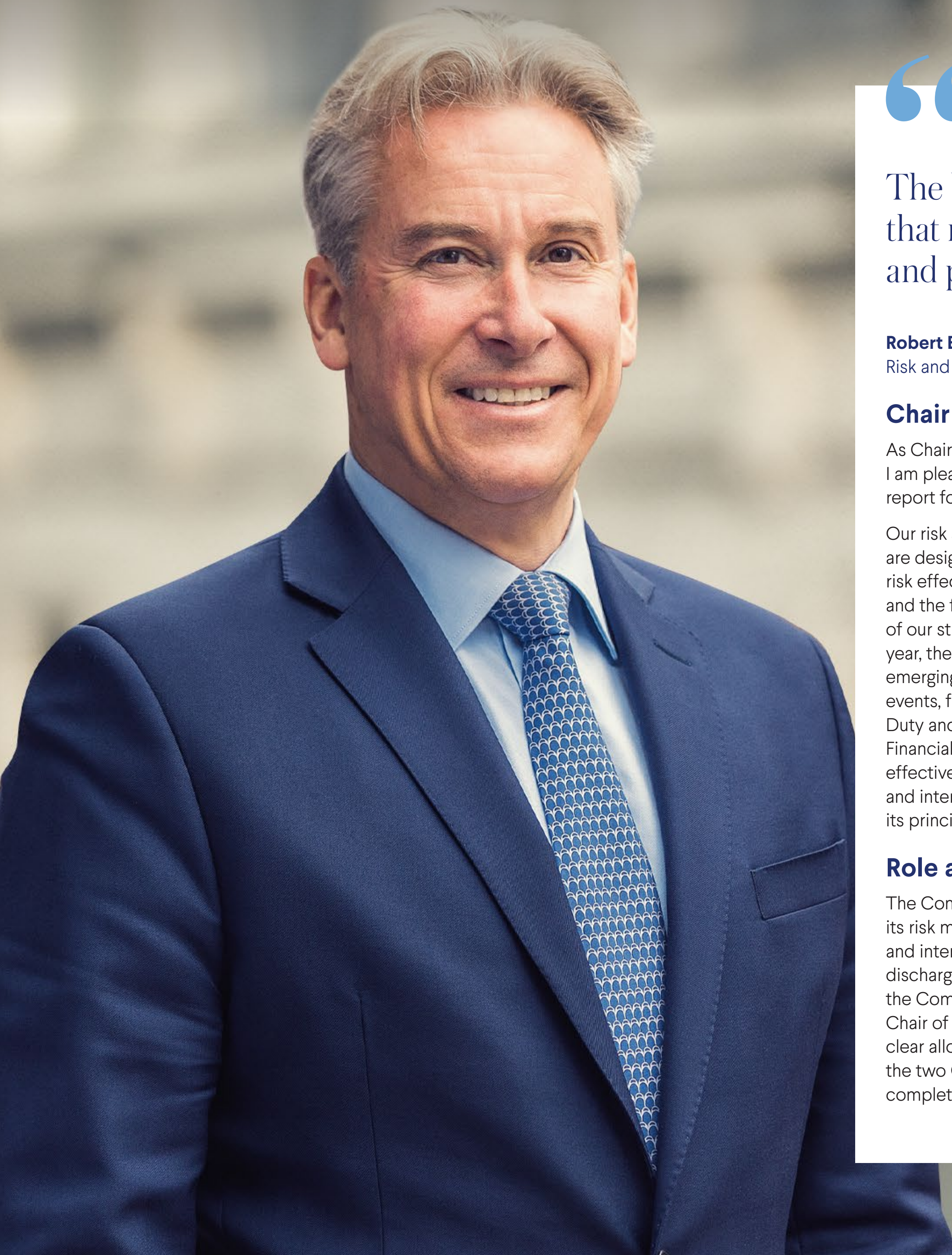
FY26 remuneration scenarios for Executive Directors

The charts below illustrate the potential remuneration opportunities for the Executive Directors during FY26 based on different performance scenarios.



Scenario	Salary, pension and benefits	Annual Bonus outcome (% of maximum)	LTIP outcome (% of maximum)
Minimum (fixed remuneration)	In-line with contractual entitlement	Nil	Nil
On-plan performance (target achievement) for illustrative purposes only		66.6%	50%
Maximum performance (exceeds target)		100%	100%
Maximum performance plus share price appreciation		100%	100% + 50% share price growth

Risk and Compliance Committee report



"The business maintained its focus on principal risks that may impact the Group, enhancing its resilience and positive client outcomes."

Robert Burgess
Risk and Compliance Committee Chair

Chair comment

As Chair of the Risk & Compliance Committee, I am pleased to present the Committee's report for the year ended 30 June 2025.

Our risk governance and risk processes are designed to enable our firm to manage risk effectively, avoiding harm to clients and the firm and supporting the delivery of our strategic objectives. Over the past year, the Committee has focused on emerging risks and potential black swan events, further embedding the Consumer Duty and the Taskforce on Climate-related Financial Disclosures ("TCFD"), reviewing the effectiveness of the Group's risk management and internal control framework and monitoring its principal risks.

Role and responsibilities

The Committee assists the Board in meeting its risk management, regulatory, compliance and internal control responsibilities. In discharging these governance responsibilities, the Committee Chair liaised closely with the Chair of the Audit Committee to ensure a clear allocation of responsibilities between the two Committees, ensuring governance completeness across the risk landscape.

The Risk and Compliance Committee monitors the effectiveness of the Group's risk management and internal control framework.

The full responsibilities of the Committee are set out in the Committee's Terms of Reference, which are reviewed annually and available on the Group's website.

Composition and meetings

The Committee comprises only independent Non-Executive Directors. The members include Robert Burgess, John Linwood, Dagmar Kershaw and James Rawlingson. Robert Burgess was the Chair of the Committee during the year.

Collectively, the Committee considers that its membership has the appropriate expertise to discharge its responsibilities effectively, including relevant wealth management, financial, risk management, compliance, regulatory, legal, and cyber and resilience experience.

The Committee's attendance during the year ended 30 June 2025 is set out in the summary table on page 70.

Risk and Compliance Committee report continued

The Committee's areas of focus

Risk appetite	• Overseeing and recommending to the Board the Group's risk appetite statements, key risk indicators and tolerances for controlling risk within the Board's stated appetite; • Monitoring the Group's risk appetite statements, key risk indicators and tolerances; and • Reviewing any outside of appetite risks and assessing the adequacy of mitigating or remedial actions to bring the risks within the Group's risk appetite.
Capital and liquidity requirements	• Overseeing the Group's Internal Capital Adequacy and Risk Assessment ("ICARA") process and its compliance with regulatory capital and liquidity requirements; • Recommending the material harm scenarios to be considered and stress tested in the ICARA, as well as liquidity stress tests to be undertaken; • Reviewing and challenging the methodology and output of stress tests, considering recommended management responses, and ensuring that results are incorporated appropriately in the Group's capital and liquidity planning; and • Ensuring that ongoing consideration is given to capital and liquidity matters as decisions are taken by the Board and the Executive Committee.
Top-down and emerging risks	• Monitoring external developments, for example competition, market conditions, macroeconomic and regulatory environment, taxation and legal developments, in order to assess the potential impact on the Group; • Periodically reviewing the Group's potential risk exposures, and considering and challenging management's methodology to identify and address such exposures; and • Recommending to the Board the principal risks to be reported in the Annual Report and Accounts.
Risk management framework	• Reviewing the adequacy and effectiveness of the Group's risk management and internal control systems. The CRO provides a quarterly update on its effectiveness; • Reviewing the Group's approach to the management of outsourcing arrangements; • Maintaining oversight of material issues, errors, breaches and complaints, including consideration of the adequacy of management actions proposed and any consequent implications for the Group's risk appetite status and framework; • Overseeing the scope and effectiveness of second-line assurance work, whilst considering the results of work undertaken by the third line as far as it affects the Committee's areas of responsibilities; and • Ensuring that the second-line assurance programme is adequate in view of the complexity and risk profile of the Group, whilst monitoring completion of its work and overseeing remedial actions arising as appropriate.
Overseeing regulatory compliance	• Considering regulatory developments and the potential impact on the Group; • Reviewing key regulatory topics through reports prepared by second-line teams; and • Overseeing regulatory-related projects.
Oversight of the effectiveness of the Risk and Compliance functions	• Safeguarding the independence of the Risk and Compliance teams, and reviewing the adequacy of resources, reporting any concerns to the Board; • Receiving reports from second-line teams, in particular the CRO, and promoting an open and transparent risk culture; • Maintaining effective oversight of the Risk and Compliance functions, monitoring performance against plan; and • Reviewing key communications with regulators and fostering a culture of cooperation and compliance.

Some of the Committee's key considerations are outlined in the table below:

Main activities during the year	
Risk assessment	Reviewed risks faced by the Group, including emerging risks with particular focus on operational, investment, resilience, outsourcing and suitability risks that may impact the Group's business model, future performance, solvency or liquidity and reputation.
Risk management and internal controls	Reviewed the adequacy and effectiveness of the Group's risk management and internal control systems.
Third-party risk management	Reviewed the third-party outsourcing oversight process by the first and second line, particularly the impact to the firm as it embeds a new operating model.
Regulatory development	Reviewed key risks in relation to regulatory change with specific focus on further embedding the Consumer Duty and TCFD.
Annual suitability reviews	Reviewed the Group's approach and completion rates for annual suitability reviews.
ICARA	Reviewed the ICARA process undertaken in the year, including the material harm scenarios, stress tests and the level of capital and liquidity resources required.
Client money and assets ("CASS") framework	Reviewed the structure and operating effectiveness of the Group's CASS framework.

Focus for FY26

The Committee will continue its focus on any emerging risks that may materialise. Key areas of focus will be monitoring investment and suitability risks and any risks that may arise in relation to relation to the integration of Group's acquired firms. The Committee will also support the Board in reviewing enhanced risk management and internal control reporting, in relation to changes to the UK Corporate Governance Code, which will apply for the financial year beginning 1 July 2025.

Approval

This report, in its entirety, has been approved by the Committee and the Board of Directors on its behalf by:

Robert Burgess
Risk and Compliance Committee Chair

3 September 2025

Report of the Directors

The Directors present herewith their Annual Report, together with the audited financial statements of the Group for the year ended 30 June 2025.

Principal activities and business review

Brooks Macdonald specialises in providing investment management services in the UK. The Company is a public limited company whose shares are traded on Main Market of the London Stock Exchange. A review of the business, together with its strategic outlook and future developments is set out in the Strategic Report on pages 7 to 57, (Financial Conduct Authority's Disclosure Guidance and Transparency Rule ("DTR") rule 4.1.5R) The Governance report, including the Audit, Risk and Compliance, Nomination and Remuneration Committee reports begins on page 59 (DTR rule 7.2.1R). The Statement of Directors' responsibilities (DTR rule 4.1.5R is on page 108. These are incorporated by reference in this Report.

Section 172, employee and other stakeholder engagement

When making decisions and setting the Company's strategy, the Directors of Brooks Macdonald consider the long-term interests of the Group. In doing so, they weigh the competing interests of the Company's stakeholders and the effect their decisions may have on these stakeholders. Further information on how the Company considers the interests of its stakeholders can be found on pages 32 to 34 and more details of how the Company seeks to limit its impact on the environment are provided in the Responsible business section starting on page 35.

Results and dividends

The Group's statutory profit before taxation for the year ended 30 June 2025 was £17,519,000 (2024 restated: £24,615,000) and the statutory profit after taxation was £11,630,000 (2024 restated: £20,379,000).

The Directors recommend a final dividend of 51.0p (2024: 49.0p) per share subject to approval by the shareholders at the AGM on 28 October 2025. Once approved, this will be paid on 4 November 2025 to shareholders on the Company's register at close of business on 19 September 2025. An interim dividend of 30.0p (2024: 29.0p) per share was paid on 14 April 2025. This results in total dividends for the year ended 30 June 2025 of 81.0p (2024: 78.0p) per share, representing a total estimated dividend payment to shareholders of £7.9m (2024: £7.9m).

Share capital

At the 2024 AGM, pursuant to section 551 of the Companies Act 2006, shareholders approved a resolution giving the Board authority to allot 5,549,160 shares (being just less than one third of the issued share capital at 12 September 2024). Details of the Company's authorised and issued share capital, and movements thereof, are set out in note 30 of the Consolidated financial statements. The Company has no preference shares in issue and has one class of ordinary shares, which carry no right to fixed income. There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

Purchase of own shares

At the 2024 AGM, shareholders approved a resolution granting the Board the authority to buy back up to a maximum number of 823,747 of the Company's shares. On 28 January 2025 the Company announced a share buyback programme of up to £10 million, completing in September 2025. As at 1 September 2025 the buyback has resulted in the repurchase in aggregate of 538,000 of the Company's shares at a total cost of £ 8,148,000. All of these shares were cancelled.

Directors and their interests

The Directors of the Company, who were in office during the year and up to the date of signing the financial statements, are listed below, together with their beneficial interests in the share capital of the Company.

Details of share options held by the Directors at the beginning and end of the year can be found in the Remuneration Committee report on pages 86 to 90.

Number of shares	2025	2024
Chair		
Maarten Slendebroek	**1,375**	–
Executive Directors		
Andrew Shepherd[1]	**N/A**	39,733
Andrea Montague	**8,000**	–
Katherine Jones[2]	**4,455**	N/A
Non-Executive Directors		
John Linwood	**300**	300
Dagmar Kershaw	**840**	840
Robert Burgess	**3,044**	3,044
James Rawlingson	**500**	500

1 Andrew Shepherd resigned as a Director on 30 September 2024.

2 Katherine Jones was appointed as a Director on 14 November 2024.

Employee share plans

Details of employee share plans are outlined in note 32 to the Consolidated financial statements. Our Employee SAYE scheme is administered by Computershare. Our share-based long-term incentive plans are administered by Investec.

Employee Benefit Trust

In 2010, the Group established an Employee Benefit Trust ("EBT") to acquire shares in the Company to satisfy awards made under the Group's share-based incentive schemes. JTC Employer Solutions Trustee Limited acts as the trustee of the EBT. During the year, the EBT purchased 141,070 shares and sold or transferred out 125,634 shares.

Retirement and reappointment of Directors

All of the Directors of the Group Board will retire at the AGM and are eligible to nominate themselves for election or re-election.

Employees

Details of the Group's employment practices, and its policies on diversity and inclusion, are set out in the Responsible business section on pages 36 to 40.

Political donations

The Group did not make any political donations during the year (2024: £nil).

Insurance and Directors' indemnities

The Company maintains appropriate insurance cover in respect of litigation against Directors and Officers. The Company has granted indemnities to all of its Directors on terms consistent with the applicable statutory provisions. Accordingly, qualifying third-party indemnity provisions, as defined by Section 234 of the Companies Act 2006, were in place during the financial year and remain in force at the date of this Report.

Internal controls and risk management

The Board has ultimate responsibility for the Group's risk management and internal control framework, but the Audit Committee and the Risk and Compliance Committee assist the Board in fulfilling these responsibilities. The Audit Committee monitors the effectiveness of the Group's internal financial controls and the Risk and Compliance Committee monitors the effectiveness of the Group's risk management and internal control framework. Further information on the responsibilities of the Audit Committee and Risk and Compliance Committee are contained in the relevant committee sections. The Board considers that the Group's risk management and internal control systems are operating effectively. The Group's principal risks are those that could result in events or circumstances that might threaten the Company's business model, future performance, solvency or liquidity and reputation. The Board has carried out a robust assessment of the Group's principal risks and emerging risks. The principal risks and emerging risks are included in the risk management section on pages 55 to 57.

Financial risk management and policies

Details of the Group's financial risk management objectives and policies are set out in note 34 to the Consolidated financial statements and in the Audit Committee report.

Events since the end of the year

Details of events after the reporting date are set out in note 39 to the Consolidated financial statements.

Independent Auditors

The Audit Committee has recommended to the Board that the incumbent auditors, PricewaterhouseCoopers LLP ("PwC"), are reappointed for a further term. PwC have expressed their willingness to continue in office as the Group's appointed auditors and a resolution to reappoint them will be proposed at the forthcoming AGM.

Each of the Directors in office at the date of the signing of this report confirms that, so far as they are aware, there is no relevant audit information of which the Group's auditors are unaware. Each Director has taken all reasonable steps that they ought to have taken as a Director in order to make themself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Going concern

The Group's business activities, performance and position, together with the risks it faces and the factors likely to affect its future development are set out in the Strategic report.

In view of the market volatility and economic uncertainty experienced during the financial year, the Directors reviewed the Group financial forecasts prepared by management. These covered the Group's expected future profitability, dividend policy and capital and liquidity projections, including stressed scenarios, such as a prolonged market downturn. Management's mitigating actions, should these scenarios unveil, were also assessed by the Directors.

As noted in the Viability statement on page 31, the Directors have considered the Group's prospects for a period exceeding 12 months from the date the financial statements are approved, and have concluded that the Group has adequate financial resources over that period and, accordingly, are satisfied that the going concern basis for the preparation of these financial statements is appropriate. Management's going concern assessment also covered the net current liability position of the parent company.

Annual General Meeting

The 2025 AGM will be held at 9am on 28 October 2025 at our head office at 21 Lombard Street, London. The notice of the meeting, together with details of the resolutions proposed and explanatory notes, are enclosed with this Report and can also be found on the Group's website. Full details of the meeting arrangements are given in the AGM Notice of Meeting.

Substantial shareholdings

The table below shows the notifiable holdings of major shareholders in the voting rights of the Company in accordance with tDTR Rule 5.1.2, as at 30 June 2025.

Shareholder	Number of shares	% of total voting rights
Gresham House Asset Management	3,281,693	20.44
Liontrust Asset Management	2,824,667	17.59
Aberforth Partners	2,067,205	12.87
Jupiter Asset Management	1,178,310	7.34
Brooks Macdonald Asset Management Limited	1,112,015	6.93
Artemis Investment Management	844,214	5.26
Chelverton Asset Management	609,008	3.79

On 2 July 2025 the Company was notified that Gresham House Asset Management's holding had increased to 3,371,037 shares (21.01%). On 3 September 2025 the Company was notified that Liontrust Asset Management's holding had decreased to 2,662,641 shares (16.66%). No further notifications have been received under Rule 5 of the DTR as at the date of this report.

By order of the Board of Directors

Phil Naylor
Company Secretary

3 September 2025

Statement of Directors' responsibilities
in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and the Company financial statements in accordance with UK-adopted international accounting standards.

Under company law, 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 Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Remuneration Committee report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Governance report confirm that, to the best of their knowledge:

- the Group and Company financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities and financial position of the Group and Company, and of the profit of the Group; and
- the Strategic Report and Report of the Directors includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Report of the Directors is approved:

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

Andrea Montague
CEO

3 September 2025

Independent Auditors' report

to the members of Brooks Macdonald Group plc

Report on the audit of the financial statements

Opinion

In our opinion, Brooks Macdonald Group plc's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 30 June 2025 and of the group's profit and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts (the "Annual Report"), which comprise: the Consolidated statement of financial position and Company statement of financial position as at 30 June 2025; the Consolidated statement of comprehensive income, the Consolidated statement of cash flows and Company statement of cash flows, the Consolidated statement of changes in equity and the Company statement of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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 ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the UK Financial Reporting Council's ("FRC's") Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 9, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The scope of our audit and the nature, timing and extent of audit procedures performed were determined based on our risk assessment. The group comprised 29 legal entities across the UK and Channel Islands during the reporting period. We conducted audit testing over 15 legal entities, including 1 entity in the Channel Islands. Taken together, our audit work accounted for more than 99.75% of group revenues.

Key audit matters

- Recognition of investment management fees (group)
- Acquisition accounting regarding the acquisitions of CST Wealth, Lucas Fettes and LIFT (group)
- Accounting and disclosure of the disposal of BMI (group)
- Impairment assessment of Investment in Subsidiaries (parent)

Materiality

- Overall group materiality: £1,154,800 (2024: £1,289,000) based on 5% of profit before tax adjusted for non-recurring items being a £3.1 million VAT refund, costs relating to the transition from AIM to the Main Market of £1.9 million, organisational restructuring costs of £2.1 million, acquisition and integration costs of £4.4 million and legacy legal costs of £0.3 million (note 15).
- Overall company materiality: £1,067,150 (2024: £1,272,900) based on 1% of net assets.
- Performance materiality: £866,100 (2024: £966,800) (group) and £800,350 (2024: £954,690) (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the 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) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, 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.

This is not a complete list of all risks identified by our audit.

Acquisition accounting regarding the acquisitions of CST Wealth, Lucas Fettes and LIFT is a new key audit matter this year. The IFRS 5 considerations relating to the strategic review over the International business, which was a key audit matter last year, has now been replaced with a key audit matter relating to the accounting and disclosure of the disposal of BMI. Otherwise, the key audit matters below are consistent with last year.

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Recognition of investment management fees (group)</td></tr>
<tr><td>Investment management fees are generated by Brooks Macdonald Asset Management Limited ("BMAM") and set out in note 6 to the financial statements. Investment management fees of £66.2 million represent approximately 59% of the group's £111.6 million total revenue. Recognition of investment management fees is a key audit matter due to its size and the significant audit effort involved in testing this revenue stream. Investment management fees are calculated by applying each client's fee rate to their funds under management ("FUM"). The calculation is largely automated, however there are a number of inherent risks including the manual input of fee rates from client contracts and the existence and valuation of funds under management, which could result in errors.</td><td>We performed the following procedures in relation to investment management fees:
• We understood and evaluated the design and implementation of key controls, including relevant Information Technology controls, in place around the investment management fee process;
• For quarter ends, we reperformed the reconciliations of client cash and stockholding positions to external custody and bank confirmations and obtained evidence for any differences on a sample basis;
• We agreed, on a sample basis, fee rates to client contracts;
• We tested the valuation for a sample of investment positions by agreeing the prices used to calculate FUM to independent market prices; and
• We evaluated the accuracy of investment management fees through independent reperformance of the fee calculations.
Based on the audit procedures performed and evidence obtained, our testing did not identify any evidence of material misstatement.</td></tr>
<tr><td colspan="2">Acquisition accounting regarding the acquisitions of CST, Lucas Fettes and LIFT (group)</td></tr>
<tr><td>In the current year the group acquired three financial planning businesses which are material to the financial statements. These acquisitions are disclosed in note 14 of the financial statements. Given the magnitude of the acquisitions, the heightened judgement in the acquisition accounting and the significant audit effort involved, we have determined the acquisition accounting to be a key audit matter. Management have assessed that the acquisitions should be treated as business combinations under IFRS 3 – Business Combinations with the overriding factor being the ability of the acquired entity to operate as a business. The acquisition of CST Wealth was completed on 29 October 2024, Lucas Fettes on 29 November 2024 and LIFT on 31 January 2025.</td><td>We assessed whether the classifications as business combinations and the treatment of the various aspects of the transactions were in accordance with IFRS 3 - Business Combinations. Consideration for the acquisitions included initial cash consideration, initial share consideration, cash consideration for excess net assets and deferred contingent consideration. We performed the following procedures over the acquisitions:
• The total consideration values have been reviewed against the purchase agreements;
• We vouched the cash payments to the bank statements, agreed equity consideration inputs to market data and assessed the assumptions within the contingent consideration model for reasonableness;
• We have also reviewed the acquisition accounting papers prepared by management for each acquisition as well as their working files for the accounting treatment and challenged management on key calculations and assumptions regarding the growth rates, client attrition and implied borrowing rates;
• We tested other journals related to the acquisitions, including agreeing net assets acquired to the completion accounts where we tested material balances per the completion accounts with no issues noted;
• We recalculated and reconciled the client relationship intangibles at acquisition, agreeing assumptions to supporting documentation. One of the key assumptions was the discount rate used, which was assessed by our auditor's experts. They concluded that the discount rate used is appropriate and falls within their range. The goodwill was recalculated as a balancing figure after deducting deferred tax liabilities, which were also recalculated; and
• We have assessed the disclosures within the Annual Report and Accounts for completeness and accuracy against the accounting standard requirements.
We are satisfied that based on the work performed, the acquisition has been accounted for appropriately with adequate disclosures made in the Annual Report and Accounts.</td></tr>
</table>

Key audit matter	How our audit addressed the key audit matter
Accounting and disclosure of the disposal of BMI (group)	
The disposal of BMI has been disclosed within Note 13 of the financial statements. In connection with the sale of the international business, which included Brooks Macdonald Asset Management (International) Limited and Brooks Macdonald International Fund Managers Limited, management have disclosed a discontinued operation, a gain at the group level and deferred consideration receivable. Given the heightened level of judgement involved and the additional disclosure requirements, there is an increased risk of material error. Accordingly, the item has been considered as a Key Audit Matter.	We performed the following procedures in relation to the accounting and disclosure of the disposal of BMI: • We have assessed the gain on disposal of BMI disclosed within discontinued operations against the IFRS 5 criteria and we have performed substantive testing over the balances included in the discontinued operations line item; • We have assessed the amount recognised as consideration received against the disposal agreement for completeness; • We have assessed management's revenue estimates against historical data and business trends; • We have assessed the reasonableness of the discount rate applied to the deferred consideration; • We have considered and challenged assumptions used by management, including growth rates and the impact of post purchase management action; • We have independently recalculated expected deferred consideration based on the results of the procedures performed above; • We have determined the reasonableness of management's forecasted revenue estimate based on the results of the procedures performed above; and • We have assessed the disclosure of the critical estimate of revenue and the associated sensitivity analysis performed in the disclosure. We are satisfied that based on the work performed, the disposal has been accounted for appropriately with adequate disclosures made in the Annual Report and Accounts.
Impairment of Investment in Subsidiaries (parent)	
The parent company holds investments in subsidiaries of £110 million, as set out in note 46 to the company financial statements. Determining whether indicators of impairment exist in respect of these investments is a key audit matter due to the magnitude of the balance relative to the company's net assets and judgement required under IAS 36 in assessing whether an impairment trigger has occurred we assessed this area as a key audit matter. Management evaluated a range of qualitative and quantitative factors in concluding whether any such indicators were present during the year.	We performed the following procedures in relation to whether indicators of impairment existed for the parent company's investments in subsidiaries: • Obtained and evaluated management's IAS 36 indicator assessment, challenging the completeness and basis of the indicators considered; • Comparing the carrying amount of each investment with the parent company's share of the subsidiaries' underlying net assets and recent trading performance; • Reviewed the forecast cash flows generated by the company's subsidiaries as part of the impairment indicator assessment; and • We verified that the methodology used by the directors in arriving at the carrying value of each subsidiary was compliant with applicable accounting standards. Based on the audit procedures performed and evidence obtained, we did not identify any evidence of material misstatement in relation to management's assessment of impairment indicators.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group comprised 29 legal entities across the UK and Channel Islands during the reporting period. We conducted audit testing over fifteen legal entities, including one entity in the Channel Islands. Across these legal entities, three were considered financially significant due to their contribution to the group's results, and were subject to an audit of their complete financial information. Together with the audit procedures performed at the group level over the consolidation adjustments, our audit work gave us the evidence we needed for our opinion on the financial statements as a whole. All audit procedures were performed entirely by the group audit team in the UK.

The audit of the company Financial Statements was performed entirely by the group audit team in the UK, leveraging on the work performed on the group audit where appropriate with additional audit procedures performed on other company specific balances.

The impact of climate risk on our audit

In planning our audit, we considered the extent to which climate change could affect the group and our risk assessment for the audit of the group financial statements. Our work included enquiries of management about their climate-related risk assessment and how it has been implemented. We also obtained the group's most recent Task Force on Climate-related Financial Disclosures ("TCFD") report and evaluated its consistency with our knowledge of the group obtained through our audit procedures, and we considered management's assessment and the TCFD report in the context of our knowledge of the wider asset and wealth management industry.

Based on the procedures performed, we concluded that the impact of climate change does not give rise to a key audit matter for the group and did not affect our risk assessment for any material financial statement line item or disclosure.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - group	Financial statements - company
Overall materiality	£1,154,800 (2024: £1,289,000).	£1,067,150 (2024: £1,272,900).
How we determined it	5% of profit before tax adjusted for non-recurring items being a £3.1 million VAT refund, costs relating to the transition from AIM to the Main Market of £1.9 million, organisational restructuring costs of £2.1 million, acquisition and integration costs of £4.4 million and legacy legal costs of £0.3 million (note 15).	1% of net assets
Rationale for benchmark applied	The most appropriate benchmark for group materiality is adjusted profit before tax (consistent with the prior year) on the basis that the group is primarily measured on its financial performance via its consolidated statement of comprehensive income, adjusted as appropriate for non-recurring items.	A benchmark of net assets has been used as the company's primary purpose is to act as a holding company with investments in the group's subsidiaries, not to generate operating profits and therefore a profit based measure was not considered appropriate. 1% of net assets was the benchmark used in the prior year.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £770,000 and £1,097,050. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £866,100 (2024: £966,800) for the group financial statements and £800,350 (2024: £954,690) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £57,750 (group audit) (FY24: £64,458) and £53,350 (company audit) (FY24: £63,646) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining the Directors' annual going concern assessment and challenging the rationale for assumptions including review of management's stress testing and scenario analyses using our knowledge of the business;
- Assessing management's forecasts for 12 months from the date of approval of the FY25 financial statements to determine the adequacy of the going concern basis;
- Performing an assessment over the variances between PY budget and CY actuals in order to conclude over management's ability to prepare forecasts;
- Reviewing the Group's latest Internal Capital Adequacy and Risk Assessment ('ICARA') document including the financial forecasts and various stress test scenarios contained within;
- Performing additional sensitivity tests over the stress test scenarios outlined within the ICARA;
- Reviewing the group's minimum capital requirements and regulatory capital requirements and assessing the net assets of the group against those;
- Reviewing and challenging the MTP (Medium Term Plan) which forms the basis of trading and profitability forecasts;
- Reviewing the going concern disclosures within the Annual Report.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Report of the Directors for the year ended 30 June 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Report of the Directors.

Directors' Remuneration

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

Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement, included within the Governance Report is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, 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:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of the UK regulatory principles, such as those governed by the Financial Conduct Authority, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries. Audit procedures performed by the engagement team included:

- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, where any such journals were identified;
- Reviewing relevant board minutes;
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;

- Enquiries with management, compliance and legal, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Assessing methods, significant assumptions and data used by management in making significant accounting estimates;
- Developed an understanding of management's internal controls; and
- Reviewed the litigation register and regulatory correspondence with the FCA.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the Board to audit the financial statements for the year ended 30 June 2011 and subsequent financial periods, and our appointment was ratified by the members at the AGM on 19 October 2011. The period of total uninterrupted engagement is 15 years, covering the years ended 30 June 2011 to 30 June 2025.

Jeremy Jensen (Senior Statutory Auditor)
for and on behalf of
PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors
London

3 September 2025

Financial Statements

Consolidated statement of comprehensive income
For the year ended 30 June 2025

	Note	2025 £'000	2024 restated[1] £'000
Revenue	6	**111,560**	106,682
Administrative costs	7	**(99,282)**	(84,509)
Gross profit		**12,278**	22,173
Other (losses)/gains	8	**(272)**	83
Operating profit	9	**12,006**	22,256
Finance income	10	**2,827**	2,525
Finance costs	10	**(597)**	(166)
Other non-operating income	11	**3,283**	–
Profit before tax		**17,519**	24,615
Taxation	12	**(5,889)**	(4,236)
Profit for the period attributable to equity holders of the Company		**11,630**	20,379
Result from discontinued operations	13	**9,354**	(13,922)
Other comprehensive income		**–**	–
Total comprehensive income for the year		**20,984**	6,457
Earnings per share from continuing operations			
Basic	15	**72.0p**	126.6p
Diluted	15	**71.4p**	124.5p
Earnings/(loss) per share from discontinued operations			
Basic	15	**57.9p**	(86.5)p
Diluted	15	**57.4p**	(85.0)p

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations. In addition, there has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

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

Consolidated statement of financial position
As at 30 June 2025

	Note	2025 £'000	2024[1,2] £'000	2023[2] £'000
Assets				
Non-current assets				
Intangible assets	17	**119,465**	83,224	100,582
Property, plant and equipment	18	**3,418**	1,350	2,123
Right-of-use assets	19	**12,790**	3,225	4,329
Financial assets at amortised cost	20	**19,925**	29,963	–
Financial assets at fair value through other comprehensive income	20	**–**	500	500
Deferred contingent consideration receivable	21	**13,899**	–	–
Total non-current assets		**169,497**	118,262	107,534
Current assets				
Financial assets at fair value through profit or loss	20	**1,095**	905	825
Deferred contingent consideration receivable	21	**289**	–	–
Trade and other receivables	22	**25,881**	29,061	33,542
Cash and cash equivalents	23	**33,915**	44,732	53,355
Total current assets		**61,180**	74,698	87,722
Total assets		**230,677**	192,960	195,256
Liabilities				
Non-current liabilities				
Lease liabilities	24	**14,218**	1,645	3,181
Provisions	25	**773**	378	322
Deferred contingent consideration payable	26	**1,929**	–	–
Net deferred tax liabilities	27	**9,163**	5,394	6,033
Other non-current liabilities	28	**1,044**	587	783
Total non-current liabilities		**27,127**	8,004	10,319
Current liabilities				
Lease liabilities	24	**700**	2,169	1,960
Provisions	25	**1,890**	1,628	1,000
Deferred contingent consideration payable	26	**14,176**	–	1,467
Trade and other payables	29	**31,294**	27,889	22,521
Current tax liabilities		**1,041**	935	645
Total current liabilities		**49,101**	32,621	27,593
Net assets		**154,449**	152,335	157,344
Equity				
Share capital	30	**160**	165	164
Share premium account	30	**83,987**	83,135	81,830
Other reserves	31	**197**	192	192
Retained earnings	31	**70,105**	68,843	75,158
Total equity		**154,449**	152,335	157,344

1 The 30 June 2024 comparative statement of financial position includes discontinued operations.

2 Restated (refer to note 4(v)).

The consolidated financial statements were approved on 3 September 2025 by the Board of Directors and authorised for issue, and signed on their behalf by:

Andrea Montague
CEO

Katherine Jones
CFO

Company registration number: 04402058

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

Consolidated statement of changes in equity

For the year ended 30 June 2025

	Note	Share capital £'000	Share premium account £'000	Other reserves[1] £'000	Retained earnings[1] £'000	Total equity £'000
Balance at 1 July 2023		164	81,830	192	75,158	157,344
Comprehensive income						
Profit from continuing operations		–	–	–	20,379	20,379
Result from discontinued operations		–	–	–	(13,922)	(13,922)
Total comprehensive income		–	–	–	6,457	6,457
Transactions with owners						
Issue of ordinary shares	30	1	1,305	–	–	1,306
Share-based payments		–	–	–	2,407	2,407
Purchase of own shares by Employee Benefit Trust		–	–	–	(2,150)	(2,150)
Tax on share options	27	–	–	–	(935)	(935)
Dividends paid	16	–	–	–	(12,094)	(12,094)
Total transactions with owners		1	1,305	–	(12,772)	(11,466)
Balance at 30 June 2024		**165**	**83,135**	**192**	**68,843**	**152,335**
Comprehensive income						
Profit from continuing operations		**–**	**–**	**–**	**11,630**	**11,630**
Result from discontinued operations		**–**	**–**	**–**	**9,354**	**9,354**
Total comprehensive income		**–**	**–**	**–**	**20,984**	**20,984**
Transactions with owners						
Issue of ordinary shares	30	**–**	**852**	**–**	**–**	**852**
Share-based payments		**–**	**–**	**–**	**2,856**	**2,856**
Purchase of own shares by Employee Benefit Trust		**–**	**–**	**–**	**(2,566)**	**(2,566)**
Shares repurchased in the share buyback programme	30	**(5)**	**–**	**5**	**(6,971)**	**(6,971)**
Tax on share options	27	**–**	**–**	**–**	**(346)**	**(346)**
Dividends paid	16	**–**	**–**	**–**	**(12,695)**	**(12,695)**
Total transactions with owners		**(5)**	**852**	**5**	**(19,722)**	**(18,870)**
Balance at 30 June 2025		**160**	**83,987**	**197**	**70,105**	**154,449**

1 Restated (refer to note 4(v)).

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

Consolidated statement of cash flows

For the year ended 30 June 2025

	Note	2025 £'000	2024 restated[1] £'000
Cash flows from operating activities			
Cash generated from operations	33	**28,727**	41,179
Corporation tax paid		**(7,064)**	(6,249)
Other non-operating income	11	**3,073**	–
Net cash generated from operating activities		**24,736**	34,930
Cash flows from investing activities			
Purchase of computer software and system development costs		**(7,491)**	(1,734)
Purchase of property, plant and equipment		**(1,852)**	(83)
Consideration paid for acquisitions net of cash acquired	14	**(34,150)**	–
Investment in financial assets at amortised cost	20	**–**	(29,978)
Disposal of financial assets at amortised cost	20	**9,984**	–
Investment in financial assets at fair value through profit or loss	20	**(146)**	–
Disposal of financial assets at fair value through other comprehensive income	20	**500**	–
Deferred contingent consideration paid	26	**–**	(852)
Proceeds from disposal of International and DCF	13	**27,670**	–
Interest received		**1,232**	2,715
Net cash used in investing activities		**(4,253)**	(29,932)
Cash flows from financing activities			
Issue of ordinary shares		**146**	681
Purchase of shares in the share buyback programme		**(6,971)**	–
Payment of lease liabilities – Principal		**(2,678)**	(2,015)
Payment of lease liabilities – Interest		**(287)**	(171)
Purchase of own shares by Employee Benefit Trust		**(2,566)**	(2,150)
Dividends paid to shareholders	16	**(12,695)**	(12,094)
Net cash used in financing activities		**(25,051)**	(15,749)
Net decrease in cash and cash equivalents from continuing operations		**(4,568)**	(10,751)
Net cash flows from discontinued operations	13	**(6,249)**	2,128
Cash and cash equivalents at beginning of year		**44,732**	53,355
Cash and cash equivalents at end of year		**33,915**	44,732

1 The prior financial year has been restated to show the results of continuing operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

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

Notes to the consolidated financial statements

For the year ended 30 June 2025

1. General information

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

The Company's registration number is 04402058. The address of the registered office is 21 Lombard Street, London, EC3V 9AH, England.

2. Basis of preparation

The Group's consolidated financial statements for the year ended 30 June 2025 have been prepared in accordance with UK-adopted International Accounting Standards ("IAS") and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. These consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial instruments that are measured at fair value. The principal accounting policies adopted are set out below. Unless otherwise stated, they have been applied consistently to all periods presented in the financial statements.

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

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. For further details on the Group's going concern assessment, see the Viability statement on page 31 and Audit Committee report on pages 71 to 74. There have been no post balance sheet events that have materially impacted the Group's liquidity headroom and going concern assessment.

There has been an update to the results presented in the restated year ended 2024 result previously disclosed in the interim report and accounts for the six months ended 31 December 2024, which relates to a reclassification of the tax charge between discontinued and continuing operations. This has resulted in a decrease of £957,000 in the tax charge for continuing operations and a corresponding increase in the tax charge for discontinued operations. The profit after tax and earnings per share for respective continuing and discontinued operations have also been restated accordingly.

Basis of consolidation

The Group's financial statements are a consolidation of the financial statements of the Company and its subsidiaries.

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

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

The Group has interests in structured entities, with one consolidated structured entity being the Brooks Macdonald Group Employee Benefit Trust (note 32). The Group has interests in other structured entities as a result of contractual arrangements arising from the management of assets on behalf of its clients but are not consolidated as the Group does not commit to financially support its funds, nor guarantee repayment of any borrowings (note 34). The Group has disclosed all of its subsidiary undertakings in note 46 of the Company's Financial statements.

3. New standards, amendments to standards and interpretations adopted by the Group in the year

In the year ended 30 June 2025, the Group did not adopt any new standards or amendments issued by the International Accounting Standards Board ("IASB") or interpretations by the International Financial Reporting Standards Interpretations Committee ("IFRS IC") that have had a material impact on the consolidated financial statements.

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for the 30 June 2025 reporting periods and have not been early adopted by the Group.

Standard, amendment or interpretation	Effective date
Amendments to IAS 21 regarding lack of exchangeability	1 January 2025
Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards — Volume 11	1 January 2026
IFRS 18 Presentation and Disclosures in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

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

3. New standards, amendments to standards and interpretations adopted by the Group in the year continued

IFRS 18 Presentation and Disclosures in Financial Statements

IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in the financial statements. The standard aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of comprehensive income. IFRS 18 replaces IAS 1 Presentation of Financial Statements, although the standard is not yet endorsed by the UK Endorsement Board.

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

IFRS 19 Subsidiaries without Public Accountability: Disclosures

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

4. Material accounting policies

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

4(a) Critical accounting estimates and significant judgements

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

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

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

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

Intangible assets – client relationship contracts and goodwill impairment reviews

The Group has acquired client relationships and the associated investment management and financial advice contracts as part of business combinations, through separate purchase or with newly employed teams of fund managers, as described in note 17. In assessing the fair value of these assets, the Group has estimated their finite life based on information about the typical length of existing client relationships. Acquired client relationship contracts are amortised on a straight-line basis over their estimated useful lives, ranging from six to twenty years.

If the useful economic lives of the client relationship intangible assets held by the Group at 30 June 2025 were to reduce by two years, the estimated charge would have increased by £1,263,000.

Goodwill recognised as part of a business combination is not amortised but instead reviewed annually for impairment, or when a change in circumstances indicates that it might be impaired. The recoverable amounts of cash-generating units ("CGUs") are determined by value-in-use calculations, which require the use of estimates to derive the projected future cash flows attributable to each unit. Details of the more significant assumptions and sensitivity analysis are given in note 17.

In assessing the value of client relationships and the associated investment management and financial advice contracts and goodwill, the Group prepares forecasts for the cash flows acquired and discounts to a net present value. The key assumptions in these forecasts are the pre-tax discount rate and projected revenue growth. The pre-tax discount rate is adjusted from a post-tax discount rate derived from the Group's weighted average cost of capital ("WACC"), adjusted for any specific risks for the relevant CGU. The Group uses the capital asset pricing model ("CAPM") to estimate the WACC, which is calculated at the point of acquisition for a business combination, or the relevant reporting period date. Key inputs include the risk-free rate, market risk premium, the Group's adjusted beta with reference to beta data from peer-listed companies, small company premium and any risk-adjusted premium for the relevant CGU. Further details on discount rates used for each CGU are provided in note 17.

Deferred contingent consideration receivable and payable

Deferred contingent consideration arose during the year in connection with the Group's acquisition and disposal activities. These amounts represent portions of the transaction price that are payable or receivable at a future date, subject to the achievement of specific conditions or milestones. These typically include performance targets, client retention thresholds, or other contractual criteria agreed between the parties.

Deferred contingent consideration payable and receivable is measured at fair value and recognised within net finance income in the consolidated statement of comprehensive income in each reporting period.

4. Material accounting policies continued

The fair values of deferred contingent consideration at both the acquisition and disposal dates were determined using discounted cash flow models. These models incorporate management's expectations regarding the likelihood of meeting specified performance targets and client retention criteria, and apply an appropriate discount rate. The valuation of contingent consideration represents a critical accounting estimate due to the inherent uncertainty in forecasting future outcomes. Changes in expected future cash flows could materially impact the fair value measurement.

As at the reporting date, the Group reassessed the fair value of all deferred contingent consideration arrangements. For acquired businesses, if performance exceeds the forecasts by 10%, an additional charge of £0.2 million would be recognised in the statement of comprehensive income. Conversely, if performance is 10% below forecast, a gain of £0.4 million would be recognised. Similarly, for disposed businesses, if achievement of performance targets exceeds the forecasts by 5%, this would result in an additional gain of £3.2 million. While a 5% under performance versus those targets would lead to a charge of £4.8 million.

These valuations are subject to estimation and uncertainty, and actual outcomes may differ from those assumed, potentially resulting in material adjustments in future periods.

4(b) Discontinued operations

The Group completed the sale of its International operations, which comprised Brooks Macdonald Asset Management (International) Limited and its wholly-owned subsidiaries ("BMI"), on 21 February 2025. In accordance with IFRS 5 'Non-current assets held for sale and discontinued operations', the results of BMI have been reclassified as discontinued operations in these consolidated financial statements.

Additionally, Brooks Macdonald Asset Management Limited resigned as investment manager to the SVS Brooks Macdonald Defensive Capital Fund ("DCF") (subsequently renamed SVS RM Defensive Capital Fund) on 31 October 2024 and accordingly, the results have also been reclassified as discontinued operations in these consolidated financial statements.

Consistent with IFRS 5 requirements, profit after tax attributable to the discontinued operations in 2025 has been shown in a single line in the income statement with 2024 comparatives being restated accordingly and includes the gain from the disposal, with further analysis provided in note 13. Related notes have also been prepared on this basis.

IFRS 5 does not permit the comparative 30 June 2024 and 1 July 2023 statement of financial position to be re-presented, as BMI and DCF were not reclassified as held for sale at these dates.

Profit from the discontinued operations up to the date of disposal is presented in the consolidated statement of comprehensive income after the elimination of intragroup transactions within continuing operations. The statement of cash flows is presented for continuing operations only, excluding intragroup cash flows with the discontinued operations up to the date disposal. The cash flow from discontinued operations is presented in note 13.

4(c) Business combinations

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

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

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

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

Impairment

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

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

4. Material accounting policies continued

4(d) Revenue

Investment management fees

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

Fund management fees

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

Financial planning

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

Transactional income and foreign exchange trading

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

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

Interest income

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

4(e) Cash and cash equivalents

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

4(f) Share-based payments

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

The fair value of the services received is measured by reference to the fair value of the shares or share options on the grant date. Fair value is measured using the Black–Scholes model.

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

4(g) Segmental reporting

The Group determines and presents operating segments based on the information that is provided internally to the Group Board of Directors, which is the Group's chief operating decision maker.

4(h) Fiduciary activities

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

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

4(i) Property, plant and equipment

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

4. Material accounting policies continued

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

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

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

4(j) Intangible assets

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

Acquired client relationship contracts

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

Computer software

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

Goodwill

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

4(k) Financial investments

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

Fair value through profit or loss

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

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

Fair value through other comprehensive income

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

Financial assets at fair value through other comprehensive income relates to an investment in redeemable preference shares, which satisfy the definition above due to being held to collect contractual cash flows via an annual fixed preferential dividend.

Amortised cost

Financial instruments are classified as amortised cost if the asset is held to collect contractual cash flows and the asset's contractual cash flows represent solely payments of principal and interest. Disposals of instruments held at amortised cost are not part of regular business practice, however one-off instances may occur due to significant events, although they do not alter the existing business model, which remains focused on collecting contractual cash flows. In assessing whether the 'held to collect' model remains appropriate, management considers the frequency and volume of disposals in relation to the total portfolio and disposals are disclosed in the financial statements, including the rationale for the transaction.

4. Material accounting policies continued

4(l) Foreign currency translation

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

4(m) Retirement benefit costs

Contributions in respect of the Group's defined contribution pension scheme are charged to the consolidated statement of comprehensive income as they fall due.

4(n) Taxation

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

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

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

Deferred tax balances are presented on the consolidated statement of financial position as the net deferred tax balance by each jurisdiction the Group operates within. The gross deferred tax assets and liabilities are disclosed within the deferred tax in note 27.

4(o) Trade receivables

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

4(p) Right-of-use assets and lease liabilities

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

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

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

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

4(q) Trade payables

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

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

4(r) Employee Benefit Trust ("EBT")

The EBT is considered to be a structured entity, as defined in note 32. In substance, the activities of the trust are being conducted on behalf of the Group according to its specific business needs, to obtain benefits from its operation. On this basis, the assets held by the trust are consolidated into the Group's financial statements.

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

4(s) Share capital

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

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

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

4(t) Dividend distribution

The dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividend is authorised and no longer at the discretion of the Company. Final dividends are recognised when approved by the Company's shareholders at the Annual General Meeting and interim dividends are recognised when paid.

4(u) Other non-operating income

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

4(v) Changes in accounting policy

During the financial year, the Group revised its accounting policy for the presentation of equity entries arising from share-based payment transactions. Previously, the credit entry for share-based payment charges was recognised in the share-based payment reserve. Under the revised policy, the Group now recognises this credit directly in retained earnings. The change was made to better reflect the nature of the expense as part of the Group's accumulated profits and losses, and to align with common industry practice. The change in policy has been applied retrospectively in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. As a result, comparative figures have been restated, and an adjustment has been made to the opening balance of equity as at the beginning of the earliest comparative period.

5. Segmental information

During the financial year, the Group sold its International business ("BMI") and subsequently, this operating segment has been removed from the segmental reporting and reported within discontinued operations.

As a result, the Group has one reportable segment, consistent with the information that the Board of Directors, which is the Group's chief operating decision maker, uses internally for evaluating the performance of its Group, and is therefore not presenting a segmental analysis in accordance with IFRS 8 'Operating Segments'.

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

For the year ended 30 June 2025

6. Revenue

	2025 £'000	2024 restated[1] £'000
Investment management fees	**66,237**	67,825
Fund management fees	**6,598**	6,914
Financial planning income	**17,102**	8,182
Transactional income and foreign exchange trading fees	**14,022**	12,394
Interest income	**7,601**	11,367
Total revenue	**111,560**	106,682

1 The prior financial year has been restated to exclude the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

6(a) Geographic analysis

The Group's continuing operations are located in the United Kingdom; therefore all Group revenue is recognised in this jurisdiction. The Group's discontinued operations in relation to BMI are located in Jersey and Guernsey (refer to note 13).

6(b) Major clients

The Group is not reliant on any one client or group of connected clients for the generation of revenues.

7. Administrative costs

Administrative costs are recognised as the services are received. The largest component of the Group's administrative costs are employee costs as shown below. Other costs included in administrative costs are set out in note 9.

7(a) Employee costs

	2025 £'000	2024 restated[1] £'000
Wages and salaries	**40,420**	40,338
Social security costs	**5,300**	5,206
Other pension costs	**2,144**	1,801
Share-based payments	**1,379**	1,366
Redundancy costs	**1,792**	1,588
Total employee costs	**51,035**	50,299

1 The prior financial year has been restated to exclude the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

Employee costs include Directors' remuneration, the full details of which are included within the Remuneration Committee report on pages 78 to 94.

Pension costs relate entirely to a defined contribution scheme.

7(b) Average number of employees

The average number of persons employed by the Group during the financial year, including Directors, was as follows:

	2025 Number of employees	2024 restated[1] Number of employees
Business employees	**299**	257
Functional employees	**174**	156
Average number of persons employed	**473**	413

1 The prior financial year has been restated to exclude the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

8. Other (losses)/gains

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

	Note	2025 £'000	2024 £'000
(Loss)/gain in fair value of deferred contingent consideration payable	26	**(341)**	3
Gain on redemption of assets held at amortised cost		**25**	–
Gain in fair value of financial assets at fair value through profit or loss	20	**44**	80
Other (losses)/gains		**(272)**	83

9. Operating profit

Statutory profit is stated after charging for the following administrative costs:

	Note	2025 £'000	2024 restated[1] £'000
Employee costs	7	**51,035**	50,299
Acquisition and integration-related costs	15	**4,390**	175
Amortisation of client relationships		**3,997**	3,384
Amortisation of computer software		**2,294**	1,376
Move to LSE's Main Market costs	15	**1,926**	–
Auditors' remuneration (see below)		**1,783**	996
Depreciation of right-of-use assets		**1,661**	1,577
Financial Services Compensation Scheme levy (see below)		**1,114**	672
Depreciation of property, plant and equipment		**520**	567
Impairment of right-of-use assets		**411**	–

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

Financial Services Compensation Scheme levies

Administrative costs for the year ended 30 June 2025 include a charge of £1,114,000 (2024: £672,000) in respect of the Financial Services Compensation Scheme ("FSCS") levy, all of which is in respect of the estimated levy for the 2025/26 scheme year.

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

	2025 £'000	2024 restated[1] £'000
Fees payable to the Company's auditors for the audit of the consolidated Group and Parent Company financial statements	**610**	356
Fees payable to the Company's auditors and its associates for other services:		
– Audit of the Company's subsidiaries pursuant to legislation	**184**	177
– Audit-related assurance services	**530**	462
– Non-audit-related services	**458**	2
Total auditors' remuneration	**1,783**	996

1 The prior financial year has been restated to separate the impact of discontinued operations on auditors' remuneration of £314,000, consistent with the presentation in the current financial year. Refer to note 13 for details of the results from discontinued operations.

10. Finance income and finance costs

	Note	2025 £'000	2024 restated[1] £'000
Finance income			
Dividends on preference shares		**20**	28
Interest on assets held at amortised cost	20	**1,108**	198
Finance income on deferred contingent consideration receivable	21	**273**	–
Bank interest on deposits		**1,426**	2,299
Total finance income		**2,827**	2,525
Finance costs			
Finance cost of lease liabilities		**122**	153
Finance cost of deferred contingent consideration payable	26	**426**	13
Finance cost of retention liability		**49**	–
Total finance costs		**597**	166

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current period. Refer to note 13 for details of the results from discontinued operations.

11. Other non-operating income

Other non-operating income mainly relates to a refund of VAT received from HM Revenue and Customs ("HMRC"). During the financial year, the Group received confirmation from HMRC that the supply of certain Group services was exempt from VAT. As a result, the Group received a refund in respect of VAT arising on those services during the period from 1 January 2020 to 30 September 2024. This has been treated as non-operating income in view of its non-recurring nature and given it is outside the ordinary course of business.

12. Taxation from continuing operations

The current tax expense for the year ended 30 June 2025 was calculated based on the Corporation Tax rate of 25.0% (2024: 25.0%).

	2025 £'000	2024 restated[1] £'000
UK Corporation Tax	**6,670**	6,027
Under provision of current tax in prior years	**576**	202
Total current tax expense	**7,246**	6,229
Deferred tax credits	**(1,357)**	(1,705)
Under provision of deferred tax in prior years	**–**	(288)
Total income tax expense	**5,889**	4,236

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

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

Year ended 30 June 2024 restated[1]	Underlying profit £'000	Underlying profit adjustments £'000	Statutory profit £'000
Profit before taxation from continuing operations	30,302	(5,687)	24,615
Profit multiplied by the standard rate of tax in the UK of 25.0%	7,576	(1,422)	6,154
Tax effect of amounts that are not deductible/(taxable) in calculating taxable income:			
— Depreciation and amortisation	(361)	(47)	(408)
— Non-taxable income	(20)	–	(20)
— Disallowable expenses	166	–	166
— Share-based payments	(1,676)	106	(1,570)
— Under provision in prior years	(86)	–	(86)
Total income tax expense	5,599	(1,363)	4,236
Effective tax rate	18.5%	N/A	17.2%

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations. In addition, there has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

The statutory rate of Corporation Tax applied to the taxable profit for the year ended 30 June 2025 is 25.0% (year ended 30 June 2024: 25.0%). Deferred tax assets and liabilities are calculated at the rate that is expected to be in force when the temporary differences unwind.

13. Result from discontinued operations

13(a) Summary financials

On 21 February 2025, the Group completed the sale of BMI, which made up the Group's previously reported International segment. As a result, the BMI-related operations have been reclassified as discontinued operations in these consolidated financial statements in accordance with IFRS 5 'Non-current assets held for sale and discontinued operations'.

Additionally, on 31 October 2024, Brooks Macdonald Asset Management Limited resigned as investment manager to DCF (subsequently renamed SVS RM Defensive Capital Fund) and accordingly, the related revenue and expenses have also been reclassified as discontinued operations in the consolidated statement of comprehensive income.

	2025 £'000	2024 restated[1] £'000
(Loss)/profit from discontinued operations before tax	**(382)**	158
Taxation expense on discontinued operations	**(199)**	(926)
Gain/(loss) on disposal of International disposal group	**9,391**	(1,513)
Gain on disposal of DCF discontinued operations	**936**	–
Change in fair value of deferred consideration receivable	**(392)**	–
Goodwill impairment on discontinued operations	**–**	(11,641)
Result from discontinued operations	**9,354**	(13,922)

1 There has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

Cash flow statement of discontinued operations

The net cash flows generated by discontinued operations are as follows:

	2025 £'000	2024 £'000
Net cash flows from operating activities	**1,432**	1,963
Net cash flows from investing activities	**(25)**	516
Net cash flows from financing activities	**(254)**	(350)
Cash disposed of	**(7,402)**	–
Net cash flows from discontinued operations	**(6,249)**	2,129

13(b) International disposal group

Result

The results of discontinued operations for the International disposal group are shown below:

	2025 £'000	2024 restated1 £'000
Revenue	**11,859**	19,911
Administrative costs	**(12,563)**	(20,687)
Operating loss	**(704)**	(776)
Finance income	**283**	516
Finance costs	**(14)**	(39)
Loss before tax	**(435)**	(299)
Taxation credit/(expense)	**12**	(812)
Loss after tax	**(423)**	(1,111)
Gain/(loss) on disposal of International disposal group	**9,391**	(1,513)
Goodwill impairment on discontinued operations	**–**	(11,641)
Result from discontinued operations	**8,968**	(14,265)

1 There has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

In the prior financial year the Group recognised an impairment loss of £11,641,000 against the International CGU. This followed an impairment review triggered by macroeconomic pressures, market volatility, and client fund withdrawals.

Gain/(loss) on disposal

	2025 £'000	2024 £'000
Initial cash consideration	**27,147**	–
Fair value of deferred contingent consideration receivable	**13,649**	–
Amounts payable to buyer for employee retention	**(2,753)**	–
Total consideration	**38,043**	–
Net assets disposed	**(25,017)**	–
Costs to sell	**(3,635)**	(1,513)
Gain/(loss) on disposal of International disposal group	**9,391**	(1,513)

Notes to the consolidated financial statements continued

For the year ended 30 June 2025

13. Result from discontinued operations continued

On completion, the Group received initial cash consideration of £27,147,000. Deferred contingent consideration of up to £22,850,000 is receivable two years post-completion contingent on BMI reaching certain revenue targets on an actual and run-rate basis. On disposal, the estimated fair value of net deferred contingent consideration receivable was £13,649,000. The net assets disposed represent the net assets of BMI on the Group's balance sheet as at the completion date which includes client relationship intangible assets, goodwill and associated deferred tax liabilities attributable to BMI.

The costs to assist with the disposal of BMI relate to third-party consultancy spend and corporate advisory fees. £1,513,000 of these costs were incurred in the prior financial year, therefore the gain recognised in the current financial year excludes these costs.

This gain is presented within profit from discontinued operations in the consolidated statement of comprehensive income for the year ended 30 June 2025.

13(c) DCF

Result

The results of discontinued operations for DCF are shown below:

	2025 £'000	2024 restated[1] £'000
Revenue	**344**	1,669
Administrative costs	**(292)**	(1,223)
Operating profit	**52**	446
Net finance income	**1**	11
Profit before tax	**53**	457
Taxation	**(13)**	(114)
Profit after tax	**40**	343
Gain on disposal of DCF discontinued operations	**936**	–
Change in fair value of deferred contingent consideration	**(392)**	–
Taxation on gain on disposal of DCF discontinued operations	**(198)**	–
Result from discontinued operations	**386**	343

1 There has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

Gain on disposal

	£'000
Initial cash consideration received	**523**
Fair value of deferred contingent consideration receivable	**658**
Total consideration	**1,181**
Net assets disposed	**(245)**
Gain on disposal of DCF	**936**

Initial cash consideration of £523,000 was received on completion, and additional cash consideration will be receivable, contingent on funds under management meeting certain targets over a three-year period post disposal. On disposal, the estimated fair value of deferred contingent consideration receivable was £658,000. Net assets disposed is the goodwill previously recognised by the Group attributable to DCF.

This gain on disposal is presented within profit from discontinued operations in the consolidated statement of comprehensive income for the year ended 30 June 2025.

14. Business combinations

On 29 October 2024, the Group acquired CST Wealth Management Limited ("CST"), a chartered financial planning firm based in Wales with assets under advice of c.£170 million and c.500 clients. The acquisition consisted of acquiring 100% of the issued share capital of CST.

On 29 November 2024, the Group completed the acquisition of Lucas Fettes (Holdings) Limited and its wholly-owned subsidiary Lucas Fettes and Partners (Financial Services) Limited (together "Lucas Fettes"), a Norwich-based financial planning provider with assets under advice of c.£890 million and c.300 corporate and employee benefit clients. The acquisition consists of acquiring 100% of the issued share capital of Lucas Fettes.

On 31 January 2025, the Group completed the acquisition of LIFT-Financial Group Limited and LIFT-Invest Limited (together, "LIFT"). The acquisition brings additional assets under advice of c.£1.6 billion and c.1,350 clients made up of private individuals, predominantly in financial services and professional sports, families and corporate clients. In addition to wealth management, LIFT offers mortgage and insurance services. The acquisition consists of acquiring 100% of the issued share capital of LIFT.

14. Business combinations continued

All three acquisitions were primarily funded through the Group's existing financial resources with a small portion of the purchase consideration settled via the issuance of ordinary shares. The acquisitions align with the Group's strategy to expand its client reach and accelerate growth in financial planning. The acquired businesses have been integrated into the Group's financial planning business and will enhance its existing financial planning capability. They bring a strong presence in geographical areas where there is opportunity to grow and complement those previously and newly acquired businesses.

The acquisitions have been accounted for using the acquisition method and details of the purchase consideration are as follows:

	Notes	CST £'000	Lucas Fettes £'000	LIFT £'000	Total £'000
Initial cash consideration		1,250	4,294	30,131	35,675
Initial share consideration	i	500	206	–	706
Cash consideration for excess net assets	ii	1,472	1,382	–	2,854
Deferred contingent consideration at fair value	iii	1,378	4,281	8,899	14,558
Total purchase consideration		4,600	10,163	39,030	53,793

i. The Group issued 42,673 ordinary shares to the previous shareholders at a price of £16.41 and £16.61 per share. The number of shares issued was based on the average 5-day mid-market share price at the completion date to provide the equivalent consideration value of £706,000.

ii. In accordance with the relevant sales purchase agreement ("SPA"), the Group was required to pay the difference between the available capital and the required regulatory capital.

iii. The total estimated fair value of deferred contingent cash consideration at the respective acquisition dates was £14,558,000, with deferred payments due to be made at either one or two years post-acquisition contingent on targets relating to client attrition and the underlying profitability of the acquired businesses. The maximum undiscounted deferred contingent consideration payable is £21,250,000.

14(a) Net assets acquired through business combinations

	CST £'000	Lucas Fettes £'000	LIFT £'000	Total £'000
Tangible fixed assets	–	29	53	82
Trade and other receivables	463	1,635	177	2,275
Cash at bank	1,299	894	2,185	4,378
Trade and other payables	(10)	(568)	(488)	(1,066)
Provisions	–	–	(375)	(375)
Corporation tax (payable)/receivable	(158)	180	(422)	(400)
Total net assets recognised by acquired companies	1,594	2,170	1,130	4,894
Fair value adjustments:				
Client relationship contracts	1,764	5,512	15,701	22,977
Deferred tax liabilities	(441)	(1,378)	(3,925)	(5,744)
Net identifiable assets	2,917	6,304	12,906	22,127
Goodwill	1,683	3,859	26,124	31,666
Total purchase consideration	4,600	10,163	39,030	53,793

The trade and other receivables were recognised at their fair value, being the gross contractual amounts, deemed fully recoverable.

Client relationship intangible assets of £22,977,000 were recognised on acquisition in respect of the expected cash inflows and economic benefit from the acquired business. An associated deferred tax liability of £5,744,000 was recognised in relation to the expected cash inflows on the acquired client relationship intangible asset. Goodwill of £31,666,000 was recognised on acquisition in respect of the expected growth in the acquired businesses and associated cash inflows. The fair value of the assets acquired were the gross contractual amounts and were all considered to be fully recoverable. The fair value of the identifiable assets and liabilities acquired, at the dates of acquisition, are detailed above.

Notes to the consolidated financial statements continued

For the year ended 30 June 2025

14. Business combinations continued

14(b) Acquisition impact on reported results

In the period from acquisition to 30 June 2025, the consolidated statement of comprehensive income included revenue of £9,025,000 and statutory profit before tax of £2,797,000 from the acquired entities. Had the acquired entities been consolidated from 1 July 2024, the consolidated statement of comprehensive income would have included revenue of £19,188,000 and statutory profit before tax of £5,035,000.

14(c) Net cash outflow resulting from business combinations

	CST £'000	Lucas Fettes £'000	LIFT £'000	Total £'000
Total purchase consideration	**4,600**	**10,163**	**39,030**	**53,793**
Less shares issued as consideration	**(500)**	**(206)**	**–**	**(706)**
Less deferred cash contingent consideration at fair value	**(1,378)**	**(4,282)**	**(8,899)**	**(14,559)**
Cash paid for acquired businesses	**2,722**	**5,675**	**30,131**	**38,528**
Less cash held by acquired entities	**(1,299)**	**(894)**	**(2,185)**	**(4,378)**
Net cash outflow – investing activities	**1,423**	**4,781**	**27,946**	**34,150**

15. Earnings per share

The Board of Directors considers that underlying earnings per share provides an appropriate reflection of the Group's performance in the financial year. Underlying earnings per share are calculated based on 'underlying earnings', which is defined as earnings after underlying adjustments listed below. The tax effect of these adjustments has also been considered. Underlying earnings is an alternative performance measure ("APM") used by the Group. Refer to page 162 for a glossary of the Group's APMs, their definition and criteria for how underlying adjustments are considered.

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

	Note	2025 £'000	2024 restated[1] £'000
Earnings from continuing operations		**11,630**	20,379
Earnings/(loss) from discontinued operations	13	**9,354**	(13,922)
Earnings after tax attributable to ordinary shareholders		**20,984**	6,457
Acquisition and integration related costs		**4,390**	433
Amortisation of acquired client relationships		**3,997**	3,383
Organisational restructure		**2,084**	2,129
Move to LSE's Main Market costs		**1,926**	–
Head office relocation		**1,278**	–
Other non-operating items		**(2,289)**	(258)
Tax impact of underlying profit adjustments	12	**(1,770)**	(1,362)
Less (earnings)/loss from discontinued operations	13	**(9,354)**	13,922
Underlying earnings attributable to ordinary shareholders from continuing operations		**21,246**	24,704

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations. In addition, there has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

Other non-operating items primarily relates to a refund from HMRC (£3.1 million) in respect of VAT arising on the Group's AIM Portfolio Services as it was confirmed this was exempt from VAT, covering the period from 1 October 2019 to 30 September 2024. This is partially offset by legacy legal costs (£0.3 million) and strategy-related review costs conducted as a result of the significant business change following the acquisitions and BMI disposal (£0.5 million). These items are excluded from underlying results in view of their non-recurring nature.

15. Earnings per share continued

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

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

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

	2025 Number of shares	2024 Number of shares
Weighted average number of shares in issue	**16,160,786**	16,098,412
Effect of dilutive potential shares issuable on exercise of employee share options	**135,256**	275,450
Diluted weighted average number of shares in issue	**16,296,042**	16,373,862

	2025 p	2024 restated[1] p
Based on reported earnings:		
Basic earnings per share from continuing operations	**72.0**	126.6
Basic earnings/(loss) per share from discontinued operations	**57.9**	(86.5)
Total statutory basic earnings per share	**129.9**	40.1
Diluted earnings per share from continuing operations	**71.4**	124.5
Diluted earnings/(loss) per share from discontinued operations	**57.4**	(85.0)
Total statutory diluted earnings per share	**128.8**	39.5
Based on underlying earnings from continuing operations:		
Basic underlying earnings per share	**131.5**	153.5
Diluted underlying earnings per share	**130.4**	150.9

1 The prior financial year has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations. In addition, there has been an update to the results presented in the restated comparative period previously disclosed in the interim report and accounts for the six months ended 31 December 2024. Refer to note 2 for further details.

16. Dividends

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

	2025 £'000	2024 £'000
Final dividend paid for the year ended 30 June 2024 of 49.0p (2023: 47.0p) per share	**7,872**	7,467
Interim dividend paid for the year ended 30 June 2025 of 30.0p (2024: 29.0p) per share	**4,823**	4,627
Total dividends	**12,695**	12,094

The interim dividend of 30.0p (2024: 29.0p) per share was paid on 11 April 2025.

A final dividend for the year ended 30 June 2025 of 51.0p (2024: 49.0p) per share was declared by the Board of Directors on 3 September 2025 and is subject to approval by the shareholders at the Company's Annual General Meeting. It will be paid on 4 November 2025 to shareholders who are on the register at the close of business on 19 September 2025. Based on the current number of shares in issue at the date of signing this report, and excluding own shares held, the total amount payable for the final dividend would be £7.9 million.

17. Intangible assets

	Goodwill £'000	Computer software and system development costs £'000	Client relationship contracts £'000	Total £'000
Cost				
At 30 June 2023	64,373	8,830	76,098	149,301
Additions	–	1,734	–	1,734
At 30 June 2024	**64,373**	**10,564**	**76,098**	**151,035**
Additions	**31,667**	**7,491**	**22,977**	**62,135**
Disposals	**(249)**	**–**	**–**	**(249)**
Disposal of subsidiary	**(21,243)**	**–**	**(29,930)**	**(51,173)**
At 30 June 2025	**74,548**	**18,055**	**69,145**	**161,748**
Accumulated amortisation and impairment				
At 30 June 2023	11,213	359	37,147	48,719
Amortisation charge	–	1,603	5,848	7,451
Impairment	11,641	–	–	11,641
At 30 June 2024	**22,854**	**1,962**	**42,995**	**67,811**
Amortisation charge	**–**	**2,480**	**5,863**	**8,343**
Disposal of subsidiary	**(11,641)**	**–**	**(22,230)**	**(33,871)**
At 30 June 2025	**11,213**	**4,442**	**26,628**	**42,283**
Net book value				
At 30 June 2023	53,160	8,471	38,951	100,582
At 30 June 2024	41,519	8,602	33,103	83,224
At 30 June 2025	**63,335**	**13,613**	**42,517**	**119,465**

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

17(a) Goodwill

Goodwill acquired through business combinations is allocated to the respective CGUs that benefit from the acquisition. Impairment reviews are conducted annually to assess the recoverability of goodwill. As of 30 June 2025, the impairment assessments determined that no goodwill impairment is required for the CGUs within the Group.

Carrying amount of goodwill by CGU

CGU	2025 £'000	2024 £'000
LIFT	**26,124**	–
Cornelian	**15,863**	16,111
Adroit	**8,541**	8,541
Integrity	**3,945**	3,945
Lucas Fettes	**3,859**	–
Funds	**3,320**	3,320
CST	**1,683**	–
International	**–**	9,602
Total goodwill	**63,335**	41,519

During the year ended 30 June 2025, goodwill was acquired through the acquisitions of CST, Lucas Fettes and LIFT (note 14). Conversely, goodwill related to the disposals of the DCF (which was part of the Braemar acquisition) and International CGUs were derecognised (note 13).

Impairment assessment method and key assumptions

The recoverable amount of each CGU is estimated using value-in-use calculations based on five-year cash flow projections, derived from the most recent budgets and forecasts approved by subsidiary boards. These cash flows are extrapolated using a long-term growth rate of 2%, reflective of historical performance, management strategies and prevailing economic conditions. The key judgements and estimates use in the impairment calculations are the pre-tax discount rates and annual revenue growth. These are set out in the table below and reflect market conditions and specific business risks of the CGU.

17. Intangible assets continued

CGU	Pre-tax discount rate	Annual revenue growth
LIFT	11%	7%-8%
Cornelian	12% (2024: 13%)	8%-10% (2024: 8%-9%)
Adroit	12% (2024: 14%)	9%-10% (2024: 9%-15%)
Integrity	14% (2024: 14%)	16%-28% (2024: 8%-13%)
Lucas Fettes	13%	9%-10%
Funds	14% (2024: 15%)	(4)%-0% (2024: 2%-9%)
CST	12%	9%-10%

All CGUs with goodwill showed surplus recoverable amounts over carrying amounts in the impairment assessments as of 30 June 2025. No significant changes to assumptions of CGU-specific risks necessitate further disclosure.

Sensitivity analysis: reasonably possible changes to assumptions

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

CGU	Change in pre-tax discount rate	Change in revenue growth rate
LIFT	Increase to 14%	Reduction to (2)%-(1)%
Cornelian	Increase to 14%	Reduction to 1%-3%
Adroit	Increase to 15%	Reduction to 1%-2%
Integrity	Increase to 22%	Reduction to 0%-12%
Lucas Fettes	Increase to 16%	Reduction to 4%-5%
Funds	*	*
CST	*	*

* There are no reasonably possible changes to assumptions that would result in an impairment.

17(b) Computer software

Internally developed software is amortised on a straight-line basis over a lifespan of approximately four years, subject to specific project adjustments based on size and usability.

17c) Acquired client relationship contracts

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

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

18. Property, plant and equipment

	Leasehold improvements £'000	Fixtures, fittings and office equipment £'000	IT equipment £'000	Total £'000
Cost				
At 1 July 2023	3,146	642	966	4,754
Additions	13	47	23	83
Disposals	(11)	(3)	(3)	(17)
At 30 June 2024	**3,148**	**686**	**986**	**4,820**
Additions	**2,617**	**183**	**477**	**3,277**
Disposals	**–**	**(7)**	**–**	**(7)**
Disposal of subsidiary	**(730)**	**(151)**	**(146)**	**(1,027)**
At 30 June 2025	**5,035**	**711**	**1,317**	**7,063**
Accumulated depreciation				
At 1 July 2023	1,647	442	542	2,631
Depreciation charge	571	95	190	856
Depreciation on disposals	(11)	(3)	(3)	(17)
At 30 June 2024	**2,207**	**534**	**729**	**3,470**
Additions	**51**	**144**	**138**	**333**
Depreciation charge	**384**	**84**	**178**	**646**
Disposal of subsidiary	**(566)**	**(105)**	**(133)**	**(804)**
At 30 June 2025	**2,076**	**657**	**912**	**3,645**
Net book value				
At 30 June 2023	1,499	200	424	2,123
At 30 June 2024	941	152	257	1,350
At 30 June 2025	**2,959**	**54**	**405**	**3,418**

19. Right-of-use assets

	Cars £'000	Property £'000	Total £'000
Cost			
At 1 July 2023	798	10,138	10,936
Additions	174	1,125	1,299
Adjustment on change of lease terms	(91)	(315)	(406)
At 30 June 2024	**881**	**10,948**	**11,829**
Additions	**52**	**12,423**	**12,475**
Adjustment on change of lease terms	**–**	**(2)**	**(2)**
Disposal of subsidiary	**–**	**(1,970)**	**(1,970)**
At 30 June 2025	**933**	**21,399**	**22,332**
Accumulated depreciation and impairment			
At 1 July 2023	195	6,412	6,607
Depreciation charge	210	1,929	2,139
Adjustment on change of lease terms	50	(192)	(142)
At 30 June 2024	**455**	**8,149**	**8,604**
Depreciation charge	**192**	**2,093**	**2,285**
Adjustment on change of lease terms	**51**	**–**	**51**
Disposal of subsidiary	**–**	**(1,809)**	**(1,809)**
Impairment	**–**	**411**	**411**
At 30 June 2025	**698**	**8,844**	**9,542**
Net book value			
At 30 June 2023	603	3,726	4,329
At 30 June 2024	426	2,799	3,225
At 30 June 2025	**235**	**12,555**	**12,790**

The Group offers a car leasing arrangement to provide a salary sacrifice car leasing scheme for employees. Each vehicle leased to individual employees creates a separate right-of-use asset and lease liability measured at present value of the remaining lease payments, discounted using the lessee's estimated incremental borrowing rate (see note 24).

The property additions relate to two new leases that commenced during the financial year.

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

20. Financial assets and liabilities

Financial assets and liabilities comprise the following:

Financial assets	2025 £'000	2024 £'000
Financial assets at fair value through other comprehensive income	**–**	500
Financial assets measured at amortised cost	**56,243**	78,089
Financial assets held at amortised cost	19,925	29,963
Cash and cash equivalents (note 23)	33,915	44,731
Trade and other receivable (note 22)	2,403	3,395
Financial assets at fair value through profit and loss	**15,283**	905
Financial assets held at fair value through profit and loss	1,095	905
Deferred contingent consideration receivable (note 21)	14,188	–
Total financial assets	**71,526**	79,494

Financial liabilities	2025 £'000	2024 £'000
Financial assets measured at amortised cost	**7,959**	3,728
Trade payables (note 29)	7,959	3,728
Financial liabilities measured at fair value through profit and loss	**16,105**	–
Deferred contingent consideration payable (note 26)	16,105	–
Total financial liabilities	**24,064**	3,728

20(a) Financial assets held at amortised cost

	2025 £'000	2024 £'000
At 1 July	**29,963**	–
Additions	**–**	29,978
Disposals	**(9,959)**	–
Interest income under EIR method	**1,108**	197
Contractual coupons received	**(1,187)**	(212)
At 30 June	**19,925**	29,963

The Group holds UK Government Investment Loan and Treasury Stock ("Gilts"). The Gilts carry coupon rates ranging from 1.5%-4.5% per annum and have maturity dates ranging from 2026-2028. The Group partially disposed of its Gilts holding to meet a short-term liquidity requirement to fund the acquisition of LIFT. Refer to note 4(k) for further detail on the accounting treatment of financial assets held at amortised cost.

20. Financial assets and liabilities continued

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

	2025 £'000	2024 £'000
At 1 July	**500**	500
Disposal	**(500)**	–
At 30 June	**–**	500

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

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

	2025 £'000	2024 £'000
At 1 July	**905**	825
Additions	**14,453**	–
Changes in fair value	**(75)**	80
At 30 June	**15,283**	905

Included in financial assets at fair value through profit and loss are amounts related to deferred contingent consideration receivable of £14,188,000 (see note 21 for further details).

The Group holds 500,000 shares in five of the SVS Cornelian Risk Managed Passive Funds. During the year ended 30 June 2025, the Group recognised a gain on these investments of £25,000. The Group's holding in the SVS Cornelian Risk Managed Passive Funds at 30 June 2025 was £676,000.

The Group previously invested £215,000 in the Blueprint Multi Asset Fund range across the various models within the fund range. During the year ended 30 June 2025, the Group recognised a gain on these investments of £14,000. The Group's holding in the Blueprint Multi Asset Fund range at 30 June 2025 was £268,000. Within the year, the Group invested an additional £135,000 in the MPS Fund and £11,000 in the Cornelian J Class fund range. These investments generated a combined gain of £5,000. As of year-end, the Group's total holdings across these fund ranges amounted to £151,000.

20(d) Levelling analysis

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

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

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets				
At 1 July 2024	**905**	**–**	**500**	**1,405**
Additions	**146**	**–**	**14,307**	**14,453**
Net changes in fair value	**44**	**–**	**(392)**	**(348)**
Finance income on deferred contingent consideration receivable	**–**	**–**	**273**	**273**
Disposals	**–**	**–**	**(500)**	**(500)**
At 30 June 2025	**1,095**	**–**	**14,188**	**15,283**

Level 3 financial assets include an addition for deferred contingent consideration receivable, which due to materiality is separately disclosed on the consolidated statement of financial position. Disposals during the period relate to unlisted preference shares, which are valued using a perpetuity income model, based upon the preference dividend cash flows. The fair value of the assets was not deemed to be impacted by changes in the unobservable inputs as the dividend cash flows were contractual.

20. Financial assets and liabilities continued

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial liabilities				
At 1 July 2024	–	–	–	–
Additions	–	–	**15,338**	**15,338**
Finance cost of deferred contingent consideration payable	–	–	**426**	**426**
Net changes in fair value	–	–	**341**	**341**
At 30 June 2025	–	–	**16,105**	**16,105**

Level 3 financial liabilities relate to deferred contingent consideration payable, valued using the net present value of the expected future amounts payable. The key inputs are management-approved forecasts and expectations against the criteria of the deferred contingent consideration to set expectations of future amounts payable. The deferred contingent consideration is reviewed and revalued at regular intervals over the deferred contingent consideration period (refer to note 26). The fair value is sensitive to the change in management-approved forecasts, which relate to revenue and AUM projections for future periods, however, at each reporting date, the relevant management approved forecasts are deemed to be the most accurate and relevant input to the fair value measurement.

21. Deferred contingent consideration receivable

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

	2025 £'000	2024 £'000
At 1 July	–	–
Additions	**14,307**	–
Finance income on deferred contingent consideration receivable	**273**	–
Fair value adjustments	**(392)**	–
At 30 June	**14,188**	–
Analysed as:		
Amounts falling due within one year	**289**	–
Amounts falling due after more than one year	**13,899**	–
Total deferred contingent consideration receivable	**14,188**	–

During the financial year, the Group resigned as investment manager to the SVS Brooks Macdonald Defensive Capital Fund ("DCF") (subsequently renamed SVS RM Defensive Capital Fund). The resignation was subject to an SPA and under the terms of the SPA, the Group are entitled to deferred contingent consideration receivable based on funds under management meeting certain targets over a three-year period post disposal. On disposal, the estimated fair value of deferred contingent consideration receivable was £658,000. As at 30 June 2025, the fair value of deferred contingent consideration receivable for the DCF disposal was £289,000.

Additionally, the Group sold BMI and its wholly-owned subsidiaries, which made up the Group's previously reported International segment. Part of the consideration is deferred based on the disposal group revenue levels measured over a one-year period commencing 12 months post disposal, and payable two years post completion. On disposal, the estimated fair value of deferred contingent consideration receivable was £13,649,000. As at 30 June 2025, the fair value of deferred contingent consideration receivable for the sale of BMI was £13,899,000.

22. Trade and other receivables

	2025 £'000	2024 £'000
Trade receivables	**832**	2,899
Other receivables	**1,571**	496
Prepayments and accrued income	**23,478**	25,666
Total trade and other receivables	**25,881**	29,061

Expected credit losses are immaterial in relation to trade receivables; refer to note 34 for details on the credit risk assessment. Accrued income includes portfolio management fee income for the final quarter, outstanding at the consolidated statement of financial position date.

23. Cash and cash equivalents

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

Cash and cash equivalents also includes amounts held in money market funds and deposit accounts with a maturity of three months or less. The purpose of these holdings is to meet short-term cash requirements rather than for underlying investment purposes and are subject to insignificant risk of changes in value.

24. Lease liabilities

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

	Cars £'000	Property £'000	Total £'000
At 1 July 2023	611	4,530	5,141
Additions	174	1,157	1,331
Adjustment on change of lease terms	(142)	(175)	(317)
Payments made	(225)	(2,311)	(2,536)
Finance cost of lease liabilities	21	174	195
At 30 June 2024	**439**	**3,375**	**3,814**
Additions	**52**	**14,204**	**14,256**
Adjustment on change of lease terms	**(57)**	**3**	**(54)**
Payments made	**(203)**	**(3,016)**	**(3,219)**
Finance cost of lease liabilities	**15**	**280**	**295**
Disposal of subsidiary	**–**	**(174)**	**(174)**
At 30 June 2025	**246**	**14,672**	**14,918**

	2025 £'000	2024 £'000
Analysed as:		
Amounts falling due within one year	**700**	2,169
Amounts falling due after more than one year	**14,218**	1,645
Total lease liabilities	**14,918**	3,814

	2025 £'000	2024 £'000
Maturity analysis – undiscounted:		
Within one year	**1,561**	2,054
One to five years	**10,454**	1,445
More than five years	**7,568**	–
Total lease liabilities – undiscounted	**19,583**	3,499

Reconciliation of lease liability to changes in cash flows

The payments made included in the table above include lease payments of £254,000 (2024: £350,000) relating to leases attributable to discontinued operations up until the date of disposal.

The Group offers a car leasing arrangement to provide a salary sacrifice car leasing scheme for employees. Each vehicle leased to individual employees creates a separate right-of-use asset (note 19) and lease liability measured at present value of the remaining lease payments, discounted using the lessee's estimated incremental borrowing rate.

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

During the financial year, the Group recognised a new lease liability of £12,973,000 in relation to its new London head office. Further details of the lease are disclosed in note 19.

25. Provisions

	Client compensation £'000	FSCS levy £'000	Leasehold dilapidations £'000	Other provisions £'000	Total £'000
At 1 July 2023	250	167	625	280	1,322
Charge to the consolidated statement of comprehensive income	640	691	83	–	1,414
Utilised during the year	(295)	(167)	(268)	–	(730)
At 30 June 2024	**595**	**691**	**440**	**280**	**2,006**
Charge to the consolidated statement of comprehensive income	**15**	**817**	**466**	**236**	**1,534**
Utilised during the year	**(275)**	**(691)**	**–**	**(280)**	**(1,246)**
Additions	**–**	**–**	**–**	**375**	**375**
Disposals	**–**	**–**	**(6)**	**–**	**(6)**
At 30 June 2025	**335**	**817**	**900**	**611**	**2,663**

	2025 £'000	2024 £'000
Analysed as:		
Amounts falling due within one year	**1,890**	1,628
Amounts falling due after more than one year	**773**	378
Total provisions	**2,663**	2,006

25. Provisions continued

25(a) Client compensation

Client compensation provisions relate to the potential liability arising from client complaints against the Group. Complaints are assessed on a case-by-case basis and provisions for compensation are made when they meet the recognition criteria. The amount recognised within provisions for client compensation represents management's best estimate of the potential liability. The timing of the corresponding outflows is uncertain as these are made as and when claims arise.

25(b) FSCS levy

Following confirmation by the FSCS in July 2025 of its final industry levy for the 2025/26 scheme year, the Group has made a provision of £817,000 (2024: £691,000) for its estimated share.

25(c) Leasehold dilapidations

Leasehold dilapidations relate to dilapidation provisions expected to arise on leasehold premises held by the Group, and monies due under the contract with the assignee of leases on the Group's leased properties.

25(d) Other provisions

Other provisions include tax-related items arising from voluntary disclosures made by the Group to HMRC, following an input VAT review conducted during a prior financial year.

26. Deferred contingent consideration payable

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

	2025 £'000	2024 £'000
At 1 July	–	1,467
Additions	15,338	–
Finance cost of deferred contingent consideration	426	13
Fair value adjustments	341	(3)
Payments made during the year	–	(852)
Share issues as consideration	–	(625)
At 30 June	**16,105**	–

	2025 £'000	2024 £'000
Analysed as:		
Amounts falling due within one year	14,176	–
Amounts falling due after more than one year	1,929	–
Total deferred contingent consideration payable	**16,105**	–

During the financial year, the Group completed three acquisitions of CST, Lucas Fettes and LIFT (refer to note 14). Part of the consideration amounts payable are deferred over one and two-year periods. The deferred amount is based on client attrition levels and business profitability over the deferral period. The estimated fair value of the deferred contingent consideration at acquisition was £14,558,000. During the period from acquisition to 30 June 2025, the Group recognised a finance cost of £398,000 and a fair value adjustment of £342,000 on the amount payable.

Also, during the year, the Company acquired a portfolio of financial advice clients. Part of the consideration amount, £779,000, is deferred over a year. The Company recognised a finance cost of £27,000 and £81,000 fair value increase in the deferred contingent amount.

Deferred contingent consideration is classified as Level 3 within the fair value hierarchy, as defined in note 20.

27. Net deferred tax liabilities

An analysis of the Group's deferred assets and deferred tax liabilities is shown below: The gross movement on the deferred income tax account during the financial year was as follows:

	Note	2025 £'000	2024 £'000
At 1 July		**(5,394)**	(6,033)
Liability on acquisition of client relationship intangible assets	14	**(5,744)**	–
Credit to the consolidated statement of comprehensive income		**1,357**	1,574
Charge recognised in equity		**(346)**	(935)
Disposal of subsidiary		**964**	–
At 30 June		**(9,163)**	(5,394)

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

	Share-based payments £'000	Trading losses carried forward £'000	Dilapidations £'000	Accelerated capital allowances £'000	Total £'000
Deferred tax assets					
At 1 July 2023	2,333	363	119	164	2,979
Credit to the consolidated statement of comprehensive income	503	(216)	(7)	(71)	209
Charge to equity	(935)	–	–	–	(935)
At 30 June 2024	**1,901**	**147**	**112**	**93**	**2,253**
Disposal of subsidiary		**(147)**	**(4)**	**3**	**(148)**
Credit to the consolidated statement of comprehensive income	**2**	**–**	**117**	**106**	**225**
Charge to equity	**(346)**	**–**	**–**	**–**	**(346)**
At 30 June 2025	**1,557**	**–**	**225**	**202**	**1,984**

	2025 £'000	2024 £'000
Deferred tax assets		
Deferred tax assets to be settled within one year	**947**	1,192
Deferred tax assets to be settled after more than one year	**1,037**	1,061
Total deferred tax assets	**1,984**	2,253

The carrying amount of the deferred tax asset is reviewed at each reporting date and is only recognised to the extent that it is probable that future taxable profits of the Group will allow the asset to be recovered. There is an amount of unrecognised deferred tax in relation to capital losses carried forward at 30 June 2025 of £859,000. A deferred tax asset is not recognised in these consolidated financial statements, nor the Parent Company financial statements, on the basis that it is not probable that capital gains will be available against which capital losses can be offset.

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

	Accelerated capital allowances on research and development £'000	Intangible asset amortisation £'000	Total £'000
Deferred tax liabilities			
At 1 July 2023	856	8,156	9,012
Credit to the consolidated statement of comprehensive income	62	(1,427)	(1,365)
At 30 June 2024	**918**	**6,729**	**7,647**
Disposal of subsidiary	**(5)**	**(1,106)**	**(1,111)**
Acquisition of subsidiaries	**–**	**5,744**	**5,744**
Charge/(credit) to the consolidated statement of comprehensive income	**75**	**(1,208)**	**(1,133)**
At 30 June 2025	**988**	**10,159**	**11,147**

	2025 £'000	2024 £'000
Deferred tax liabilities		
Deferred tax liabilities to be settled within one year	**1,185**	1,006
Deferred tax liabilities to be settled after more than one year	**9,962**	6,641
Total deferred tax liabilities	**11,147**	7,647

28. Other non-current liabilities

	2025 £'000	2024 £'000
At 1 July	**587**	783
National insurance liability in respect of share option awards	**392**	128
Liability in respect of retention payments to ex-BMI employees	**456**	–
Transfer to current liabilities	**(391)**	(324)
At 30 June	**1,044**	587

Other non-current liabilities include employer's National Insurance contributions arising from share option awards under the Long-Term Incentive Scheme ("LTIS") and Long-Term Incentive Plan ("LTIP") schemes. During the financial year, a liability was recognised of £392,000 (2024: £128,000) in respect of awards granted during the financial year, which are expected to vest in the future. During the financial year, an amount of £391,000 (2024: £324,000) was transferred to current liabilities, reflecting awards that are expected to vest within the next 12 months. At 30 June 2025, the non-current liability for employer's National Insurance contributions arising from share option awards under the LTIS and LTIP schemes was £588,000 (2024: £587,000).

29. Trade and other payables

	2025 £'000	2024 £'000
Trade payables	**7,959**	3,728
Other taxes and social security	**1,763**	2,767
Other payables	**2,295**	–
Accruals and deferred income	**19,277**	21,394
Total trade and other payables	**31,294**	27,889

Included within accruals and deferred income is an accrual of £391,000 (2024: £324,000) in respect of employer's National Insurance contributions arising from share option awards under the LTIS. Other payables includes the current portion of the liability in respect of retention payments to ex-BMI employees.

30. Share capital and share premium account

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

	Number of shares	Exercise price £	Share capital £'000	Share premium account £'000	Total £'000
At 1 July 2023	16,399,663		164	81,830	81,994
Shares issued:					
• on exercise of options	8,554	13.81 – 17.25	–	135	135
• to SAYE Scheme	35,488	11.72 – 19.88	1	545	546
• of consideration for business combinations	28,748	19.00 – 21.74	–	625	625
At 30 June 2024	**16,472,453**		**165**	**83,135**	**83,300**
Shares issued:					
• on exercise of options	**699**	**17.70**	**–**	**16**	**16**
• to SAYE Scheme	**4,714**	**14.34 – 19.88**	**–**	**130**	**130**
• of consideration for business combinations	**42,673**	**16.41 – 16.61**	**–**	**706**	**706**
Shares cancelled on buybacks	**(464,000)**	**–**	**(5)**	**–**	**(5)**
At 30 June 2025	**16,056,539**	**–**	**160**	**83,987**	**84,147**

The total number of ordinary shares issued and fully paid at 30 June 2025 was 16,056,539 (2024: 16,472,453) with a par value of 1p per share.

There was £852,000 of share capital issued on exercise of options as well as to Employee Save As You Earn ("SAYE") Scheme members and as consideration for acquisitions in the year ended 30 June 2025 (2024: £1,306,000).

On 28 January 2025, the Group announced the commencement of a share buyback programme in respect of its shares having an aggregate value of up to £10 million. The shares are being purchased in the open market and upon cancellation, the par value is transferred from the share capital to the capital redemption reserve (within other reserves, refer to note 31).

During the period from announcement to 30 June 2025, the Group has repurchased 464,000 shares for a total consideration of £6,970,000. The par value of share capital of £4,640 for these repurchases has transferred to the capital redemption reserve and the remaining amounts have reduced retained earnings by £6,966,000. At the date of signing this report, a further 74,000 shares were purchased and cancelled, for additional total consideration of £1,178,000. The Board will continue to deploy the remainder of the £10 million buyback in due course.

30. Share capital and share premium account continued

Employee Benefit Trust

The Group established an Employee Benefit Trust ("EBT") on 3 December 2010 to acquire ordinary shares in the Company to satisfy awards under the Group's LTIS; see note 32. At 30 June 2025, the EBT held 437,374 (2024: 421,938) 1p ordinary shares in the Company, acquired for a total consideration of £21,650,000 (2024: £19,100,000) with a market value of £7,457,000 at 30 June 2025 (2024: £8,228,000). These shares are classified as treasury shares in the consolidated statement of financial position, their cost being deducted from retained earnings within shareholders' equity.

31. Retained earnings and other reserves

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

	2025 £'000	2024 £'000
At 1 July	**68,843**	75,158
Total comprehensive income	**20,984**	6,457
Share-based payments	**2,856**	2,407
Tax on share options	**(346)**	(935)
Purchase of own shares by Employee Benefit Trust	**(2,566)**	(2,150)
Share buyback	**(6,971)**	–
Dividends paid	**(12,695)**	(12,094)
At 30 June	**70,105**	68,843

Other reserves comprise the following balances:

	2025 £'000	2024 £'000
Merger reserve	**192**	192
Capital redemption reserve	**5**	–
Total other reserves	**197**	192

31(a) Merger reserve

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

31(b) Capital redemption reserve

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

32. Share-based incentive and benefits plans

During the year ended 30 June 2025, the Group operated a number of share-based incentive and benefit schemes, which are described below.

Company Share Option Plan ("CSOP")

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

The Company ceased making CSOP grants following the awards made in 2016. As at 30 June 2025, all options for the CSOP schemes have vested and are able to be exercised. No awards expired during the financial year under the CSOP schemes (2024: none).

Employee Save As You Earn ("SAYE") Scheme

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

Long-Term Incentive Plan ("LTIP")

This is an equity-settled scheme approved by shareholders at the 2018 Annual General Meeting and encompasses three components:

- **Deferred Bonus Plan ("DBP"):** Under this plan, a proportion of discretionary annual bonus awards for Material Risk Takers and high earning employees is awarded as 10-year BRK nil price share options. These awards vest in three equal tranches at 12, 24 and 36 months from date of grant. The employee is then able to exercise the award in the option period at which point the shares would be transferred to the employee. Leaver provisions apply, where in cases of resignation, any vested and unvested options are forfeited to the employee on leaving, and employees leaving with good leaver status remain eligible for the awards.
- **LTIP awards:** These are 10-year BRK nil price share options awarded to Executive Directors and ExCo Members. Vesting of these awards may be contingent on specified performance measures determined at grant being met. These awards are subject to three-year cliff vesting and a further two-year holding period (on any options that are exercised immediately after vesting). Awards are forfeited in instances of resignation and for good leavers, the award value will be pro-rated in alignment with the proportion of the vesting period the employee served.

Notes to the consolidated financial statements continued

For the year ended 30 June 2025

32. Share-based incentive and benefits plans continued

- **Exceptional Share Option Awards ("ESOA"):** These are discretionary share option awards made to employees making exceptional contributions to the Company. The vesting profile and any performance conditions associated with these awards are determined by the Company's Remuneration Committee. ESOA awards are also used to fulfil buy-out commitments and share option awards made in relation to acquisitions made by the Company.

With the exception of a limited number of Good Leaver scenarios, employee eligibility for all LTIP awards is subject to continued employment. All LTIP awards are made at the discretion of the Remuneration Committee. A total of 323,670 (2024: 609,163) BRK share options were granted under the LTIP during the 2025 financial year. The vesting periods for these awards are between 12 and 36 months. In the 2025 financial year, 4,330 share options expired (2024: none).

Long-Term Incentive Scheme ("LTIS")

Share-based incentives were made under the LTIS scheme before its replacement by the LTIP scheme in 2018. No LTIS grants were made after 2017 and no holdings or commitments remain under this scheme, all awards having been vested and exercised.

Valuation of awards

Full details of the awards granted during the year along with their valuation and the inputs used in the valuation are described in the tables below. The valuation was determined using the Black-Scholes-Merton model.

	2025		2024	
	Long-Term Incentive Plan	Save As You Earn ("SAYE")	Long-Term Incentive Plan	Save As You Earn ("SAYE")
Fair value	**£12.17-£15.31**	**£4.27**	£14.33-£16.49	£7.35
Share price at grant	**£14.20-£18.25**	**£15.00**	£16.50-£18.05	£20.60
Exercise price	**–**	**£11.56**	–	£14.62
Grant date	**Various**	**01/06/2025**	Various	01/06/2024
Vesting period	**27–51 months**	**36 months**	27–51 months	36 months
Volatility	**34.84%-37.71%**	**37.22%**	35.34%-38.06%	38.01%
Annual dividend	**4.11%-5.70%**	**5.40%**	4.26%-4.73%	3.79%
Risk-free rate	**3.99%-4.50%**	**3.87%**	3.95%-4.92%	4.07%
Option value	**£14.20-£18.25**	**£15.00**	£16.50-£18.05	£20.60

Outstanding awards

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

	2025		2024	
	Number of options	Weighted average exercise price (£)	Number of options	Weighted average exercise price (£)
Company Share Option Plan				
Outstanding at start of year	**8,401**	**16.92**	16,955	16.37
Exercised	**–**	**–**	(8,554)	15.83
Outstanding at end of year	**8,401**	**17.23**	8,401	16.92
Exercisable at end of year	**8,401**	**17.23**	8,401	16.92

The CSOP options outstanding at 30 June 2025 had exercise prices of £13.81p (725 options), £17.19p (5,236 options) and £17.25p (2,440 options), and a weighted average remaining contractual life of 0.6 years.

	2025		2024	
	Number of options	Weighted average exercise price (£)	Number of options	Weighted average exercise price (£)
Employee SAYE Scheme				
Outstanding at start of year	**198,462**	**14.87**	225,003	15.23
Granted	**175,672**	**11.56**	63,603	14.62
Forfeited	**(111,676)**	**14.81**	(58,186)	15.51
Exercised	**(8,583)**	**15.14**	(31,958)	15.77
Outstanding at end of year	**253,875**	**12.63**	198,462	14.87
Exercisable at end of year	**7,650**	**19.88**	7,882	17.04

The SAYE Plan options outstanding at 30 June 2025 had exercise prices of £19.88p (7,650 options), £14.34p (45,099 options), £14.62p (26,608 options) and £11.56p (174,518 options), and a weighted average remaining contractual life of 2.79 years.

32. Share-based incentive and benefits plans continued

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

	2025 Number of shares	2024 Number of shares
Long-Term Incentive Plan		
Outstanding at start of year	**609,163**	687,360
Granted	**385,085**	232,851
Forfeited	**(88,809)**	(58,541)
Exercised	**(110,742)**	(252,507)
Outstanding at end of year	**794,697**	609,163
Exercisable at end of year	**2,896**	–
Long-Term Incentive Scheme		
Outstanding at start of year	**1,144**	5,442
Exercised	**–**	(4,298)
Outstanding at end of year	**1,144**	1,144
Exercisable at end of year	**1,144**	1,144

Employee Benefit Trust (“EBT”)

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

	2025 Number of shares	2024 Number of shares
Employee Benefit Trust		
1 July	**421,938**	552,633
Acquired in the year	**141,070**	123,918
Exercised	**(125,634)**	(254,613)
At 30 June	**437,374**	421,938

33. Reconciliation of operating profit to net cash inflow from operating activities

	2025 £’000	2024 restated[1] £’000
Operating profit before tax	**12,006**	22,256
Adjustments for:		
Amortisation of intangible assets	**7,850**	4,758
Depreciation of property, plant and equipment	**520**	567
Depreciation of right-of-use assets	**2,044**	1,585
Impairment of right-of-use assets	**411**	–
Other losses/(gains)	**247**	(83)
Decrease in receivables	**537**	4,391
Increase in payables	**3,125**	5,851
Increase in provisions	**151**	684
Increase/(decrease) in other non-current liabilities	**457**	(196)
Share-based payments charge	**1,379**	1,366
Net cash inflow from operating activities	**28,727**	41,179

1 The prior financial year operating profit has been restated to separate the results of discontinued operations, consistent with the presentation in the current financial year. Refer to note 13 for details of the results of discontinued operations.

34. Financial risk management

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

34(a) Liquidity risk

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

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

	On demand £'000	Not more than 3 months £'000	After 3 months but not more than 1 year £'000	After 1 year but not more than 6 years £'000	No fixed payment date £'000	Total £'000
At 30 June 2025						
Cash flows from financial assets						
Financial assets at amortised cost	**–**	**205**	**419**	**19,301**	**–**	**19,925**
Financial assets at fair value through profit or loss	**–**	**–**	**–**	**–**	**1,095**	**1,095**
Deferred contingent consideration receivable	**–**	**–**	**–**	**14,188**	**–**	**14,188**
Cash and balances at bank	**33,915**	**–**	**–**	**–**	**–**	**33,915**
Trade receivables	**–**	**832**	**–**	**–**	**–**	**832**
Other receivables	**–**	**1,571**	**–**	**–**	**–**	**1,571**
	33,915	**2,608**	**419**	**33,489**	**1,095**	**71,526**
Cash flows from financial liabilities						
Trade payables	**–**	**(7,959)**	**–**	**–**	**–**	**(7,959)**
Deferred contingent consideration payable	**–**	**–**	**(14,176)**	**(1,929)**	**–**	**(16,105)**
Accruals and deferred income	**–**	**(19,277)**	**–**	**–**	**–**	**(19,277)**
Other financial liabilities	**–**	**(6,070)**	**(544)**	**(1,817)**	**–**	**(8,431)**
	–	**(33,306)**	**(14,720)**	**(3,746)**	**–**	**(51,772)**
Net liquidity surplus/(gap)	**33,915**	**(30,698)**	**(14,301)**	**29,743**	**1,095**	**19,754**
At 30 June 2024						
Cash flows from financial assets						
Financial assets at amortised cost*	–	379	593	28,991	–	29,963
Financial assets at fair value through other comprehensive income	–	–	–	500	–	500
Financial assets at fair value through profit or loss	–	–	–	–	905	905
Cash and balances at bank	44,731	–	–	–	–	44,731
Trade receivables	–	2,899	–	–	–	2,899
Other receivables	–	496	–	–	–	496
	44,731	3,774	593	29,491	905	79,494
Cash flows from financial liabilities						
Trade payables	–	(3,728)	–	–	–	(3,728)
Other financial liabilities	–	(25,618)	(2,206)	(2,032)	–	(29,856)
	–	(29,346)	(2,206)	(2,032)	–	(33,584)
Net liquidity surplus/(gap)	44,731	(25,572)	(1,613)	27,459	905	45,910

* Prior year figures have been restated to separately disclose £972,000 of interest receivable relating to Gilts.

34. Financial risk management continued

34(b) Market risk

Interest rate risk

The Group has limited exposure to interest rate risk due to fluctuations in the prevailing level of market interest rates. Surplus cash is invested in short-term deposits with maturity dates not exceeding three months and money market funds. Investments in Gilts are at a fixed interest rate.

A 1% fall in the average monthly interest rate receivable on the Group's cash and cash equivalents would have the impact of reducing interest receivable and therefore profit before taxation by £339,000 (2024: £447,000). An increase of 1% would have an equal and opposite effect.

Foreign exchange risk

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

Price risk

Price risk is the risk that the fair value of the future cash flows from financial instruments will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). The Group is exposed to price risk through its holdings of equity securities and other financial assets, which are measured at fair value in the consolidated statement of financial position (note 20). A 1% fall in the value of these financial instruments would have the impact of reducing total comprehensive income by £11,000 (2024: £14,000). An increase of 1% would have an equal and opposite effect.

34(c) Credit risk

The Group may elect to invest surplus cash balances in highly liquid money market instruments with maturity dates not exceeding three months. The difference between the fair value and the net book value of these instruments is not material. To reduce the risk of a counterparty default, the Group deposits the rest of its funds in approved, high-quality banks. As part of the Group's strict due diligence assessment, there is a requirement for all banking counterparties to have a minimum credit rating of BBB+.

In line with the Group's corporate treasury policy, during the year ended 30 June 2025, the Group invested a proportion of surplus cash resources into UK Gilts. The credit risk severity is considered minimal due to the inherent government backing. A minimum credit rating requirement for Gilts as part of the Group's strategy has therefore been set at 'AA', which aligns to the current credit rating of UK Gilts.

Assets exposed to credit risk recognised on the consolidated statement of financial position total £33,915,000 (2024: £44,732,000), being the Group's total cash and cash equivalents.

Trade receivables with a carrying amount of £832,000 (2024: £2,899,000) are neither past due nor impaired. Trade receivables have no external credit rating as they relate to individual clients, although the value of investments held in each individual client's portfolio is always in excess of the total value of the receivable. All trade receivables fall due within one year (2024: one year).

35. Capital management

Capital is defined as the total of share capital, share premium, retained earnings and other reserves of the Company. Total capital at 30 June 2025 was £154,449,000 (2024: £152,335,000). Regulatory capital is derived from the Group's Internal Capital Adequacy and Risk Assessment ("ICARA"), which is a requirement of the Investment Firm Prudential Regime ("IFPR"). The ICARA draws on the Group's risk management process that is embedded within the individual businesses, function heads and executive committees within the Group.

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

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

Capital adequacy is continuously monitored daily by the Group's management. The Group's 2025 ICARA will be presented for approval in December 2025. There have been no capital requirement breaches during the financial year. Brooks Macdonald Group plc's IFPR public disclosure is presented on our website at www.brooksmacdonald.com.

36. Contingent liabilities and guarantees

In the normal course of business, the Group is exposed to legal and regulatory issues, which, in the event of a dispute, could develop into litigious proceedings and, in some cases, may result in contingent liabilities. Similarly, a contingent liability may arise in the event of a finding in respect of the Group's tax affairs, including the accounting for VAT, which could result in a financial outflow from the relevant tax authorities. The Board assesses any such matters on an ongoing basis and there are no continent liabilities as at 30 June 2025.

Brooks Macdonald Asset Management Limited, a subsidiary company of the Group, has an agreement with the Royal Bank of Scotland plc to guarantee settlement for trading with CREST stock on behalf of clients. The Group holds client assets to fund such trading activity.

Notes to the consolidated financial statements continued

For the year ended 30 June 2025

37. Related-party transactions

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

Transactions with key management personnel

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

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

38. Interest in unconsolidated structured entities

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

The only consolidated structured entity is the Brooks Macdonald Group EBT, details of which are given in note 32.

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

The funds under management of unconsolidated structured entities within the Group's continuing operations total £1.208 billion (2024: £1.323 billion). Included in the revenue from continuing operations on the consolidated statement of comprehensive income is management fee income of £6,598,000 (2024: £6,914,000) from unconsolidated structured entities managed by the Group.

39. Events since the end of the year

A final dividend was declared on 3 September 2025, refer to note 16 for further details.

In August 2025, the Group accepted an offer from its insurers for £1.3 million in settlement of legacy matters related to its International business. As the offer was made and accepted after the financial reporting date, and the receipt of funds was not considered virtually certain as at 30 June 2025, no asset has been recognised in these financial statements. However, at the date of signing these financial statements, the receipt of the proceeds was deemed probable. Accordingly, the insurance proceeds are expected to be recognised as other non-operating income in the statement of comprehensive income in the financial year ending 30 June 2026.

Company financial Statements

Company statement of financial position
As at 30 June 2025

	Note	2025 £'000	2024[1] £'000	2023[1] £'000
Assets				
Non-current assets				
Investment in subsidiaries	46	**110,031**	102,411	110,302
Deferred contingent consideration receivable	49	**13,899**	–	–
Financial assets at fair value through other comprehensive income	47	**–**	500	500
Financial assets at amortised cost	47	**19,925**	29,963	–
Total non-current assets		**143,855**	132,874	110,802
Current assets				
Trade and other receivables	48	**1,021**	260	354
Cash and cash equivalents		**4,264**	12,525	17,300
Total current assets		**5,285**	12,785	17,654
Total assets		**149,140**	145,659	128,456
Liabilities				
Non-current liabilities				
Deferred contingent consideration payable	51	**1,611**	–	–
Other non-current liabilities		**456**	–	–
Total non-current liabilities		**2,067**	–	–
Current liabilities				
Trade and other payables	50	**26,591**	18,365	2,486
Deferred contingent consideration payable	51	**13,767**	–	1,250
Corporation tax payable		**–**	2	2
Total current liabilities		**40,358**	18,367	3,738
Net assets		**106,715**	127,292	124,718
Equity				
Share capital	52	**160**	165	164
Share premium account	52	**83,987**	83,135	81,830
Other reserves		**197**	192	192
Retained earnings		**22,371**	43,800	42,532
Total equity		**106,715**	127,292	124,718

1 Restated (refer to note 4(f)).

As permitted by Section 408 of the Companies Act 2006, the Company has elected not to present its own Statement of comprehensive income for the year ended 30 June 2025; Brooks Macdonald Group plc reported profit after tax for the year ended 30 June 2025 of £731,000 (2024: £13,105,000).

The Company financial statements were approved by the Board of Directors and authorised for issue on 3 September 2025, and signed on their behalf by:

Andrea Montague
CEO

Katherine Jones
CFO

Company registration number: 04402058

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

Company statement of changes in equity

For the year ended 30 June 2025

	Note	Share capital £'000	Share premium account £'000	Other reserves[1] £'000	Retained earnings[1] £'000	Total £'000
Balance at 1 July 2023		164	81,830	192	42,532	124,718
Comprehensive income						
Profit for the year	44	–	–	–	13,105	13,105
Other comprehensive income		–	–	–	–	–
Total comprehensive income		–	–	–	13,105	13,105
Transactions with owners						
Issue of ordinary shares	52	1	1,305	–	–	1,306
Share-based payments		–	–	–	2,407	2,407
Purchase of own shares by Employee Benefit Trust		–	–	–	(2,150)	(2,150)
Dividends paid	45	–	–	–	(12,094)	(12,094)
Total transactions with owners		1	1,305	–	(11,837)	(10,531)
Balance at 30 June 2024		**165**	**83,135**	**192**	**43,800**	**127,292**
Comprehensive income						
Profit for the year	44	**–**	**–**	**–**	**731**	**731**
Total comprehensive income		**–**	**–**	**–**	**731**	**731**
Transactions with owners						
Issue of ordinary shares		**–**	**852**	**–**	**–**	**852**
Share-based payments		**–**	**–**	**–**	**52**	**52**
Share options exercised		**–**	**–**	**–**	**20**	**20**
Purchase of own shares by Employee Benefit Trust		**–**	**–**	**–**	**(2,566)**	**(2,566)**
Shares repurchased in the share buyback programme	52	**(5)**	**–**	**5**	**(6,971)**	**(6,971)**
Dividends paid	45	**–**	**–**	**–**	**(12,695)**	**(12,695)**
Total transactions with owners		**(5)**	**852**	**5**	**(22,160)**	**(21,308)**
Balance at 30 June 2025		**160**	**83,987**	**197**	**22,371**	**106,715**

1 Restated (refer to note 4(f)).

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

Company statement of cash flows

For the year ended 30 June 2025

	Note	2025 £'000	2024 £'000
Cash flow from operating activities			
Cash generated from operations	53	**13,535**	34,362
Net cash generated from operating activities		**13,535**	34,362
Cash flows from investing activities			
Consideration paid on purchase of investment in subsidiaries		**(38,528)**	–
Consideration received on sale of investment in subsidiaries		**27,147**	–
Capital contribution from subsidiaries relating to share-based payments		**–**	4,215
Disposal of financial assets at amortised cost		**9,984**	–
Investment in financial assets at amortised cost		**–**	(29,978)
Finance income received		**1,187**	814
Deferred consideration paid		**–**	(625)
Proceeds from disposal of financial assets at fair value		**500**	–
Net cash generated from/(used in) investing activities		**290**	(25,575)
Cash flows from financing activities			
Proceeds from the issue of shares	52	**146**	681
Purchase of own shares by Employee Benefit Trust		**(2,566)**	(2,150)
Shares repurchased in the share buyback programme		**(6,971)**	–
Dividends paid to shareholders	44	**(12,695)**	(12,094)
Net cash used in financing activities		**(22,086)**	(13,563)
Net decrease in cash and cash equivalents		**(8,261)**	(4,775)
Cash and cash equivalents at beginning of year		**12,525**	17,300
Cash and cash equivalents at end of year		**4,264**	12,525

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

Notes to the Company financial statements
For the year ended 30 June 2025

40. General information

Brooks Macdonald Group plc ("the Company"), a public limited company incorporated and registered in England and Wales and domiciled in the UK under the Companies Act 2006, is the Parent Company of a group of companies. Brooks Macdonald Group plc is listed on the LSE.

The Company's registration number is 04402058. The address of the registered office is 21 Lombard Street, London, EC3V 9AH, England.

Statement of compliance

The separate financial statements of the Company have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. These Financial statements have been prepared on a historical cost basis, except for the revaluation of financial assets at fair value through other comprehensive income and deferred contingent consideration such that it is measured at fair value.

41. Basis of preparation

The financial statements have been prepared on the historical cost basis, except for the revaluation of financial assets at fair value through other comprehensive income and deferred contingent consideration such that it is measured at fair value.

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

42. New standards, amendments to standards and interpretations adopted by the Company in the year

The Company's accounting policies, which have been applied in preparing these financial statements, are consistent with those disclosed in the Annual Report and Accounts for the year ended 30 June 2024, other than where new policies have been adopted. Developments in reporting standards and interpretations are set out in note 3 to the consolidated financial statements.

43. Material accounting policies

43(a) Critical accounting judgements and key sources of estimation and uncertainty

The preparation of financial information requires the use of assumptions, estimates and judgements about future conditions. Use of currently available information and application of judgement are inherent in the formation of estimates. Actual results in the future may differ from those reported. In this regard, the Directors consider that there were no critical accounting estimates or significant judgements during the year.

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

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

Further information about key assumptions and sources of estimation uncertainty is set out below.

43(b) Investments in subsidiary companies

Investments held by the Company in subsidiary undertakings are held at cost less any provision for impairment. Impairment reviews are performed when a change in circumstances indicates that the investment may be impaired. Recoverable amounts of subsidiaries are determined by taking the higher of the fair value less costs to sell and the value-in-use. The value-in-use calculations require the use of estimates to derive the projected future cash flows attributable to each subsidiary. If the recoverable amount is lower than the carrying value of the investment, an impairment loss is recognised immediately in the statement of comprehensive income.

43(c) Subsidiary company guarantees and contingent liabilities

As required by Section 479C of the Companies Act, the Company guarantees all outstanding liabilities to which its unaudited subsidiary companies (see note 46) are subject at the end of the financial year. Where the outflow is not probable or cannot be reliably measured, the potential obligation is disclosed as a contingent liability in the financial statements.

43(d) Retirement benefit costs

Contributions in respect of the Group's defined contribution pension scheme are recognised in the statement of comprehensive income as they fall due.

43(e) Employee Benefit Trust

Where the Company holds its own equity shares through an EBT, these shares are shown as a reduction in shareholders' equity. Any consideration paid or received for the purchase or sale of these shares is shown as a reduction in the reconciliation of movements in shareholders' funds. No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issue or cancellation of these shares.

43(f) Changes in accounting policy

During the financial year, the Group revised its accounting policy for the presentation of equity entries arising from share-based payment transactions. Previously, the credit entry for share-based payment charges was recognised in the share-based payment reserve. Under the revised policy, the Group now recognises this credit directly in retained earnings. The change was made to better reflect the nature of the expense as part of the Group's accumulated profits and losses, and to align with common industry practice. The change in policy has been applied retrospectively in accordance with 'IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors'. As a result, comparative figures have been restated, and an adjustment has been made to the opening balance of equity as at the beginning of the earliest comparative period.

Notes to the Company financial statements continued

For the year ended 30 June 2025

44. Profit for the year

The Company reported profit after tax for the year ended 30 June 2025 of £731,000 (2024: £13,105,000). Auditors' remuneration is disclosed in note 9 of the consolidated financial statements. The average monthly number of employees during the year was nine (2024: eight). Directors' emoluments are set out in Remuneration Committee report on pages 78 to 94.

45. Dividends

Details of the Company's dividends paid and proposed, subject to approval at the Annual General Meeting, are set out in note 16 of the consolidated financial statements.

46. Investment in subsidiaries

	Group undertakings £'000
Net book value	
At 1 July 2023	110,302
Impairment in subsidiary	(6,074)
Capital contributions to subsidiaries relating to share-based payments	2,398
Capital contributions from subsidiaries relating to share-based payments	(4,215)
At 30 June 2024	**102,411**
Additions	**53,790**
Disposal of investment in subsidiary	**(44,097)**
Capital contributions from subsidiaries relating to share-based payments	**(2,073)**
At 30 June 2025	**110,031**

During the financial year, the Company acquired the entire share capital of CST, Lucas Fettes and of LIFT. The total cost of acquiring these entities was £53,793,000 (refer to note 14 for further detail). At the end of the financial year, no indicators of impairment were identified for any of the investments in subsidiaries.

During the financial year, the Company also disposed of its investment in Brooks Macdonald Asset Management (International) Limited. The total consideration of £38,043,000 was lower than the cost of investment of £44,097,000 and disposal expenses of £3,635,000 and therefore a loss on disposal of £9,689,000 was recognised (refer to note 13 for further detail).

Details of the Company's subsidiary undertakings at 30 June 2025, all of which were 100% owned (except for Integrity Wealth (Holdings) Limited, which is 73.7% owned) and included in the consolidated financial statements, are provided below:

Company	Type of shares and par value	Country of incorporation	Nature of business
Adroit Financial Planning Limited	Ordinary 1p	UK	Wealth management
Braemar Group Limited	Ordinary 1p	UK	Parent holding company
Brooks Macdonald Asset Management Limited	Ordinary £1	UK	Investment and wealth management
Brooks Macdonald Financial Consulting Limited	Ordinary 5p	UK	Non-trading
Brooks Macdonald Funds Limited	Ordinary £1	UK	Non-trading
Brooks Macdonald Nominees Limited	Ordinary £1	UK	Non-trading
Cornelian Asset Managers Group Limited	Ordinary 20p	UK	Non-trading
CST Wealth Management Limited	Ordinary £1	UK	Wealth Management
Cornelian Asset Managers Limited	Ordinary £1	UK	Fund management
Cornelian Asset Managers Nominees Limited	Ordinary £1	UK	Non-trading
Integrity Wealth (Holdings) Limited	Ordinary £1	UK	Parent holding company
Integrity Wealth Bidco Limited	Ordinary £1	UK	Non-trading
Integrity Wealth Solutions Limited	Ordinary £1	UK	Wealth management
Levitas Investment Management Services Limited	Ordinary £1	UK	Fund sponsor
Lucas Fettes Holdings Limited	Ordinary £1	UK	Parent holding company
Lucas Fettes and Partners (Financial Services) Limited	Ordinary £1	UK	Wealth management
LIFT-Financial Group Limited	Ordinary 1p	UK	Parent holding company
LIFT-Invest Limited	Ordinary £1	UK	Investment management
LIFT-Financial Limited	Ordinary £1	UK	Financial planning services
LIFT-Sport Limited	Ordinary £1	UK	Financial planning services
LIFT-Insurance Limited	Ordinary £1	UK	Insurance broking services
LIFT-Advice Limited	Ordinary £1	UK	Financial planning services
LIFT-Mortgages Limited	Ordinary £1	UK	Mortgage broking services
LIFT-Workwise Limited	Ordinary £1	UK	Corporate client advice
LIFT-Tax Limited	Ordinary £1	UK	Dormant

46. Investment in subsidiaries continued

The registered office for all subsidiaries is 21 Lombard Street, London, EC3V 9AH, except for the following:

Company	Registered office
Cornelian Asset Managers Group Limited	Hobart House, 80 Hanover Street, Edinburgh, EH2 1EL
Cornelian Asset Managers Limited	Hobart House, 80 Hanover Street, Edinburgh, EH2 1EL
Cornelian Asset Managers Nominees Limited	Hobart House, 80 Hanover Street, Edinburgh, EH2 1EL
LIFT-Financial Group Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Invest Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Financial Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Sport Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Insurance Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Advice Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Mortgages Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Workwise Limited	Century House, Regent Road, Altrincham, WA14 1RR
LIFT-Tax Limited	Century House, Regent Road, Altrincham, WA14 1RR

In order that the below entities qualify for the exemption from audit under Section 479A of the Companies Act 2006 (in respect of the year ended 30 June 2025) Brooks Macdonald Group plc guarantees the liabilities of:

- Adroit Financial Planning Limited
- Braemar Group Limited
- Brooks Macdonald Financial Consulting Limited
- Brooks Macdonald Funds Limited
- Brooks Macdonald Nominees Limited
- Cornelian Asset Managers Group Limited
- Cornelian Asset Managers Limited
- Cornelian Asset Managers Nominees Limited
- CST Wealth Management Limited
- Integrity Wealth (Holdings) Limited
- Integrity Wealth Bidco Limited
- Integrity Wealth Solutions Limited
- Levitas Investment Management Services Limited
- Lucas Fettes Holdings Limited
- Lucas Fettes and Partners (Financial Services) Limited
- LIFT-Advice Limited
- LIFT-Financial Limited
- LIFT-Insurance Limited
- LIFT-Mortgages Limited
- LIFT-Sport Limited
- LIFT-Tax Limited
- LIFT-Workwise Limited

As a condition of the exemption, the Company guarantees the year-end liabilities of the relevant subsidiaries until they are settled in full. The liabilities of the subsidiaries at 30 June 2025 were £2,815,000 (2024: £662,000).

47. Financial assets

47(a) Financial assets at fair value through other comprehensive income

	2025 £'000	2024 £'000
At beginning of year	**500**	500
Disposals	**(500)**	–
Net changes in fair value	**–**	–
At end of year	**–**	500

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

47(b) Financial assets at amortised cost

	2025 £'000	2024 £'000
At 1 July	**29,963**	–
Additions	**–**	29,978
Disposals	**(9,959)**	–
Interest income under the EIR method	**1,108**	197
Contractual coupons received	**(1,187)**	(212)
At 30 June	**19,925**	29,963

The Company holds an investment in UK Government Investment Loan and Treasury Stock ("Gilts"). The Gilts carry coupon rates ranging from 1.5%-4.5% per annum and have maturity dates ranging from 2026-28. The Group partially disposed of its Gilts holding to meet a short-term liquidity requirement to fund the acquisition of LIFT. Refer to note 4(k) for further detail on the accounting treatment of financial assets held at amortised cost.

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

	2025 £'000	2024 £'000
At 1 July	**–**	–
Additions	**13,649**	–
Finance income of deferred contingent consideration receivable	**250**	–
Fair value adjustments	**–**	–
At 30 June	**13,899**	–

The Company disposed of Brooks Macdonald Asset Management (International) Limited, and its wholly-owned subsidiaries ("BMI"). Part of the consideration is deferred. As at 30 June 2025, the deferred contingent consideration receivable for the BMI disposal was valued at £13,899,000. Refer to note 13 for further details.

47. Financial assets continued

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

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

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets				
At 1 July 2024	29,963	–	500	30,463
Additions	–	–	13,649	13,649
Net changes in fair value	(79)	–	–	(79)
Finance income on deferred contingent consideration receivable	–	–	250	250
Disposals	(9,959)	–	(500)	(10,459)
At 30 June 2025	**19,925**	**–**	**13,899**	**33,824**
Comprising:				
Financial assets at fair value through other comprehensive income	**–**	**–**	**–**	**–**
Financial assets held at amortised cost	**19,925**	**–**	**–**	**19,925**
Financial assets at fair value through profit and loss	**–**	**–**	**13,899**	**13,899**
Total financial assets	**19,925**	**–**	**13,899**	**33,824**

The Level 3 financial assets disposed during the period include unlisted preference shares, which are valued using a perpetuity income model, based upon the preference dividend cash flows. The fair value of the assets was not deemed to be impacted by changes in the unobservable inputs as the dividend cash flows were contractual.

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial liabilities				
At 1 July 2024	–	–	–	–
Additions	–	–	14,557	14,557
Finance cost of deferred contingent consideration payable	–	–	399	399
Net changes in fair value	–	–	422	422
At 30 June 2025	**–**	**–**	**15,378**	**15,378**
Comprising:				
Deferred contingent consideration payable (note 51)	**–**	**–**	**15,378**	**15,378**
Total financial liabilities	**–**	**–**	**15,378**	**15,378**

The Level 3 financial liabilities consist of deferred contingent consideration payable, valued using the net present value of the expected future amounts payable. The key inputs are management-approved forecasts and expectations against the criteria of the deferred contingent consideration to set expectations of future amounts payable. The deferred contingent consideration is reviewed and revalued at regular intervals over the deferred contingent consideration period (refer to note 51). The fair value is sensitive to the change in management-approved forecasts, which relate to revenue and AUM projections for future periods; however, at each reporting date, the relevant management-approved forecasts are deemed to be the most accurate and relevant input to the fair value measurement.

48. Trade and other receivables

	2025 £'000	2024 £'000
Amounts owed by subsidiary undertakings	**–**	162
Other receivables	**794**	18
Prepayments and accrued income	**227**	80
Total trade and other receivables	**1,021**	260

Amounts owed by subsidiary companies are unsecured, interest-free and repayable on demand.

49. Deferred contingent consideration receivable

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

	2025 £'000	2024 £'000
At 1 July	**–**	–
Additions	**13,649**	–
Finance income on deferred contingent consideration receivable	**250**	–
At 30 June	**13,899**	–
Analysed as:		
Amounts falling due within one year	**–**	–
Amounts falling due after more than one year	**13,899**	–
Total deferred contingent consideration receivable	**13,899**	–

During the year ended 30 June 2025, the Group disposed of Brooks Macdonald Asset Management (International) Limited, and its wholly-owned subsidiaries ("BMI"). Deferred contingent consideration of up to £22,850,000 is receivable two years post-completion contingent on BMI reaching certain revenue targets on an actual and run-rate basis. As at 30 June 2025, the deferred contingent consideration receivable for the BMI disposal was valued at £13,899,000. Refer to note 13 for further details.

50. Trade and other payables

	2025 £'000	2024 £'000
Trade payables	**2,718**	171
Amounts owed to subsidiary undertakings	**22,670**	15,909
Accruals and deferred income	**1,203**	2,285
Total trade and other payables	**26,591**	18,365

Amounts owed to subsidiary companies are unsecured, interest-free and repayable on demand. This balance has increased in line with treasury and cash management within the Group.

51. Deferred contingent consideration payable

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

	2025 £'000	2024 £'000
At 1 July	**–**	1,250
Additions	**14,557**	–
Finance cost of deferred contingent consideration	**399**	–
Fair value adjustments	**422**	–
Initial cash consideration	**–**	(625)
Shares consideration	**–**	(625)
At 30 June	**15,378**	–
Analysed as:		
Amounts falling due within one year	**13,767**	–
Amounts falling due after more than one year	**1,611**	–
Total deferred contingent consideration payable	**15,378**	–

During the year ended 30 June 2025, the Group completed the acquisitions of CST, Lucas Fettes and LIFT (note 14) and part of the consideration amounts are to be deferred over one and two-year periods. The deferred contingent consideration is payable based on client attrition performance and business profitability over the deferral period. The estimated fair value of the deferred contingent consideration at acquisition was £14,557,000. During the period from acquisition to 30 June 2025, the Group recognised a finance cost of £422,000 on this deferred contingent consideration payable.

52. Share capital, share premium account and other reserves

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

	Number of shares	Share capital £'000	Share premium account £'000	Other reserves £'000	Total £'000
At 1 July 2023	16,399,663	164	81,830	192	82,186
Shares issued:					
on exercise of options	8,554	–	135	–	135
to SAYE Scheme	35,488	1	545	–	546
of consideration for business combinations	28,748	–	625	–	625
At 30 June 2024	**16,472,453**	**165**	**83,135**	**192**	**83,492**
Shares issued:					
on exercise of options	**699**	**–**	**16**	**–**	**16**
to SAYE Scheme	**4,714**	**–**	**130**	**–**	**130**
of consideration for business combinations	**42,673**	**–**	**706**	**–**	**706**
Shares cancelled on buybacks	**(464,000)**	**(5)**	**–**	**5**	**-**
At 30 June 2025	**16,056,539**	**160**	**83,987**	**197**	**84,344**

The total number of ordinary shares, issued and fully paid at 30 June 2025, was 16,056,539 (2024: 16,472,453) with a par value of 1p per share. Excluding 437,374 (2024: 421,938) shares held by the EBT, the Company had 15,619,165 (2024: 16,050,515) ordinary 1p shares in issue as at 30 June 2025. Details of the shares issued are given in note 32 of the consolidated financial statements.

On 28 January 2025, the Company announced the commencement of a share buyback programme in respect of its shares having an aggregate value of up to £10 million. The shares are being purchased in the open market and upon cancellation, the par value is transferred from the share capital to the capital redemption reserve (within other reserves, refer to note 31).

During the period from announcement to 30 June 2025, the Company has repurchased 464,000 shares for a total consideration of £6,970,000. The par value of share capital of £4,640 for these repurchases has transferred to the capital redemption reserve and the remaining amounts have reduced retained earnings by £6,966,000. At the date of signing this report, a further 74,000 shares were purchased and cancelled, for additional total consideration of £1,178,000. The Board will continue to deploy the remainder of the £10 million buyback in due course.

Employee Benefit Trust

Details of the EBT are set out in note 32 of the consolidated financial statements.

53. Reconciliation of operating profit to net cash inflow from operating activities

	2025 £'000	2024 £'000
Operating profit	**4,699**	12,308
Adjustments for:		
Decrease in payables	**8,791**	15,512
(Increase)/decrease in receivables	**(761)**	94
Share-based payments	**409**	374
Change in fair value of financial assets through P&L	**(25)**	–
Change in fair value of deferred consideration payable	**422**	–
Impairment of investment in subsidiary	**–**	6,074
Net cash inflow from operating activities	**13,535**	34,362

54. Related-party transactions

The remuneration of key personnel of the Company, defined as the Company's Directors, is set out below:

	2025 £'000	2024 £'000
Short-term employee benefits	**2,218**	2,227
Post-employment benefits	**44**	44
Share-based payments	**60**	64
Total compensation	**2,322**	2,335

Dividends totalling £7,000 (2024: £34,000) were paid in the financial year in respect of ordinary shares held by key management personnel and their close family members.

During the financial year, the Company entered into the following transactions with its subsidiaries:

	2025 £'000	2024 £'000
Dividends received:		
Brooks Macdonald Asset Management Limited	**14,000**	24,500
Cornelian Asset Managers Group Limited	**–**	–
Levitas Investment Management Services Limited	**–**	300
Total transactions with subsidiaries	**14,000**	24,800

54. Related-party transactions continued

All transactions with fellow Group companies are carried out at arm's length and all outstanding balances are to be settled in cash. None of the balances are secured and no provisions have been made for doubtful debts in respect of any of the amounts due from fellow Group companies.

	Amounts owed by related parties		Amounts owed to related parties	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Brooks Macdonald Asset Management Limited	–	–	**19,902**	14,654
Brooks Macdonald Asset Management (International) Limited	–	162	–	–
Brooks Macdonald Funds Limited	–	–	**900**	900
Brooks Macdonald Financial Planning Limited	–	–	**355**	355
CST Wealth Limited	–	–	**400**	–
Lucas Fettes Holdings Limited	–	–	**1,113**	–

All of the above amounts are interest-free and repayable on demand.

55. Financial risk management

The risk management processes of the Company are aligned to those of the Group as a whole. The Company's specific risk exposures are explained below.

55(a) Liquidity risk

Liquidity risk is the risk that the Company does not have sufficient financial resources to meet its obligations when they fall due or will have to do so at cost. The Company has limited payment obligations. Material payments including external dividend payments or payments to facilitate the Group's strategic projects are funded predominately by the main trading entities of the Group, with funds being transferred via upstream intragroup dividend payments. The Company can also request to borrow funds through intra-Group loans to maintain sufficient liquidity.

55(b) Market risk

The Company is exposed to minimal market risk. It operates primarily in GBP and holds no foreign currency assets or investments in equity instruments. In addition to this, interest rate risk on the Company's cash resources is limited given that the Company holds cash resources in short-term deposits with maturities of three months or less and interest rates on Gilts are fixed.

55(c) Credit risk

The Company's primary exposure to credit risk relates to cash reserves that are placed with regulated financial institutions and amounts due from subsidiaries. In line with the Group, the Company only deposits funds with approved, high-quality banks. In accordance with the Group's corporate treasury policy, there is a requirement for all banking counterparties to have a minimum credit rating of BBB+.

The Company also holds a proportion of the Group's surplus cash resources in UK Gilts. The credit risk on these holdings is considered minimal due to the inherent government backing. A minimum credit rating requirement for Gilts as part of the Group's strategy has therefore been set at 'AA', which aligns to the current credit rating of UK Gilts.

Assets exposed to credit risk recognised on the Company statement of financial position total £4,264,000 (2024: £12,785,000), being the Company's total cash and cash equivalents.

Exclusive to intragroup receivables, there are no other trade receivables held by the Company in the year.

56. Events since the end of the year

The final dividend for the year ended 30 June 2025, which was approved by the Board of Directors after 30 June 2025, is described in note 16 of the consolidated financial statements.

In August 2025, the Group accepted an offer from its insurers for £1.3 million in settlement of legacy matters related to its International business. As the offer was made and accepted after the financial reporting date, and the receipt of funds was not considered virtually certain as at 30 June 2025, no asset has been recognised in these financial statements. However, at the date of signing these financial statements, the receipt of the proceeds was deemed probable. Accordingly, the insurance proceeds are expected to be recognised as other non-operating income in the statement of comprehensive income in the financial year ending 30 June 2026.

Non-IFRS financial information

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

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

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

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

The Group uses the below APMs:

APM	Equivalent IFRS measure	Definition and purpose
Underlying profit before tax from continuing operations	Statutory profit before tax from continuing operations	Calculated as profit before tax from continuing operations, excluding income and expense categories, which are deemed of a non-recurring nature. It is considered by the Board to be an appropriate reflection of the Group's performance. See page 28 for a reconciliation of underlying profit before tax from continuing operations and statutory profit before tax from continuing operations, and an explanation for each item excluded in underlying profit before tax.
Underlying tax charge from continuing operations	Statutory tax charge from continuing operations	Calculated as the statutory tax charge from continuing operations, excluding the tax impact of the adjustments excluded from underlying profit. See note 12 Taxation.
Underlying earnings/ Underlying profit after tax from continuing operations	Total comprehensive income from continuing operations	Calculated as underlying profit before tax from continuing operations less the underlying tax charge from continuing operations. See note 15 of the consolidated financial statements for a reconciliation of underlying profit after tax from continuing operations and total comprehensive income.
Underlying diluted earnings per share from continuing operations	Statutory diluted earnings per share from continuing operations	Calculated as underlying profit after tax from continuing operations, divided by the weighted average number of shares in issue during the financial year, including the dilutive impact of future share awards. This is a key management incentive metric and is a measure used within the Group's remuneration schemes. See note 15 Earnings per share.

Company information

Company Secretary	Phil Naylor
Company registration number	04402058
Registered office	21 Lombard Street, London, EC3V 9AH
Website	www.brooksmacdonald.com

Financial calendar

Ex-dividend date for final dividend	18 September 2025
Record date for final dividend	19 September 2025
Q1 2026 FUMA update	15 October 2025
Annual General Meeting	28 October 2025
Final dividend payment date	04 November 2025

The financial calendar is updated on a regular basis throughout the year. Please refer to our website **www.brooksmacdonald.com** for up-to-date details.

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Forward-looking statements

This Annual Report and Accounts may include statements, beliefs or opinions that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “targets”, “aims”, “continues”, “expects”, “intends”, “hopes”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. No representation or warranty is made that any of these statements or forecasts will come to pass or that any forecast results will be achieved. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements contained in the Annual Report and Account speak only as of their respective dates, reflect Brooks Macdonald’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Brooks Macdonald’s business, results of operations, financial position, liquidity, prospects, growth and strategies.

Except as required by any applicable law or regulation, Brooks Macdonald expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Annual Report and Accounts or any other forward-looking statements it may make whether as a result of new information, future developments or otherwise.

Glossary

Adroit	Adroit Financial Planning Limited
AGM	Annual General Meeting
AIM	Alternative Investment Market
AML	Anti-money laundering
APM	Alternative performance measure
APS	AIM Portfolio Service
ARC	Asset Risk Consultants
BMAM	Brooks Macdonald Asset Management Limited
BMI	Brooks Macdonald Asset Management (International) Limited
BMIS	BM Investment Solutions
BPS	Bespoke Portfolio Service
CAPM	Capital asset pricing model
CASS	Client Assets Sourcebook
CEO	Chief Executive Officer
CGU	Cash-generating unit
CIP	Centralised Investment Proposition
Company	Brooks Macdonald Group plc
Cornelian	Cornelian Asset Managers Group Limited and its controlled entities
CREST	The settlement system used by the London Stock Exchange for settling all its transactions
CSOP	Company Share Option Plan
DBP	Deferred Bonus Plan
DCF	Defensive Capital Fund
DE&I	Diversity, equity and inclusion
DFM	Discretionary Fund Managers
EBT	Employee Benefit Trust
EPS	Earnings per share
ERMC	Executive Risk Management Committee
ESG	Environmental, social and governance
ESGAC	Environmental, Social and Governance Advisory Committee
ESOA	Exceptional Share Options Awards
ExCo	Executive Committee
FCA	UK Financial Conduct Authority
FRC	UK Financial Reporting Council
FSCS	Financial Services Compensation Scheme
FUM	Funds under management
FUMA	Funds under management or advice
FY	Financial year ended 30 June
GHG	Greenhouse gas
GOSH	Great Ormond Street Hospital
Group	Brooks Macdonald Group plc and its controlled entities
HMRC	HM Revenue and Customs
IAS	International Accounting Standard
IASB	International Accounting Standards Board
ICARA	Internal Capital and Risk Assessment
IFA	Independent Financial Adviser
IFPR	Investment Firms Prudential Regime
IFRS	International Financial Reporting Standard
IFRS IC	International Financial Reporting Standards Interpretations Committee
IHT	Inheritance Tax
ISAs (UK)	International Standards on Auditing (UK)
IT	Information technology
Integrity	Integrity Wealth Solutions Limited
KPI	Key performance indicator
KRI	Key Risk Indicators
LTIP	Long-term incentive plan
LTIS	Long-term incentive scheme
M&A	Mergers and acquisitions
MAF	Multi-Asset Fund
MPS	Managed Portfolio Service
MRT	Material Risk Takers
MTP	Medium-Term Plan
Net flows	Net organic growth in FUM
OEIC	Open-Ended Investment Company
PBT	Profit before tax
PRI	Principles for Responsible Investing
PwC	PricewaterhouseCoopers LLP
RCC	Risk and Compliance Committee
RCSA	Risk and control self-assessment
RIS	Responsible Investment Service
RMF	Risk management framework
SAYE	Employee Save As You Earn Scheme
SMCR	Senior Managers and Certification Regime
SNI	Small and non-interconnected
SPA	Sale and Purchase Agreement
TCFD	Task Force on Climate-related Financial Disclosures
The Code	UK Corporate Governance Code
WACC	Weighted average cost of capital

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The production of this report supports the work of the Woodland Trust, the UK's leading woodland conservation charity. Each tree planted will grow into a vital carbon store, helping to reduce environmental impact as well as creating natural havens for wildlife and people.

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