



# People-powered **TRANSFORMATION**

Annual Report and Financial Statements 2025



## OUR BRAND PROMISE

We transform the organisations, services and systems that underpin society and drive business success. Through strategic and creative thinking, technology, innovative design and user-centred approaches, we deliver better outcomes in order to increase the impact of what we do.

Our clients trust us to work with them as partners in agile, multidisciplinary teams across organisational design, technology, data, AI, digital experiences and IT services – supporting them to become better at what they do.

Our people care about the organisations they work with. Putting people and communities at the heart of every transformation is the foundation of our success.

Together we bring about fundamental and sustainable change that shapes organisations, services and systems, maximises impact and defines the future experiences of individuals and society.

# Contents



## STRATEGIC REVIEW

About TPXimpact	2
Key performance highlights	3
CEO's statement	4
Financial review	8
Strategic Priorities	10
Business model	11
– Digital Transformation	11
– Manifesto	13
– KITS	15
– Client Work	16
Market update	21
Stakeholder engagement and section 172 statement	23
Investment Case	25
People, Places, Planet (ESG)	26

## CORPORATE GOVERNANCE

Chairman's Statement	32
Risk and Risk Management	33
Board of Directors	36
Corporate Governance Report	40
ESG Committee Report	50
TCFD Report	52
Remuneration Committee Report	55
Audit, Risk and AIM Rules Compliance Committee Report	60
Directors' Report	62
Statement on Directors' Responsibilities	64

## FINANCIAL STATEMENTS

Independent Auditor's Report	66
Consolidated Income Statement	73
Consolidated Statement of Financial Position	74
Consolidated Statement of Changes in Equity	76
Consolidated Statement of Cash Flows	77
Company Statement of Financial Position	79
Company Statement of Changes in Equity	81
Notes to the Consolidated Financial Statements	82
Directors, Secretary and Advisers	118

## About TPXimpact

### OUR VISION

A world enriched by people-powered digital transformation. We'll build a future where organisations improve lives in an equitable and responsible way.

### OUR PURPOSE

Delivering positive impact together. We positively challenge, connect and enable our clients' organisations to deliver greater outcomes for people, places and the planet.

### MAKING CHANGE HAPPEN BY

- Building ambition, reimagining services and experiences to activate systemic change.
- Getting to the heart of user need to deliver compelling products, services and experiences.
- Applying great minds and creativity to solve complex problems.
- Using the best design, technologies and data to power better outcomes.

### OUR VALUES

#### PURPOSE

We're motivated to create focused positive change with measurable impact. We have an impact greater than the sum of our parts - with our client work, our community focus and how we are a force for good in business. Purpose is the beating heart of our organisation.

#### ACCOUNTABILITY

Applying flexibility, pace and scale through self-organisation and accountability. This is the natural evolution of autonomy with responsibility as we are accountable to all of our stakeholders.

#### CRAFT

Working supportively and bringing our best capabilities to bear through a shared vision of excellence. This is the harmony of problem solving, creativity, precision and care as we do our best work for our clients. It's what sets us apart.

#### TOGETHERNESS

This is how we work - user-centred and collaborative, filled with energy (and fun). We build long-lasting relationships with our clients and each other, built on honesty, openness and trust.





## Key Performance Highlights

Revenue<sup>1</sup>

**£77.3m**

FY24: £84.3m

Adjusted EBITDA<sup>1,3</sup>

**£5.6m**

FY24: £4.6m

Adjusted EBITDA  
Margin<sup>1</sup>

**7.3%**

FY24: 5.5%

Reported operating  
loss<sup>1</sup>

**£(8.7m)**

FY24: (£22.8m)

Adjusted profit  
before tax<sup>1,3</sup>

**£3.3m**

FY24: £1.8m

Adjusted diluted  
earnings per share<sup>4</sup>

**3.0p**

FY24: 2.1p

Net debt at year-end<sup>2</sup>

**£8.5m**

FY24: £7.1m

Permanent FTE

**431**

FY24: 533

Carbon intensity –  
tCO<sub>2</sub>e per £m revenue<sup>5</sup>

**16.7**

FY24: 19.9

Hours donated

**2,225**

FY24: 2,738

Female representation

**£51%**

FY24: 51%

Overall ethnic  
minority diversity

**20%**

FY24: 22%

<sup>1</sup> From continuing operations

<sup>2</sup> Excluding lease liabilities

<sup>3</sup> Adjusted EBITDA and Adjusted profit before tax are defined in note 28 to the financial statements

<sup>4</sup> Adjusted diluted earnings per share is defined in note 7 to the financial statements

<sup>5</sup> We have recalculated our emissions back to FY22 due to a change in classification treatment

## CEO Statement



In a year defined by significant market challenges, particularly within the UK public sector following the change in government and subsequent spending reviews, I am pleased to report that TPXimpact has demonstrated resilience and strategic agility. While revenues have not met our initial expectations, we have taken decisive action to protect the profitability of the business and position ourselves for sustainable growth.

Through disciplined cost control and operational efficiency, we have maintained a sound financial foundation despite the headwinds, ensuring that our net debt remains comfortably within our banking covenants. These measures reflect our commitment to financial stability whilst ensuring the business has a robust platform for growth.

### **MARKET CONTEXT AND FINANCIAL PERFORMANCE**

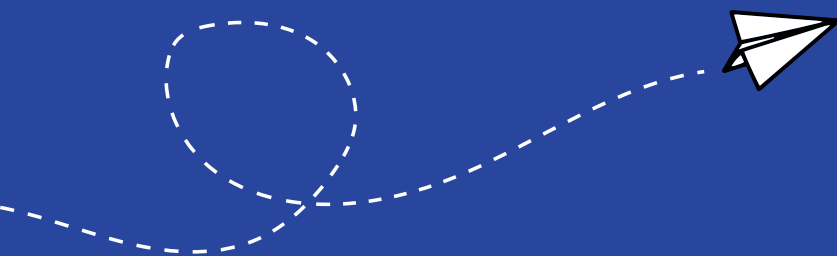
The past year has been marked by widespread contract delays and spending reviews across the UK public sector, impacting the entire industry. While these headwinds contributed to an 8.2% decline in revenue to £77.3m (FY24: £84.3m), our strategic focus on operational efficiency and cost control has delivered meaningful improvements across key profitability metrics.

Gross margin increased to 28.6% (FY24: 25.1%), driven by tighter project execution, resource planning and greater commercial discipline. This improvement reflects the scalability of our model and provides a strong foundation for future operating leverage as markets recover. Adjusted EBITDA rose to £5.6m (FY24: £4.6m), with adjusted EBITDA margin improving to 7.3% (FY24: 5.5%). Restructuring costs and working capital movements resulted in a modest increase in net debt (excluding lease liabilities) to £8.5m and a leverage ratio of 1.51x net debt to adjusted EBITDA. This is at the lower end of our target leverage range of 1.5–2.0x.

### **Björn Conway**

Chief Executive Officer,  
TPXimpact





## STRATEGIC FOCUS AND OPERATIONAL IMPROVEMENTS

Year two of our three-year plan was characterised as “Form and Integrate” and we have made significant progress. Our three core businesses, Digital Transformation, manifesto and KITS, have been streamlined to deliver greater value to our clients.

Throughout recent market challenges, we have remained focused on operational efficiency, taking difficult but necessary steps to restructure the organisation. This review has been guided by a clear objective: to protect and strengthen the areas of our business that deliver the greatest value to our clients, while scaling back in areas where future demand is limited. The restructuring resulted in 69 employees leaving the business during FY25.

Our total headcount at year-end has decreased by 9%, reflecting the strategic right-sizing measures implemented earlier this year. Our permanent-to-contractor ratio remains approximately 70:30, allowing us to deploy resources quickly and efficiently while continuing to recruit full-time employees as new opportunities arise and market conditions improve.

## COMMITMENT TO PURPOSE AND VALUES

Throughout this period, we have remained committed to our PACT values – Purpose, Accountability, Craft, and Togetherness. The principles behind our B-Corp certification continue to be a source of pride and a guiding framework for our operations, ensuring that our business decisions reflect our commitment to people, places, and the planet.

We have maintained our investment in key purpose initiatives, including our Future Leaders programme, which continues to provide opportunities for young entrepreneurs from underrepresented backgrounds. Our commitment to diversity and inclusion remains unwavering, with ongoing efforts to improve representation and equity across the organisation. We have more than halved our gender pay gap (GPG) over the past two years and are currently tracking at 7%. Our equality pay uplifts and focus on progression have made a difference to GPG.

We’ve continued to break down barriers to entry and progression by becoming a Disability Confident Committed Employer, a Living Wage Employer and joining the Social Mobility Index.

“

In a year of public sector disruption, TPXimpact has shown resilience. Protecting profitability, staying true to our values, and laying the foundations for long-term growth.”



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We have continued to make progress on our environmental commitments, with all our offices now running on renewable electricity and our carbon intensity showing further improvement to 16.7 tCO<sub>2</sub>e/£1m of revenue (FY24: 19.9<sup>1</sup>). Our procurement and sustainability teams have strengthened our supply chain oversight, ensuring that our operations align with our values and commitments.

Our MSAT (Modern Slavery Assessment Tool) score has improved to 88% (FY24: 70%), reflecting our enhanced approach to modern slavery prevention throughout our supply chain. We remain on track to achieve our target of 90% next year.

Our social value proposition remains central to our client offering, particularly in the public sector, where social impact requirements are increasingly embedded in procurement criteria. We have further refined our approach to measuring and reporting social value, ensuring that we can demonstrate tangible impact across our projects and operations.

<sup>1</sup> We have recalculated our emissions back to FY22 due to a change in classification treatment

## CEO Statement continued



### PEOPLE AND CULTURE

In a year of significant change, our people have demonstrated remarkable resilience, adaptability, and commitment. We have increased our focus on leadership development and skills enhancement, ensuring that our teams are equipped to navigate the evolving market landscape and deliver excellence for our clients.

In 2025, the organisation's Inclusion & Belonging survey score rose to 65%, up from 62%<sup>2</sup> the previous year. This score reflects how strongly employees feel a sense of belonging, psychological safety, and inclusion, key indicators of overall engagement and well-being at work. Notably, more employees reported feeling they can bring their authentic selves to work and feel part of the organisation.

An updated inclusion action plan is being developed in partnership with the Inclusion Council to build on this progress. The organisation is proud of the continued commitment employees show to its mission and values and remains focused on areas needing further attention, particularly the ethnicity pay gap.

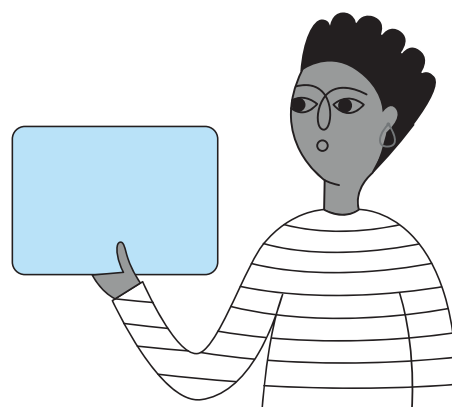
### LOOKING AHEAD

The fundamental drivers of digital transformation remain strong, with organisations across sectors seeking to enhance efficiency, improve service delivery, and drive innovation.

We are focused on extending our reach beyond our traditional markets, exploring opportunities in adjacent sectors and service areas where our capabilities can deliver significant value. We are also investing in our capabilities in emerging technologies, including responsible AI, where we see substantial growth potential.

Our financial strategy remains focused on margin improvement, cash generation and debt reduction. We have implemented enhanced financial controls and forecasting mechanisms to ensure that we can navigate the ongoing market uncertainties while seizing opportunities as they arise. We have set clear priorities for the year ahead: stabilising revenue, protecting and growing profitability, and targeting an FY26 Adjusted EBITDA of £6–7m. In parallel, we aim to reduce net debt to £7–8m, bringing leverage down to approximately 1.0–1.5x net debt to adjusted EBITDA.

<sup>2</sup> FY24 employee inclusion scores restated to provide a like-for-like comparison



## CONCLUSION

Whilst the past year has presented significant challenges, we have remained resilient and adapted to the market environment to ensure the long-term sustainability and success of the business.

I remain deeply grateful to our people for their unwavering commitment during this period of change, to our clients for their continued trust and partnership and to our shareholders for their support and confidence in our strategy.

With greater policy certainty and uplift in public investment following the government's comprehensive spending review, we see growing demand across our core markets, from health and housing, to justice, education and infrastructure. These trends play directly to our strengths in digital service design, data integration, platform engineering and agile delivery.

The return of multi-year budgets across government creates the conditions for longer-term digital transformation, not just short-term delivery. With a proven track record in designing and scaling impactful services, TPXimpact is well placed to be a strategic partner to departments as they mature their digital road maps, build internal capability and deliver lasting productivity gains.

In FY26, we will continue to invest in key areas, including responsible AI, automation and low-carbon digital platforms to stay ahead of client needs and market expectations.

These combined strengths position TPXimpact as one of the UK's most relevant technology service companies; purpose-led, outcomes-driven and directly aligned to where government is investing for long-term impact

**Björn Conway**  
Chief Executive Officer, TPXimpact

7 August 2025

## Financial Review



The preliminary results for the year ended 31 March 2025 (“FY25”) reflect continued positive momentum and robust operational execution across the Group. This was demonstrated by growth in EBITDA and adjusted EBITDA margin, with a further material reduction in gross borrowings, despite a decrease in revenue when compared to the prior year.

Revenue decreased by 8.2% to £77.3m (FY24: £84.3m), reflecting softer demand across both central government and the not-for-profit sector. This was driven by slower decision-making following the change in government and funding constraints outlined in the Chancellor’s Autumn Statement in October 2024.

Over 90% of our revenue was generated from public sector clients, with Central Government accounting for around 68%. Our top 10 clients contributed 72% of total revenues.

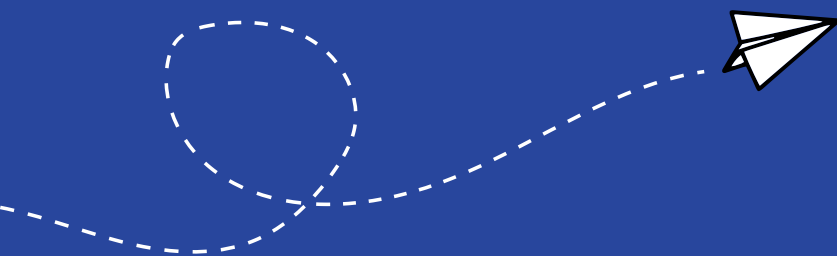
Cost of sales decreased by over 12% to £55.2m (FY24: £63.1m), resulting in gross profit of £22.1m (FY24: £21.2m), up over 4% year-on-year. Gross margin increased to 28.6% from 25.1% in FY24, a reflection of the strategic decisions taken earlier in the year to streamline our structure and focus on delivering value more efficiently.

Our total headcount has decreased by 9%, reflecting the strategic right-sizing measures implemented earlier this year. Our permanent-to-contractor ratio remains approximately 70:30, allowing us to maintain agility in workforce deployment while continuing to recruit full-time employees as new opportunities arise and market conditions improve.

### Noel Douglas

Chief Financial Officer,  
TPXImpact





Utilisation and productivity improved across the business, most notably in our Digital Transformation unit. These gains were driven by targeted restructuring efforts in FY25, aimed at aligning our delivery capacity with softer market demand. As a direct result, utilisation rates rose and contributed to a significant improvement in profitability. Adjusted EBITDA increased by 21.3% to £5.6m (FY24: £4.6m), with adjusted EBITDA margin rising to 7.3% (FY24: 5.5%), a notable achievement in a year of declining revenue. While the restructuring involved some one-off costs, reported as exceptional items, these actions were critical to establishing a leaner, more agile operating model. Employee retention dipped slightly to 86%, down from 88% in FY24.

Reported operating loss from continuing operations was £(8.7)m (FY24: £(22.8)m), including non-cash goodwill impairment charges of £4.5m (FY24: £14.5m). Share-based payment charges were flat at £1.4m (FY24: £1.4m), while restructuring and transformation costs increased to £2.1m (FY24: £1.4m) as a result of the restructuring actions described above. Amortisation of acquired intangibles reduced to £5.4m (FY24: £7.7m).

Core administrative expenses were broadly flat at £18.0m (FY24: £17.7m), reflecting disciplined cost control and selective investment in back-office functions.

Adjusted profit before tax from continuing operations was £3.3m (FY24: £1.8m) and reported loss before tax was £(10.0)m (FY24: £(24.8)m). Net finance costs decreased to £1.3m (FY24: £2.0m) due to lower interest rates and average borrowings. A tax credit of £0.9m (FY24: £2.7m) reflected deferred tax benefits.

Adjusted diluted earnings per share from continuing operations increased to 3.0p (FY24: 2.1p), while reported diluted loss per share was (10.1p) (FY24: (24.5p)).

The Board will continue to review dividend policy however, no dividend is proposed for FY25.

“



Despite revenue headwinds, we've delivered strong margin expansion, improved profitability, and reduced gross borrowings.”

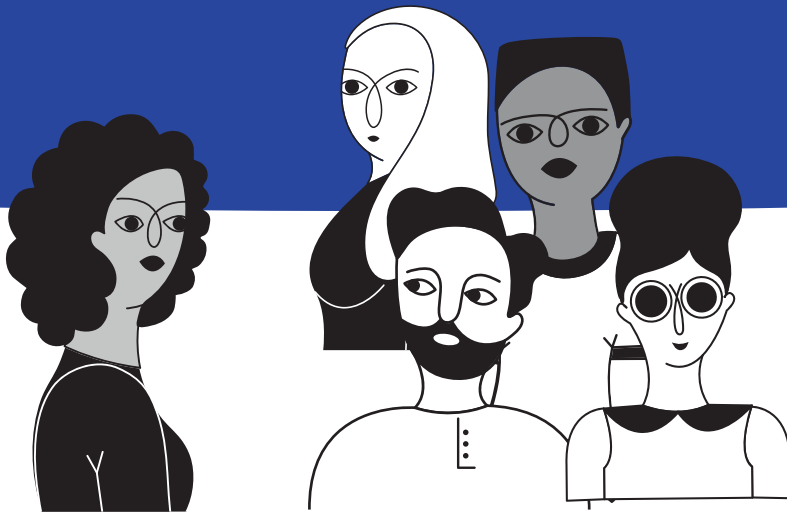
## NET DEBT AND CASH FLOW

Net debt (excluding lease liabilities) at 31 March 2025 was £8.5m, at the lower end of our 1.5x to 2.0x target (FY24: £7.1m). The £1.4m increase in net debt in the year reflects net cash generated from operations of £1.0m, a corporation tax refund of £0.4m, offset by interest paid of £1.1m, share repurchases for the Company EBT (Employee Benefit Trust) of £0.7m, and long-term lease payments of £1.0m. Debt repayments of £3.0m reduced gross borrowings to £13.2m by year-end. A further £1.5m repayment since year-end brought gross borrowings down to £11.7m by 20 June 2025. The leverage ratio at 31 March 2025 stood at 1.51 (net debt/12-month adjusted EBITDA), and all banking covenants were comfortably met.

**Noel Douglas**  
Chief Financial Officer, TPXimpact

7 August 2025

# Our Strategic Priorities



## DELIVERING AGAINST OUR STRATEGY

The strategy to simplify the business, improve margin conversion and build solid platforms for future growth remains our focus. In challenging market conditions due to election disruption and delayed procurement cycles, we have focused on right sizing the business to meet market demands resulting in a restructuring programme that whilst difficult enabled the business to optimise operations and deliver greater value for our clients. The business is now stronger, more efficient and optimised to achieve our objectives.

### Deliver purpose together

- Our client partnerships continue to deliver greater impact from HM Land Registry (HMLR) and Ministry of Housing, Communities and Local Government (MHCLG) to the Department for Business and Trade (DBT) and our work in not for profit, energy efficiency and financial services. Our digital transformation programmes are supporting clients to deliver better services and outcomes for people, places and the planet.
- From Trussell Trust to the National Education Nature Park, from Historic Environment Scotland to the University of Edinburgh, our digital experience projects help communities thrive, connect, and evolve.
- From Rural Payments Agency (RPA) to the Department for Environment, Food and Rural Affairs (Defra) our complex programmes of work continue to deliver value in managed services, IT infrastructure and technical delivery.



### Make the business better

- We've restructured and rightsized our organisation to simplify the focus and improve the productivity and efficiency of all of our businesses.
- We've brought together three different businesses, Red Cortex, Data & Insights and Consulting into one integrated business unit, Digital Transformation.
- We are using responsible AI tools to help improve efficiency for our operations, whilst supporting clients to navigate and use AI to build capability and improve productivity enabling them to focus on delivering value and better services.

### A great place to work

- We have equipped and upskilled all people managers through the delivery of a comprehensive leadership essentials programme.
- We've introduced a new employee voice platform to capture our people's say in what matters and hold the organisation accountable to follow up on any actions.
- We've continued our focus on removing barriers to entry and progression by becoming a Disability Committed Employer, a Living Wage Employer and entering the Social Mobility Index.

### Creating value for all our stakeholders

- We have maintained our investment in key purpose initiatives, including our Future Leaders programme, which continues to provide opportunities for young entrepreneurs from underrepresented backgrounds. This year, the programme supported participants, each reporting significant improvement in their business confidence and leadership capabilities.
- Our focus on quality is central to our offer, we have added a key ISO certification in environmental management, positioning us well for the increasing number of public sector procurements where this is required.

## Business Model

Our clients benefit from an agile, coherent and differentiated end-to-end transformation offer, delivered through an efficient professional services operating model that provides targeted support, valuable insight and practical innovation.

We operate through three distinct client-facing business units, each offering tailored solutions across a diverse range of markets.

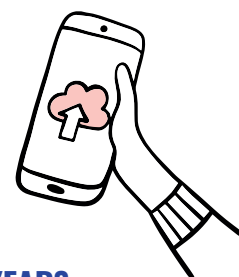


“

Our teams are working within and alongside government, charities, healthcare and industry to fix the foundations and transform their digital services, building the digital services and infrastructure for a future world.”

**JEN BYRNE, MANAGING DIRECTOR**

### DIGITAL TRANSFORMATION

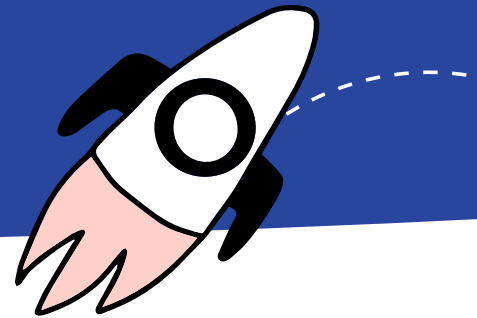


#### HOW HAS DT PERFORMED THIS YEAR?

We've continued to build great partnerships with our clients this year, our work with HM Land Registry (HMLR) means we are significantly improving property transactions and home buying. Our work with the Ministry of Housing, Communities and Local Government (MHCLG) is progressing and reforming planning. By partnering with Blood Cancer UK we've helped design and launch a new direct referral pathway, meaning people receiving a diagnosis of blood cancer are immediately referred to the charity for specialist information and support.

This has been an exceptionally challenging year for our clients, particularly those in the public sector, as they've navigated a new government and intense spending pressures. I'm incredibly proud of the way that our team has responded to those challenges and helped our clients deliver outcomes, improved services, productivity and operational efficiency, with resilience and resolve.

## Business Model continued



We have connected and convened clients through our thought leadership event series dedicating time and space for innovative leaders across government, not for profit, healthcare and industry to come together to share insights and learning on the important topics impacting their organisations and end users. This year we have heard from the likes of the Department for Business and Trade (DBT), Department for Education, Department for Science, Innovation and Technology, Government Digital Service, Office for National Statistics, NHS England, National Grid, Young Minds and Prostate Cancer UK and many more all building and shaping the future for delivering successful services.

### PRIORITIES FOR THE NEXT 12 MONTHS

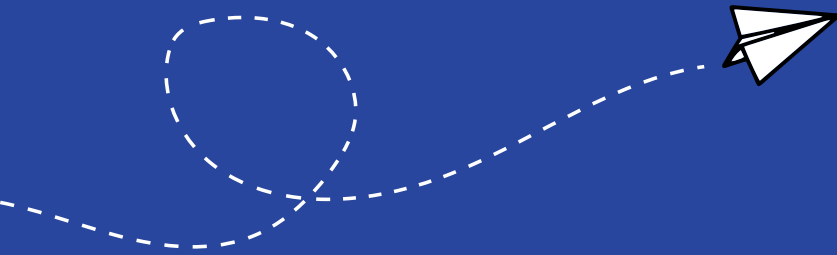
We have a robust and encouraging pipeline of imminent market opportunities that are aligned to our areas of specialism; our focus is on equipping our people and teams with the support and structures they need to do their best work for our clients on their sites, immersed and delivering transformational change. We continue to lay the foundations for accelerated growth in future years; strengthen our secured backlog (committed revenue) going into each new delivery year having secured new transformation partnerships with government.

We bring exceptional expertise and deep sector knowledge in areas such as planning, we are trusted to fix large parts of public digital infrastructure: going into this year, we'll be front and centre as a collaborator in building digital and AI capability across our sectors delivering integrated, better connected and more accessible services to users and citizens across the UK. We will be helping our clients to harness the power of AI and tech ethically: not just the use or adoption of AI tools, but how to navigate the potential impact on their ecosystems.

We will continue to have a significant role in working with UK government, to build modern digital government and the digital centre, enabling greater productivity and efficiency for government in all its forms. Our work within government on large scale digital transformation programmes is embedded in supporting mission led government plans around strong foundations, economic growth, a NHS fit for the future, breaking down barriers to opportunity and safer streets.

We will continue to build our strategic partnerships with His Majesty's Land Registry (HMLR), Department for Business and Trade (DBT), Ministry of Housing, Communities and Local Government (MHCLG) and the Ministry of Justice (MOJ) delivering large scale digital transformation programmes with impact.





## HOW HAS MANIFESTO PERFORMED THIS YEAR?

2024 challenged many, for manifesto we rightsized the business to ensure we could deliver for clients. Whilst this period was challenging for our people, it enabled us to wholly focus on creating meaningful change alongside our clients. Our March 2024 re-brand unveiled a bold new identity that embodies our core mission: delivering accessible, sustainable, and inclusive digital experiences that drive tangible positive impact.

We've expanded our influence and revenue across flagship sectors, delivered transformative work for over 100 clients, and continued our purpose-driven leadership. From Trussell Trust to the National Education Nature Park, from Historic Environment Scotland to the University of Edinburgh, our projects help communities thrive, connect, and evolve.

Our expertise continues to gain recognition—from winning BIMA Awards for our Nature Parks work and team members making the BIMA 100 list, to being named Acquia's Best Tech for Good Partner. Behind every accolade lies a story of collaboration, creativity, and unwavering commitment to impact.

We're proud to be recognised not just for what we make, but how we work.

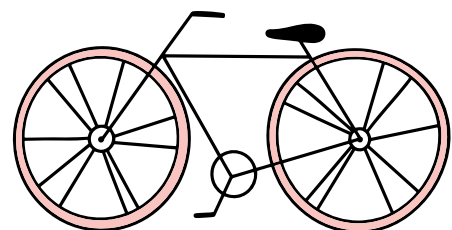
### As Meredith Sneddon, Head of Digital at Trussell Trust, shares:

"Our new digital platforms have already had a positive impact on our work. More people can now find and get support from their local food bank, and food banks themselves have the tools to better connect with their communities. Manifesto brought clarity, expertise and heart to both strategy and delivery—their contribution has been truly transformative."

“

In an increasingly uncertain global landscape, our mission is to be a steady hand for our clients—providing support, clarity and momentum when everything around them is shifting. Together, we craft experiences that empower them to move forward with confidence, purpose and tangible results.”

**REBECCA HULL, MANAGING DIRECTOR**



## Business Model continued

### PRIORITIES FOR THE NEXT 12 MONTHS

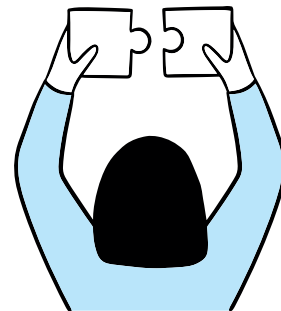
Our focus for 2025 is progression and growth—with purpose. We're investing in the relationships, capabilities and services that help clients navigate a rapidly shifting digital landscape, while staying true to our values.

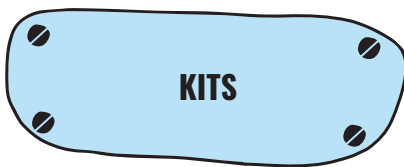
We'll continue supporting organisations to become future-ready from aligning with the European Accessibility Act to delivering smarter digital experience transformation. Our work with Save the Children UK exemplifies this: modernising their marketing technology and supporter experience through a roadmap balancing immediate efficiency and increased engagement with long-term impact.

We're deepening our AI expertise—moving beyond the hype to practical, ethical application. We're trialling embedding AI into our workflows as well as guiding clients to adopt it responsibly and imaginatively. As the web changed how we find information, AI is changing how we generate, interpret, and act on it. Done thoughtfully, it unlocks real, measurable value.

We're also continually evolving our offer to meet our clients changing needs: nurturing strategic partnerships, productising key services, and shaping a distinctive, data-led marketing technology proposition.

We're focused, energised, and ready to scale what works. The next 12 months will see us bringing bold ideas, sharp delivery, and meaningful impact with the clients and communities we're proud to serve.





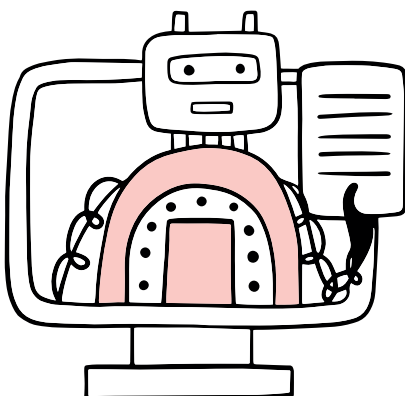
## HOW HAS KITS PERFORMED THIS YEAR?

KITS has performed well this year against a challenging backdrop, beset with projects being paused or cancelled within government organisations due to election disruption and spending reviews.

Our partnership with the Rural Payments Agency (RPA) continues to grow this year. We delivered a complete technical refresh (hardware and software) creating a resilient, private cloud environment that will take the RPA comfortably into the next decade and will save them significant costs from previous providers.

We further extended our reach into the health space increasing trust and credibility for the whole group, delivering extensive data strategies, upgrades, delivery and performance for programmes that were stalling due to a number of factors including capability-specific skills gaps. We have partnered with Public Health Wales (PHW), Digital Health and Care Wales (DHCW) and NHS Sussex Health and Care to deliver complex programmes of work further enhancing our reputation in the sector for quality, integrity and agile delivery.

Our partnership on the Future Farming initiative with the Department for Environment, Food and Rural Affairs (Defra) has provided essential development skills and sector knowledge to the department. We are well recognised for our high-quality work, pace and focused delivery outcomes within the programme.



“

The technical expertise of our people means our clients can deliver complex IT transformation programmes on time, within budget and with total confidence.”

**GRANT HARRIS, MANAGING DIRECTOR**

## PRIORITIES FOR THE NEXT 12 MONTHS

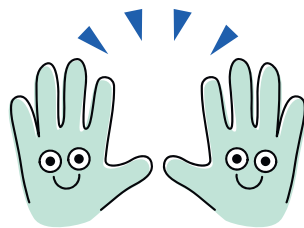
In government we will continue to build strong relationships with the RPA at all levels. A number of new initiatives are due to start over the next 12 months. We are already in discussions about a range of improvements that will help support the RPA's journey into the next decade. We will continue to protect our excellent delivery record within Defra and build on our strong relationship through the Farming and Countryside Program.

In health we will grow our presence and continue to partner with Public Health Wales (PHW), Digital Health and Care Wales (DHCW) and Sussex Community NHS Foundation Trust (SCFT), while using this reputation to support other NHS trusts as transformation specialists in both application, data and infrastructure, recognising the need for the NHS to move from private datacentres to the Public Cloud.

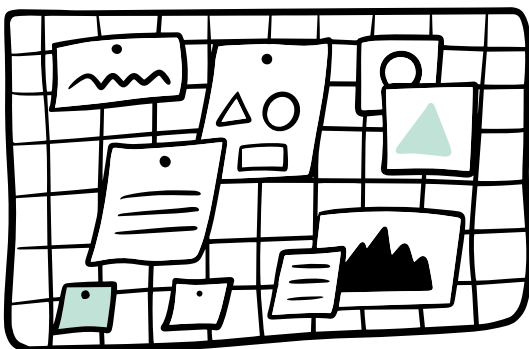
We will invest time and effort in the private sector particularly around pharma and energy where we have good connections and complementary capabilities.

For the TPXimpact group and associated brands we will continue to collaborate and optimise activity using the best technical resources across our engagements that ensure our clients always receive excellent service and delivery.

## Business Model continued



The work we have been delivering with clients continues to create meaningful, tangible change for people, places and the planet.



HM Land Registry



## HM Land Registry

### WHAT WE DID

HM Land Registry (HMLR) is responsible for registering the ownership of land and property in England and Wales. Our strategic partnership with them involves a number of complex projects to deliver better services for their end users. One of our projects involved improving the experience professionals and citizens receive when they submit paper applications as this was leading to increased workload and demand on HMLR.

Initially we conducted a thorough discovery to understand the existing communication gaps and user frustrations. This included understanding user needs, analysing the feasibility of potential solutions and identifying the necessary data and content to support improved communication. We then built a solution to provide digital acknowledgements for paper-based applications, working closely as a mixed civil servant and TPXimpact team to ensure that the technical infrastructure supported the new processes. This included content changes to the GOV.UK website and internal documentation updates to guide both users and staff through the new system.

### IMPACT DELIVERED

Implementing digital acknowledgements reduced progress-chasing calls by an estimated 15,000 to 28,000 annually, saving between 3,333 and 6,283 hours in contact centre operations. Proactive communication with users also increased by 169%, significantly enhancing customer satisfaction.



## Department for Energy Security & Net Zero

### Department for Energy Security and Net Zero

#### WHAT WE DID

The Department for Energy, Security and Net Zero (DESNZ) is the government body leading the charge towards a carbon neutral future. It is responsible for managing the UK's energy network and developing net zero policies.

Heat networks are common in European countries such as Sweden and Denmark. But despite successful pilot schemes in cities such as Bristol and Leeds, they are relatively unknown in the UK. DESNZ wanted to change that. The department wanted to create a policy that would raise awareness of heat networks and support local authorities in implementing them.

We worked with DESNZ to build a strategy to help raise internal and external awareness, create alignment in the department and build confidence in the opportunities heat networks can provide.

The first step in the end-to-end service vision focused on raising awareness of heat network zones for users in local authorities. To do this, a user-centred approach was key. This involved meeting sustainability managers working in local authorities to find out what they knew and understood about heat networks. From these conversations, it was clear that sustainability managers felt they lacked a direct channel to find the latest information on heat networks.

Building on this, we designed a prototype of a digital information service and tested this with the target user base. The idea behind the platform is that it would be a central, online location where local authorities and managers could access all the information they require on heat networks.

The prototype we developed was unique due to its visual aspects. To help users get a better understanding of how they could implement and benefit from heat networks, we incorporated the prototype with geospatial data. This meant that when people went on the information service, they would have access to a geospatial map dashboard which allowed them to visualise the location of potential heat network zones, helping bring them to life for users.

#### IMPACT DELIVERED

The project was a success and the impacts were felt immediately across DESNZ. Its overall impact has been the value of service design to help the department focus its resources and align internally, with a clear digital strategy and end-to-end service vision. The new ways of working we developed with DESNZ have also had a huge impact on how its teams operate. The department and its employees have taken the new approach onto other projects, working much more closely to align, unite and deliver on its objectives.

#### CLIENT TESTIMONIAL

"Heat networks have a huge role in helping the UK reach net zero, and this project has played a vital role in supporting their development. TPXimpact's support, user-centred approach and innovative ways of working have had a huge impact in helping us reach our objectives. Working together, we have learnt so much that we will take on to new projects and across the department."

**Heat Network Specialist, DESNZ**

## Business Model continued



### NHS Sussex

#### WHAT WE DID

NHS Sussex Health and Care is an Integrated Care System (ICS) which supports over 1.8 million people across the county.

We partnered with Sussex ICS to help it build strong relationships, embed new ways of working and create a joint vision and strategy to deliver its ambitious Our Care Connected (OCC) Programme.

We began by working with Sussex ICS to co-host engagement sessions to understand the pain points faced by services and stakeholders. This involved meetings with key representatives across Sussex, including Councils, Trusts, GPs, staff and patients. We also reviewed previous digital projects that had taken place to identify areas for improvement and learn from past experiences.

With the challenges identified, we implemented a strategy with the ICS to help better understand its needs and embrace new approaches to projects, including:

Supporting the development of a roadmap for the OCC Programme, outlining objectives, milestones, and deliverables. We then organised regular meetings and workshops to communicate this and secure buy-in from the multiple Trusts.

Implementing agile ways of working, shifting towards iterative development cycles, incremental value delivery, and establishing agile practices like sprint planning and retrospectives to build transparency and collaboration.

Integrating user centred design (UCD) principles into the development process, we worked with service users and

stakeholders through design thinking workshops and feedback loops to ensure that new solutions met end users' needs and expectations.

We coached and mentored people across services throughout this process. Through training, workshops, and one-on-one sessions, we helped build confidence and skills across teams. We also promoted knowledge-sharing and collaboration to create a culture of continuous learning and improvement.

#### IMPACT DELIVERED

Our partnership with Sussex ICS has already produced benefits for services and the OCC Programme. One of these was launching the Transfer of Care Hub Dashboard (ToCH Dashboard), which enables multi-disciplinary teams to coordinate care and support for patients by streamlining discharge processes and providing timely access to patient data. Which means services across Sussex can release patients from hospitals to social care faster, easing pressure on resources, freeing up space for those in need and improving patient experiences.

Stakeholders, teams and staff reported a notable improvement in collaboration and communication. Through open channels and dialogue, alignment between trusts and programme objectives increased, smoothing information sharing and decision-making processes.

#### CLIENT TESTIMONIAL

"TPXimpact helped us de-risk developing our shared care records. We avoided being locked into a supplier, giving us the flexibility to fully integrate and improve patient care".

**Dan Hughes and Diarmaid Crean, NHS Sussex**



## Blood Cancer UK

### WHAT WE DID

We partnered with the charity to scale the reach of specialised information and support services in a sustainable and scalable way. The ambition was to partner with haematology departments to refer patients to the charity for ongoing support, with an aim of reaching at least 75% of people diagnosed with blood cancer.

Working as one team with Blood Cancer UK's internal service transformation team, we began by understanding the current assumptions about a future direct referral and welcome journey service.

We conducted extensive research, including interviews, surveys, and workshops, to understand the needs and pain points of the blood cancer community and healthcare professionals. We spent significant time with people who had been diagnosed with the disease, understanding more about their support networks, communities and their diagnosis experience.

Ensuring Blood Cancer UK was ready to meet new service demand was an important focus. Working as a team, we went through a process of designing and prototyping new operational processes to guarantee the service could manage the number of people being referred.

### IMPACT DELIVERED

The new direct referral service is now live in 14 NHS Trusts. So far, it has provided more than 200 people with blood cancer and their loved ones with the information and support they need after diagnosis. The referral process has been embedded into healthcare professionals' processes, being described as the "easiest referral I have to do" and "it's second nature now". This service is now continuing to scale into more NHS Trusts across the UK and will continue to support more people with blood cancer, in the way that is right for them.

### CLIENT TESTIMONIAL

"This has been like no other agency experience I've had. Working with the TPXimpact team on the Direct Referral Service has been great. The collaborative nature of the approach has really empowered Blood Cancer UK team members to take ownership and upskill. I think you leave behind not just a promising service, but also real foundations for Blood Cancer UK to implement in future projects across the organisation."

**Blood Cancer UK Delivery Manager**

## Business Model continued



### Trussell

#### WHAT WE DID

Trussell's mission is to challenge the structural economic issues that lock people in poverty, and mobilise the public to change attitudes and influence policy. Its website plays a key role in how people access support from their local food banks, as well as being a critical vehicle for donations and support. However, with demand for emergency food provision soaring, it needed a strategic digital partner to deliver a long-term plan that will drive more impact, reach, awareness and engagement, to help it realise its vision of ending the need for food banks within the next five years.

The first requirement for our digital partnership was to design and build the new Trussell website, replacing an unstable legacy CMS system with a modern tech infrastructure built for short and long term needs. We also needed to design a hardworking multi-site experience to give a local, personalised presence to 432 of Trussell's food banks.

We worked with the Trussell team and people with lived experience of accessing food banks to transform this journey, reducing friction and increasing accessibility to a supportive, step-by-step journey for people in crisis. We built consensus through extensive user research, testing designs with lived experience audiences to design a compassionate, and fully accessible user experience.

#### IMPACT DELIVERED

The launch of the new website is just the beginning of a process that is supporting Trussell's vision of ending the need for food banks. As they move into a new three year strategy, we are working alongside them to identify how digital can support their strategic goals through innovation, audience segmentation and tech powered supporter journeys.

#### CLIENT TESTIMONIAL

"We're thrilled to be partnering with manifesto, who, from the beginning, have demonstrated their immense expertise and experience, alignment with our values, and passion for putting food banks at the heart of our digital strategy. The enthusiasm, adaptability and strategic thinking of the team is a huge asset to our work and achieving our strategic goals."

**The Trussell Trust, Director of Public Engagement**

# Market Update

## Market trends and opportunities

The past financial year has been one of both challenge and opportunity for all suppliers of digital transformation in the UK public sector, third sector and private sector. While demand for modern, data-driven services remains strong, market conditions have been shaped by a tough fiscal environment, economic constraints, political uncertainty, and frequently shifting investment priorities.

Public sector spending on digital transformation continues to grow, but the divide between maintaining legacy systems and investing in new, transformative solutions persists. Government departments and agencies remain under pressure to modernise, yet constrained budgets have forced difficult trade-offs. The UK public sector's digital technology spend exceeds £26 billion annually<sup>1</sup>, but a significant proportion is still allocated to maintaining legacy systems rather than future-proofing services. However, where there is strong leadership we see that momentum is shifting, with several large-scale transformation programmes (such as those in NHSE's Digital Prevention Directorate and DfE's Children's Social Care Portfolio) demonstrating the government's commitment to a digital-first approach.

TPXimpact has both benefited and been tested by these conditions. Our work on key public sector programmes—such as modernising planning services for the Ministry of Housing, Communities and Local Government, delivering user-centred design at Defra, and supporting HM Land Registry in digital delivery—has reinforced our position as a trusted partner in transformation. At the same time, the market has been uneven. Procurement cycles have lengthened. New spending controls are urging caution and slowing procurements. Economic headwinds have led to project delays combined with a more cautious approach to investment in innovation. This has required us to be adaptable, focusing on delivering high-impact, efficient solutions that align with shifting government priorities in a very price-sensitive environment.



Political uncertainty has added further complexity. The UK government's digital agenda has been subject to shifting priorities following ministerial changes and economic instability. The general election and subsequent fiscal events reshaped transformation priorities across departments. The recent spending review presents great opportunities for TPXimpact, in the spaces we have extensive expertise. Investments in the NHS, education, housing, social care and justice means we are well placed to support government in achieving their goals. Our expertise in improving ways of working, using digital, data and AI to improve efficiency and our ability to build and deliver user centred services means we can work with government to accelerate public sector productivity.

<sup>1</sup> Source: gov.uk, State of digital government review, 21 January 2025

## Market Update continued

### LOOKING AHEAD

Whilst unpredictable geopolitical events dominate and create economic uncertainty, the recent spending review investments signal growth and economic stability which in turn creates more opportunity for TPXimpact, further continuing our model of a consultancy that can navigate the interdependencies between organisations, users and technology whilst being innovative, collaborating across sectors and leveraging that convened intelligence to bring about change that delivers resilience, productivity and transformative outcomes and experiences for people, places and the planet.

### HOW WE ARE WELL PLACED TO ADVISE AND DELIVER TRANSFORMATIVE AI

Government is waking up to the potential of AI to drive efficiency, cut costs and improve public services. With a pro-innovation policy approach, new legislation (such as the Procurement Act 2025) and increased cross-sector coordination, the foundations are being laid for rapid adoption of AI across the public sector.

TPXimpact is already delivering in this space, advising and implementing AI-driven solutions across health, local government and planning. We combine technical expertise with a deep understanding of responsible AI, ensuring solutions are ethical, transparent and human-focused.

Over the next 3–4 years, we expect accelerating demand for digital transformation, particularly in housing, planning and the NHS, where ageing systems can no longer meet expectations. As AI and data-led decision-making move from pilots to mainstream adoption, the pressure to deliver digital services that are efficient, inclusive and sustainable will intensify.

TPXimpact is well positioned to lead. With proven capability and a strong track record, we will continue to help clients modernise with confidence—designing and delivering AI-powered transformation that's ambitious, effective and aligned with public purpose.

# Stakeholder Engagement and section 172 statement

## SECTION 172 STATEMENT

**This section serves as our Section 172 statement.**

The Board considers, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its shareowners as a whole (having regard to the stakeholders and matters set out in Section 172(2)(a-f) of the Act in the decisions taken during the year ending 31 March 2025). The Board recognises that engaging with the Company's stakeholders is paramount to achieving our vision and business success.

When making decisions, the Directors prioritise the interests of our people and other stakeholders, considering the community, environment, and the Company's reputation. We understand that sustaining the Company's long-term success is closely tied to stakeholder value and engagement, making it a fundamental aspect of our business. Stakeholder engagement has been integral to our business since its inception. Within our Section 172 statement, we take this opportunity to showcase how the Board engages with stakeholders and its impact on decision-making and strategies.

The Directors are fully committed to fulfilling their responsibilities under Section 172 of the Act. Our aim is to act responsibly, ensuring that the business operates in alignment with high standards of conduct and good governance. Management is also dedicated to upholding these principles throughout the organisation.

## OUR STAKEHOLDERS

We recognise that our business's success is inherently tied to its impact on our people, places and the planet. Building strong, meaningful relationships and maintaining ongoing engagement with our clients, suppliers, employees, shareholders, and the environment are essential for achieving long-term growth and impactful outcomes.

By effectively engaging stakeholders, we create trust, enhance our reputation as a socially responsible organisation and develop sustainable solutions for the benefit of people, places and the planet.

## OUR SHAREHOLDERS

We prioritise the equal and fair treatment of all our shareholders, aiming for them to reap the full benefits of our ongoing success in both our impact and commercial endeavours. Their support is instrumental in supporting our growth amidst a dynamic market landscape. We prioritise

transparent communication to keep everyone well informed about our strategy, progress and governance.

### Priorities

- Business model and delivery of strategy
- Positioning and performance in sustainability
- Effective risk management
- Robust financial performance

### Company Engagement

- Focus on open and transparent shareholder meetings and 1:1's to gather feedback, thoughts and opinions
- Regular feedback from our corporate brokers on shareholder sentiment

### Board engagement

- Regular presentations and engagement throughout the year from our Head of Investor Relations & Chief of Staff, CEO and CFO including the quarterly, half year updates and the AGM
- We take time to closely engage with all of our shareholders (both institutional and retail) on company strategy and direction ensuring their voices contribute to our strategic decisions

## OUR PEOPLE

Our diverse workforce is dedicated to creating value for all stakeholders, embodying our commitment to people, places and planet. As a professional services company, our success depends on having the right people in the right roles at the right time, which is why, even amid a challenging year of restructuring, we've focused on shaping a workforce fit for the future while continuing to invest in our culture, benefits and meaningful work to attract, retain, and support the exceptional talent that defines TPXimpact.

### Priorities

- Brilliant basics
- Learning and growing together
- Curating a culture for thriving

### Company Engagement

- Annual survey with questions on engagement, inclusion and belonging sent to all employees to understand how they feel about working for TPXimpact

# Stakeholder Engagement and section 172 statement continued

- Engagement survey dip checks to check in regularly on how people are feeling and experiencing the work environment
- Regular Town Halls with Q&A session for employees to ask burning questions
- Employee communications through newsletter, email, slack, business unit get togethers and line manager chats
- Other touchpoints, Employee Resources Groups, Meet and Eats, Learning and Development Opportunities, Inclusion Forum and Employee Forums

## Board Engagement

- Town Halls: encouraging open and transparent questions and feedback on important issues for employees
- CEO Coffee: an opportunity to get face time with the CEO through informal sessions with smaller groups of employees

## OUR CLIENTS

Our clients benefit from an agile, modern and radically differentiated end-to-end transformation offer, delivered through an effective professional services, agency and IT services operating model, bringing targeted support and experience, know-how, innovation and delivery expertise.

### Priorities

- A great end to end engagement experience
- Experience and targeted support
- Value for money
- Measurable outcomes

### Company Engagement

- We deliver programmes that stand up to future needs
- We engage in purposeful, mission/impact driven work
- We deliver targeted support that works in collaboration with our clients needs
- Clients' needs and interests are central to our business strategy
- Quarterly performance and feedback sessions

- We conduct research with clients on brand positioning, proposition and their experience
- We host learning events for clients convening thought leaders and communities of practice to exchange ideas, thoughts and opinions across sectors

## Board Engagement

- Board members attend events convening and collaborating with clients

## OUR SUPPLIERS AND BUSINESS PARTNERS

We prioritise cultivating strong relationships with our partners through regular meetings, joint planning and open communication. This collaborative approach enables us to align our goals, exchange valuable insights, and tackle challenges together. We highly appreciate the input and expertise of our partners, as we understand that their contributions are pivotal to our overall success.

### Priorities

- Opportunities for long term partnerships
- Shared values on anti corruption, human rights and prevention of modern slavery
- Ethical standards
- Trust and credibility

### Company Engagement

- Prioritise cultivating strong relationships with our partners through regular meetings, joint planning and transparent communication
- Strategic partnerships with industry leaders in technology, Microsoft, Amazon Web Services and Google building collaborative relationships that benefit our clients through our know-how, expertise and service delivery. These partnerships enable us to build and deliver extraordinary services for our clients

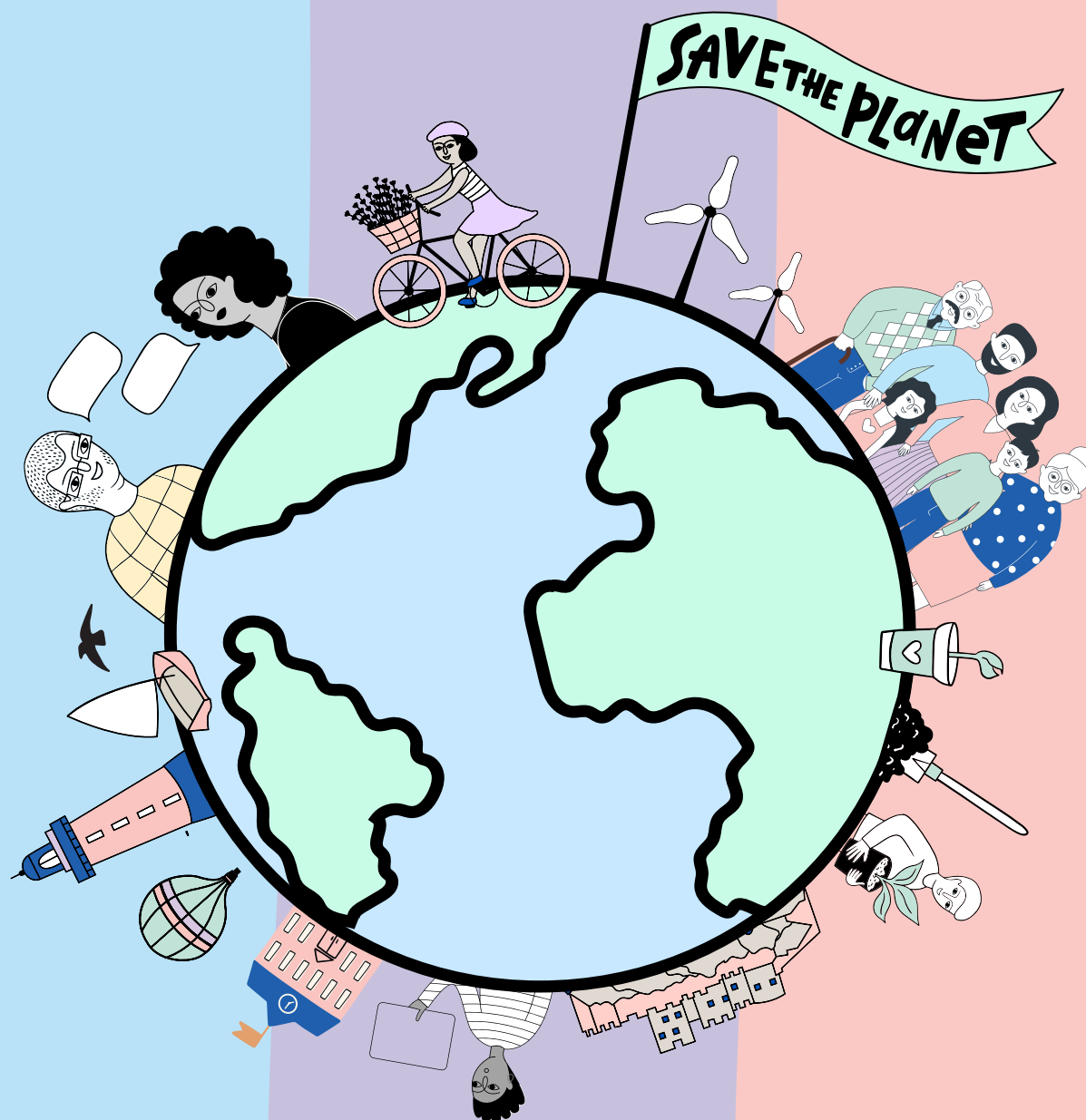
## Board Engagement

- The Board supports strategic partnerships with leading tech providers to enhance service delivery and long-term client value
- The Board oversees supplier ethics and ensures alignment with our standards on human rights, anti-corruption, and sustainability

# Investment Case

<b>1.</b> We operate in an attractive and growing market	<p>TPXimpact is well-positioned to address the market opportunity presented by the UK Software and IT Services Sector, with a market size of £78.4bn and expected growth of 5%+ in 2025/26. Focusing on digital adoption and AI, TPXimpact can help our clients increase productivity, deliver technology that adapts to changing circumstances and delivers measurable returns in the short term.</p> <p><i>* TechMarketView, UK SITS S &amp; IT Services, Market Trends and Forecasts July 2025</i></p>
<b>2.</b> With deep relationships across the public, private and third sectors	<p>At TPXimpact, we specialise in helping our clients through their digital transformation journey. We are proud to deliver high-quality solutions that enhance services, experiences, and outcomes, which is why we are increasingly recognised as a leading alternative digital transformation provider in the UK public services sector with over 90% of our client base representing public services.</p> <p>Our expertise and commitment to quality have earned us the trust of a diverse range of clients, including the Department for Environmental Food &amp; Rural Affairs, the Department for Business and Trade, His Majesty's Land Registry, Ministry for Housing, Communities and Local Government, the NHS, Rural Payment Payments Agency, Trussell Trust and Blood Cancer UK.</p> <p>Our team is made up of passionate individuals who deeply care about the work we do and the positive impact we make on the world. We are always eager to help new clients create positive change, and we welcome the opportunity to partner with them on their digital transformation journey.</p>
<b>3.</b> With the ability to deliver strong financial performance	<p>TPXimpact delivered a robust financial performance this year, reflecting our disciplined approach to resource management. Gross margin increased to 28.6% (2024: 25.1%), and adjusted EBITDA rose to £5.6m (2024: £4.6m), with margin improving to 7.3% (2024: 5.5%). Net debt (excluding lease liabilities) reduced to £8.5m, bringing us closer to the lower end of our target leverage range of 1.5x–2.0x.</p>
<b>4.</b> We take pride in our diverse employee population	<p>Our commitment to a diverse employee population is a reflection of our belief in the power of people to drive transformation. We take pride in the fact that our workforce is made up of 51% women and 20% ethnic minority individuals, representing a diverse range of perspectives and experiences.</p> <p>Our team consists of over 430 employees and 170 associates in the UK, who are the driving force behind our people-powered transformation approach. We believe that our commitment to diversity and inclusivity not only strengthens our team, but also enables us to better serve our clients and deliver innovative solutions that drive growth and progress.</p>
<b>5.</b> Who are focused on delivering for all stakeholders	<p>TPXimpact are deeply committed to delivering value to all stakeholders. Our collaborative success is intrinsically tied to the well-being and prosperity of the people, places, and planet we serve. We foster an inclusive and diverse work environment that empowers our team to drive transformation and innovation. We deliver sustainable solutions that foster economic growth and social development. Our collaborative, client-centric approach ensures exceptional experiences that consistently surpass expectations. We are dedicated to creating lasting value through a responsible growth strategy that prioritises strong financial performance alongside positive societal and environmental change.</p> <p>Our three-year plan is built on sound, achievable strategic goals, which are understood and cascaded down through all our business units. There is clear alignment between TPXimpact's strategic objectives, employee aspirations and the expectations of our stakeholders.</p>

## People, Places and Planet



## At TPXimpact, we see no trade-off between purpose and profitability.

We view our commitment to driving positive social and environmental outcomes as a source of competitive advantage and long-term value creation. As a certified B Corporation, we are independently verified to meet high standards of social and environmental performance, transparency and accountability—reinforcing our commitment to balancing people, planet and profit. By embedding purpose into our commercial strategy, we enhance our ability to win and retain contracts, deepen client trust, and attract values-aligned talent, all of which contribute to sustained financial performance. This integrated approach supports our ambition to deliver strong shareholder returns while meeting the growing expectations of customers, employees and society at large.

As social value has established itself as a key component in winning government contracts, with a mandatory 10% of weighting given to companies based on the additional value they add to society, TPXimpact has been well-positioned to respond and gain a competitive advantage over our peers. With over two thirds of our revenue generated through UK Government contracts, the quality of our Social Value commitments is mission-critical to both winning new work and building lasting client relationships.

In this section will outline our approach to ESG, our material topics from a financial and impact perspective, and our key people and planet highlights.

### Our Approach

Our approach to sustainable development is centred on:



#### Consideration:

We consider the impact of business decisions on all stakeholders using our ESG Committee as a forum to ensure proper consideration is given.



#### Accountability:

We invest in robust data collection and analysis of our impacts so that we properly understand and are accountable for them.



#### Transparency:

We're committed to full transparency when it comes to our sustainability reporting, not only to hold ourselves to account, but to encourage others to do the same to achieve positive outcomes for our people and planet faster.



All TPXimpact entities are included in our Sustainability Report. The sustainability-related financial disclosures cover the same reporting entities as the related consolidated financial statements. The reporting entity includes the parent company TPXimpact Holdings and its subsidiaries. Since the operations of the entities are shared and their work aligned, our material topics are consistent across each of them and therefore sustainability reporting is done at Group level. In preparing our sustainability-related financial disclosures, we have assessed our own operations and that of our value chain.

Our ESG Committee has been delegated responsibility from the Board for reviewing and approving the reported sustainability information including our material topics.

These are discussed and approved at ESG committee meetings. The Committee is also responsible for ensuring we are compliant with laws and regulations relating to sustainability. There have been no instances of non-compliance in the reporting period.

# People, Places and Planet continued

## OUR MATERIALITY ASSESSMENT

We completed a comprehensive double materiality assessment in FY24 in order to properly understand the environmental and social factors that were the biggest risks or opportunities to our business and/or our stakeholders.

The material topics and impacts that have been determined through this process inform financial and value creation reporting. They provide crucial input for identifying financial risks and opportunities related to our business impacts, and for financial valuation. This in turn has helped in making financial materiality judgments about what to recognise in our reporting.

While most, if not all, of the impacts that have been identified through this process will eventually become financially material, sustainability reporting is also highly relevant in its own right as a public interest activity and is independent of the consideration of financial implications.

## OUR DOUBLE MATERIALITY MATRIX

We are a people-powered organisation and therefore a third of our material topics relate to our people including; **employee wellbeing, inclusive employment and skills and training.**

We will re-evaluate our assessment in FY26. The UK government has published an updated Social Value Model under the Policy Procurement Note (PPN) 002 which will become mandatory in October 2025. As the financial materiality of scoring well on social value responses continues to increase, we will look to overlay the government's new 'missions' and award criteria on our own topics to ensure that there is alignment in the impacts that we are focusing on and the priority areas of our biggest clients.

## Our People

As a professional services company, we're only as good as the people we employ. It is paramount that we are able to deploy the best shaped teams to our clients. That's why we invest so much in having the right people in the right roles at the right time.

Like many others, we have had to restructure this year due to factors outlined elsewhere in this report. That has given us the opportunity to make sure that our workforce is the right shape and size for success.

Changes like this are never easy on employees and we are making sure we continue to invest in making the TPXimpact proposition compelling through our culture, benefits and meaningful work. This is what attracts, retains and makes TPXimpact a natural home for the fantastic talent that is our people.

### At a glance

Total headcount

**608**

Contractors

**29%**

Retention rate

**86%**

Engagement score

**65%**

Female representation

**51%**

Gender pay gap

**7%**  
(median)

Ethnic minority representation

**20%**

## This Year's Highlights

Our evolving people strategy focuses on building a stronger, more capable organisation to meet the changing needs of our clients, our markets and our people. Key highlights this year include:

**Raising the bar on operational excellence.** Our evolving people strategy focuses on building a stronger, more capable organisation to meet the changing needs of our clients, our markets and our people. This year, we have significantly raised the bar on operational excellence. We simplified systems and processes across the employee lifecycle, streamlining business partnering and enhancing data insights to enable sharper, faster people decisions. The integration of Consulting, D&I and RedCortex into our new Digital Transformation business unit created clarity and agility in a changing market. We strengthened organisational resilience by applying fair and compliant restructuring processes where necessary, and proactively prepared for forthcoming changes in employment legislation. Our targeted reward interventions helped narrow our pay gaps, while the introduction of a clear Code of Conduct and Declaration of Interests process reinforced our corporate governance standards.

**Accelerating development and performance.** We launched a transparent promotions process, offering structured feedback to support career progression. A new employee voice platform captured feedback, drove action, and improved accountability, while our investment in neurodiversity insight, through expert-led deep dives, helped unlock the strengths of our neurodivergent workforce. Our in-person inductions welcomed 44 new joiners, accelerating their integration and client impact. In parallel, we enhanced our talent and development and performance dialogue cycle by embedding clear goal-setting, regular feedback, and alignment with our Progression Framework.

**Shaping a culture where people thrive.** We equip managers with our Leadership Essentials programme and sustained engagement through quarterly briefings and a peer community. We delivered masterclasses on inclusive leadership, candid conversations and presence and impact to deepen cultural maturity. Our Progression Framework, guides personal growth and shapes future promotion decisions. We strengthened collaboration with our Employee Forum and Employee Resource Groups to ensure employee voice informs key decisions. Finally, we fostered stronger local communities through our monthly "Meet and Eats" in regional hubs, deepening connections and belonging across the business.

These initiatives lay the foundation for an agile, inclusive and high-performing TPXImpact—equipping our people to deliver lasting impact for our clients and communities.

## LIFE AT TPXIMPACT

At TPXImpact, we believe that the best work for clients, communities and shareholders is done by teams who feel supported, included, and inspired. In 2025, we ran a company-wide study to hear directly from our teams about what they value most. The feedback was consistent and energising: our people take pride in the meaningful work we do, the values we live by, and the vibrant, inclusive culture we've built. They spoke about the opportunity to make a real impact through their work, the flexibility and support they receive, and the connections they form across the business. Together, these insights shape our Employee Value Proposition promise that makes TPXImpact a natural home for purpose-driven, values-led talent.

To nurture this culture as we grow, we've invested in more time and space for people to connect beyond their day-to-day work. In 2025, we introduced new business unit gatherings and brought people together through events like DT Camp and our all-manifesto celebration. These moments deepen belonging and reinforce the shared purpose that defines our work.

We continue to build a workforce that reflects the diversity of the communities we serve and to break down the barriers that prevent people from thriving.

### This year we achieved the following:

**Inclusion score:** Increased to 65% (up from 62%), following the adoption of a new employee voice platform aligned to external benchmarks.

**Gender pay gap:** Reduced to below 7%, more than halved in the past two years through focused interventions on equitable pay and progression.

**Ethnicity pay gap:** Currently 16%. While progress has been uneven, we remain committed to systemic change and targeted action.

We are proud to be a Living Wage Employer, a Disability Confident Committed Employer, and a participant in the Social Mobility Index. We're also progressing towards Lexxic Neurodiversity Smart accreditation, helping us better support neurodivergent colleagues and have signed the Armed Forces Covenant.

# People, Places and Planet continued

People join TPXimpact to do work that matters and they stay because of how it feels to be here. Our culture is rooted in trust, collaboration, and care. It's a place where everyone's voice matters and where purpose is woven into every project. For our investors, this means a motivated, mission-aligned workforce that drives high performance, innovation and long-term value.

## Planet

We have a strong track record of investment and accountability when it comes to the environment. Each year, we look for ways to improve the quality of our carbon measurement as well as meaningful ways to reduce our emissions and remove what's left through high-quality environmental investments.

This year, we made significant progress in understanding and managing our supply chain emissions. As a result, 11% of our purchased goods and services are now based on actual emissions data, rather than spend-based estimates. We are aiming to increase this in FY26, further improving the accuracy of our Scope 3 reporting.

Due to a change in methodology calculation in FY25 we have chosen to recalculate our emissions from FY22 onwards to ensure consistency and accuracy.

In FY25, our total greenhouse gas (GHG) emissions fell by 23%, driven primarily by a reduction in emissions from purchased goods and services, which account for 54% of our total footprint. Carbon intensity decreased from 19.9 to 16.7 tCO<sub>2</sub>e/£1m of revenue. However, Scope 1 and 2 emissions increased, mainly due to our first full year of occupancy at the new head office.

Our carbon accounting follows the Greenhouse Gas (GHG) Protocol.

### At a glance

**16% decrease**  
in tCO<sub>2</sub>e per £1m revenue

**23%**  
overall emission reduction

**68%**  
increase in Scope 1 & 2 emissions

### SECR Report

All figures in tCO <sub>2</sub> e	FY25	FY24	% change
<b>Scope 1</b>	<b>3.8</b>	<b>2.8</b>	<b>35.6%</b>
Scope 2 location-based	28.6	22.5	+27.4%
Scope 2 market-based	10.0	0.0	n/a
Percentage renewable (UK)	84%	100%	-16.0%
<b>Scope 1 + 2</b>	<b>32.4</b>	<b>25.3</b>	<b>+28.3%</b>
<b>Scope 3</b>			
Purchased Goods & Services	704.0	1,122.8	-37.3%
Business Travel	109.5	107.7	+1.7%
Commuting & Homeworking	431.8	411.1	5.0%
Fuel & Energy	10.0	7.8	+27.9%
Waste, Water & Waste Water	2.2	0.9	+154%
<b>Scope 3 Total</b>	<b>1,257.5</b>	<b>1,650.3</b>	<b>-23.8%</b>
<b>Total</b>	<b>1,289.9</b>	<b>1,675.5</b>	<b>-23.0%</b>

# CORPORATE GOVERNANCE

---



# Chairman's Statement

As we conclude FY25, it is appropriate to reflect on a year characterised by notable external headwinds, most significantly, the evolving political landscape in the UK and the implications of recent government spending reviews. These factors have contributed to a heightened level of market uncertainty. While this environment led to an 8.2% decline in revenue to £77.3m (FY24: £84.3m), our strategic emphasis on operational efficiency and disciplined cost control has yielded tangible improvements across our core profitability metrics. This performance underscores the resilience of our business and positions us well as we look ahead.

## STRATEGIC EXECUTION

While the broader economic landscape has presented challenges, our ability to adapt has been key. Through a combination of cost-saving measures and a focus on improving efficiency and utilisation across the business, we have been able to grow profits by 22%, an achievement we are proud of in the current climate. Management's strategic decision to simplify the business, coupled with our clear brand differentiation, has allowed the company to maintain competitiveness in a tougher market.

We are particularly encouraged by our performance in the public sector, where we secured a key contract win with the Ministry for Housing, Communities and Local Government, and also notable wins with Department for Business and Trade and His Majesty's Prison & Probation Service post year end. These contracts underline our strong position in the market, even in a time of fiscal constraint, and demonstrate the ongoing need for digital transformation in the public sector.

## PURPOSE AND IMPACT

Despite the challenging market conditions, our commitment to our purpose-driven goals remains as strong as ever. We continue to see the positive impact of our efforts in areas such as sustainability, with a 23% reduction in carbon emissions and a number of initiatives aimed at increasing digital inclusion. These achievements reflect our belief that business can and should be a force for good in society, even as we focus on delivering solid financial performance for our stakeholders.

## PEOPLE AND TALENT

Our people continue to be at the heart of our success. Throughout the year, we have remained committed to providing a supportive environment that fosters professional growth, with 201 colleagues completing the Leadership Essentials programme. While the external environment has posed challenges, employee engagement scores have remained strong, and retention rates sit at 86%. We have also seen positive strides in narrowing our median gender pay gap, which now stands at 7%.

We remain dedicated to attracting, developing, and retaining top talent, ensuring that our people are equipped to navigate both the opportunities and challenges that lie ahead. As always, we strive to offer a competitive remuneration package, designed to both motivate our existing team and attract fresh talent to support our continued growth.

## GOVERNANCE AND LEADERSHIP TRANSITION

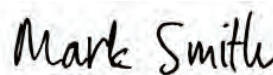
This year, we were pleased to welcome Noel Douglas as our new Chief Financial Officer. Noel brings a wealth of experience in financial leadership, having held senior roles in both high-growth and complex, multinational environments. His expertise in driving financial strategy, improving operational efficiency, and managing risk will be invaluable as we continue to navigate the challenging market landscape and focus on profitability and growth. We look forward to working with Noel to continue executing on our strategic objectives, and I am confident that his leadership will play a key role in our success in the years to come.

## LOOKING AHEAD

While the road ahead remains uncertain, with the ongoing impact of political and economic shifts, we are confident in TPXimpact's ability to remain agile and resilient. The continued evolution of digital transformation presents opportunities, particularly in the public sector, and we are well-positioned to capitalise on these.

We will continue to focus on efficiency and delivering value through both our people and our strategic initiatives. With a clear plan for the year ahead, we remain committed to creating both commercial success and positive societal impact, ensuring long-term growth for all our stakeholders.

On behalf of the Board, I would like to express my sincere thanks to all our stakeholders for their ongoing support and trust as we navigate these challenging times and look toward an exciting future.






**Mark Smith**  
Chair, TPXimpact  
7 August 2025



## Risk and Risk Management

The success of TPXimpact depends on the proper management of risk. TPXimpact has a governance structure to identify and monitor relevant risk at all levels of the business. The risks identified are ranked by likelihood and potential impact and then tracked through regular Board meetings. Once risks are identified, management will formulate and deploy mitigating strategies.

The principal risks and uncertainties that the Board believe could have a significant adverse impact on TPXimpact are set out below. The table is not intended to be exhaustive and the principal risks are not listed in order of seriousness or potential impact. There may also be risks that are not currently considered to be serious or which are currently unknown and risks that are outside of the business's control. Where reasonably possible, TPXimpact has taken steps to manage or mitigate the risks, or potential risks, but it cannot entirely safeguard against all of them.

Risk	Impact	Mitigation
<b>Impact of economic downturn limiting public sector spending</b> 	<p>The Group's revenues are heavily weighted towards public sector spend. Whilst the new Government has an ambitious digital transformation agenda, there has been market uncertainty while the new administration clarifies its digital spend priorities. This uncertainty has impacted the Group's visibility of revenues.</p>	<p>We anticipate that the Government will continue to invest through the economic cycle as we see digital transformation as a long term driver of efficiency gains and public sector cost savings.</p> <p>We believe our key expertise and relationships across Housing, Education, Justice and Health align strongly with the UK Government's targeted areas for change. We therefore expect to benefit from this positioning in the medium to long term.</p>
<b>Inflation</b> 	<p>Inflationary pressures may increase the cost of our workforce (employees as well as contractors) which may constrain margin growth.</p>	<p>Pricing of new business proposals and review of rate cards takes account of inflationary pressures on the cost base, and therefore provides margin protection.</p> <p>We also focus on maintaining and improving margin across two key areas of our Client lifecycle:</p> <ul style="list-style-type: none"> <li>The Group's Growth function reviews all tender feedback in detail to understand prevailing win themes and adjust our proposition to the buying behaviours we encounter in the market.</li> <li>In-flight service delivery is continually reviewed to ensure high quality Client outcomes are being delivered as efficiently as possible.</li> </ul>
<b>Attracting and retaining talented staff</b> 	<p>The quality of the services provided by the Group's businesses is fundamentally derived from the quality of the Group's people.</p> <p>The Group's performance could therefore be adversely affected if it is not able to recruit, train or retain key talent in the Group.</p>	<p>Our People strategy aims to attract people with skill sets matching clients' needs and then retain our people with appropriate rewards, satisfying work and a supportive environment.</p> <p>Our goal is to have a diverse workforce that replicates the diversity of where we operate. The Group puts togetherness and purpose at the forefront of what we do in order to become an employer of choice for employees. We actively set our KPIs to focus on the diversity of our workforce as well as our financial targets.</p> <p>We continue to provide competitive pay and benefits to our employees, including appropriate salary increases. These increases support employee retention, which has multiple benefits to the business, including predictability of staff costs and, therefore, sustainable margins.</p>

## Risk and Risk Management continued

Risk	Impact	Mitigation
<b>Cyber and information security</b> 	<p>The Group relies upon the confidentiality, integrity and availability of its IT systems internally and as part of its service offerings to customers.</p> <p>Cyber security events are occurring more frequently, and attacks are designed with greater complexity.</p> <p>A major cyber security event causing loss of availability or loss of customer data could limit the Group's operations, expose the Group to fines and cause reputational damage.</p>	<p>The Group has achieved ISO27001 and Cyber Essentials+ accreditations. The business utilises enterprise-grade, public cloud 'as-a-service' solutions which meet the National Cyber Security Centre (NCSC) Cloud Security Principles.</p> <p>Measures are in place to provide end-point protection, malware protection and data leakage prevention. Access to applications is managed with role-based permission controls and a security incident management system is in place to report, assess, escalate and respond if a cyber security event occurs.</p>
<b>Increasingly competitive market</b> 	<p>TPXimpact operates in a highly competitive market against a broad spectrum of suppliers, from large global consultancies and technology companies to smaller, niche operators.</p> <p>The Group has to balance the dynamics of delivering high quality service alongside fair pricing to both retain clients and win additional clients whilst also delivering appropriate margin for the Group's stakeholders.</p>	<p>The Group's scale has resulted in larger contract wins and deeper relationships with key clients (as TPXimpact becomes a more significant component of a client's supplier landscape). We are proactively building a longer term client relationship approach as we seek to bring more of the Group's service offerings to these key relationships.</p> <p>Our client focus is on high quality outcomes and high quality relationships. We believe this is the commercial foundation on which we can deliver appropriate returns for our stakeholders.</p>
<b>Legal, regulatory and compliance requirements</b> 	<p>The Group's scale and larger public sector contract wins require a more sophisticated approach to managing compliance risk across a broad estate – information security; data protection; insurance; ISO certifications; Modern Slavery; IR35; Health &amp; Safety.</p> <p>Failure to manage these areas effectively could lead to breach of contract, business interruption, client relationship damage, new business headwinds, regulatory fines and reputational damage.</p>	<p>The Group's central operations model has matured to manage and mitigate these compliance risks, with appropriate, dedicated resources.</p> <p>The Group has adopted an ISO compliant business management system to embed the internal control procedures needed for a business operating at scale. TPXimpact has now achieved ISO9001 (Quality), ISO14001 (Environment), ISO27001 (Information Security) and ISO45001 (Health &amp; Safety) accreditations.</p>
<b>Increasing complexity around data privacy and protection</b> 	<p>The General Data Protection Regulation (GDPR) requires the Group to apply data privacy controls to mitigate the risk of unauthorised disclosure of personal information.</p> <p>Non-compliance can result in significant fines and/or damage to reputation.</p> <p>This risk is amplified by the innovation, adoption and accessibility of Generative AI tooling. Increased volumes of data transmission and manipulation result in a much broader data footprint for the Group to manage.</p>	<p>The Group's internal controls, policies and procedures are designed around the requirements of information security and data protection legislation. The Group applies the following key controls:</p> <ul style="list-style-type: none"> <li>• annual mandatory training to all employees on GDPR and Cybersecurity</li> <li>• specific data protection provisions in our contracts with suppliers and clients</li> <li>• data privacy impact assessments where TPXimpact is acting as a data controller</li> <li>• privacy notice that outlines personal data rights in place, such as right to be forgotten, right to amend, right to view and our data retention schedule</li> <li>• compulsory compliance checks on all systems which process personal data</li> </ul>

Risk	Impact	Mitigation
<b>Quality of Delivery</b> 	<p>The Group's reputation is grounded in its ability to delight clients, delivering high quality solutions to the challenges presented by a rapidly evolving social and technological landscape.</p> <p>Shortfalls in the design, delivery or quality of our solutions could quickly erode the Group's reputation.</p> <p>This could manifest in contractual liability, remediation costs impacting profit and cashflow and ultimately, a decreased new business win rate.</p>	<p>We implement rigorous quality assurance and control processes throughout our project lifecycle, including:</p> <ul style="list-style-type: none"> <li>• regular reviews, testing, and validation to ensure solutions meet the highest standards before delivery</li> <li>• feedback from clients and team members to continually refine processes and enhance service delivery</li> <li>• transparent communication with clients throughout a project, using regular updates and check-ins to help manage expectations and address any concerns promptly</li> <li>• investing in ongoing training and professional development for our employees to ensure they are equipped with the latest skills and knowledge to deliver high-quality solutions</li> <li>• proactive contract management to identify potential risks early in the project and develop contingency plans to address them</li> </ul> <p>These quality assurance steps are supported by our ISO9001 accreditation and by the Group's professional indemnity insurance.</p>

## Board of Directors

---



**Mark Smith**

**Non-Executive Chair**

Appointed Date: December 2018

**Experience, relevant skills and contributions to the Board:**

Mark has held several senior roles in a variety of businesses across multiple sectors. A qualified chartered accountant, he was one of the five founders of Chime Communications plc, where he spent over twenty-five years as Chief Financial Officer and subsequently Chief Operating Officer until Chime was acquired by Providence Private Equity in 2016. He is currently the Non-Executive Chair of Holiday Extras. Additionally, he is Chair of Merit Group Ltd, Chair and Non-Executive Director of Cognito Europe Limited, Chair of the Employee Ownership Trust of Thinks Insight and Strategy and Non-Executive Director of Sanctuary Counsel Ltd.

**External Appointments:**

- Non-Executive Chair of Holiday Extras
- Non-Executive Chair of Merit Group
- Non-Executive Director of Sanctuary Counsel
- Chair of the Employee Ownership Trust of Thinks Insight and Strategy
- Non-Executive Chair of Cognito Europe Limited
- Non-Executive Director of Concilio

**Committee Membership:**

- Audit, Risk and AIM Rules Compliance Committee
- Remuneration Committee

**Board Attendance:**

100% attendance.



**Björn Conway**

**Chief Executive Officer**

Appointed Date: October 2022

**Experience, relevant skills and contributions to the Board:**

Björn joined TPXimpact as CEO in October 2022 with a brief to stabilise the business, establish a new vision, strategy, and a three-year plan. He has worked in professional services since 1994, including as a Partner leading business transformation work at PA Consulting and as a Senior Partner at EY. Between 2011 and 2016, he led EY's UK Government and Public Sector team, doubling its size over five years and becoming EY UK's largest market segment. Before joining TPXimpact, Björn concentrated on building private businesses.

**Board Attendance:**

100% attendance.



**Noel Douglas**

**Chief Financial Officer and Company Secretary**

Appointed Date: February 2025

**Experience, relevant skills and contributions to the Board:**

Noel joined TPXimpact in February 2025 to lead the business's financial and operational strategy. His responsibilities include investor relations, treasury and banking, IT and operations, property and financial reporting. He always seeks to balance the business's commercial priorities with its commitment to People, Places, and the Planet.

Noel joins the Company from his role as CFO at AND Digital, a technology consultancy specialising in accelerating digital transformation, with revenues of £140m and 1,400 staff.

Previously, Noel served as Group Financial Controller at Endava plc, a global IT services company, where he led a team of 210 finance professionals. He played a key role in significant M&A activities, successfully integrating 13 acquisitions and driving operational efficiency. His leadership was instrumental in supporting Endava's rapid expansion, with revenues reaching £795m in FY23.

Noel, a qualified accountant, brings a wealth of expertise in commercial performance improvement and leading finance teams in high-growth environments, which will significantly contribute to the Company's strategic ambitions.

**Committee Membership:**

- ESG Committee
- Audit Committee

**Board Attendance:**

100% attendance.

## Board of Directors continued

---



**Christopher Sweetland**

**Non-Executive Director**

Appointed Date: December 2018

**Experience, relevant skills and contributions to the Board:**

Chris qualified as a chartered accountant with KPMG before joining PepsiCo Inc in 1980, holding various financial roles overseas at PepsiCo Inc. In 1989, he joined the central team at WPP plc and was Deputy Group Finance Director between 2000 and 2016. He played a key role in operations and the many acquisitions that built the Group and in investor relations. He represented WPP on numerous Boards both in the UK and overseas. Since retiring, he has held multiple Non-Executive Director roles, including at TPXimpact.

**External Appointments:**

- Non-Executive Director of M&C Saatchi plc

**Committee Membership:**

- Chair of the Audit, Risk and AIM Rules Compliance Committee

**Board Attendance:**

100% attendance.



**Isabel Kelly**

**Non-Executive Director**

Appointed Date: December 2018

**Experience, relevant skills and contributions to the Board:**

Isabel is the founder of Profit with Purpose and co-founder of ESG-Experts, providing consultancy on social and environmental objectives. She is an Industry Careers Advisor at Oxford University and a Board member of Big Give, the UK's largest match-funding charity. Previously, she served as International Director of the Salesforce Foundation for 12 years and worked at Oxfam and Amnesty International.

**External Appointments:**

- Trustee of Big Give
- Fellow of the RSA
- Social Impact Advisor to Simply Business

**Committee Membership:**

- Chair of the ESG Committee

**Board Attendance:**

100% attendance.



## Rachel Neaman

### Non-Executive Director & Senior Independent Director

Appointed Date: October 2020

#### Experience, relevant skills and contributions to the Board:

Rachel has extensive experience in digital leadership and transformation, having held senior roles, including as a CEO, across the public, private, and not-for-profit sectors. She was the first Chief Digital Officer at the UK Department of Health, developing its first digital strategy. She is now a business advisor, executive coach and mentor, and strategic consultant. She is also a High-Risk Assurance Reviewer for the Cabinet Office and an independent Governor of Birkbeck College, where she established and chairs the Digital Committee. Rachel has been featured in Computer Weekly's Most Influential Women in IT since 2016.

#### External Appointments:

- Faculty Member of Holos Change Ltd
- Partner at Energising Leaders (formerly Strengths Unleashed)
- Faculty Member at the Public School of Technology
- Director of Neaman Consulting
- Governor of Birkbeck College, University of London
- Advisory Board Member of DigitalHealth.London
- Fellow of the RSA

#### Committee Membership:

- Chair of the Remuneration Committee

#### Board Attendance:

100% attendance.



## Henry Turcan

### Non-Executive Director

Appointed Date: July 2025 (Post year end)

#### Experience, relevant skills and contributions to the Board:

Henry is a fund manager at Lombard Odier Asset Management (Europe) Limited. He has been advising and investing in UK smaller companies for approaching 30 years and has extensive experience assisting public companies in creating value for all stakeholders. Henry is being appointed as a representative of Lombard Odier Asset Management (Europe) Limited, acting in its capacity as discretionary investment manager or sub-adviser for and on behalf of certain funds and accounts managed by it, which in aggregate hold approx 19% of the Company's issued share capital.

#### External Appointments:

- Jaywing Plc
- HAJT Limited

# Corporate governance report

TPXimpact is committed to maintaining proper standards of good corporate governance and has established a corporate governance model based on the key principles of the Quoted Companies Alliance Corporate Governance Code (QCA Code 2023). As part of this commitment, we would like to outline how the Company addresses the ten broad governing principles defined in the QCA Code.

Under our corporate governance model, the Non-Executive Chair assumes responsibility for ensuring the overall leadership of the Board and its effectiveness. This ensures that the Board operates in an accountable, transparent, and ethical manner, aligning with the interests of all stakeholders. The Senior Independent Director offers further counsel to enhance effective governance, communication with stakeholders, and Board accountability.

TPXimpact operates a business model and growth strategy that prioritises the generation of shareholder value through sustainable growth. Our approach is built on promoting professionalism, openness, honesty, and integrity between our customers, staff, shareholders, and suppliers. This is an integral part of our commitment to good corporate governance and is essential for long-term success.

## Principle 1: Establish a purpose, strategy and business model which promotes long-term value for shareholders

### Our Purpose, Vision and Strategy

Imagine a future where every community thrives, the environment is safeguarded, and technology enriches human lives. At TPXimpact, this is not just a vision, it's our mission. We believe digital transformation should empower people, revitalise places, and protect the planet.

Led by passionate people, we work closely with clients in agile, multidisciplinary teams to challenge assumptions, explore new approaches, and build lasting capabilities. Drawing on our heritage in digital transformation and deep expertise in human-centred design, data, experience, and technology, we create sustainable solutions designed to evolve.

Our three-year strategy is focused on responsible, scalable growth. The simplification of the Group into three business units, each with its own operating model (see pages 11 to 20) — enables us to implement decisions efficiently and align closely with the needs of our clients. We track progress through both financial and non-financial metrics to ensure consistent, long-term value creation for all stakeholders.

The business is increasingly recognised as a leading alternative digital transformation provider to the UK public service sector, with the majority of our revenue coming from public sector clients.

### Our Market Opportunity and Strengths

TPXimpact is well-positioned to address the market opportunity presented by the UK Software and IT Services Sector, with a market size of £78.4bn and expected growth of 5%+ in 2025/26. Focusing on digital adoption and AI, TPXimpact can help our clients increase productivity, deliver technology that adapts to changing circumstances and delivers measurable returns in the short term.\* Our people-powered model, human-centred approach, and proven track record across sectors position us well to benefit from this demand.

Our leadership team brings a unique mix of public sector insight and a track record of scaling purpose-led businesses. Together, this positions TPXimpact for sustained, strategic growth.

### Key Challenges and How We're Addressing Them

Like many in our sector, we face a set of interconnected challenges:

- **Macroeconomic Uncertainty:** Inflationary pressures and fiscal tightening in public sector budgets can delay or reduce client spend. We're mitigating this through disciplined cost management, flexible resourcing models, and by broadening our client base within and beyond the public sector.
- **Talent Retention and Skills Development:** In a competitive digital talent market, attracting and retaining skilled professionals remains a challenge. We're addressing this with focused investments in learning and development, career progression frameworks, leadership programmes, and flexible working policies that support employee engagement and long-term retention.
- **Integration and Scalability:** As we consolidate our group structure, ensuring operational consistency and scalable delivery remains a top priority. The reorganisation into three distinct business units, with clear accountability and tailored delivery models, is a core enabler of this. We are also upgrading systems and processes to support more seamless collaboration and delivery.
- **Client Confidence and Differentiation:** As clients demand both innovation and stability, we're focused on reinforcing our positioning as a trusted, values-driven partner. This includes consistent delivery quality, transparency in outcomes, and embedding ESG considerations into everything we do.

Despite these challenges, our mission and model remain relevant and resilient. We are building a business designed not only to navigate change, but to help lead it.

\*Data source: Tech Market View, UK Software & IT Services Market Trends and Forecasts 2025.

## Principle 2: Promote a corporate culture that is based on ethical values and behaviours

### Our Desired Culture and Leadership's Role in Shaping It

At TPXimpact, we are intentional about building a culture where people feel empowered, included, and able to unleash their potential, both professionally and personally. Our desired culture is articulated through our PACT values (Purpose, Accountability, Craft and Togetherness); and aligned directly with our purpose of driving positive change for people, places, and the planet. It supports our strategy and business model by creating the conditions for high-performing, values-driven teams who are equipped to solve our clients' complex challenges with creativity and care.

We view culture as an enabler of performance and wellbeing. Through initiatives like our Leadership Essentials programme and open masterclasses on inclusive leadership, micro-incivilities, and authentic communication, we're building leadership capability across the organisation. These sessions don't just train, they set expectations for how we lead, manage, and interact at every level.

The board, CEO, and senior leadership actively reinforce this culture. They do so by staying connected with employee experiences via our Employee Forum and ERGs, through quarterly manager briefings, and by championing transparent, values-led conversations. Our progression framework and Development and Performance Dialogue (D&PD), play a key role in development and promotion decisions, further embeds our cultural expectations into how we assess and recognise the behaviours, impact and skills that make a difference.

Our leaders lead by example, setting the tone from the top and holding the business to account for maintaining a culture where people can thrive and do meaningful work.

### Our Values at TPXimpact

Our values are at the core of TPXimpact, guiding our behaviours and decision-making. Developing these values involved an extensive process of consultation, incorporating feedback from Pulse surveys, team members, leadership, and clients. Through this process, we established our values framework known as **PACT**:

- **Purpose**
- **Accountability**
- **Craft**
- **Togetherness**

By integrating our PACT values into everything we do, including performance narratives, policy updates, and procedures, we aim to shape TPXimpact with a distinctive vision and set of values that guide our behaviour, decision-making, and overall approach as an organisation.

### Board Oversight of Culture

The Board actively champions a healthy, inclusive culture aligned with our PACT values and mission. It receives regular updates from the executive team, informed by employee feedback from our Pulse and Inclusion & Belonging surveys, highlighting both strengths and areas for improvement, such as career development and our gender pay gap.

To support this, we've adopted **Culture Amp**, a platform that deepens our understanding of employee engagement and satisfaction through data-driven insights. These insights guide board-level discussions and inform initiatives like our progression framework, flexible working, and leadership development.

By monitoring these cultural indicators alongside lag indicators such as employee turnover and complex employee relations cases (e.g. harassment) and supporting leadership actions, the Board ensures our values are embedded in daily experience, helping make TPXimpact a place where everyone can thrive and do meaningful work.

## Principle 3: Seek to understand and meet shareholder needs and expectations

### TPXimpact Shareholder Engagement

TPXimpact proactively engages with both existing and potential shareholders through a variety of mechanisms:

#### Statutory Announcements

- As a company listed on the London Stock Exchange's (LSE) AIM, TPXimpact ensures that all formal announcements are made through the LSE's Regulatory News Service (RNS).
- Investors can access a feed of these announcements via the Investor area on our website.
- TPXimpact reports formally to shareholders by publishing annual and half-yearly financial statements along with regular trading updates.

#### Analyst and Investor Presentations

- TPXimpact's Executive Directors present the half-yearly and annual results to institutional and retail investors, analysts, and the media.
- These presentations are available in the Investor section of our website.

#### Annual General Meeting (AGM)

- Shareholders receive notification of the AGM at least 21 clear days in advance.
- Details are set out in the Notice of Meeting.
- Directors are available at the AGM to answer questions, both during the meeting and informally afterwards.
- Relevant information can be found in the Investor Announcements section of our website.

# Corporate governance report continued

## AGM Voting Results

At our most recent AGM, all resolutions put to shareholders were duly passed. These results demonstrate strong shareholder support for the company's strategic direction and governance policies. TPXimpact remains committed to ensuring transparency and responsiveness to shareholder interests.

## Retail Investor Engagement

This year, TPXimpact has strengthened its engagement with retail investors by partnering with Investor Meet Company. Through this collaboration, we now present our Full and Half-Year Results directly to a retail investor audience via their platform. This gives individual investors the same level of access to our management team as institutional investors, enabling them to ask questions and receive updates firsthand. No matter how many shares they own or where they're located, retail investors are now better equipped to make informed decisions about their investments in TPXimpact.

## Capturing Shareholder Feedback

TPXimpact actively gathers and reviews feedback from shareholders after each results announcement. Feedback from retail investors is captured through presentations hosted on the Investor Meet Company platform. For institutional investors, our brokers conduct interviews and report their findings to the Company and the PLC Board. Press and analyst feedback is collected by our PR agency, Alma Strategic, which compiles a structured report based on its engagement with key media and analysts. All feedback is reviewed at the Board level and directly informs improvements in our communications, messaging, and disclosures.

## Action taken in response to Shareholder feedback

In response to shareholder feedback, TPXimpact is incorporating all key metrics from last year's sustainability report into the annual report this year. Investors expressed a clear preference for having all key information in one place, making it easier to understand the full picture of the company's performance and strategy.

## News Releases

TPXimpact regularly shares business news and updates through RNS Reach along with statutory announcements.

## Interactive Sessions

TPXimpact's Executive Directors host in-person sessions twice a year for interested shareholders and potential investors, providing an opportunity for direct engagement. They are also available for updates throughout the year. Details on how to join or request these sessions can be found on our website.

## Investor-Focused Website

TPXimpact maintains a dedicated investor section on its website, which includes:

- Real-time RNS announcements
- Latest Investor Documents, presentations, and reports

- Share information and interactive share-dealing feeds
- Corporate governance statements
- A complete list of investor-related contacts

## LSE Profile

TPXimpact maintains a profile on the London Stock Exchange Issuer Services website.

## Maintaining strong shareholder relationships

At TPXimpact, we value our relationship with all shareholders and maintain regular contact with them.

- Executive Directors ensure that the views of shareholders are effectively communicated to the Board.
- The Chair is available to discuss governance and other matters with shareholders.
- During Board meetings, the latest brokers' reports and summaries of shareholder meetings are presented to keep the Board informed of investor sentiment.

If you are a potential or existing shareholder looking to learn more about TPXimpact, we encourage you to contact us via our investor email: [investors@tpximpact.com](mailto:investors@tpximpact.com)

## Principle 4: Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success

### Our Commitment to Purpose and Impact

At TPXimpact, purpose remains the foundation of our business. It is the reason we were founded, the driving force behind our people's dedication, and a core element of why clients and suppliers choose to work with us. Our work in the UK Public Service Sector, which represents over 90% of our revenue, necessitates a deep commitment to authentic social value aligned with Government MAC (Model Award Criteria) themes.

ESG is not a tick-box exercise at TPXimpact, it is integral to how we win work, deliver impactful projects, and create meaningful change for people, places, and the planet. Measuring impact is essential, from up-skilling initiatives and environmental impact reductions to innovative stakeholder engagement models that drive lasting positive change.

### Our ESG Approach

We structure our approach to sustainable development around three key principles:

**Consideration:** We assess the impact of business decisions on all stakeholders, leveraging our ESG Committee to ensure proper due diligence and accountability.

**Accountability:** We invest in robust data collection and impact analysis to understand and measure our effects across social and environmental dimensions.

**Transparency:** We embrace radical transparency in sustainability reporting, not only to hold ourselves

accountable but to set an industry standard, encouraging others to do the same.

Having established a strong foundation in ESG reporting and social impact, we are now halfway through our three-year strategy to improve outcomes across key topics.

### Governance and ESG Oversight

All TPXimpact entities are covered in our Sustainability Report, which aligns with our financial reporting structure. Oversight is provided by our ESG Committee, delegated by the Board, to ensure compliance, governance, and accurate sustainability reporting.

There were no instances of non-compliance reported this year.

Our reporting follows the guidelines set by the Task Force on Climate-related Financial Disclosures (TCFD) and complies with the UK Climate-related Financial Disclosure Regulations 2022.

### Materiality Assessment & Stakeholder Engagement

Our double materiality assessment evaluates:

1. Our Impact on People and the Environment: Measuring how our operations affect social and environmental factors.
2. ESG Risks and Opportunities: Identifying how external sustainability issues could impact TPXimpact's financial performance and long-term strategy.

The results of this assessment will be located on page 28 of this report.

### Stakeholder Identification

The Board periodically reviews and identifies the company's key stakeholders to ensure a comprehensive understanding of their needs, interests, and expectations.

TPXimpact is committed to engaging with a diverse range of stakeholders. Our key stakeholders include:

- **Employees** – Regular engagement surveys, professional development programs, and diversity & inclusion initiatives.
- **Clients & Partners** – Agile collaboration, co-creation workshops, and client feedback mechanisms.
- **Local Communities** – Volunteer programs, community investment, and social impact initiatives.
- **Regulators & Industry Bodies** – Compliance with industry regulations, participation in digital transformation policy discussions.
- **Environment** – Carbon reduction initiatives, sustainable supply chains, and responsible resource usage.
- **Shareholders** – Regular engagement through Investor Roadshows, direct communication (both in-person and virtual), and our AGM to ensure transparency and alignment with investor expectations.

### Next Steps and Future Commitments

Looking ahead, TPXimpact is taking several key steps to strengthen its commitment to sustainability and stakeholder transparency. In response to stakeholder feedback, we are integrating all key metrics from our Sustainability Report into our Annual Report to provide a more comprehensive view of our business impact. We're also refining our ESG data collection processes to improve reporting accuracy and better measure our progress. These efforts reflect our ongoing commitment to delivering sustainable, responsible, and stakeholder-driven transformation at scale. Full details on KPI's and associated ESG targets can be found on pages 26 to 30.

### Principle 5: Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

TPXimpact's ability to deliver on its corporate purpose and strategy is underpinned by a robust risk management framework that identifies, assesses, and mitigates risks while seizing emerging opportunities.

#### Risk Management Framework and Risk Appetite

- **Risk Management Policy:** TPXimpact's Group Risk Management Policy establishes a comprehensive framework that is integrated into all aspects of the business, from policy-making and planning to day-to-day operations. The policy outlines clear procedures for risk identification, assessment, treatment, and monitoring.
- **Risk Appetite:** The Board has developed a risk appetite statement that defines the amount and type of risk TPXimpact is prepared to accept in pursuit of its strategic objectives. This statement is reviewed annually and guides the management of both current and emerging risks.

#### Identification, Assessment, and Treatment of Risks

- **Risk Registers:** The company maintains both group and individual business unit risk registers. These registers capture a range of risks, categorised by impact and likelihood, using a structured scoring system.
  - Risks are systematically identified and recorded, including those related to cybersecurity, emerging technologies, and climate change (the latter is integrated within our overall risk management approach and detailed further in our dedicated Risk and Risk Management section).

# Corporate governance report *continued*

- Each risk entry includes the risk owner, treatment plan, key controls, and target risk levels, ensuring that risks are actively managed within our risk appetite.
- Risk Evaluation and Treatment:**  
Risks are assessed qualitatively and quantitatively, and responses are categorised as “terminate,” “tolerate,” or “treat.” Treatment plans are developed with clear, measurable targets, and progress is monitored through regular updates from responsible risk officers.

## Review, Assurance, and Escalation

- Ongoing Monitoring and Reporting:**  
The effectiveness of risk management and internal controls is assured through regular reviews:
  - Business unit risk registers are updated monthly, with key risks reviewed by the Group CEO, CFO, and the ExCo on a quarterly basis.
  - The Audit, Risk & AIM Rules Compliance Committee (ARC) receives detailed risk reports and reviews the highest-rated risks, providing assurance to the PLC Board.
- Internal Review:**  
TPXimpact conducts internal reviews to evaluate the design and effectiveness of its risk management processes and internal controls. These reviews assess whether key controls are being applied consistently and support the identification of areas for improvement. Findings from these reviews are shared with the Audit, Risk & AIM Rules Compliance Committee (ARC) and the Executive Committee (ExCo), contributing to the continuous enhancement of our risk management framework and operational resilience
- Risk Escalation:**  
The Risk Management Policy includes a clear escalation procedure for risks that exceed acceptable thresholds, ensuring that Amber and Red risks are promptly elevated to senior management for further action.

## Climate-Related Risks and Auditor Independence

### Climate Risk Integration:

Climate-related risks are fully integrated into our overall risk management framework. Our processes ensure that these risks are identified, assessed, and treated in line with our risk appetite, with further details provided in our Risk and Risk Management section.

### Audit Committee Oversight:

The Audit Committee is responsible for monitoring the effectiveness of internal controls and risk management practices, including the formal review of auditor independence. This oversight is conducted under the Audit Committee to ensure that any potential impediments to auditor independence are identified and addressed.

Further details regarding our Risks and Risk Management can be found on pages 36 to 39.

## Principle 6: Establish and maintain the Board as a well-functioning, balanced team led by the Chair

### Board Composition and Independence

The PLC Board (“the Board”) is responsible for the Company’s corporate governance systems and processes that support effective decision-making. The Board comprises a mix of executive and non-executive directors, ensuring a balance of skills, experience, and independence.

The Non-Executive Directors — Mark Smith (Chair), Isabel Kelly, Rachel Neaman (Senior Independent Director), and Chris Sweetland — are considered independent of management and free from any business or other relationships that could materially interfere with their independent judgment.

The Board remains compliant with the QCA requirement to have at least two independent Non-Executive Directors and maintain at least 50% independence.

### Board Skills, Diversity, and Experience

The Board members bring a diverse range of skills and experiences to ensure effective oversight of the company’s strategy and performance. Further details on each Director’s skills and profiles can be found on pages 36 to 39.

The Board is committed to ensuring diversity in background, skills, and perspectives, recognising that diversity strengthens decision-making. Consideration is given to factors such as socio-economic background, nationality, educational attainment, gender, ethnicity, and age when assessing the Board’s composition and succession planning.

### Board Committees and Governance

The Board has established three key committees:

- Audit, Risk & AIM Rules Compliance Committee** – Chaired by Chris Sweetland, this committee is responsible for monitoring internal controls, financial reporting, and auditor oversight. Mark Smith is the other non-executive member of the committee.
- Remuneration Committee** – Chaired by Rachel Neaman, this committee reviews executive performance, remuneration, and option grants. Mark Smith is the other non-executive member of the committee.
- Environmental, Social, and Governance (ESG) Committee** – Chaired by Isabel Kelly, this committee advises on ESG strategy and compliance, ensuring alignment with the company’s broader strategic goals.

**Directors' Attendance Records:**

Members	PLC Board	Audit Committee	Remuneration Committee	ESG Committee
Mark Smith (Chair)	7/7	6/6	2/2	-
Isabel Kelly	7/7	-	-	6/6
Rachel Neaman (Senior Independent Director)	7/7	-	2/2	
Chris Sweetland	7/7	6/6	-	2/(2)
Neal Gandhi <i>Resigned on 18th April 2025</i>	7/7	-	-	-
Björn Conway	7/7	-	-	
Steve Winters <i>Retired on 31 December 2024</i>	5/(5)	5/(5)	-	4/(4)
Noel Douglas <i>Appointed 3rd February 2025</i>	2/(2)	1/(1)	-	1/(1)

The numbers in brackets denote the number of meetings the Directors were eligible to attend.

**Director Commitment and Board Operations**

Non-Executive Directors commit to attending all reasonable board and committee meetings, as outlined in their letters of appointment. Executive Directors are required to attend all Board meetings per their employment contracts. The CEO is invited to Remuneration Committee meetings, while the CFO attends meetings for the Audit, Risk & AIM Rules Compliance Committee and ESG Committee.

Steve Winters retired as CFO on 31 December 2024, and Noel Douglas replaced him as CFO on 3 February 2025. Noel now assumes responsibility for financial oversight and participates in relevant committee meetings.

The Board meets at least four times per year, with additional meetings scheduled as needed. Directors disclose any conflicts of interest at the start of each meeting, which are documented, and appropriate mitigations are agreed upon where necessary.

One-third of all directors stand for re-election annually at the AGM. Shareholders are allowed to vote on individual director elections, ensuring ongoing accountability and transparency.

**Board Performance and Remuneration**

The company ensures that Non-Executive Directors do not participate in performance-related remuneration schemes, aligning with the QCA Code's principles of independence. Where share options are held, they are proportionate and do not compromise the directors' ability to act independently.

The Board maintains robust governance structures to ensure an effective, balanced, and independent leadership team capable of driving long-term value for shareholders and stakeholders.

**Principle 7: Maintain appropriate governance structures and ensure that, individually and collectively, Directors have the necessary skills and capabilities**

The Board members and their relevant experience and skills are detailed on pages 36 to 39. The Non-Executive Chairman believes that, as a whole, the Board has a suitable mix of skills and competencies, covering all essential disciplines, bringing a balanced perspective that is beneficial both strategically and operationally. This enables the Company to effectively deliver its strategy.

The Board is composed of seven members, including two Executive Directors and five Non-Executive Directors.

**Director Training and Development**

The Company recognises the importance of ensuring its Board members maintain up-to-date knowledge and skills relevant to their roles. Directors engage in continuous professional development through various channels, including:

- Regular updates from professional advisers, including the Company's Nominated Adviser, legal counsel, and auditors, on regulatory, legal, and financial developments.
- Attend industry events, training programs, and external briefings on governance, emerging technologies, cybersecurity, and sustainability matters.
- Internal briefings from senior management on key strategic and operational areas of the business.
- One-on-one mentoring sessions with leadership teams to deepen their understanding of evolving business dynamics.

# Corporate governance report *continued*

## Governance Evolution and Future Plans

The Board regularly reviews its governance structures to ensure they align with the Company's growth strategy and business maturity. Key initiatives include:

- Strengthening engagement with key stakeholders, including shareholders and employees, to enhance transparency and accountability.
- Plans to further integrate ESG considerations into Board discussions, ensuring sustainability and risk management remain central to decision-making.

## Board and Committee Structure

The Board is supported by committees with the necessary skills and expertise to fulfil their governance responsibilities effectively. These include:

- **Audit, Risk and AIM Rules Compliance Committee** – Responsible for financial reporting oversight, risk management, and internal controls.
- **Remuneration Committee** – Oversees executive compensation and succession planning.
- **ESG Committee** – Ensures sustainability and corporate responsibility initiatives align with the Company's long-term objectives.

Each committee operates under defined terms of reference, which are reviewed periodically to ensure they remain fit for purpose.

## Decision-Making and Information Access

The Board and its committees are provided with high-quality information promptly to facilitate informed decision-making. This includes:

- Regular reports from management on financial performance, market trends, and operational risks.
- Access to external benchmarking data and industry best practices.
- Engagement with external consultants and advisers for independent insights on strategic initiatives and governance matters.

## Use of External Advisers

In addition to support from its retained advisers, the Company engages external consultants when necessary to provide specialist expertise. During the year, external advisers were consulted on:

- The structure and quantum of executive incentives.
- Legal and regulatory compliance matters.
- Board effectiveness and governance improvements.

These advisers attend Board or committee meetings as required to provide insight and guidance on key issues.

## Succession Planning and Board Appointments

The Remuneration Committee oversees the appointment of new senior executives and Non-Executive Directors, while the Board as a whole takes responsibility for succession planning. Board members have appropriate notice periods to ensure sufficient time for identifying and appointing successors when required.

The Company's Articles of Association require that:

- One-third of the Directors must stand for re-election by shareholders annually in rotation.
- Any new Directors appointed by the Board during the year must stand for election at the next AGM.
- Non-Executive Directors who have served for nine years or more must be subject to annual re-election.

All Board appointments are made in consultation with advisers, including the Company's Nominated Adviser, who conducts due diligence on potential candidates.

## Principle 8: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

### Board Performance Review Process

TPXimpact conducts an annual performance review of the Board and its directors to ensure our governance continues to effectively support the Company's strategic goals. In February 2025, the Board completed a comprehensive review, facilitated by an independent third party.

As part of the process, each Director completed an online survey, with responses benchmarked against comparable boards to provide context and insight. Results were anonymised and discussed with the Chair during a summary call, followed by individual feedback reports and tailored development suggestions for each Director. This structured approach reinforces continuous improvement and strengthens board effectiveness.

The review assessed key dimensions of Board performance, including:

- **Strategy and Business:** Assessing how effectively the Board contributes to the Company's strategic direction.
- **Risk Management and ESG:** Evaluating the Board's oversight of risk management and its integration of ESG factors into decision-making.
- **Composition and Diversity:** Reviewing the mix of skills, experience, and diversity on the Board.
- **Board Dynamics and Processes:** Examining the effectiveness of internal processes and the overall board dynamics.
- **Overall Effectiveness:** Measuring the Board's collective performance and identifying areas for improvement.

As part of the latest Board performance review, several key areas for enhancement were identified. These included strengthening committee capabilities, improving both

internal and external communication of ESG and risk, and evolving from ESG metric reporting to more meaningful storytelling on client impact. The review also highlighted the need to assess Board tenure, with several members having served for six to seven years, and to consider the addition of new skills and experience to support the Company's future strategy. The Board is committed to addressing these recommendations over the coming year as part of its continuous improvement agenda.

Progress against prior recommendations was evident, including more structured strategic discussions, clearer distinction between executive and non-executive roles.

### Succession Planning

Succession planning is integral to our governance framework. The Board has established robust processes for:

- **Director Succession:**
  - One-third of the Board is required to stand for re-election annually, ensuring regular refreshment and mitigating the risk of any single director becoming indispensable.
  - The Board, in consultation with external advisers (including our Nominated Adviser), undertakes due diligence on potential new candidates to ensure that the required mix of skills, experience, and diversity is maintained.
- **Contingency Planning:**

Clear notice periods and a formal process are in place to allow for the timely appointment of replacements for both Board and senior management positions if needed.

Further details regarding the directors' skills and profiles are available on pages 36 to 39 of the Annual Report, and our Board's performance review outcomes have been incorporated into our ongoing strategy for continuous improvement.

## Principle 9: Establish a Remuneration Policy supportive of long-term value creation and the Company's purpose, strategy, and culture

TPXimpact's remuneration policy is designed to support the Company's strategic objectives and foster long-term shareholder value while reinforcing our corporate culture. The Remuneration Committee, acting on behalf of the Board, is responsible for setting the Group's executive remuneration framework and determining individual remuneration packages for Executive Directors and senior employees.

### Key Elements of Our Remuneration Policy

#### 1. Alignment with Corporate Purpose and Strategy

- The remuneration structure is fully integrated with the Company's purpose, business model, and strategic goals. It is designed to incentivise behaviours that promote sustainable growth and operational excellence.

- Incentives are structured to align the interests of executives with those of shareholders by encouraging the building and holding of a meaningful shareholding in the company.

#### 2. Remuneration Committee Responsibilities

- The Remuneration Committee determines the Group's policy for executive remuneration and approves individual packages for Executive Directors and senior employees (those reporting to an Executive Director).
- The Committee's Operating Policy includes:
  - Reviewing and recommending remuneration for executives in line with overall pay and employment conditions across the Company.
  - Approving the appointment and contractual terms of all Executive Directors.
  - Reviewing and overseeing major changes in the Company's employee benefits structure.
  - Reviewing and approving expenses incurred by Executive Directors.
- These measures ensure that the remuneration practices are robust, transparent, and supportive of long-term value creation.

#### 3. Governance and Transparency

- Remuneration decisions are made in close consultation with shareholders and other stakeholders.
- The Remuneration Committee consults with other board committees as necessary to set appropriate incentive targets and appraise performance against these targets.

#### 4. Simplicity and Clarity in Pay Structures

- The remuneration structures for senior management are designed to be simple and understandable. This clarity helps in fostering alignment with shareholders and supports the retention and motivation of high-quality talent.

## Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with Shareholders and their key stakeholders

TPXimpact is committed to transparency, accountability, and maintaining an open dialogue with stakeholders. The Company ensures that all shareholders and key stakeholders have access to timely and relevant information to make informed decisions regarding the business and its performance.

# Corporate governance report continued

## Stakeholder Engagement and Communication

TPXimpact maintains a structured and proactive approach to stakeholder engagement. The Group's CEO and CFO regularly meet with investors, particularly around preliminary and interim results announcements and trading updates. These interactions allow the leadership team to provide insights into financial performance, strategic direction, and governance matters.

- **Annual and Half-Year Results Presentations** – The Company presents its financial performance to institutional and retail investors, ensuring consistency in communication.
- **Investor Roadshows and One-on-One Meetings** – Leadership engages with both institutional and retail shareholders through Investor Meet Company, providing equal access to all investors.
- **Regulatory Announcements** – All key disclosures, including financial results, corporate governance updates, and material developments, are published through the Regulatory News Service (RNS) and made available in the Investor Relations section of our website.
- **Annual General Meeting (AGM) Results** – The Board publicly discloses the outcomes of the AGM, including voting results, and these are accessible in the Regulatory News section of our website.
- **Historical Reports and Governance Materials** – The Company provides historical annual reports, investor presentations, and notices of general meetings over the last five years in the Financial Reports section of the website, ensuring accessibility for all shareholders.

## Corporate Governance and Board Oversight

The Company's governance structure is designed to uphold high standards of oversight, accountability, and ESG (Environmental, Social, and Governance) integration.

Additionally, the Executive Committee and Extended Leadership Team, chaired by Björn Conway, play an active role in corporate strategy execution. The leadership team includes the Purpose Director, responsible for developing and driving the Company's sustainability strategy.

## Board Performance and Governance Enhancements

During FY25, TPXimpact experienced a number of structural and operational challenges that were actively discussed and addressed at the Board level. These challenges primarily related to macroeconomic headwinds, organisational restructuring, and the need to maintain agility while continuing to deliver value for clients.

## Restructuring and Organisational Streamlining

In response to market conditions and evolving client demand, the Board supported a restructuring programme designed to enhance operational efficiency and ensure strategic focus across the Group. This included a targeted review of cost base, resource allocation, and internal structure. The goal was to safeguard the areas of the business that deliver the greatest client value, while scaling back in areas with reduced or uncertain demand. As a result, the Group's total headcount was reduced by approximately 9%, with right-sizing measures implemented early in the financial year.

## Flexible Resourcing Model

The Board continued to oversee and support TPXimpact's flexible resourcing model, maintaining an appropriate permanent-to-contractor ratio. This approach has allowed the business to remain responsive to project-based client needs while preserving delivery capacity and operational resilience. The Board views this model as an important strategic lever in managing volatility without compromising service quality.

## Revenue Environment and Commercial Agility

Public sector spending constraints presented challenges to revenue growth across the year. The Board regularly reviewed commercial performance and supported actions to adapt go-to-market strategies, improve bid conversion, and prioritise high-margin client segments. These discussions were complemented by close monitoring of pipeline development and resource utilisation, with a view to sustaining financial discipline and strategic momentum.

## Governance and Leadership Transitions

FY25 also saw changes in senior leadership. Steve Winters retired as Chief Financial Officer on 31 December 2024 and was succeeded by Noel Douglas, who joined the Group on 3 February 2025. The Board, with the support of external consultants, led an extensive and structured recruitment process to ensure the right appointment was made for the next phase of the Group's development. This transition was supported by interim measures to ensure continuity.

These challenges and the Company's response to them were considered throughout the year at both full Board and Committee levels, helping to shape ongoing governance enhancements, internal review cycles, and future planning priorities.

**Audit Committee Oversight** – The Audit, Risk & AIM Rules Compliance Committee ensures financial reporting integrity and monitors auditor independence, mitigating any conflicts of interest in line with QCA guidance.

---

**Remuneration Committee Report** – The Remuneration Committee provides an annual report detailing executive compensation, alignment with business performance, and shareholder interests. This can be viewed on pages 55 to 59.

#### Voting Transparency and Shareholder Engagement

- **Disclosure of AGM and General Meeting Results** – The outcomes of all votes, including AGM resolutions, are published transparently.
- **Addressing Shareholder Concerns** – If a significant proportion of votes (e.g. over 20% of independent votes) are cast against a resolution, the Board will engage with shareholders to understand concerns and communicate any follow-up actions.
- **Access to Governance Reports** – Investors can review past reports, AGM notices, and investor presentations in the **Financial Reports section of our website**.

For further details on stakeholder engagement, please refer to **Section 172 of the Annual Report**.

# ESG committee report

## Committee Membership

As of 31 March 2025, the Committee consisted of one independent Non-Executive Director, the Chief Financial Officer (*biographies are available on pages 36 to 39*), and five members of the Senior Management Team.

### Committee Members

Member	Member Since
Isabel Kelly	2020
Bryony Wilde	2020
Luke Murphy	2020
Ching Chong	2021
Steve Winters*	2022
Lizzie Insall	2024
Richard Griffiths**	2024
Mary Pizzey***	2024
Noel Douglas****	2025

\* Steve Winters retired from TPXimpact on 31 December 2024 and accordingly stepped down from the committee.

\*\* Richard Griffiths joined the ESG Committee in 2024 following his appointment as interim CFO of TPXimpact Holdings PLC.

\*\*\* Mary Pizzey joined the ESG Committee in 2024 to cover for Bryony Wilde during her maternity leave.

\*\*\*\* Noel Douglas joined the ESG Committee on 3 February 2025 following his appointment as CFO of TPXimpact Holdings PLC.

### Main Responsibilities

The Committee's main responsibilities for the 2025 financial year (FY25) were as follows:

- Assisting Executive Management in setting the Group's general strategy concerning ESG matters and recommending policies, practices, and disclosures that align with the strategy.
- Overseeing the Group's reporting and disclosure of ESG matters in compliance with existing and future legislation set by the Financial Conduct Authority (FCA) and relevant standards on environmental, social impact, and diversity and inclusion (D&I) related legislation.
- Advising Executive Management in overseeing internal and external communications regarding the Group's position or approach to ESG matters.
- Identifying and bringing to the attention of Executive Management and the Board current and emerging ESG matters that may affect the business, operations, performance, or public image of the Group, and making recommendations on how the Company's policies, practices, and disclosures can adjust to or address these trends.
- Discussing and deciding on the procedure of assessing controversial clients and their adherence to the Group's controversial clients framework, while

making recommendations on how the Company should proceed.

- Providing advice to Executive Management on shareholder proposals and other significant stakeholder concerns related to ESG matters.
- Assessing and advising on the impact of the existing ESG strategy.

### Sustainable Development in FY25

This year, TPXimpact has made significant strides in enhancing its sustainability efforts under the oversight and guidance of the ESG Committee. Key results include:

- Staff retention: reduced to 86%, from 88% last year.
- Reduced our gender pay gap from 10% to 7%.
- Reduced our overall emissions by 22%.
- Delivered our seventh flagship Future Leaders programme and supported a further 5 entrepreneurs.

Despite progress, there is still work to be done. TPXimpact remains committed to delivering impactful digital transformation, responsibly, at scale.

The past few years have seen social and environmental concerns pushed up the corporate agenda, as organisations have increasingly woken up to their responsibilities beyond shareholder profit. We must now take our place alongside government and not-for-profits to help tackle some of society's biggest problems.

TPXimpact was founded as an impact-driven business. We are proud of the work that we do to ensure that as the business grows, it does so responsibly, with the best interests of our **People, Places, and the Planet**.

The Committee held six meetings between 1 April 2024 and 31 March 2025.

### Committee Membership Changes

Following Steve Winters' retirement as CFO, Noel Douglas joined as the incoming CFO. Noel brings extensive financial and commercial experience and will play a key role in ensuring that the company's commercial success and its commitment to People, Places, and the Planet work hand in hand to drive sustainable growth. Mary Pizzey and Richard Griffiths joined the ESG committee in 2024 as members of the Executive Leadership Team.

### ESG Reporting

We currently provide a **full sustainability report annually** as part of our annual report and release **sustainability updates as part of our half-year results**. A **quarterly carbon report** is shared with our ESG Committee.

The Committee reviewed and evaluated the appropriateness of the annual ESG report, specifically focusing on:

- Compliance with GRI, TCFD, GHG Protocol, UN SDGs, SEC, and financial/governance legislation.**
- Data Methodology:** Ensuring fairness in data collection, aggregation, and benchmarking.

- **Management Review:** Engaging with **Group and business unit levels** to gain deeper insight.

#### Additional Certifications & Standards:

- **ISO 14001 Certification** (Environmental Management)
- **B Corp Certification** (due for renewal in 2027)
- **For FY26, we will look to report in accordance with the new IFRS S1 and S2 standards.**

#### Management Responsibility

- **CEO:** Leads the **Executive Committee (EC)**.
- **Purpose Director:** Member of the **Extended Leadership Team (ELT)**, responsible for sustainability strategy.
- **Business Unit MDs:** Oversee **environmental and social programmes** within their divisions.

The **Purpose Team and business unit leaders** manage day-to-day ESG initiatives, ensuring senior-level oversight and communication with the **Executive Committee and the Board**.



**Isabel Kelly**  
Chair of ESG Committee  
7 August 2025

# TCFD report

## Board's oversight

The Board and its committees play a vital role in overseeing climate-related matters, ensuring a high level of ambition in our plans. We have a robust governance and risk framework in place that enables us to identify and assess all risks, including climate-related risks and opportunities, with clear accountabilities. Our Chief Executive Officer holds overall responsibility for integrating climate-related issues into our strategy, ensuring their seamless integration throughout the organisation. Additionally, our established ESG Committee is dedicated to driving our environmental, social, and governance initiatives, providing further oversight and expertise in these areas. Together, we are committed to proactively addressing climate-related challenges and maximising the opportunities that arise from a sustainable approach to business.

Our governance framework identifies and reviews climate-related risks and opportunities, with clear accountability. The Chief Executive Officer has overall responsibility, and our diagram shows how accountability is delegated. This structure ensures effective management of climate-related matters and promotes sustainable outcomes.

### The Board

Our Board and ESG Committee oversee climate-related issues and reports, including the TCFD Report. They play a vital role in challenging and driving ambitious plans to address climate-related matters.

Specific climate-related issues are escalated by the Purpose Director to the ESG Committee to be discussed on behalf of the board. Their recommendations are then referred to the board.

### The Chief Executive Officer

Our CEO holds responsibility for overseeing climate-related risks and opportunities and has delegated the management of these matters to the CFO and the members of the Executive Leadership Team (ELT).

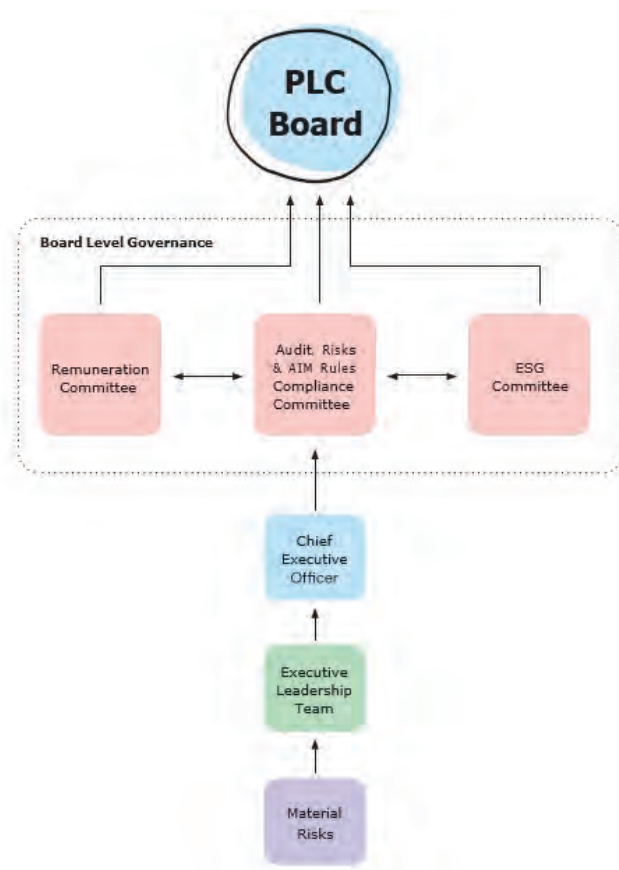
### Executive leadership team

The ELT comprises highly experienced executives with relevant expertise in their respective domains and sectors. Our Purpose Director and Chief Financial Officer have governance responsibility for climate-related issues.

The ELT receives quarterly carbon reports from the planet team which are then escalated to the Board. These show the current emissions totals and how they compare to our science-based reduction targets and what actions can be taken to reduce emissions across all three scopes. They also feature deep dives into areas in which reductions are already being made so that management is kept aware of progress being made.

### Meetings

Throughout FY25, emission reduction discussions took place during both Board and ESG Committee and leadership meetings, guiding our ambition in this critical area. These discussions included reviewing our organisational boundary and carbon inventory and reviewing our carbon risks.



## Strategy

### Scenario planning

In FY24 we performed a high level assessment of the impact of 1.5°C, 3°C and 4°C global warming scenarios in order to further understand the impact that climate change could have on the business. We have reviewed the scenario plans for FY25 and believe that they are still appropriate. We have added a risk related to the rapid adoption of AI and its associated energy consumption.

We have used Shared Socioeconomic Pathways (SSPs) from the Intergovernmental Panel on Climate Change's (IPCC) sixth assessment report to model our scenarios. The scenarios are constructed on the basis that average global temperatures will have increased by 1.5°C (SSP1-1.9), 2°C (SSP3-7) and 4°C (SSP5-8.5) in the year 2100 above pre-industrial levels.

Between today and 2100 there will be gradual changes towards these endpoints and we have looked at the impact on our business in 2034 (10 years from the baseline) assuming we have the same business activities as we do today.

### Our exposure to risk

#### Transition Risk

Shifts in policy or regulation, technological developments, shifts in consumer or employee sentiment

- Low direct GHG emissions where policy may incur additional costs (reporting requirements, carbon taxes) however we have a medium/high reliance on energy intensive resources in supply chain in the form of data centres
- Strong reputation for investment in ESG which offsets risk of sentiment changing to favour more responsible business
- Medium exposure to technological developments, this could be an opportunity for TPXimpact

### Physical Risks

Business disruptions due to acute events or chronic environmental shifts such as water scarcity, ocean acidification, rising sea levels etc.

- Few fixed assets in operations which limits risk of physical climate related damage
- Professional services requires low resource intensity in operations meaning that we have little exposure to resource scarcity
- Operations currently based in the UK and not in climate sensitive regions
- Low reliance in value chain on availability of water

	Scenario Driver	Type		Financial Impact			Business response
				1.5 °C	3 °C	4 °C	
Risk	Increase in energy costs due to carbon pricing	Transition	Policy	High	Medium	Low	Reduce GHG emissions
Risk	Inadequate climate change efforts and disclosure	Transition	Policy	High	Medium	Medium	Investment in carbon reporting and adherence to our net zero targets
Risk	Worsening of working conditions due to extremely high temperatures, lower employee productivity and increased rate of absence due to increasing incidence of diseases caused by climate change	Physical	Chronic	Low	Medium	High	Policy in place for heatwaves and remote working capabilities allowing us to manage pandemics and limit spread of disease
Risk	Weather damage (heat/flood/hurricane) causing outage of data centres	Physical	Acute	Low	Medium	High	Diversification of servers
Opportunity	Increased awareness of sustainability amongst consumers may give preference to companies investing in ESG	Transition	Market	Medium	Medium	Low	Promote ESG focus and performance
Opportunity	Increased demand for support to transition to low carbon infrastructure	Transition	Products & Services	High	Low	Low	Position the business as able to support clients with green transition
Risk	Increasing energy usage due to reliance on AI	Transition	Products & Services	Low	Low	Low	Promote responsible AI behaviours

# TCFD report continued

## Risk Management

### A. Risk identification

- Climate risks have been identified through our scenario planning and material issue assessment and sent to our central ops team to include in TPXimpact's business-wide risk register.

### B. Risk management

- As with any risk facing our business, planet risks are managed in accordance with TPXimpact's risk management framework. Following identification, planet risks are:
  - i. recorded;
  - ii. assessed to evaluate likelihood, impact and an appropriate response (terminate, tolerate or treat); and
  - iii. then monitored to ensure that treatment plans are implemented.

### C. Connection with wider risk management process

- Planet risks are integrated and managed within the same group-wide risk framework as operational risks. The framework sets out a systematic cycle of identification, assessment, treatment and monitoring.

## Metrics and Targets

The organisation uses various climate-related metrics to measure performance in this area:

Metrics	FY25 Performance	FY24 performance restated
Absolute emissions data to keep track of our total impact on the planet. You can read more about our emissions on pages 26 to 30	1,299.94 tCO <sub>2</sub> e	1,675.51 tCO <sub>2</sub> e
Internal carbon pricing (£) to determine how much capital we invest in the removal and avoidance of carbon emissions to repay our debt to the planet according to our annual activities.	£40	£59
Revenue exposed to transition risks. Measuring the percentage of our revenue coming from clients who are potential climate conflicts allows us to understand how much of our work is exposed to transition risks.	0%	0%

# Remuneration committee report

During the 2025 financial year (FY25), the Remuneration Committee (“the Committee”) comprised Rachel Neaman (Chair) and Mark Smith. Katie Sloggett (Chief People Officer) is an adviser to the Committee. The Committee also invited relevant specialists and Executive Directors to the Committee’s meetings as and when appropriate.

This report, covering the year ended 31 March 2025, sets out the key decisions made regarding Directors’ remuneration and explains the context behind those decisions.

## Main responsibilities

The Remuneration Committee determines, on behalf of the Board, the Group’s policy for Executive remuneration and the individual remuneration packages for the Executive Directors and senior employees (defined as anyone reporting to an Executive Director). The objective is that pay policy enables attraction, retention and motivation of the required quality of employee, with due regard to benchmarking, shareholder and stakeholder views.

## Operating Policy

The Committee’s Terms of Reference were last updated in the year ended 31 March 2025. Its Operating Policy includes the following duties:

- Consider and recommend the remuneration for Executive Directors and senior employees (“the executive”).
- When setting remuneration policy for the Executive, have regard to pay and employment conditions across the Company.
- Approve the appointment and contractual terms of all Executive Directors.
- Review and oversee any major changes in the company’s employee benefits structure.
- Review and approve expenses incurred by the Executive Directors.

## Scope of Responsibilities

The scope of the Remuneration Committee’s responsibilities includes:

- Executive Directors (comprising the CEO and CFO).
- Anyone in the Group earning a salary of £150,000 or more.
- Anyone being hired into the Group where the salary exceeds £150,000, or where the total remuneration package exceeds £190,000.
- Any new hire being offered a cash or share incentive of over £20,000 on joining.
- Any expenses or severance terms in relation to Executive Directors.
- Any new, or materially different, bonus or incentive schemes.
- Any non-budgeted salary increases greater than 25% or £25,000.

The Remuneration Committee makes decisions based on recommendations from the Executive Directors regarding salary increases for individuals within this scope. However, Executive Directors cannot propose their own increases. For these cases, the Committee initiates its own recommendations based on market benchmarking.

The Company aims to offer competitive salaries benchmarked against businesses operating in similar sectors and markets. The Committee maintains a company-wide overview of pay, notice periods, and benefits to ensure executive salaries remain proportionate. Internal and external benchmarking support may be sought where appropriate.

New bonus or incentive schemes, or material changes to existing ones, must be approved by the Committee before implementation.

## Summary of Activities in FY25

The Remuneration Committee’s primary focus is the reward and recognition of the Executive and Non-executive Board members. During FY25 this was principally the outturn of the FY24 short-term incentive schemes and the award of an FY24 long-term incentive plan, alongside recording the Chair’s agreement of the Executive-level objectives for FY25. In addition, the retired CFO’s STIP and LTIP conditions upon their retirement, remuneration and offer for the incoming CFO and the benefits coordination and reconciliation of committee fees for all NEDs were given due consideration and approval (as necessary).

In addition to these core duties, the Remuneration committee opines on incentive schemes for pools beyond the Executive and was actively involved in a proposal, with external support provided by Deloitte, to implement appropriate annual short and long term incentive schemes for key management personnel in FY26. This included Investor engagement on the proportion of shares in issue tied to employee schemes.

# Remuneration committee report continued

The Remuneration Committee discharges responsibilities as set out in the Remuneration Committee Operating Policy and terms of reference. This includes receiving reports on executive expenses and approving employment packages over £150,000 (salary) or £190,000 (total remuneration). To contextualise the work of the Remuneration Committee, the Committee receives reports on the pay review proposals, pensions and benchmarking, gender and ethnicity pay gaps and any exceptional payments or schemes of the wider business.

The Remuneration Committee sit at least once a year as the Company's Nominations (sub) Committee and consider aspects such as board skills, diversity and tenure.

## Remuneration Policy Report

The Company's approach to remuneration is designed to attract, motivate, and retain high-calibre individuals with the technical expertise and strategic insight necessary to drive sustainable business performance. Remuneration packages are structured to ensure that key personnel are empowered to deliver the Company's strategic objectives, create long-term value for shareholders, and embody the organisation's PACT values and culture. Our policy aims to balance competitiveness with fairness, supporting both individual contribution and collective success.

### Summary of Executive Directors' Remuneration Policy

Element	Purpose	Operation	Maximum	Performance
<b>Base Salary</b>	To attract and retain high-performing Executive Directors.  To reflect the individual's role, experience, and business impact.		n/a  Salary bands are regularly benchmarked	Base salary is a fixed remuneration component
<b>Benefits</b>	To attract and retain high-performing Executive Directors.  To offer competitive, market-aligned benefits.	The Executive Directors are entitled to private medical insurance, annual leave, sick pay and life insurance arrangements.	n/a	n/a
<b>Pension</b>	To attract and retain high-performing Executive Directors.  To offer competitive, market-aligned benefits.	The Executive Directors are entitled to a pension in the form of supplementary salary equivalent to 5% (on a post-tax basis) of base salary)	5% of salary	Pension is a fixed remuneration component
<b>Short Term Incentive Plan ("STIP")</b>	To reward short-term performance and value creation.  To align Executive Directors' interests with those of shareholders.	Executive Directors may receive STIP awards at the Committee's discretion, typically as nominal-cost options or conditional awards, subject to performance and continued service, and are subject to malus and clawback provisions.	Dependent on the Executive role, maximum out-turns are between 50-100% of base salary	Performance-related - objectives as agreed by the Board
<b>Long Term Incentive Plan ("LTIP")</b>	To reward long-term performance and value creation.  To align Executive Directors' interests with those of shareholders.	Executive Directors may receive LTIP awards at the Committee's discretion, typically as nominal-cost options or conditional awards. These usually vest after three years, subject to performance and continued service, and are subject to malus and clawback provisions.	Dependent on the Executive role, maximum options issued are between 50-100% of base salary	Performance related as agreed by the Board. Each metric has a sliding scale measurement on goals covering:  Total Shareholder Return  Earnings Per Share  Environmental, Social and Governance

### Summary of Non-Executive Directors' Remuneration Policy

Element	Purpose	Operation	Maximum	Performance
<b>Chair and Non-Executive Directors</b>	To attract and retain skilled NEDs with fees that reflect their time, responsibilities, and expertise.	Non-Executive Directors receive a base cash fee, reviewed periodically, with reimbursement for reasonable business expenses.	n/a	n/a

### Annual report on remuneration

This section sets out details of remuneration for the year ended 31 March 2025.

The following tables set out the remuneration for each Director for the years ended 31 March 2025 and 31 March 2024.

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

Details of individual Directors' emoluments for the year (excluding employer's National Insurance contributions) are shown in the following table.

Name	Year	Salary	Benefits	Pension	Incentives Vested	Other payments	Total	Total Fixed	Total Variable
All amounts in (£000s)									
Björn Conway <sup>1</sup>	2025	386	8	–	468 (related to FY23 and FY24)	–	862	394	468
	2024	371	6	–	–	–	377	377	–
Steve Winters <sup>2</sup>	2025	197	5	10	98	–	310	212	98
	2024	256	6	13	29	–	304	275	29
Noel Douglas <sup>3</sup>	2025	42	–	2	–	18	62	44	18

<sup>1</sup> Björn Conway elected to take cash bonus as shares for both FY23 and FY24 out-turns

<sup>2</sup> Steve Winters retired on 31 December 2024

<sup>3</sup> Noel Douglas was appointed on 3 February 2025

### Service contracts and letters of appointment

The service contracts for Björn Conway (CEO), Noel Douglas (CEO) will continue unless and until terminated by either party giving at least 12 and six months' notice respectively. The service contract for Steve Winters (CFO) ceased upon his retirement on 31 December 2024.

The Non-Executive Directors do not have service contracts but instead have letters of appointment which contain a three month notice period. The fees paid to the Non-Executive Directors are determined by the Board. They are not entitled to receive incentive awards or other benefits.

The Executive Directors are employed on a full-time basis and the Non-Executive Directors are required to provide sufficient time to fulfil their duties, including time to prepare for and attend Board and Committee meetings and to meet with employees, shareholders and other stakeholders. As a matter of good corporate governance, one third of Directors will put themselves up for re-election on an annual basis at the Company's Annual General Meeting.

### Employees

TPXimpact expects the total remuneration for employees to be at a level appropriate to attract, recruit, motivate and retain the most suitable individuals. Employees below the board receive base salary and benefits and some senior employees participated in retention-based share awards. For FY26, some senior leaders will be invited to participate in the LTIP and STIP schemes.

The Remuneration Committee takes into consideration the pay and benefits of employees when reviewing the remuneration of the Executive Directors and senior management.

# Remuneration committee report continued

## Single total figure of remuneration for Non-Executive Directors (audited)

Name	Year	Fees
Mark Smith	2025	50
	2024	50
Isabel Kelly	2025	40
	2024	38
Rachel Neaman	2025	40
	2024	35
Chris Sweetland	2025	40
	2024	38
Neal Gandhi	2025	29 <sup>1</sup>
	2024	33 <sup>1</sup>

<sup>1</sup> Deduction for private medical cover

## Directors' interests in shares

The interests of the Directors in the ordinary shares of the Company at 31 March 2025 are as follows:

Name	Number of ordinary shares held on 31 March 2025	Number of ordinary shares held on 31 March 2024
Mark Smith	122,000	122,000
Isabel Kelly	2,325	2,325
Rachel Neaman	14,585	14,585
Chris Sweetland	110,000	110,000
Neal Gandhi	4,485,644	6,046,644
Steve Winters <sup>1</sup>	915,122	714,906
Björn Conway	563,394	–

<sup>1</sup> Steve Winters retired on 31 December 2024

## Directors' interests in share options

The directors have been granted options over the shares of the Company as follows:

Director	31-Mar-24	Granted (FY25)	Exercised (FY25)	Lapsed (FY25)	31-Mar-25	Granted (FY26)	Lapsed (FY26)	Award Type	Exercise Price	Date Exercisable
Mark Smith	33,834	-	-	-	33,834	-	-	Unapproved scheme	74p	31/03/21
Mark Smith	33,834	-	-	-	33,834	-	-	Unapproved scheme	74p	31/03/22
Mark Smith	33,836	-	-	-	33,836	-	-	Unapproved scheme	74p	31/03/23
Neal Gandhi	135,338	-	-	-	135,338	-	(135,338)	EMI scheme	74p	31/03/21
Neal Gandhi	135,338	-	-	-	135,338	-	(135,338)	EMI scheme	74p	31/03/22
Neal Gandhi	135,340	-	-	-	135,340	-	(135,340)	EMI scheme	74p	31/03/23
Isabel Kelly	20,300	-	-	-	20,300	-	-	Unapproved scheme	74p	31/03/21
Isabel Kelly	20,300	-	-	-	20,300	-	-	Unapproved scheme	74p	31/03/22
Isabel Kelly	20,302	-	-	-	20,302	-	-	Unapproved scheme	74p	31/03/23
Christopher Sweetland	20,300	-	-	-	20,300	-	-	Unapproved scheme	74p	31/03/21
Christopher Sweetland	20,300	-	-	-	20,300	-	-	Unapproved scheme	74p	31/03/22
Christopher Sweetland	20,302	-	-	-	20,302	-	-	Unapproved scheme	74p	31/03/23
Björn Conway	300,000	-	-	-	300,000	-	-	2024 LTIP	1p	30/11/25
Björn Conway	294,000	-	(294,000)	-	-	-	-	2023 STIP	1p	01/04/24
Björn Conway	147,000	-	-	-	147,000	-	-	2023 STIP	1p	01/04/25
Björn Conway	-	765,766	(765,766)	-	-	-	-	2024 STIP	1p	06/08/24
Björn Conway	-	874,036	-	-	874,036	-	-	2024 LTIP	1p	01/11/26
Björn Conway	-	-	-	-	-	966,516	-	2025 LTIP	1p	01/08/27
Björn Conway	-	-	-	-	-	483,258	-	2025 STIP	1p	01/08/25
Björn Conway	-	-	-	-	-	1,572,083	-	2026 LTIP	1p	01/08/28
Steve Winters	200,000	-	-	(65,491)	134,509	-	-	2023 LTIP	1p	30/11/25
Steve Winters	75,000	-	-	(75,000)	-	-	-	2023 "Special" Share Award	1p	31/10/24
Steve Winters	-	147,804	(147,804)	-	-	-	-	2024 STIP	1p	06/08/24
Noel Douglas	-	-	-	-	-	52,439	-	2025 STIP	1p	01/08/25
Noel Douglas	-	-	-	-	-	554,409	-	2026 LTIP	1p	01/08/28



**Rachel Neaman**

*Chair of the Remuneration Committee*

7 August 2025

# Audit, Risk and AIM rules compliance committee report

## Committee Composition

During the year, the Audit, Risk, and AIM Rules Compliance Committee ("the Committee") was comprised of Christopher Sweetland and Mark Smith. Both members are independent Non-Executive Directors, with details of their skills, experience, and qualifications set out on pages 36 to 39.

The Chief Financial Officer and the Group Financial Director attend the meetings. The Committee also invites relevant specialists and external auditors to participate in agenda discussions as necessary.

## Main Responsibilities

The Committee's terms of reference are based on the Guidance on Audit Committees issued by the Financial Reporting Council. The main responsibilities of the Committee are as follows:

- **Financial Statements:** Review the integrity of the Group's financial statements and formal announcements relating to financial performance.
- **Internal Controls & Risk Management:** Assess the Group's internal controls for identifying, assessing, managing, and monitoring risks. Receive reports from management on control effectiveness, as well as findings from the finance department and external auditors.
- **External Auditor Appointment & Oversight:** Recommend the appointment of the external auditor to the Board and approve their remuneration and terms of engagement.
- **External Auditor Independence & Effectiveness:** Evaluate the independence, objectivity, and effectiveness of the external auditor and establish policies on their engagement for non-audit services.
- **Annual Report Review:** Ensure the Annual Report is fair, balanced, and understandable, as required under the Companies Act 2006.

## Summary of Activities in 2025

In 2025, the Committee's core focus included:

- Risk management, including review of information technology, security and governance policy.
- Reviewing significant accounting judgments with the highest impact on financial statements.

The Committee held six meetings between 1 April 2024 and 31 March 2025.

## Risk Management

The Committee reviewed management's approach to risk management, internal controls, and mitigation strategies. It assessed the Risk Registers prepared by business units and concurred with management's prioritisation of key risks. The Risk Management section on pages 33 to 35 provides further details.

## Financial Reporting

The Committee evaluated the appropriateness of interim and annual financial statements and related announcements to the London Stock Exchange. Key considerations included:

- Annual Report & Financial Statements:** Ensuring they are fair, balanced, and understandable for shareholders, assessing the Group's position, performance, business model, and strategy.
- Disclosure & Compliance:** Reviewing clarity, adherence to financial reporting standards, and governance requirements.
- Critical Accounting Policies:** Evaluating significant estimates and judgements used in applying the Group's accounting policies (pages 87 to 89).
- Going Concern & Viability:** Assessing the Group's long-term viability and risks.

The Committee engaged with management at both the Group and business unit levels for deeper insight into these matters. Key significant financial reporting and accounting judgements are further detailed on pages 73 to 117.

## Significant Accounting Judgements

### Revenue Recognition

The Committee periodically reviews revenue recognition policies to ensure compliance with IFRS 15, particularly concerning significant new contracts.

### Carrying Value of Goodwill and Other Intangibles

Key judgements relate to assumptions underlying cash-generating unit valuations, including projected revenue growth, profit margins, and macroeconomic factors such as discount rates. The Committee reviewed management's impairment model and assumptions.

### Carrying Value of Investments

Judgements focus on valuation assumptions for Group and parent company investments. The Committee assessed management's evaluation of investment value and impairment considerations, including triggering events, value-in-use calculations, discount rates, and sensitivity analysis.

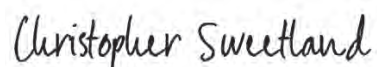
## Going Concern

To ensure the Group has sufficient resources to operate for the foreseeable future without material uncertainties, the Committee reviewed budgets, cash flow forecasts, existing and projected cash positions, bank facilities, and covenants.

---

### External auditor independence and effectiveness

The Committee conducts an annual review of the independence and effectiveness of the external auditor, S&W Audit. The Committee has satisfied itself with S&W Audit independence and effectiveness.



**Christopher Sweetland**

*Chair of the Audit, Risk, and AIM Rules Compliance Committee*

7 August 2025

# Directors' report

The Directors present their Annual Report on the affairs of the Business, together with the Financial Statements and Auditor's report, for the year ended 31 March 2025.

## Principal activities

The principal activity of the Group is the provision of digital transformation services to clients within the Public, Private and Third sectors. Further information can be found in the Strategic Report on pages 11 to 20.

## General information

TPXimpact Holdings plc is a public limited company listed on the AIM market of the London Stock Exchange on 4 December 2018 and is incorporated and domiciled in the UK. The Company's registered number is 10533096.

The Articles of Association for TPXimpact were amended on 30 September 2022 to ensure we consider the interests of all stakeholders, not just shareholders when making important decisions – to align ourselves with achieving B Corp Certification, which was subsequently achieved in January 2024.

The Articles can be accessed on the website at [www.tpximpact.com/investor-relations/](http://www.tpximpact.com/investor-relations/). An updated version of our major shareholders table is available on our website.

## Corporate governance

The statement on corporate governance on page 30 is included in the Directors' Report by way of reference.

## Dividends

No dividend has been declared for the year ended 31 March 2025 (FY24: nil).

## Strategic review

The information satisfying the strategic review requirements is set out in this report on pages 4 to 30.

## Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out on pages 4 to 30. The financial performance of the business, its revenues and profitability are described on pages 73 to 117. Details of the key risks and uncertainties that might impact the business, together with mitigating factors are presented on pages 33 to 35.

Having considered the Group's cash flows, liquidity position and borrowing facilities, and after reviewing the budgets and cash projections for the next twelve months and beyond, the Directors believe that the Company has adequate resources to continue operations for the foreseeable future and for this reason they continue to adopt the going concern basis in preparing the financial statements.

## Directors

The current Board directors, together with biographical details are shown on pages 36 to 39.

During the year under review, the Non-Executive Directors, excluding Neal Gandhi (by virtue of his significant shareholding in the Company), were considered independent of management and free from any business or other relationships that could materially interfere with the exercise of their independent judgment.

Details of Directors' interests in the Company's shares and remuneration are set out in the Directors' Remuneration Report on pages 55 to 59.

## Post balance sheet events

Details of post-balance sheet events are given in note 29 to the financial statements.

## Political donations

The Group has not made any political donations during the year (FY24: £nil).

## Energy and carbon reporting

We are committed to reducing any negative impact we have on the planet and have invested in expertise and technology to identify our greenhouse gas emissions and reduce our impact on the planet.

This is the sixth year we have reported our emissions formally in line with the UK Government's Streamlined Energy and Carbon Reporting (SECR) requirement. More in-depth data, analysis, and commentary on our environmental impact are included in the ESG section of this annual report (pages 26 to 30), and our dedicated Sustainability Report which can be viewed on our website.

Metric	FY25	FY24 restated
Annual global GHG emissions (Scope 1)	3.76 tCO <sub>2</sub> e	2.77 tCO <sub>2</sub> e
Annual global GHG emissions (Scope 2, location-based)	28.64 tCO <sub>2</sub> e	22.48 tCO <sub>2</sub> e
Annual global GHG emissions (Scope 2, market-based)	9.96 tCO <sub>2</sub> e	0 tCO <sub>2</sub> e
Annual global GHG emissions (Scope 3)	1,257.58 tCO <sub>2</sub> e	1,650.26 tCO <sub>2</sub> e
Total scope 1 gas consumption (MJ)	73,943.92 MJ	54,437 MJ
Total scope 2 electricity consumption (MJ)	498,017.19 MJ	390,816 MJ
Revenue carbon intensity (tCO <sub>2</sub> e/£m)	16.69 tCO <sub>2</sub> e	19.88 tCO <sub>2</sub> e
Scope 1 & location-based Scope 2 intensity (tCO <sub>2</sub> e/£m)	0.42 tCO <sub>2</sub> e	0.30 tCO <sub>2</sub> e
Scope 1, 2, and owned 3 emissions intensity (tCO <sub>2</sub> e/£m)	7.58 tCO <sub>2</sub> e	6.56 tCO <sub>2</sub> e
Scope 1, 2, and 3 emissions intensity (tCO <sub>2</sub> e/£m)	16.69 tCO <sub>2</sub> e	19.88 tCO <sub>2</sub> e
FTE carbon intensity (tCO <sub>2</sub> e/FTE)	2.62 tCO <sub>2</sub> e	3.17 tCO <sub>2</sub> e

## Narrative on energy efficiency measures

Our endeavours to use energy efficiently to minimise GHG emissions and reduce our impact on the planet include:

- Moving away from offices requiring gas
- Working with landlords to move to renewable electricity tariffs
- Reducing energy consumption in offices through the delivery of our energy management plans
- Improving data around our supply chain to ensure that it is as lean and green as possible
- Ensuring that our policies are promoting a reduction in energy consumption

## Details of the methodology used

Emissions are calculated in line with The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard, developed by the World Resources Institute (WRI) and the World Business Council for Sustainable Development.

Further information is available upon request.

## Employee engagement

Details on the engagement with our people can be found in our People section, please see pages 26 to 30.

## Engagement with suppliers, partners, and customers

Details on the engagement with our suppliers and partners can be found in section 172(2) on pages 22 to 24, and details regarding customers can be found in our case study section on pages 11 to 20.

## Anti-corruption

There were no known incidents of corruption in the year.

## Share capital

As at 31 March 2025, TPXimpact had 92,159,555 ordinary shares (£0.01) in issue, listed on AIM. These shares hold the right to vote at a general meeting.

As at 31 March 2025, the Employee Benefit Trusts of the Group (EBTs) owned 1,249,813 ordinary shares.

Details of the number of share options held under the employee share schemes are shown in note 5.5 to the financial statements.

## Shares to be issued

As at 31 March 2025, the Company had no outstanding obligations to issue shares.

## Financial risk management and objectives

Details of financial risk management and objectives are contained in pages 33 to 35.

## Awareness of relevant audit information

Each of the Directors who held office at the date of approval of this Directors' Report confirms that, so far as they are aware:

- There is no relevant audit information of which the Auditor is unaware; and
- The Directors have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the Auditor is aware of that information.

## Annual General Meeting

The Annual General Meeting will be held on 25 September 2025 at 10am at the offices of Stifel Nicolaus Europe Limited, 150 Cheapside, 7th Floor, London EC2V 6ET.

## Independent auditor

S&W Audit (formerly CLA Evelyn Partners Limited) were appointed as auditor to the Group on 12 September 2018. There are no contractual obligations in place that restrict our choice of statutory auditor.

By order of the Board



Noel Douglas  
Company Secretary

7 August 2025

## Statement on directors' responsibilities

---

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report, and the financial statements in accordance with applicable law and regulation.

Under that law, the Directors have elected to prepare the Group financial statements in accordance with UK-adopted International Financial Reporting Standards (IFRSs) and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 *Reduced Disclosure Framework*, and applicable law).

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

1. Select suitable accounting policies and apply them consistently.
2. Make judgements and accounting estimates that are reasonable and prudent.
3. State whether applicable IFRS accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
4. Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions, disclose with reasonable accuracy the financial position of the Company and the Group at any time, and ensure compliance with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and the Group and for taking reasonable steps to prevent and detect fraud and other irregularities.

Additionally, the Directors must ensure that the Directors' Report and the Strategic Report, along with any other information included in the Annual Report and Financial Statements, comply with United Kingdom company law. They are also responsible for ensuring that the Annual Report & Financial Statements include information required by the AIM Rules.

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

# FINANCIAL STATEMENTS

---



# Independent auditor's report to the members of TPXimpact Holdings plc

---

## Opinion

We have audited the financial statements of TPXimpact Holdings PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2025 which comprise the Consolidated Income Statement, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, and the notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2025 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

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

## Our approach to the audit

Of the group's 22 reporting components, we subjected two to full scope audits for group reporting purposes and three to specific audit procedures where the extent of our audit work was based on our assessment of the risk of material misstatement and of the materiality of that component. The latter were not individually significant enough to require an audit for group reporting purposes but were still material to the group.

The components within the scope of our work covered 96% of group revenue, 91% of group profit before tax, and 98% of group net assets.

For the remaining 17 components, we performed analysis at a group level to re-examine our assessment that there were no significant risks of material misstatement within these.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, 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 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.

Key audit matter	Description of risk	How the matter was addressed in the audit
Revenue – Group (See note 3)	<p>The Group's activities include the provision of business IT Management, design, implementation, and support services. These services have multiple deliverables and can be a fixed or variable price. A number of contracts are expected to span the year end.</p> <p>Judgement will be involved in determining the levels of revenue to be recognised in line with IFRS 15 'Revenue recognition', particularly for contracts which span the year end.</p>	<p>As part of our procedures we:</p> <ul style="list-style-type: none"> <li>• Gained an understanding of the design and implementation of controls over revenue recognition which have been designed by the Group to prevent and detect fraud and errors in revenue recognition.</li> <li>• Reviewed terms of major customer contracts and assessed the accounting for each revenue stream for compliance with IFRS 15.</li> <li>• Performed tests of details on the different revenue streams starting tests from invoice and separately from contracts.</li> <li>• Performed cut off testing around the year-end to determine if revenue is recognised in the correct period.</li> <li>• Performed completeness testing to determine that all attributable revenue per timesheets has been recognised in the year.</li> <li>• Performed testing on post year end credit notes to determine whether an adjustment was required to year end revenue.</li> <li>• We assessed the adequacy of disclosures in the financial statements over this area in notes 2(d) and 2(n).</li> </ul>

# Independent auditor's report to the members of TPXimpact Holdings plc continued

Key audit matter	Description of risk	How the matter was addressed in the audit
Carrying value of goodwill – Group (See Notes 2(c), 2(n) and 9)	<p>The Group has a significant carrying value of goodwill arising on the acquisition of businesses in prior years.</p> <p>An annual impairment review is required to assess the carrying value of goodwill for each cash generating unit (CGU).</p> <p>Management uses a discounted cash flow model and compares the resulting valuation to the carrying value of goodwill for each CGU to assess if any impairment is required.</p> <p>There are significant judgements and assumptions, such as revenue growth rates, EBITDA and discount rate, used by management in determining the valuation.</p>	<p>We reviewed management's assessment of impairment of goodwill. We challenged assumptions and assertions made by management in their assessment and considered whether the value in use (VIU) of the CGU to which goodwill has been allocated indicated that an impairment charge was required.</p> <p>As part of our audit procedures we:</p> <ul style="list-style-type: none"> <li>• Obtained the discounted cash flow models and the underlying valuations for each cash generating unit and checked the mathematical accuracy of these. Confirmed the basis of support for judgements and assumptions used by management through the procedures performed below.</li> <li>• Reviewed and challenged management's forecasts of future results which underpin how the VIU of the CGU to which goodwill has been allocated is calculated.</li> <li>• Compared historical forecasts against actual results and corroborated management's assertions that were reasonably practicable.</li> <li>• Used our internal valuations team to assess the appropriateness of the discount rates applied.</li> <li>• Considered the market capitalisation value of the group as at 31 March 2025.</li> <li>• Reviewed management's sensitivity analysis and additionally performed our own sensitivity analysis on key assumptions used in the calculations.</li> <li>• We assessed the adequacy of disclosures in the financial statements over this area in notes 2(c), 2(n) and Note 9.</li> </ul>

Key audit matter	Description of risk	How the matter was addressed in the audit
Carrying value of investments in subsidiaries – Company (See Notes 2(f), 2(n) and 11)	<p>The Company has significant balances relating to investments in subsidiaries.</p> <p>The carrying value of the investments in subsidiaries is also underpinned by the future operations and financial performance of the subsidiaries.</p>	<p>We reviewed management's assessment of impairment of the carrying value of investments in subsidiaries.</p> <p>As part of our audit procedures:</p> <ul style="list-style-type: none"> <li>• We challenged assumptions and assertions made by management in their assessment of the investment balances and considered whether the presence of impairment indicators resulted in the requirement for carrying out detailed impairment tests.</li> <li>• Reviewed the forecasted results of the subsidiaries and corroborated that management's assertions were reasonably practical.</li> <li>• Discussed with management the underlying future and planned activities of the subsidiaries.</li> <li>• Reviewed any third-party reports such as investor analysis.</li> <li>• Obtained the discounted cash flow models and assessed the mathematical accuracy of each valuation.</li> <li>• Considered the market capitalisation value of the group as at 31 March 2025.</li> <li>• Reviewed management's sensitivity analysis and additionally performed our own sensitivity analysis on key assumptions used in the calculations.</li> <li>• We assessed the adequacy of disclosures in the financial statements over this area in notes 2(f), 2(n) and Note 11.</li> </ul>

### Emphasis of matter – Carrying value of Group and parent company's other investment

We draw attention to the disclosures made in notes 2(n), 11 and 24 of the financial statements regarding Key sources of estimation uncertainty and other investments.

The carrying value of the other investment in OpenDialog AI Limited of £2,187,500. The fair value has been estimated using significant unobservable inputs as observable market prices are not available for such investments. The carrying value of the investments is subject to a high degree of judgement and estimation uncertainty due to the inherent subjectivity of the underlying assumptions.

The ultimate outcome of these matters cannot presently be determined, given the investment is in emerging AI technologies which are exposed to increased levels of uncertainty, this has made it particularly challenging to reliably assess fair value at year-end. The other investment is held at fair value at the date of initial recognition. Our opinion is not modified in respect of this matter.

# Independent auditor's report to the members of TPXimpact Holdings plc continued

---

## Our application of materiality

The materiality for the group financial statements as a whole ("group FS materiality") was set at £1,560,000. This has been determined with reference to the benchmark of the group's revenue, which we consider to be one of the principal considerations for members of the company in assessing the group's performance. Group FS materiality represents 2% of the group's revenue as presented on the face of the consolidated income statement.

The materiality for the parent company financial statements as a whole ("parent FS materiality") was set at £1,255,000. This has been determined with reference to the benchmark of the parent company's gross assets as it exists only as a holding company for the group and carries on no trade in its own right. Parent FS materiality represents 1.5% of the parent company's gross assets as presented on the face of the parent company statement of financial position.

Performance materiality for the group financial statements was set at £1,005,000, being 65% of group FS materiality, for purposes of assessing the risks of material misstatement and determining the nature, timing and extent of further audit procedures. We have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds group FS materiality. We judged this level to be appropriate based on our understanding of the group and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements including considering experience from previous audits.

Performance materiality for the parent company financial statements was set at £1,004,999, being 80% of parent FS materiality. It was set at 80% to reflect the number of areas of accounting estimates and judgments required within the financial statements. We have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds group FS materiality. We judged this level to be appropriate based on our understanding of the group and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements including considering experience from previous audits.

## Conclusions relating to going concern

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.

Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- Assessing the mathematical accuracy of the future cash projections provided by management;
- Challenging the assumptions used by management in their cash projections, corroborating their judgements to supporting documentation;
- Comparing cash projections with actuals in the year and post year-end, to consider management's forecasting ability;
- Considering the sensitivity of the assumptions and re-assessing headroom after sensitivity, including the sensitivity of not achieving revenue and EBITDA targets and the effect on cashflows over the next twelve months;
- Considering the group's funding position and reviewing the group's new funding arrangements; and
- Reviewing and challenging management's calculations suggesting the Group is able to comply with all loan facility covenants in the twelve months from approval of the financial statements.

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 and parent 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.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## Other information

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

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

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

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

## Matters on which we are required to report by exception

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

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

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

## Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 64, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the financial statements

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

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below. 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.

We obtained a general understanding of the legal and regulatory framework applicable to the group as well as the laws and regulations applicable and considered these throughout our testing. We obtained an understanding of the entity's policies and procedures by discussions with management. We also drew on our existing understanding of the group's industry and regulation.

We understand the group complies with requirements of these frameworks through:

- The Executive Directors updating operating procedures, manuals and internal controls as legal and regulatory requirements change.
- The Executive Directors' close involvement in the running of the business and internal reporting at Board meetings meaning that any litigation or claims would come to their attention directly.

In the context of the audit, we considered those laws and regulations: which determine the form and content of the financial statements; which are central to the group's ability to conduct business; and where failure to comply could result in material penalties. We have identified the following laws and regulations as being of significance in the context of the group:

- The Companies Act 2006 and UK-adopted international accounting standards in respect of the preparation and presentation of the financial statements;
- British tax legislation; and
- AIM regulations and Market Abuse Regulations.

**FINANCIAL STATEMENTS**

# Independent auditor's report to the members of TPXimpact Holdings plc continued

We performed the following specific procedures to gain evidence about compliance with the significant laws and regulations above;

- Made enquiries with management as to any legal or regulatory issues during the year;
- We have reviewed Board minutes for evidence of non-compliance; and
- We have obtained representation from management that they have disclosed to us all known instances of non-compliance or suspected non-compliance with laws and regulations.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key areas identified as part of the discussion were with regard to the manipulation of the financial statements through manual journals, revenue cut-off and overstatement of investments, intangible asset values and goodwill. This was communicated to the other members of the engagement team who were not present at the discussion.

The procedures carried out to gain evidence in the above areas included:

- Testing of revenue, carrying value of goodwill and carrying value of investments in subsidiaries as explained in the Key Audit Matters section; and
- Testing of manual journal entries, selected based on specific risk assessments applied based on the company's processes and controls surrounding manual journals.

A further description of our responsibilities is available on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Use of our report

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



Carl Deane  
Senior Statutory Auditor, for and on behalf of  
**S&W Audit**  
Statutory Auditor  
Chartered Accountants

4th floor  
EQ Building  
111 Victoria Street  
Bristol  
BS1 6AX

# Consolidated income statement

## for the year ended 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Continuing operations</b>			
Revenue	3	77,340	84,269
Cost of sales		(55,213)	(63,090)
<b>Gross profit</b>		22,127	21,179
Administrative expenses		(31,336)	(44,384)
Other income		489	404
<b>Operating loss</b>	4	(8,720)	(22,801)
Finance income	4	89	–
Finance costs	4	(1,408)	(2,046)
<b>Loss before taxation</b>		(10,039)	(24,847)
Taxation	6	884	2,664
<b>Loss for the year from continuing operations</b>	27	(9,155)	(22,183)
<b>Discontinued operations</b>			
Profit after tax from discontinued operations	27	–	1,811
<b>Loss for the year</b>		(9,155)	(20,372)
Other comprehensive income for the year:			
Exchange differences on translation of foreign operations		–	(22)
Exchange adjustments recycled to the income statement on disposal of discontinued operations		–	94
<b>Total comprehensive loss for the year</b>		(9,155)	(20,300)
<b>Earnings per share from continuing and discontinued operations</b>	7		
Basic (p)		(10.1p)	(22.5p)
Fully diluted (p)		(10.1p)	(22.5p)
<b>Earnings per share from continuing operations</b>			
Basic (p)		(10.1p)	(24.5p)
Fully diluted (p)		(10.1p)	(24.5p)

The accompanying accounting policies and notes on pages 82 to 117 are an integral part of these Consolidated Financial Statements.

**FINANCIAL STATEMENTS**

# Consolidated statement of financial position

at 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Non-current assets</b>			
Goodwill	9	35,713	40,167
Other intangible assets	10	8,790	14,173
Property, plant and equipment	12	67	220
Right of use assets	13	1,204	1,546
Other investments	11	2,188	2,188
Deferred tax assets	22	260	613
Total non-current assets		48,222	58,907
<b>Current assets</b>			
Trade and other receivables	14	11,088	11,449
Contract assets	18	2,598	3,214
Corporate tax asset		331	437
Cash and cash equivalents	15	4,647	8,934
Total current assets		18,664	24,034
<b>Total assets</b>		66,886	82,941
<b>Current liabilities</b>			
Trade and other payables	16	(6,371)	(7,762)
Other taxes and social security costs	19	(2,885)	(4,250)
Lease liabilities	13	(885)	(714)
Contract liabilities	18	(1,639)	(1,784)
Total current liabilities		(11,780)	(14,510)

	Note	2025 £'000	2024 £'000
<b>Non-current liabilities</b>			
Deferred tax liabilities	22	(2,187)	(3,537)
Borrowings	17	(13,145)	(16,050)
Lease liabilities	13	(444)	(1,009)
Total non-current liabilities		(15,776)	(20,596)
<b>Total liabilities</b>		(27,556)	(35,106)
<b>Net assets</b>		39,330	47,835
<b>Equity</b>			
Share capital	21	922	922
Own shares	21	(1,109)	(955)
Share premium	21	6,538	6,538
Merger reserve	21	45,972	50,449
Capital redemption reserve	21	15	15
Retained earnings	21	(13,008)	(9,134)
<b>Total equity</b>		39,330	47,835

These financial statements were approved and authorised for issue by the Board of Directors on 7 August 2025. Signed on behalf of the Board of Directors by



**Björn Conway**  
Director



**Noel Douglas**  
Director

The accompanying accounting policies and notes on pages 82 to 117 form an integral part of these financial statements.

**FINANCIAL STATEMENTS**

# Consolidated statement of changes in equity

for the year ended 31 March 2025

	Share capital £'000	Share premium £'000	Merger reserve £'000	Capital redemption reserve £'000	Own shares £'000	Retained earnings £'000	Total £'000
<b>At 1 April 2024</b>	922	6,538	50,449	15	(955)	(9,134)	47,835
Loss for the year	–	–	–	–	–	(9,155)	(9,155)
Transfer to retained earnings	–	–	(4,477)	–	–	4,477	–
<b>Transactions with owners</b>							
Own shares transferred from EBT	–	–	–	–	557	(545)	12
Own shares purchased by EBT	–	–	–	–	(711)	–	(711)
Share-based payments	–	–	–	–	–	1,349	1,349
<b>Equity at 31 March 2025</b>	<b>922</b>	<b>6,538</b>	<b>45,972</b>	<b>15</b>	<b>(1,109)</b>	<b>(13,008)</b>	<b>39,330</b>

	Share capital £'000	Share premium £'000	Merger reserve £'000	Capital redemption reserve £'000	Own shares £'000	Foreign exchange reserve £'000	Retained earnings £'000	Total £'000
<b>At 1 April 2023</b>	919	6,538	73,474	15	(983)	(72)	(13,206)	66,685
Loss for the year	–	–	–	–	–	–	(20,372)	(20,372)
Transfer to retained earnings	–	–	(23,254)	–	–	–	23,254	–
Exchange differences on translation of foreign operations	–	–	–	–	–	(22)	–	(22)
Exchange adjustments recycled to the income statement on disposal of discontinued operations	–	–	–	–	–	94	–	94
<b>Transactions with owners</b>								
Shares issued	3	–	229	–	–	–	–	232
Own shares transferred from EBT	–	–	–	–	28	–	(28)	–
Share-based payments	–	–	–	–	–	–	1,218	1,218
<b>Equity at 31 March 2024</b>	<b>922</b>	<b>6,538</b>	<b>50,449</b>	<b>15</b>	<b>(955)</b>	<b>–</b>	<b>(9,134)</b>	<b>47,835</b>

The accompanying accounting policies and notes on pages 82 to 117 form an integral part of these financial statements.

# Consolidated statement of cash flows

## for the year ended 31 March 2025

	Note	2025 £'000	2024* £'000
<b>Cash flows from operating activities:</b>			
Loss before taxation from total operations		(10,039)	(23,014)
Adjustments for:			
Depreciation	12, 13	979	931
Amortisation of intangible assets	10	5,383	7,681
Impairment of intangible assets	10	–	1,673
Impairment of goodwill	9	4,477	14,492
Impairment of goodwill and intangibles assets on classification as held for sale		–	1,848
Share-based payments		1,421	1,390
Foreign exchange losses		–	38
Finance income		(89)	–
Finance costs		1,408	2,057
Loss from fair value movement of contingent consideration	20	–	7
Loss on disposal of property, plant and equipment		–	16
Gain on sale of discontinued operations	27	–	(3,580)
<b>Working capital adjustments:</b>			
Decrease in trade and other receivables		977	4,111
Decrease in trade and other payables		(3,522)	(346)
<b>Net cash generated from operations</b>		<b>995</b>	<b>7,304</b>
Tax received		437	236
<b>Net operating cash flows</b>		<b>1,432</b>	<b>7,540</b>

**FINANCIAL STATEMENTS**

# Consolidated statement of cash flows continued

for the year ended 31 March 2025

	Note	2025 £'000	2024* £'000
<b>Cash flows from investing activities:</b>			
Interest received		89	–
Disposal of subsidiaries**	27	–	6,071
Purchase of property, plant and equipment	12	–	(37)
Additions to intangibles	10	–	(170)
Proceeds from sale of property, plant and equipment		–	12
<b>Net cash generated from investing activities</b>		<b>89</b>	<b>5,876</b>
<b>Cash flows from financing activities:</b>			
Proceeds from exercise of share options		12	–
New borrowings	26	2,000	–
Repayment of borrowings	26	(5,000)	(8,300)
Purchase of own shares		(711)	–
Payment of lease liabilities		(1,005)	(718)
Interest paid		(1,104)	(2,211)
<b>Net cash used in financing activities</b>		<b>(5,808)</b>	<b>(11,229)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(4,287)</b>	<b>2,187</b>
Cash and cash equivalents at beginning of the year		8,934	6,772
Effect of exchange rate fluctuations on cash held		–	(25)
<b>Cash and cash equivalents at end of the year</b>	15	<b>4,647</b>	<b>8,934</b>
Comprising:			
Cash at bank and in hand		4,647	8,882
Cash held by trust	15	–	52
<b>Cash and cash equivalents at end of the year</b>		<b>4,647</b>	<b>8,934</b>

\* The cash flows of discontinued operations are immaterial to the Consolidated Statement of Cash flows so have not been presented separately for the previous financial year.

\*\* In the year ended 31 March 2024, disposals of subsidiaries comprises cash consideration received of £7.5 million less cash disposed of £1.4 million.

The accompanying accounting policies and notes on pages 82 to 117 are an integral part of these Consolidated Financial Statements.

# Company statement of financial position

## at 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Non-current assets</b>			
Investments	11	78,805	82,592
<b>Total non-current assets</b>		<b>78,805</b>	<b>82,592</b>
<b>Current assets</b>			
Trade and other receivables	14	409	564
Amounts owed by Group undertakings		125	9,104
Cash and cash equivalents	15	4,354	8,586
<b>Total current assets</b>		<b>4,888</b>	<b>18,254</b>
<b>Total assets</b>		<b>83,693</b>	<b>100,846</b>
<b>Current liabilities</b>			
Trade and other payables	16	(700)	(1,004)
Other taxes and social security costs	19	(2,093)	(3,242)
Amounts owed to Group undertakings		(27,258)	(28,826)
<b>Total current liabilities</b>		<b>(30,051)</b>	<b>(33,072)</b>
<b>Non-current liabilities</b>			
Borrowings	17	(13,145)	(16,050)
Deferred tax liabilities		–	(17)
<b>Total non-current liabilities</b>		<b>(13,145)</b>	<b>(16,067)</b>
<b>Total liabilities</b>		<b>(43,196)</b>	<b>(49,139)</b>
<b>Net assets</b>		<b>40,497</b>	<b>51,707</b>

**FINANCIAL STATEMENTS**

# Company statement of financial position continued

at 31 March 2025

	Note	2025 £'000	2024 £'000
<b>Equity</b>			
Share capital	21	922	922
Own shares	21	(1,109)	(955)
<b>Share premium</b>	21	6,538	6,538
Merger reserve	21	32,111	32,514
Capital redemption reserve	21	15	15
Retained earnings		2,020	12,673
<b>Total equity</b>		<b>40,497</b>	<b>51,707</b>

TPXimpact Holdings plc has elected to take the exemption under section 408 of the Companies Act 2006 from presenting the Company profit and loss account.

The Company's loss for the year ended 31 March 2025 was £(11.9)m (2024: £(26.0)m).

The financial statements were approved by the Board of Directors on 7 August 2025 and were signed on its behalf by:



**Björn Conway**  
Director



**Noel Douglas**  
Director

The accompanying accounting policies and notes on pages 82 to 117 form an integral part of these financial statements.

# Company statement of changes in equity

## for the year ended 31 March 2025

	Share capital £'000	Share premium £'000	Merger reserve £'000	Own shares £'000	Capital redemption reserve £'000	Retained earnings £'000	Total £'000
<b>At 1 April 2024</b>	922	6,538	32,514	(955)	15	12,673	51,707
Loss and total comprehensive loss for the year	–	–	–	–	–	(11,860)	(11,860)
Transfer to retained earnings	–	–	(403)	–	–	403	–
Shares-based payments	–	–	–	–	–	1,349	1,349
Own shares transferred from EBT	–	–	–	557	–	(545)	12
Own shares purchased by EBT	–	–	–	(711)	–	–	(711)
<b>Equity at 31 March 2025</b>	922	6,538	32,111	(1,109)	15	2,020	40,497

	Share capital £'000	Share premium £'000	Merger reserve £'000	Own shares £'000	Capital redemption reserve £'000	Retained earnings £'000	Total £'000
<b>At 1 April 2023</b>	919	6,538	59,746	(347)	15	10,020	76,891
Loss and total comprehensive loss for the year	–	–	–	–	–	(25,987)	(25,987)
Transfer to retained earnings	–	–	(27,461)	–	–	27,461	–
Shares issued	3	–	229	–	–	–	232
Shares-based payments	–	–	–	–	–	1,218	1,218
Own shares transferred from EBT	–	–	–	11	–	(11)	–
Reclassification of EBT*	–	–	–	(619)	–	(28)	(647)
<b>Equity at 31 March 2024</b>	922	6,538	32,514	(955)	15	12,673	51,707

\* During the previous year, the EBT was consolidated in the Company's balance sheet resulting in a reclassification between other debtors and own shares/retaining earnings within equity.

The accompanying accounting policies and notes on pages 82 to 117 form an integral part of these financial statements.

# Notes to the consolidated financial statements

## 1. General information

TPXimpact Holdings plc is a public limited company incorporated in England and Wales under the Companies Act 2006 with registered number 10533096. The Company's shares are publicly traded on the AIM as part of the London Stock Exchange.

The address of the registered office is 2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW. The principal activity of the Group is the provision of digitally native technology services to clients within the commercial, government and non-government organisation (NGO) sectors.

The following subsidiaries included in the consolidated financial statements of TPXimpact Holdings plc have taken advantage of the exemption from audit conferred by s479A of the Companies Act 2006:

- Manifesto Digital Limited (Registered number 07885631)
- Foundry 4 Consulting Limited (Registered number 10686321)
- TPXimpact Global Group Limited (Registered number 08116392)
- Deeson Group Holdings Limited (Registered number 11418077)
- Deeson Group Limited (Registered number 01073356)
- TPXimpact Limited (Registered number 06472420)
- Ameo Professional Services Limited (Registered number 09786677)
- Difrent Limited (Registered number 09227500)
- Keep IT Simple Limited (Registered number 10443621)
- Nudge Digital Limited (Registered number 05805455)
- RedCortex Limited (Registered number 10335104)
- TPXimpact Data Limited (Registered number 06704556)
- TPXimpact Scotland Limited (Registered number SC337356)

### 1.1 Basis of preparation

The consolidated financial statements have been prepared in accordance UK-adopted international accounting standards, with the Companies Act 2006 and the AIM rules for Companies. The measurement bases and principal accounting policies of the Group are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

The Group financial statements include the financial results of the subsidiaries listed in note 11 for the full year. All subsidiaries are incorporated in the UK unless otherwise stated.

The Company meets the definition of a qualifying entity under FRS 100 issued by the Financial Reporting Council. The Company financial statements have been prepared in accordance with FRS 101 Reduced Disclosure Framework. As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, financial instruments, capital management, presentation of a cash-flow statement and certain related party transactions.

Employee Benefit Trusts ('EBTs') are accounted for under IFRS 10 and are consolidated on the basis that the parent has control, thus the assets and liabilities of the EBT are included on the consolidated and parent balance sheets and shares held by the EBT in the Company are presented as a deduction from equity in the consolidated and parent balance sheets. TPXimpact Holdings plc Employee Benefit Trust is consolidated in the group and parent financial statements.

### 1.2 Going concern

As detailed further in the Directors' report, after reviewing the budgets and cash projections for the next twelve months and beyond, the Directors believe that the Group and the Company have adequate resources to continue operations for the foreseeable future and for this reason they have adopted a going concern basis in preparing these financial statements.

In considering the business activities for the forthcoming 12 months, the directors have assessed the impact of principal risks and uncertainties on forecasts through sensitivity analysis. This analysis has assessed the impact of reasonably possible adverse changes in key assumptions including revenue growth, inflation and trends in the digital transformation sector. Mitigating actions have also identified which, if needed, could be implemented to preserve liquidity and covenant compliance.

At 31 March 2025, the Group had a revolving credit facility with HSBC of £25m of which £13.2m had been drawn down following net repayments during the year of £3m. Throughout FY25 the Group's lending covenants comprised two measures assessed at each quarter end: (i) Net debt (excluding lease liabilities) to rolling twelve month Adjusted EBITDA of 2.5x or less; and (ii) rolling twelve month Adjusted EBITDA to net finance costs of at least 3.0x for the periods ending 30 September and 31 December 2024 and 3.5x for the year ending 31 March 2025 and thereafter. The Group satisfied these covenants throughout the year.

Post period end HSBC the Group refinanced its existing revolving credit facility ("RCF") with HSBC. The existing £25m RCF, due to mature in July 2026, was reduced to £11m with a £5.5m accordion and a £4m overdraft (renewed annually). The new RCF has an initial term of three years and may be extended by one year by mutual agreement, with a further option to extend for an additional year thereafter. The impact on going concern of the extension of the RCF is that the repayment date has been extended so the loan is no longer due for repayment until 2028.

After performing all the above assessments and through modelling scenarios, management are confident in the Group and Company's ability to meet all lending covenant tests in the next 12 months.

### New IFRS accounting standards adopted in the year

#### Developments adopted by the Group in 2025 with no material impact on the Group's financial statements

The following IFRS and endorsed standards and amendments, improvements and interpretations of published standards are effective for the current year and have been adopted with no material impact on the Group's financial statements:

- Amendments to IFRS 16 Leases – Lease Liability in a Sale and Leaseback
- Amendments to IAS 1 Presentation of Financial Statements – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants
- Amendments to IAS 7 Statement of Cash flows and IFRS 7 Financial Instruments: Disclosures – Supplier Finance Arrangements

#### Developments expected in future periods of which the impact on the Group's financial statements is still being assessed

There are new IFRS accounting standards and amendments to existing accounting standards effective for accounting periods beginning on or after 1 January 2025 but none of these are expected to have a material impact on the Group in the following financial period. These are as follows:

#### Accounting periods beginning on or after 1 January 2025

- Amendments to IAS 21 The Effects of changes in Foreign Exchange Rates: Lack of Exchangeability

#### Accounting periods beginning on or after 1 January 2026

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards – Volume 11

#### Accounting periods beginning on or after 1 January 2027

- IFRS 18 – Presentation and Disclosure in Financial Statements
- IFRS 19 – Subsidiaries without Public Accountability: Disclosures

## 2. Principal accounting policies

### a) Basis of consolidation

The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to 31 March 2025. A subsidiary is an entity controlled by the Company. Control is achieved where the Company has existing rights that give it the current ability to direct the activities that affect the Company's returns and exposure or rights to variable returns from the entity. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Unrealised gains on transactions between the Group and its subsidiaries are eliminated. Unrealised losses are also eliminated unless they indicate impairment of the transferred asset. Financial statements of subsidiaries are adjusted, where necessary, to align with Group accounting policies.

Subsidiary acquisitions are accounted for using the purchase method, which recognises all identifiable assets and liabilities, including contingent liabilities, at fair value on the acquisition date, whether or not previously recorded in the subsidiary's financial statements. These values are included in the Consolidated Statement of Financial Position and serve as the basis for subsequent measurement in line with Group policies.

The consideration transferred is measured at fair value, as are the identifiable net assets acquired. Goodwill arising from the acquisition is tested annually for impairment. Any gain on a bargain purchase is recognised immediately in profit or loss.

Transaction costs are expensed as incurred, except those related to the issue of debt or equity instruments. The consideration excludes amounts related to the settlement of pre-existing relationships, with any excess recognised in profit or loss. Deferred contingent consideration is measured at fair value at the acquisition date. If classified as equity, it is not remeasured, and settlement is accounted for within equity. Otherwise, it is remeasured at each reporting date, and changes in fair value are recognised in profit or loss.

# Notes to the consolidated financial statements continued

Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of consideration payable over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition.

In prior year, the Group disposed of its subsidiaries Questers Resourcing Limited and Questers Bulgaria EOOD ("Questers") on 18 September 2023 and also disposed of its equity interests in TPXimpact Norway AS on 13 October 2023. The operations of Questers and TPXimpact Norway are therefore presented as discontinued operations in the prior year. Note 27 sets out the details and impact of discontinued operations.

## b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker as required by IFRS 8 "Operating Segments". The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

The accounting policies of the reportable segments are consistent with the accounting policies of the Group as a whole. Segment adjusted EBITDA represents earnings before interest, tax, depreciation, amortisation, impairments, share-based payments, fair value of contingent consideration and restructuring costs. This is the measure of profit that is reported to the Board of Directors for the purpose of resource allocation and the assessment of segment performance.

There were 3 segments in the current year compared to 5 in the prior year, reflecting the Consulting, Data & Insights and RedCortex operating segments being combined into a new operating segment, Digital Transformation with effect from 1 April 2024. Where numbers for each segment have been disclosed for the current year, the prior year comparatives have been restated to reflect the new Digital Transformation segment.

The Group is organised into, and managed through, the following operating segments, which are based on service and supported by central functions:

- Digital Transformation
- manifesto (re-branded from Digital Experience from 1 April 2024)
- Keep IT Simple (KITS)

## c) Goodwill and impairment

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount of the identifiable assets acquired, and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to acquisition, other than those associated with the issue of debt or equity securities that the Group incurs in connection with a business combination, are expensed as incurred.

Goodwill is carried at cost less accumulated impairment losses. Impairment review is carried out annually. If there is an impairment, the cost is reduced by the accumulated impairment amount.

Impairment reviews are tested at cash generating unit ("CGU") level. Goodwill is allocated to those CGUs that are expected to benefit from synergies of the related business combination.

Impairment reviews are carried out using multi-year cash flow projections from the approved budgets of the Group. These are discounted using a weighted average cost of capital ("WACC") specific to each CGU. The internal rate of return for each CGU reflects the time value of money and the nature and risks of the CGU. Cash flows are estimated over a maximum of five years and a terminal value.

An impairment loss is recognised for the amount by which the carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. Impairment losses are credited to the carrying amount of the relevant goodwill.

## d) Revenue and revenue recognition

Revenue consists of the value of work delivered to clients during the year exclusive of VAT and is recognised as performance obligations are met in accordance with the terms of the contract which are primarily on a time and materials basis. Revenue is wholly attributable to the principal activities of the Group. The Group adopts IFRS 15 principles in recognising the revenue.

Revenue recognised in excess of invoices raised is included within contract asset. Where amounts have been invoiced in excess of revenue recognised, the excess is included within contract liability.

The majority of the services are provided on a time and material basis where clients are billed monthly for the time spent on a project which corresponds directly with the value to the customer of the entity's performance completed to date and accordingly revenue is recognised at the amount billed. For fixed-price contracts where criteria to recognise performance obligations over time have been met, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined by actual labour hours and cost incurred relative to the total expected labour hours and cost. The use of labour hours and costs is a faithful depiction of the transfer of services as it directly relates to the effort required to satisfy the performance obligation. Only inputs relating directly to the performance in transferring the services are included when measuring progress to date. Due to changing circumstances, extent of progress and completion may be revised which may affect revenue and costs. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

The majority of the contracts are one single performance obligation. However, some contracts include multiple deliverables. In most cases, the deliverable is separately identifiable from other promises in the contract; therefore, it is accounted for as a separate performance obligation. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices.

Standard terms of payment within 30 days are typically adopted. There is therefore no financing component.

Revenue is recognised when the Group satisfies the performance obligations, the timing of which is set out in note 3.2. For the majority, contracts are for performance obligations that are satisfied over time. However, there are some contracts which contain performance obligations that are only satisfied at a point in time. The revenue for these contracts is recognised when the performance obligation has been satisfied; for project development work this occurs when the customer accepts the final output.

A small number of contracts have variable consideration associated, whereby a bonus is paid if certain performance criteria are achieved. These are recognised using the 'most likely amount method' once it has been identified that a significant reversal in the amount of cumulative revenue will not occur.

#### **e) Other intangible assets**

In accordance with IFRS 3 "Business Combinations", an intangible asset acquired in a business combination is recognised at fair value at the acquisition date. A fair value calculation is carried out based on evaluating the net recurring income stream from each type of intangible asset. Intangibles are initially recognised at fair value, and are subsequently carried at this fair value, less accumulated amortisation and impairment. The following items were identified as part of the acquisitions of entities by the Group and were still owned at 31 March 2025:

- Brand amortised over 2 – 5 years;
- Customer lists amortised over 3 – 6 years; and
- Software over 2 – 5 years.

The identification and valuation of intangible assets affect the calculation of goodwill recognised in respect of an acquisition and as such represent a key source of estimation uncertainty.

#### **f) Investment in subsidiaries and impairment**

The investment in the Company's subsidiaries is recorded at cost less provisions for impairment. Carrying values are reviewed for impairment annually to determine if there is any indication that any of the investments might be impaired. The Company uses forecast cash flow information and estimates of future growth to assess whether investments are impaired.

If the results of operations in a future period are adverse to the estimates used for impairment testing, an impairment may be triggered at that point.

#### **g) Taxation**

Current tax is the tax currently payable based on taxable profit for the year. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the Consolidated Income Statement, except where they relate to items that are charged or credited directly to equity, in which case the related deferred tax is also charged or credited directly to equity.

# Notes to the consolidated financial statements continued

## h) Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Group or Company becomes a party to the contractual provisions of the instrument.

### Financial assets

The Group classifies its financial assets as follows:

#### Amortised cost

These assets arise principally from the provision of services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at the transaction price that is directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for trade receivables and contract assets are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables and contract assets is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administration expenses in the Consolidated Income Statement. On confirmation that the trade receivable and contract assets will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for loans between the Company and its subsidiaries are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less.

### Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group and Company are classified in accordance with the substance of the contractual arrangements entered and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group and Company after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the Consolidated and Company Statement of Financial Position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset or liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### Fair value on contingent consideration

Contingent consideration is classified either as equity or as a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised through profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

## i) Employee benefits

### Share-based payments – equity-settled

All share-based payment arrangements are recognised in the financial statements. All goods and services received in exchange for the grant of any share-based remuneration are measured at their fair values. Fair values of employee services are indirectly determined by reference to the fair value of the share-based payments awarded.

Their value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example, profitability and sales growth targets).

The fair value for the share-based payment is determined by the market price on grant date or the application of an option pricing model, depending upon the characteristics of the scheme concerned.

All share-based remuneration is ultimately recognised as an expense in the Consolidated Income Statement with a corresponding credit to retained earnings. If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share-based payments expected to vest. Estimates are subsequently revised if there is any indication that the number of share-based payments expected to vest differs from previous estimates.

Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share-based payments ultimately exercised are different to that estimated on vesting.

Upon exercise of share-based payments, the proceeds received, net of attributable transaction costs, are credited to share capital and share premium.

## j) Pensions

Contributions to defined contribution schemes are charged to the Consolidated Income Statement as they accrue in accordance with the rules of the scheme. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the Consolidated Statement of Financial Position.

## k) Presentation of results

In some instances, Alternative Performance Measures (APMs) such as adjusted EBITDA (refer to Financial Review on pages 8 to 9) are used by the Group to provide 'adjusted' results. This is because Management are of the view that these APMs provide a more appropriate basis on which to analyse business performance and is consistent with the way that financial performance is measured by Management and reported to the Board.

Adjusted EBITDA is a non-IFRS measure, defined as the Group's operating profit before expensing depreciation of tangible fixed assets, amortisation, acquisitions and restructuring costs, impairment, gain or loss on fair value movement contingent consideration and share-based payments.

There are further APMs discussed within the Annual Report. See note 7 and 28 for further details.

## l) Leases

### Right-of-use assets

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for annual lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful economic lives of the right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liabilities comprise the following:

- Fixed payments, including in-substance fixed payments
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable under a residual value guarantee; and

# Notes to the consolidated financial statements continued

- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonable certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising for a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

## Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low value assets including IT equipment. Assets with a value less than £5,000 are considered low value. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## m) Other investments

The Group has elected to designate certain equity investments as fair value through other comprehensive income.

## n) Critical accounting judgements and key sources of estimation uncertainty

In preparing these financial statements, management is required to make estimates and assumptions that affect the reported amount of revenues, expenses, assets, liabilities and the disclosure of contingent liabilities. The resulting accounting estimates, which are based on management's best judgement at the date of these financial statements, will not necessarily equal the subsequent actual amounts. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below.

### Critical judgements:

#### 1. Revenue recognition

The main judgements are:

- Deciding what are the performance obligations in a contract
- Deciding whether the contract should be measured over time or at a point in time
- The cost to complete contracts to determine the percentage completion

Under IFRS 15, measurement and recognition of revenue requires the Group to make judgements and estimates. In particular, there are a number of contracts within the business which may require contract interpretation to determine the appropriate accounting such as whether promised goods and services specified in an arrangement are distinct performance obligations and based on the contract terms, and whether the performance obligation should be recognised at a point in time or over time (refer to note 3.2).

#### 2. Cash generating units (CGUs)

IFRS 3 Business combinations requires management to assess the Cash Generating Unit (CGU) as part of the purchase price allocation process. The Board uses their judgement in deciding the number of CGU per entity acquired during the year. CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

There were 3 CGUs in the year for continuing operations compared to 5 in the prior year, reflecting the Consulting, Data & Insights and RedCortex operating segments being combined into a new operating segment, Digital Transformation with effect from 1 April 2024. Management's view is that the CGU structure better aligns with the entities' operations mainly as it relates to its revenue-generating activities and how the entities are managed and reported internally for decision making purposes.

The cash generating units in the year were as follows:

- Digital Transformation – including Foundry4, TPXimpact, Ameo, TPXimpact Data, TPXimpact Scotland, Difrent and RedCortex
- manifesto
- Keep IT Simple (KITS)

Where numbers for each CGU have been disclosed for the current year, prior year comparatives have been restated to reflect the new Digital Transformation CGU.

### 3. *Intangible assets from acquisition*

Acquiring a business entity would include purchasing its intangible assets even when there are no intangible assets on its Statement of Financial Position. The board uses judgement in identifying the types of intangible assets as a result of a business combination. During the year the board identified several intangible assets such as customer lists, brands, client databases and software. Details of intangible assets identified on acquisitions are in note 10.

#### **Key source of estimation uncertainty:**

##### 1. *Impairment of goodwill and other intangibles (Group)*

Goodwill and other intangibles are subject to an annual impairment review. The key estimate for the carrying value of CGU is the cash flows associated with the CGU and the WACC. Each of the CGU held by the Group is measured regularly to ensure that they generate sufficient positive cash flows to justify no impairment.

The Group performs an impairment review of CGUs on at least an annual basis. This requires an estimation of the 'value in use' of the cash-generating units to which the intangible value is allocated. Estimating a value in use amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Where there is indication of impairment, the goodwill and other intangibles are impaired by a charge to the Consolidated Income Statement. The key areas of uncertainty are projected growth in revenues and EBITDA. Management perform sensitivity analysis to ascertain the level of growth rate that may indicate an impairment. Further explanation is included in note 9 – Goodwill and impairment.

##### 2. *Impairment of investment in subsidiaries (Company)*

An assessment of impairment of investments is performed if there is an indicator of impairment. The key estimate for the carrying value of the investment is the cash flows associated with the investment and the WACC. Each investment is reviewed regularly to ensure that they generate positive discounted cash flows.

The same principles used in the assessment of impairment of goodwill are used for estimating the 'value in use' of the cash flows of the investment. Where there is an indication of impairment, the investment is impaired by a charge to the company income statement. The key area of uncertainty is the projected revenue growth. On an annual basis, management perform sensitivity analysis to ascertain the level of growth rate that may indicate an impairment of the investment.

##### 3. *Fair value of other investments (Group and Company)*

The fair value of other investments has been estimated using significant unobservable inputs as observable market prices are not available for such investments. The valuation of the investment involves a high degree of management judgement and estimation uncertainty due to the inherent subjectivity of the underlying assumptions. Management has reviewed available information, but given the investment is in emerging AI technologies which are exposed to increased levels of uncertainty, this has made it particularly challenging to reliably assess fair value at year-end. Therefore the fair value of other investments has been held at the fair value at the date of initial recognition.

##### 4. *Impairment of inter-group balances (Company)*

An assessment of the recoverability of intercompany balances is performed by reviewing the future cash flows of the subsidiaries. Where there is an indication of impairment, a provision for doubtful debt is recorded by a charge to the Company income statement. An impairment loss of £2.3m was recognised in the Company's profit and loss account for the year ended 31 March 2025 for the receivable due from RedCortex Ltd.

#### **o) Non-current assets held for sale and discontinued operations**

Under IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, where certain conditions are met, an asset or disposal group that is for sale is recognised as "held for sale". The Group has classified a disposal group as held for sale if the carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable. Such assets are measured at the lower of carrying amount and fair value less costs to sell, and are not depreciated or amortised, excluding certain assets that are carried at fair value under IFRS 5.

### **3. Segment reporting**

The Group has identified its operating segments based on the internal reports reviewed and used by the Chief Operating Decision Maker (CODM), being the Board of Directors, in assessing the Group's performance and in determining the allocation of resources.

The Board has concluded that it monitors the Group's performance and makes business decisions around investments, resource allocation and acquisitions based on the Group's services. These services are noted below and consist of 3 reportable segments (5 in the previous financial year). Comparatives have been restated to present the new Digital Transformation segment.

## Notes to the consolidated financial statements continued

- Digital Transformation
- manifesto (re-branded from Digital Experience from 1 April 2024)
- KITS

The Board of Directors primarily uses a measure of revenue and adjusted EBITDA which is taken as earnings before interest, tax, depreciation, amortisation, costs directly attributable to business combinations, restructuring and transformation costs, impairments of goodwill and intangible assets, share-based payments and fair value movement in contingent consideration to assess the performance of the operating segments. Information about segment revenue is disclosed in the tables below.

### 3.1.1 Revenue

#### i) Revenue by service

Included in revenues arising from digital transformation are revenues of £18.0m (2024: £21.2m) and £12.0m (2024: £5.8m) which arose from the Group's two largest customers and represent approximately 23% (2024: 25%) and 15% (2024: 7%) of the Group's total revenue respectively.

Segment	2025 £'000	Restated* 2024 £'000
Digital Transformation	63,331	67,885
manifesto	9,101	11,577
KITS	9,930	8,034
Intersegment eliminations	(5,022)	(3,227)
Total revenue	77,340	84,269

\* As described in the accounting policies, prior year comparatives have been re-presented to reflect the new Digital Transformation segment.

#### ii) Revenue by geography

	2025 £'000	2024 £'000
UK	77,108	83,612
Switzerland	70	494
Malaysia	–	67
Other	162	96
Total revenue	77,340	84,269

### 3.1.2 Adjusted EBITDA by segment

	2025 £'000	Restated* 2024 £'000
Digital Transformation	10,820	9,579
manifesto	981	1,335
KITS	2,463	1,872
Central services**	(8,650)	(8,157)
Total adjusted EBITDA	5,614	4,629
Finance costs	(1,408)	(2,087)
Finance income	89	41
Depreciation and amortisation	(6,362)	(8,446)
Restructuring and transformation costs	(2,074)	(1,387)
Loss from fair value movement of contingent consideration	-	(7)
Goodwill and intangible asset impairment	(4,477)	(16,165)
Share-based payments***	(1,421)	(1,425)
Loss before tax from continuing operations	(10,039)	(24,847)

\* As described in the accounting policies, prior year comparatives have been re-presented to reflect the new Digital Transformation segment.

\*\* Unallocated central services costs for the year amounted to £8.7m (2024: £8.2m). Approximately 60% of these costs represent operational costs, such as IT and HR support, which are managed centrally but would typically be borne by the operating segments. These do not currently form part of the measure of segment performance reported to the CODM. The remaining costs relate to Group-level corporate costs.

\*\*\* Includes social security costs.

### 3.2 Disaggregation of revenue from contracts with customers

The Group derives revenue wholly from the transfer of services over time in the following service lines:

Year ended 31 March 2025	Digital Transformation £'000	manifesto £'000	KITS £'000	Other & Eliminations* £'000	Total £'000
External revenue	63,024	5,384	8,932	-	77,340
Inter-segment revenue	307	3,717	998	(5,022)	-
Total revenue	63,331	9,101	9,930	(5,022)	77,340

Year ended 31 March 2024	Digital Transformation £'000	Manifesto £'000	KITS £'000	Other & Eliminations* £'000	Restated** Total £'000
External revenue	67,560	10,869	5,840	-	84,269
Inter-segment revenue	325	708	2,194	(3,227)	-
Total revenue	67,885	11,577	8,034	(3,227)	84,269

\* Inter-segment revenues are eliminated on consolidation and reflected in the adjustments and eliminations column.

\*\* As described in the accounting policies, prior year comparatives have been re-presented to reflect the new Digital Transformation segment.

### 3.3 Non-current assets by geography

As of 31 March 2025, the Group's non-current assets excluding deferred tax of £48.0m (2024: £58.3m) were entirely located in the United Kingdom.

# Notes to the consolidated financial statements continued

## 4. Operating loss

	2025 £'000	2024 £'000
Operating loss is stated after charging:		
Depreciation of property, plant & equipment (note 12)	151	191
Depreciation of right-of-use assets (note 13)	828	598
Amortisation of intangible assets (note 10)	5,383	7,657
Impairment of intangible assets (note 10)	–	1,673
Impairment of goodwill (note 9)	4,477	14,492
Employee costs	39,393	40,273
Restructuring and transformation costs*	2,074	1,387
Loss on disposal of fixed assets	–	16
Loss from fair value movement of contingent consideration (note 20)	–	7
Share-based payments (note 5.5)	1,349	1,254
Short-term leases (note 13)	295	518
Net foreign exchange losses	–	38

\* Restructuring and transformation costs incurred in both current and prior year relate to rationalisation of the Group's property portfolio, systems transformation initiatives, and restructuring of personnel and aggregation of activities to a divisional structure.

### 4.1 Auditors remuneration

	2025 £'000	2024 £'000
Fees payable to the Company's auditors and its associates for the audit of parent company and consolidated financial statements	298	320
Fees payable to Company's auditors and its associates for other services:		
Audit-related assurance services	10	12
Total	308	332

### 4.2 Finance income and costs

	2025 £'000	2024 £'000
Interest income	89	–
Finance income	89	–
Interest payable on bank loan and overdrafts	(1,284)	(1,916)
Interest and finance charges paid/payable for lease liabilities and financial liabilities not at fair value through profit or loss	(124)	(130)
Finance costs	(1,408)	(2,046)

## 5. Employee costs

### 5.1 Directors and employees

The average number of staff employed by the Group during the financial year is 491 (2024: 662) for total operations.

### 5.2 Employee remuneration

Employee remuneration for total operations is as follows:

	2025 £'000	2024 £'000
Wages and salaries	32,563	38,706
Pension contributions	1,506	1,525
Share-based payments	1,349	1,218
Social security costs	3,722	4,472
Other benefits	253	328
<b>Total</b>	<b>39,393</b>	<b>46,249</b>

Directors' remuneration is disclosed in the Remuneration Committee Report on pages 55 to 59 of this Annual Report.

### 5.3 Key management personnel headcount

	2025	2024
Number of key management personnel for the Group	11	11

The Group's key management personnel comprises the Board as well as the Group's Senior Leadership Team.

### 5.4 Key management emoluments

The total emoluments for the Group's management key personnel for the year:

	2025 £'000	2024 £'000
Wages and salaries	1,656	1,717
Pension contributions	50	54
Share-based payments	720	556
Social security costs	360	235
Other payments & benefits	97	21
<b>Total</b>	<b>2,883</b>	<b>2,583</b>

Further details of compensation for the Board are disclosed in the Remuneration Committee Report on pages 55 to 59.

### 5.5 Share-based payments

The Group has the following equity-settled share plans:

#### Enterprise Management Incentive Scheme 'EMI'

Share options granted to employees as determined by key management personnel and the Remuneration Committee at IPO of the company. No further EMI options can be granted by the Group. The options cannot be exercised within two years unless specific criteria are met and have a maximum life of 10 years. Exercise of the options will be settled by the issue of shares and there are no cash alternatives. Options ordinarily are forfeited if the employee leaves the Group before the options vest.

#### Company Share Option Plan 'CSOP'

Share options granted to employees as determined by key management personnel and the Remuneration Committee. The CSOP permits the Company to grant CSOP options which have tax advantages pursuant to the provisions of Schedule 4 to the Income Tax (Earnings & Pensions) Act 2003 ("Schedule 4"). The options cannot be exercised within one year unless specific criteria are met and have a maximum life of 10 years. Exercise of the options will be settled by the issue of shares and there are no cash alternatives. Options ordinarily are forfeited if the employee leaves the Group before the options vest.

# Notes to the consolidated financial statements continued

## Unapproved Share Option Plan 'Unapproved scheme'

Unapproved share options are typically granted to employees based outside of the UK as determined by key management personnel and the Remuneration Committee. The options cannot be exercised within two years unless specific criteria are met and have a maximum life of 10 years. Exercise of the options will be settled by the issue of shares and there are no cash alternatives. Options ordinarily are forfeited if the employee leaves the Group before the options vest.

## UK Share Incentive Plan (SIP)

Under the Share Incentive Plan all eligible UK employees are able to purchase ordinary shares 'Partnership shares' through tax-efficient salary sacrifice. Each Partnership share offers a free matching award of ordinary shares ('Matching Shares') on a one-to-one basis. The shares are held in trust by Cytec Solutions Corporate Trustees who also administer the scheme. A minimum period of three years is imposed before the employee can withdraw.

## Long Term Incentive Plan (LTIP)

LTIP awards are retention awards granted to key executives of the Group. Awards vest three years after grant, provided the participant is still employed within the Group.

## Executive LTIP

Executive LTIP awards are granted to the most senior executives of the Group (including the executive directors). The performance period is three years with the vest date following the end of the performance period. Vesting is conditional on continued employment throughout the vesting period. Performance criteria include TSR growth, EPS growth and ESG targets measured over a three-year period.

## Other

Other share awards represent "special" one-off recruitment or retention awards which have vesting periods of between two and three years and are generally not subject to any vesting criteria other than the employee's continued employment.

## Valuation methodology

For all plans the valuation methodology is based upon fair value on grant date which is determined by the market price on that date or the application of an option pricing model, depending upon the characteristics of the scheme concerned.

The fair value of the options granted in the current period under the LTIP and Other plans have an exercise price at nominal value. The fair value of these options is approximated by the market price at date of grant.

The number of outstanding options under other valuation approaches are as follows:

	Binomial model	Monte Carlo model
Number of outstanding options as at 31 March 2025	1,077,055	2,029,081

The total share-based payments expense included in the Consolidated Income Statement is:

	2025 £'000	2024 £'000
Share-based payments to employees	1,349	1,254

The total share-based payments expense relating to Directors of the Company is £682k (2024: £498k).

The total share-based payments expense relating to key management personnel of the Group is £720k (2024: £556k).

The Group deferred tax asset as at 31 March 2025 in respect of share options which have been issued to date was £260k (2024: £277k).

## Movements on options granted (ordinary shares)

	Outstanding 31 March 2024	Granted	Forfeited	Exercised	Outstanding 31 March 2025	Exercisable 31 March 2025
EMI	939,854	–	–	–	939,854	939,854
CSOP	403,257	–	(38,085)	–	365,172	281,490
Unapproved scheme	532,302	–	(5,043)	–	527,259	524,779
SIP	553,474	280,502	(54,338)	(98,243)	681,395	32,585
LTIP	3,722,245	–	(352,184)	(36,096)	3,333,965	15,063
Executive LTIP	1,050,000	874,036	(65,491)	–	1,858,545	–
STIP	–	913,570	–	(913,570)	–	–
Other	1,301,059	253,649	(175,833)	(370,512)	1,008,363	515

## Weighted average exercise price (p)

	Outstanding 31 March 2024	Granted	Forfeited	Exercised	Outstanding 31 March 2025	Exercisable 31 March 2025
EMI	74	–	–	–	74	74
CSOP	83	–	(87)	–	83	82
Unapproved scheme	75	–	(117)	–	75	74

The weighted average exercise price for LTIP, Executive LTIP and Other options is nominal value (1p). The SIP options represent the 'Matching shares' which are free under the SIP scheme.

For share options outstanding at 31 March the range of exercise prices was nil-185p with a weighted average remaining contractual life of 80 months.

## 6. Taxation

	2025 £'000	2024 £'000
<b>Current tax</b>		
UK corporation tax for the period at 25%	(2)	–
Adjustments in respect of prior period provisions	(111)	(34)
<b>Total current tax</b>	<b>(113)</b>	<b>(34)</b>
<b>Deferred tax</b>		
Current year	1,093	2,451
Adjustments in respect of prior periods	(96)	247
<b>Total deferred tax</b>	<b>997</b>	<b>2,698</b>
<b>Total tax credit</b>	<b>884</b>	<b>2,664</b>

During 2025 a deferred tax credit of £1,334k (2024: £2,262k) was attributable to deferred tax on intangible assets acquired as part of business combinations. For further deferred tax information – see note 22.

# Notes to the consolidated financial statements continued

The relationship between expected tax credit based on the effective tax rate of the Group of 25% and the tax credit recognised in the Consolidated Income Statement can be reconciled as follows:

	2025 £'000	2024 £'000
Loss for the year before tax from continuing operations:	(10,039)	(24,847)
Tax rate	25%	25%
Expected tax credit	2,510	6,212
Principal differences due to:		
Expenses not deductible for tax purposes	(358)	(96)
Impairment charges not deductible	(1,119)	(4,000)
Non taxable income	4	135
Other timing differences leading to increase/decrease	-	(137)
Adjustments in respect of prior period provisions	(111)	(34)
Adjustments in respect of prior period deferred tax	(96)	247
Other deferred tax movements	(54)	265
Other adjustments	108	72
	884	2,664

## 7. Earnings per share

Basic earnings per share are calculated by dividing the profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the period. The weighted average number of shares excludes shares held by an Employee Benefit Trust (see note 21) and has been adjusted for the issue/purchase of shares during the period.

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. These represent share-based payments (see note 5) granted to employees where the exercise price is less than the average market price of the Company's ordinary shares and share purchase agreements where the terms and conditions could affect the measurement of basic and diluted earnings per share during the year ended 31 March 2025.

A number of shares that were issued during the period are contingent on certain conditions being met and therefore these have been excluded from the calculation of the weighted average number of Ordinary Shares in issue.

The Group has also chosen to present an alternative earnings per share measure, adjusted earnings per share, with profit adjusted for non-underlying items because it better reflects the Group's underlying performance. This measure is defined in note 28.

	2025 Number of shares 000	2024 Number of shares 000
Weighted average number of shares in issue, basic	92,160	92,107
Less: Shares held by the Employee Benefit Trust (weighted average)	(673)	(499)
Less: Shares held by the SIP (weighted average)	(1,037)	(1,240)
<b>Weighted average number of shares for calculating basic earnings per share</b>	<b>90,450</b>	<b>90,368</b>
Weighted average number of dilutive shares	5,498	3,142
<b>Weighted average number of shares for calculating diluted earnings per share</b>	<b>95,948</b>	<b>93,510</b>

	2025 £'000	2024 £'000
Loss after tax from continuing operations	(9,155)	(22,183)
Profit after tax from discontinued operations	–	1,811
Loss after tax from total operations	(9,155)	(20,372)
Adjusted profit after tax from continuing operations*	2,883	1,919

Earnings per share is calculated as follows:

	2025	2024
Basic earnings per share from continuing operations	(10.1p)	(24.5p)
Basic earnings per share from discontinued operations	–	2.0p
Basic earnings per share from total operations	(10.1p)	(22.5p)
Adjusted basic earnings per share from continuing operations	3.2p	2.1p

	2025	2024
Diluted earnings per share from continuing operations**	(10.1p)	(24.5p)
Diluted earnings per share from discontinued operations**	–	2.0p
Diluted earnings per share from total operations**	(10.1p)	(22.5p)
Adjusted diluted earnings per share from continuing operations	3.0p	2.1p

\* Adjusted profit after tax on continuing operations is defined in note 28.

\*\* The weighted average shares used in the basic EPS calculation has also been used for reported diluted EPS due to the anti-dilutive effect of the weighted average shares calculated for the reported diluted EPS calculation. This approach has been applied to the calculation of diluted EPS in both current and prior years.

## 8. Business combinations

A further £23k of cash consideration was paid during the year ended 31 March 2025 for the previous acquisition of Nudge Digital Limited. There were no other acquisitions during the year.

# Notes to the consolidated financial statements continued

## 9. Goodwill and impairment

	Cost £'000	Accumulated impairment £'000	Carrying amount £'000
At 31 March 2023	69,481	(9,995)	59,486
On acquisition/additions	10	–	10
Impairment on classification as held for sale	–	(1,845)	(1,845)
Impairment charge for the year	–	(14,492)	(14,492)
Disposals	(4,837)	1,845	(2,992)
At 31 March 2024	64,654	(24,487)	40,167
On acquisition/additions	23	–	23
Impairment charge for the year	–	(4,477)	(4,477)
<b>At 31 March 2025</b>	<b>64,677</b>	<b>(28,964)</b>	<b>35,713</b>

### Impairment tests for goodwill and intangible assets

The value of CGUs is assessed according to the projected performance of the relevant businesses. This is performed by calculating the recoverable amount of all CGUs based on value in use calculations. These calculations use a post-tax cash flow projection based on latest forecasts by each CGU which are extrapolated to cover a 5 year period. A risk-free discount rate is based on WACC using the CAPM model. As the WACC used in the value in use calculation is the post-tax WACC, the implied pre-tax WACC has been subsequently calculated and disclosed below.

Each reporting period, management compares the resulting cash flow projections by CGU to the carrying value of goodwill. If the carrying value of goodwill materially exceeds value in use in this calculation, a resulting impairment charge is recorded in the Consolidated Income Statement. The following table sets out the key assumptions for the CGUs. The revenue growth rate used varies between years, with the 5 year CAGR shown in the table below.

As well as the following assumptions, EBITDA margins based on latest forecasts have been used for each CGU and range from 13% to 25%. A long-term growth rate of 2% was used to extrapolate cash flows beyond the budget period.

CGU	Goodwill Carrying value 31 March 2025 £'000	Intangible assets Carrying value 31 March 2025 £'000	Revenue growth (5 year CAGR) %	Pre-tax discount rate %
Digital Transformation	34,261	2,314	10	17
manifesto	1,452	–	5	17
KITS	–	6,476	12	17

Based on the impairment review carried out at the end of 31 March 2025, management believes that the present value of projected cash flows from the CGUs exceeds the carrying value of the goodwill and acquired intangible assets except for manifesto where a £4.5m impairment of goodwill has been recorded.

### Sensitivity analysis:

Management concluded that the key factor for sensitivity analysis is the revenue growth rate from FY26 onwards. The discount factor is assumed to be determined by way of the estimated risk of the market and the cost of debt which is based on the credit facility from HSBC at 2.45% plus SONIA as at 31 March 2025.

For all CGUs, with the exception of manifesto, the revenue growth rate would need to reduce by over 40% across the projection period to suggest an impairment may be required.

With respect to manifesto, although any reduction in revenue across the projection period would suggest further impairment may be required, management believe that there are mitigation actions that could be taken to increase profitability. These include controls over discretionary spend and operational efficiency initiatives. If the efficiencies did not materialise then further impairment may be required.

The assumptions used in the impairment review are subjective and provide key sources of estimation uncertainty, specifically in relation to growth assumptions, future cashflows and the determination of discount rates. The actual results may vary and accordingly may cause adjustments to the Group's valuation in future years. Sensitivity analysis performed on the impairment review, with the exception of manifesto, indicates sufficient headroom in the event of reasonably possible changes in key assumptions.

## 10. Other intangible assets

Intangible assets are non-physical assets which have been obtained as part of an acquisition or research and development activities, such as innovations, introduction and improvement of products and procedures to improve existing or new products. All intangible assets have an identifiable future economic benefit to the Group at the point the costs are incurred. Customer lists and brands are amortised over a maximum period of six years from the date of acquisition.

Intangible assets	Brand £'000	Customer list £'000	Database £'000	Software £'000	Total £'000
<b>Cost</b>					
At 31 March 2023	2,967	37,136	50	1,086	41,239
Additions	–	–	–	170	170
Disposals	(328)	(764)	–	–	(1,092)
At 31 March 2024	2,639	36,372	50	1,256	40,317
<b>At 31 March 2025</b>	<b>2,639</b>	<b>36,372</b>	<b>50</b>	<b>1,256</b>	<b>40,317</b>
<b>Amortisation and impairment</b>					
At 31 March 2023	2,427	14,537	42	775	17,781
Charge for the year	230	7,265	8	178	7,681
Disposals	(298)	(696)	–	–	(994)
Impairment on classification as held for sale	–	3	–	–	3
Impairment	124	1,335	–	214	1,673
At 31 March 2024	2,483	22,444	50	1,167	26,144
Charge for the year	156	5,184	–	43	5,383
<b>At 31 March 2025</b>	<b>2,639</b>	<b>27,628</b>	<b>50</b>	<b>1,210</b>	<b>31,527</b>
<b>Net book value</b>					
<b>At 31 March 2025</b>	<b>–</b>	<b>8,744</b>	<b>–</b>	<b>46</b>	<b>8,790</b>
At 31 March 2024	156	13,928	–	89	14,173
At 31 March 2023	540	22,599	8	311	23,458

See note 9 goodwill and impairment for details on the valuation methodology applied and considerations around intangible assets impairment.

# Notes to the consolidated financial statements continued

## 11. Investments

	Company Subsidiary undertakings £'000	Group and Company Other investments £'000	Total £'000
<b>Cost</b>			
At 31 March 2023	127,699	2,188	129,887
Additions	5,731	–	5,731
Disposals	(2,829)	–	(2,829)
At 31 March 2024	130,601	2,188	132,789
Additions	690	–	690
<b>At 31 March 2025</b>	<b>131,291</b>	<b>2,188</b>	<b>133,479</b>
<b>Accumulated impairment</b>			
At 31 March 2023	25,702	–	25,702
Disposal	(610)	–	(610)
Impairment	25,105	–	25,105
At 31 March 2024	50,197	–	50,197
Impairment	4,477	–	4,477
<b>At 31 March 2025</b>	<b>54,674</b>	<b>–</b>	<b>54,674</b>
<b>Net book value</b>			
<b>At 31 March 2025</b>	<b>76,617</b>	<b>2,188</b>	<b>78,805</b>
At 31 March 2024	80,404	2,188	82,592
At March 2023	101,997	2,188	104,185

Investments in Group undertakings are recorded at cost, which is the fair value of the consideration paid plus the fair value of contingent consideration determined at the acquisition date.

The Company annually tests the carrying value of investments for impairment. The 2025 review assessed whether the carrying value of investments was supported by the net present value of future cash flows derived from the assets. As a result of this review an impairment charge of £4.5m (2024: £25.1m) was recognised in the year ended 31 March 2025. Further details of the assumptions used in the review are provided in note 9.

In prior year, the Group disposed of its subsidiaries Questers Resourcing Limited and Questers Bulgaria EOOD ("Questers") on 18 September 2023 for cash consideration of £7.5m. The Group disposed of its equity interests in TPXimpact Norway AS on 13 October 2023 to companies controlled by the managing partners of the business for a nominal consideration of £1.

Other investments comprise a 12.8% equity stake in OpenDialog AI Limited, a company registered in England & Wales, which is carried at fair value through other comprehensive income. Management have assessed fair value on the basis of financial information from the company and other external data. Further details are provided in note 24.

At 31 March 2025, the Company had the following subsidiaries:

Companies	Country of incorporation	Registered address	Principal activity	Shareholding <sup>1</sup>
Foundry4 Consulting Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Digital service consultancy, software development, data and automation	100%
Human Plus Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Dormant	100% <sup>2</sup>
iDisrupted Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Dormant	100%
Manifesto Digital Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Digital experience agency	100%
TPXimpact Experience Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Dormant	100%
TPXimpact Global Group Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Holding company	100%
Arthurly Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Dormant	100%
Difrent Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Digital transformation consultancy	100%
Keep IT Simple Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Delivers managed services with expertise in service integration & management	100%
Deeson Group Holdings Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Holding company	100%
Deeson Group Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Digital experience agency	100% <sup>3</sup>
TPXimpact Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London E1 1EW	Digital and service design consultancy	100%
US-Creates Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London E1 1EW	Dormant	100% <sup>4</sup>

## Notes to the consolidated financial statements continued

Companies	Country of incorporation	Registered address	Principal activity	Shareholding <sup>1</sup>
Ameo Professional Services Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London E1 1EW	Strategic and management consultancy focusing on digital transformation	100%
Nudge Digital Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Digital experience agency	100%
RedCortex Limited	England & Wales	Brunei House, 2 Fitzalan Road, Cardiff, CF24 OEB	Cloud transformation, architecture and programme management	100%
TPXimpact Data Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Data science services and analytics consultancy	100%
Peak Indicators Limited	England & Wales	7 Savoy Court, London, WC2R OEX	Dormant	100%
Futuregov. Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Dormant	100%
The Panoply Holdings Limited	England & Wales	2nd Floor, The Hickman, 2 Whitechapel Road, London, E1 1EW	Dormant	100%
TPXimpact Scotland Limited	Scotland	Macfarlane Gray House, Castlecraig Business Park, Springbank Road, Stirling, FK7 7WT	Cloud-based open data consultancy	100%
Swirrl IT Limited	Scotland	Macfarlane Gray House, Castlecraig Business Park, Springbank Road, Stirling, FK7 7WT	Dormant	100%

<sup>1</sup> Shareholdings are all in ordinary shares

<sup>2</sup> Foundry4 Consulting Limited owns 100% of Human Plus Limited

<sup>3</sup> Deeson Group Holdings Limited owns 100% of Deeson Group Limited

<sup>4</sup> TPXimpact Limited owns 100% of US Creates Limited

## 12. Property, plant and equipment

	IT equipment £'000	Fixtures & Fittings £'000	Total £'000
<b>Cost</b>			
At 1 April 2024	594	62	656
Disposals	(181)	(16)	(197)
<b>At 31 March 2025</b>	<b>413</b>	<b>46</b>	<b>459</b>
<b>Depreciation</b>			
At 1 April 2024	406	30	436
Charge for the year	121	30	151
Disposals	(181)	(14)	(195)
<b>At 31 March 2025</b>	<b>346</b>	<b>46</b>	<b>392</b>
<b>Net book value</b>			
<b>At 31 March 2025</b>	<b>67</b>	<b>–</b>	<b>67</b>
At 31 March 2024	188	32	220

	IT equipment £'000	Fixtures & Fittings £'000	Total £'000
<b>Cost</b>			
At 1 April 2023	707	177	884
Additions	37	–	37
Disposals	(150)	(115)	(265)
At 31 March 2024	594	62	656
<b>Depreciation</b>			
At 1 April 2023	337	74	411
Charge for the year	191	8	199
Disposals	(122)	(52)	(174)
At 31 March 2024	406	30	436
<b>Net book value</b>			
At 31 March 2024	188	32	220
At 31 March 2023	370	103	473

# Notes to the consolidated financial statements continued

## 13. Right of use assets/Lease liabilities

The Group leases various offices, electric vehicles and office equipment. Rental contracts vary from rolling 3 month contracts to fixed contracts for up to several years.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

### Amounts recognised in the Statement of Financial Position

Right-of-use assets relate to property and electric vehicles rentals where the lease term is greater than 12 months in duration. Items that do not meet the criteria of a right-of-use asset have been recorded in the income statement and are summarised below.

The Statement of Financial Position shows the following amounts relating to leases:

	2025 £'000	2024 £'000
<b>Right-of-use assets</b>		
Leased buildings	584	736
Electric vehicles	620	810
	1,204	1,546
<b>Lease liabilities</b>		
Current	885	714
Non-current	444	1,009
	1,329	1,723

The maturity profile of the Group's lease liabilities is as follows:

	£'000	£'000
Within one year	1,005	815
In more than one year but less than two years	411	758
In more than two years but less than three years	82	283
In more than three years	14	29
	1,512	1,885
Effect of discounting	(183)	(162)
Lease liability	1,329	1,723

	Leased buildings £'000	Electric vehicles £'000	Total £'000
<b>Right-of-use assets</b>			
<b>Cost</b>			
At 31 March 2023	1,820	832	2,652
Additions	1,012	549	1,561
Disposals	(1,820)	(132)	(1,952)
At 31 March 2024	1,012	1,249	2,261
Additions	310	289	599
Disposals	–	(305)	(305)
<b>At 31 March 2025</b>	<b>1,322</b>	<b>1,233</b>	<b>2,555</b>
<b>Depreciation</b>			
At 31 March 2023	1,069	145	1,214
Charge for the year	410	322	732
Disposals	(1,203)	(28)	(1,231)
At 31 March 2024	276	439	715
Charge for the year	462	366	828
Disposals	–	(192)	(192)
<b>At 31 March 2025</b>	<b>738</b>	<b>613</b>	<b>1,351</b>
<b>Net book value</b>			
<b>At 31 March 2025</b>	<b>584</b>	<b>620</b>	<b>1,204</b>
At 31 March 2024	736	810	1,546
At 31 March 2023	751	687	1,438

The income statement shows the following amounts relating to leases:

	2025 £'000	2024 £'000
Interest on lease liabilities	124	130
Expenses related to short term leases	295	518
Expenses relating to leases of low-value assets, excluding short term leases of low-value assets	11	10
	<b>430</b>	<b>658</b>

# Notes to the consolidated financial statements continued

## 14. Trade and other receivables

Group	2025 £'000	2024 £'000
Trade receivables	9,745	9,895
Prepayments	1,031	1,054
Other receivables	312	500
Trade and other receivables	11,088	11,449

Trade receivables at the reporting date comprise amounts receivable from the provision of the Group's products and services.

The average credit period taken on the provision of these services is 46 days (2024: 43 days).

Trade receivables are non-interest bearing and generally have a 30 day payment term. The age of trade receivables before impairment is as follows:

	2025 £'000	2024 £'000
Not yet due	7,547	8,075
Past due 1–30 days	1,579	1,444
Past due 31–60 days	443	161
Past due 61–90 days	75	17
Past due 91–120 days	16	140
Past due 121+ days	94	67
Trade receivables before impairment	9,754	9,904
Provision for bad debt b/f	(9)	(157)
Released	–	148
Provision for bad debt c/f	(9)	(9)
Trade receivables as at 31 March	9,745	9,895

Loss rates are calculated based on actual credit losses over the past three years and adjusted to reflect differences between the historical credit losses and the Group's view of the economic conditions over the expected lives of the receivables.

Company	2025 £'000	2024 £'000
Prepayments	263	312
Other receivables	146	252
Trade and other receivables	409	564

## 15. Cash and cash equivalents

Group	2025 £'000	2024 £'000
Cash at bank and in hand	4,647	8,882
Cash held by trust	–	52
Total cash and cash equivalents	4,647	8,934

Cash balances are held with a small number of counterparties, with high credit ratings. Net borrowings of £3m were repaid during the year. This is discussed further in note 17.

Company	2025 £'000	2024 £'000
Cash at bank and in hand	4,354	8,586
Total cash and cash equivalents	4,354	8,586

The Directors consider that the carrying amount of these assets is a reasonable approximation of their fair value. The credit risk on liquid funds is limited because the counterparty is a bank with high credit ratings.

## 16. Trade and other payables

Group	2025 £'000	2024 £'000
Trade payables	3,499	4,892
Accruals and other payables	2,872	2,870
Trade and other payables	6,371	7,762

Company	2025 £'000	2024 £'000
Trade payables	101	318
Accruals and other payables	599	686
Trade and other payables	700	1,004

## 17. Borrowings

At 31 March 2025, the Group had a revolving credit facility with HSBC of £25m with a £15m accordion of which £13.2m had been drawn down following net repayments during the year of £3m.

Throughout FY25 the Group's lending covenants comprised two measures assessed at each quarter end: (i) Net debt (excluding lease liabilities) to rolling twelve month Adjusted EBITDA of 2.5x or less; and (ii) rolling twelve month Adjusted EBITDA to net finance costs of at least 3.0x for the periods ending 30 September and 31 December 2024 and 3.5x for the year ending 31 March 2025 and thereafter. The Group satisfied these covenants throughout the year.

Group and Company secured	2025 £'000	2024 £'000
Bank loans	13,145	16,050
<b>Total borrowings</b>	<b>13,145</b>	<b>16,050</b>

## 18. Assets and liabilities related to contracts with customers

All revenue relates to contracts with customers. The Group have a number of contracts where it receives payments from customers based on a billing schedule. Revenue recognised in excess of invoices raised is included within contract assets. Where amounts have been invoiced in excess of revenue recognised, the excess is included within contract liabilities.

Group	2025 £'000	2024 £'000
Contract assets	2,598	3,214
Contract liabilities	1,639	1,784

# Notes to the consolidated financial statements continued

## Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year:

Group	2025 £'000	2024 £'000
Revenue recognised that was included in the contract liability balance at the beginning of the period	1,321	3,300

## Unsatisfied long-term contracts

The majority of customer contracts for the Group as at 31 March 2025 are 12 months or less. Long term contracts with unsatisfied performance obligations as at 31 March 2025 are £nil (2024: £nil).

## 19. Other taxes and social security costs

### Group

	2025 £'000	2024 £'000
Current liability		
VAT	1,986	3,196
Other taxes and social security costs	899	1,054
Total	2,885	4,250

### Company

	2025 £'000	2024 £'000
Current liability		
VAT	1,986	3,209
Other taxes and social security costs	107	33
Total	2,093	3,242

## 20. Deferred and contingent consideration

The consideration payment for the acquired businesses includes deferred consideration, in the form of equity payment, contingent upon certain results being achieved over relevant periods.

Group & Company	2025 £'000	2024 £'000
Opening fair value at 1 April	–	225
Settlement of deferred consideration (shares)	–	(232)
Movement in fair value of contingent consideration	–	7
Fair value at 31 March	–	–

The loss from fair value movement of contingent consideration in prior year of £7k resulted from the unwinding of the discount.

## 21. Share capital and reserves

Share capital and reserves comprise of the following categories:

- Share capital: The nominal value of shares in issue.
- Share premium: The excess of the value received for shares issued over their nominal value less transaction costs and amounts used to fund bonus issues.
- Merger reserve: Under section 612 of the Companies Act 2006, where a company issues equity shares in consideration for shares in another company and secures at least 90% equity holding in another company, then the excess consideration over the nominal value of the shares issued should be recorded as a merger relief reserve. Amounts transferred from the merger reserve to retained earnings during the year relate to realised profits as a result of impairments and disposals.

- Capital redemption reserve: The nominal value of shares cancelled.
- Foreign exchange reserve: Cumulative gains or losses recognised on retranslation of overseas operations.
- Retained earnings: Cumulative gains or losses not recognised elsewhere, less amounts distributed to shareholders.
- Own shares: the value of shares held by the Employee Benefit Trust and the Employee Share Incentive Plan.

Share capital allotted, called up and fully paid	2025	2024
Ordinary shares of £0.01 each		
At 31 March	92,159,555	92,159,555

	Number of shares 000	Par value £'000
Shares issued and fully paid		
At 1 April 2023	91,876	919
Settlement of contingent consideration	284	3
At 31 March 2024	92,160	922
At 31 March 2025	92,160	922

### Own Shares

Holding of own shares are stated at cost and represent shares purchased by TPXimpact Holdings plc Employee Benefit Trust (EBT) in the Company for the purpose of funding the Group's share-based incentive plans. In addition, own shares also include shares held by the Share incentive plan (SIP) on behalf of employees until vesting conditions have been met. Details of these arrangements are disclosed in note 5.5 on pages 93 to 95. The trustees of the EBT purchase the Company's ordinary shares in the open market using funds provided by the Company. The Company has provided a loan facility to the EBT which is drawn down monthly by the Trust to enable it to meet its administrative costs. As part of the SIP scheme the company gives 1 free 'Matching Share' for every 1 Partnership Share purchased by the employee. Details of the number and value of shares has been disclosed below:

	EBT	SIP Scheme
Number of shares	1,249,813	1,377,758
Market value of shares at 31 March 2025	£269k	£296k

## 22. Deferred tax

### Deferred tax liability

Group	2025 £'000	2024 £'000
At 1 April	3,537	5,796
Movement in income statement for the year	(1,350)	(2,244)
Disposals	–	(11)
Other movements	–	(4)
At 31 March	2,187	3,537

### Deferred tax asset

	2025 £'000	2024 £'000
Unused tax losses and share based payments		
At 1 April	613	159
Movement in income statement for the year	(353)	454
At 31 March	260	613

# Notes to the consolidated financial statements continued

## 23. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. All other transactions and balances with related parties are detailed below.

### Transactions with directors

Details of Directors' interests in the Company's shares, service contracts and remuneration are set out in the report of the Remuneration Committee to members on pages 55 to 59. Total dividends paid to directors during the year was £nil (2024: £nil).

Directors provided consulting services to the company during the year totalled £8k (2024: £8k).

### TPXimpact Norway disposal

On 13 October 2023, The Group disposed of its equity interests in TPXimpact Norway AS to companies controlled by the managing partners of the business for a nominal consideration of £1. This disposal was considered a related party transaction and the directors consider, having consulted with its nominated adviser, that the terms of the transaction were fair and reasonable insofar as its shareholders are concerned.

## 24. Financial instruments

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. The significant accounting policies regarding financial instruments are disclosed in note 2.

### Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Contract assets
- Lease liabilities
- Borrowings

### Financial assets and liabilities measured at amortised cost

The book values of the financial instruments (excluding equity shares) used by the Group, from which financial risk arises, are as follows:

#### Group

	2025 £'000	2024 £'000
<b>Financial assets at amortised cost*</b>		
Trade receivables	9,745	9,895
Other receivables	1,343	1,554
Contract assets	2,598	3,214
Cash and cash equivalents	4,647	8,934
At 31 March	18,333	23,597

\* The fair value of financial assets carried at amortised cost approximates to the carrying amounts because of the short maturity of these instruments.

	2025 £'000	2024 £'000
<b>Financial liabilities at amortised cost less than one year</b>		
Trade payables	3,499	4,892
Other payables	775	905
Accruals	2,097	1,965
Lease liabilities	885	714
At 31 March	7,256	8,476

	2025 £'000	2024 £'000
<b>Financial liabilities at amortised cost greater than one year</b>		
Borrowings	13,145	16,050
Lease liabilities	444	1,009
At 31 March	13,589	17,059

### Fair value measurement

Financial instruments in the category “fair value through profit or loss” are measured in the Consolidated Statement of Financial Position at fair value. In determining fair value, the group has classified its financial instruments into three levels of fair value measurement hierarchy:

- Level 1 – Quoted prices (unadjusted) in an active market for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for assets or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 – Inputs for asset or liability that are not based on observable market data (that is unobservable inputs)

Other investments included in level 3 are unlisted securities, where market value is not readily available. The fair value of other investments has been estimated using significant unobservable inputs as observable market prices are not available for such investments. The valuation of the investment involves a high degree of management judgement and estimation uncertainty due to the inherent subjectivity of the underlying assumptions. Management has reviewed available information, but given the investment is in emerging AI technologies which are exposed to increased levels of uncertainty, this has made it particularly challenging to reliably assess fair value at year-end. Therefore the fair value of other investments has been held at the fair value at the date of initial recognition.

The following table presents the Group's assets and liabilities that are measured at fair value at 31 March 2025:

	2025			2024		
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Other investments	–	–	2,188	–	–	2,188

	Other investments £'000	Deferred and contingent consideration £'000
<b>Reconciliation for level 3 is shown below:</b>		
At 1 April 2023	2,188	225
Settlements	–	(232)
Fair value movement of deferred contingent consideration (reflected in Consolidated Income Statement)	–	7
At 31 March 2024	2,188	–
At 31 March 2025	2,188	–

## 25. Risk management

The Group finances its activities through equity and bank financing. No speculative treasury transactions are undertaken, and no derivative contracts were entered into. Financial assets and liabilities include those assets and liabilities of a financial nature, namely cash and borrowings. The Group is exposed to a variety of financial risks arising from its operating activities, which are monitored by the Directors and are reported in the Risk and Risk Management section on pages 33 to 35.

### 25.1 Cash and liquidity risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Group policy throughout the year has been to ensure continuity of funding through available bank facilities. The following table shows the contractual maturities of financial liabilities measured at amortised cost:

# Notes to the consolidated financial statements continued

## Contractual maturities of financial liabilities at 31 March 2025:

	Group				
	Less than 1 year £'000	1 to 2 years £'000	2 to 5 years £'000	Effect of discounting £'000	Total £'000
Trade and other payables (note 16)	6,371	–	–	–	6,371
Borrowings (note 17)	824	13,346	–	(1,025)	13,145
Lease Liabilities (note 13)	1,005	411	96	(183)	1,329
	8,200	13,757	96	(1,208)	20,845

## Contractual maturities of financial liabilities at 31 March 2024:

	Group				
	Less than 1 year £'000	1 to 2 years £'000	2 to 5 years £'000	Effect of discounting £'000	Total £'000
Trade and other payables (note 16)	7,762	–	–	–	7,762
Borrowings (note 17)	991	936	16,283	(2,160)	16,050
Lease Liabilities (note 13)	815	758	312	(162)	1,723
	9,568	1,694	16,595	(2,322)	25,535

## 25.2 Capital risk management

The Group's policy on capital structure is to maintain a level of gross cash available, which the Board considers to be adequate to fund a range of potential EBITDA movements, taken from a series of business projections and scenarios. Based on these business projections the Board believes it has sufficient cash resources at its disposal to pursue its chosen strategy of maximising shareholder returns from its customer base.

The Group manages its capital to ensure that trading entities in the Group will be able to continue as a going concern, while maximising the returns to shareholders through the efficient use of cash and equity. The capital structure of the Group consists of cash at bank and in hand and equity attributable to equity holders of the parent, comprising issued share capital, reserves and retained earnings as disclosed in the Consolidated Statement of Changes in Equity on page 76.

The Directors seek to promote recurring revenues to a wide range of business customers, to reduce the risks associated with fluctuations in the UK economy and to increase the long-term value to customers and shareholders.

The declaration and payment by the Group of any future dividends on the Ordinary Shares and the amount will depend on the results of the Group's operations, its financial condition, cash requirements, future prospects, profits available for distribution and other factors deemed to be relevant at the time. In order to maintain or adjust the capital structure, the Group may adjust the amount of any pay-outs to the shareholders, return capital to the shareholders, issue new shares and make borrowings or sell assets to reduce debt.

## 25.3 Credit risk

The Group's policy is to monitor trade and other receivables and avoid significant concentrations of credit risk. The principal credit risk arises from trade receivables. Aged receivables reports are reviewed monthly as a minimum. The majority of the Group's trade receivables are due from Central Government clients where the risk of default is considered low. In a limited number of cases, legal action has been pursued. An aged analysis of receivables is shown in note 14 to the financial statements.

In line with IFRS 9, the Group assesses the credit risk balances at each reporting date, to assess whether the credit risk on a financial instrument has increased significantly since initial recognition. The simplified approach has been applied to trade debtors to measure the loss allowance at an amount equal to the lifetime expected credit loss (ECL) at initial recognition and throughout its life. The credit risk is assessed by reviewing the contract income amount compared to the amount subsequently recovered. The Group does not identify specific concentrations of credit risk with regards to trade and other receivables, as the amounts recognised represent a large number of receivables from various customers, including some government authorities. Assessment of the average expected credit loss across the Group is deemed to be low over a period of 36 months to 31 March 2025. The bad debt provision as at 31 March 2025 was assessed to be £9k (2024: £9k). This impairment has been determined by reference to known issues.

Write-offs are made when the irrecoverable amount becomes certain. There was no bad debt written off during the year. The Group's main risk relates to trade receivables which are stated net of the provisions above. No collateral is held as security against these debtors and the carrying value represents the fair value.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 March 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward- looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

#### 25.4 Interest rate risk

At 31 March 2025, the Group has drawn down £13.2m on its RCF facility denominated in GBP. As at 31 March 2025, the facility has a floating rate basis (SONIA) to its maturity in July 2026. Interest rate risk arises on the change in SONIA which affects the interest payable by the Group as well as the leverage to Adjusted EBITDA ratio, which determines the margin applied to SONIA by our lender

Sensitivity analysis in interest rates show that with an increase or decrease in 100 basis points, with all other variables held constant, the net assets attributable to shareholders would increase or decrease by approximately £132k (2024: £162k).

## 26. Non-cash investing and financing activities

Non-cash investing and financing activities disclosed in other notes are:

- Partial settlement of a business combination through the issue of shares (note 8)
- Acquisition of right-of-use assets (note 13)

#### Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Group	Liabilities from financing activities			Cash and cash equivalents £'000	Total £'000
	Borrowings £'000	Lease liabilities £'000	Sub-total £'000		
Net (debt)/cash at 1 April 2024	(24,317)	(1,473)	(25,790)	6,772	(19,018)
Cash flows	8,300	718	9,018	(3,909)	5,109
Disposal of subsidiary	–	–	–	6,071	6,071
New leases	–	(968)	(968)	–	(968)
Other	(33)	–	(33)	–	(33)
Net (debt)/cash at 31 March 2024	(16,050)	(1,723)	(17,773)	8,934	(8,839)
Cash flows	3,000	1,005	4,005	(4,287)	(282)
New leases	–	(611)	(611)	–	(611)
Other	(95)	–	(95)	–	(95)
Net (debt)/cash at 31 March 2025	(13,145)	(1,329)	(14,474)	4,647	(9,827)

# Notes to the consolidated financial statements continued

Company	Liabilities from financing activities				Total £'000
	Borrowings £'000	Inter company loans £'000	Sub-total £'000	Cash and cash equivalents £'000	
Net (debt)/cash at 1 April 2023	(24,317)	(7,179)	(31,496)	3,318	(28,178)
Cash flows	8,300	(12,543)	(4,243)	5,268	1,025
Other	(33)	–	(33)	–	(33)
Net (debt)/cash at 31 March 2024	(16,050)	(19,722)	(35,772)	8,586	(27,186)
Cash flows	3,000	(7,411)	(4,411)	(4,232)	(8,643)
Other	(95)	–	(95)	–	(95)
Net (debt)/cash at 31 March 2025	(13,145)	(27,133)	(40,278)	4,354	(35,924)

## 27. Discontinued operations

In the prior year, the Group completed the sale of Questers Resourcing Limited and Questers Bulgaria EOOD, “Questers”, for cash consideration of £7.5m. The Group also disposed of its equity interests in TPXimpact Norway AS to companies controlled by the managing partners of the business for a nominal consideration of £1. This disposal was considered a related party transaction and the directors consider, having consulted with its nominated adviser, that the terms of the transaction were fair and reasonable insofar as its shareholders are concerned.

Financial information relating to the discontinued operations for the Group in prior year is set out below.

	2024 £'000
<b>Revenue</b>	7,171
Cost of sales	(6,102)
<b>Gross profit</b>	1,069
Administrative expenses	(2,852)
Gain on sale of discontinued operations	3,580
Other income	47
<b>Operating profit</b>	1,844
Finance costs	(11)
<b>Profit before tax</b>	1,833
Taxation	(22)
<b>Profit for the year</b>	1,811

The prior year gain on sale of discontinued operations is calculated as follows:

	TPXimpact Norway £'000	Questers £'000	2024 £'000
Goodwill	–	2,992	2,992
Other intangible assets (net of deferred tax)	–	87	87
Right of use assets	–	617	617
Property, plant and equipment	4	61	65
Trade and other receivables	559	1,594	2,153
Cash and cash equivalents	165	1,264	1,429
Contract assets	3	–	3
Trade and other payables	(620)	(1,594)	(2,214)
Other taxes and social security costs	(96)	(406)	(502)
Contract liabilities	(6)	(646)	(652)
Lease liabilities	–	(629)	(629)
<b>Total net assets disposed of</b>	<b>9</b>	<b>3,340</b>	<b>3,349</b>
Consideration received in cash and cash equivalents	–	7,500	7,500
Transaction costs*	(48)	(429)	(477)
<b>Total consideration received</b>	<b>(48)</b>	<b>7,071</b>	<b>7,023</b>
Exchange adjustments recycled to the income statement	(67)	(27)	(94)
<b>(Loss)/gain on disposal</b>	<b>(124)</b>	<b>3,704</b>	<b>3,580</b>

\* Transaction costs include adviser fees of £265k

# Notes to the consolidated financial statements continued

## Prior year income statement reconciliation:

	Continuing operations 2024 £'000	Discontinued operations 2024 £'000	Total 2024 £'000
<b>Revenue</b>	84,269	7,171	91,440
Cost of sales	(63,090)	(6,102)	(69,192)
<b>Gross profit</b>	21,179	1,069	22,248
Administrative expenses	(44,384)	(2,852)	(47,236)
Gain on sale of discontinued operations	–	3,580	3,580
Other income	404	47	451
<b>Operating (loss)/profit</b>	(22,801)	1,844	(20,957)
Finance costs	(2,046)	(11)	(2,057)
<b>(Loss)/profit before tax</b>	(24,847)	1,833	(23,014)
Taxation	2,664	(22)	2,642
<b>(Loss)/profit for the year</b>	(22,183)	1,811	(20,372)

## 28. Alternative performance measures

Our consolidated financial statements are prepared in accordance with UK-adopted international accounting standards. In measuring our performance, the financial measures that we use include those which have been derived from our reported results in order to eliminate factors which distort period-on-period comparisons. These are considered non-GAAP financial measures, and include measures such as like-for-like revenue, adjusted EBITDA and net debt (excluding lease liabilities). We believe this information, along with comparable GAAP measurements, is useful to shareholders and analysts in providing a basis for measuring our financial performance. The adjusted EBITDA is based on the results of continuing operations.

### Like-for-like

Like-for-like comparisons are calculated by comparing current year results (which includes acquisitions from the relevant date of completion) to prior year results, adjusted to include the results of acquisitions for the commensurate period in the prior year. In the year ended 31 March 2025, there were no differences in the like-for-like and reported comparisons due to there being no acquisitions in either period.

### Reconciliation of operating loss to adjusted EBITDA:

	2025 £'000	2024 £'000
Operating loss	(8,720)	(22,801)
Amortisation of intangible assets	5,383	7,657
Depreciation	979	789
Loss from fair value movement of contingent consideration	–	7
Impairment of intangible assets	–	1,673
Impairment of goodwill	4,477	14,492
Share based payments*	1,421	1,425
Restructuring and transformation costs	2,074	1,387
<b>Adjusted EBITDA</b>	<b>5,614</b>	<b>4,629</b>

**Reconciliation of loss before tax to adjusted profit after tax:**

	2025 £'000	2024 £'000
<b>Loss before tax on continuing operations</b>	<b>(10,039)</b>	<b>(24,847)</b>
Amortisation of intangible assets	5,383	7,657
Loss from fair value movement of contingent consideration	–	7
Impairment of intangible assets	–	1,673
Impairment of goodwill	4,477	14,492
Share based payments*	1,421	1,425
Restructuring and transformation costs	2,074	1,387
<b>Adjusted profit before tax on continuing operations</b>	<b>3,316</b>	<b>1,794</b>
Tax (excluding impact of amortisation of intangible assets and share based payments)	(433)	125
<b>Adjusted profit after tax on continuing operations</b>	<b>2,883</b>	<b>1,919</b>

\* Includes social security costs.

**Net debt (excluding lease liabilities)**

Net debt (excluding lease liabilities) at a period end consists of cash and cash equivalents and borrowings due after one year.

**29. Post balance sheet events**

On 29 July 2025, the Group refinanced its existing revolving credit facility ("RCF") with HSBC UK Bank Plc ("HSBC"). The existing £25m RCF, due to mature in July 2026, was reduced to £11m with a £5.5m accordion, and a £4m overdraft (renewed annually). The new RCF has an initial term of three years and may be extended by one year by mutual agreement, with a further option to extend for an additional year thereafter. The RCF has the same security package as the previous facility, namely that HSBC has taken security over the Group's material subsidiaries and their assets. The RCF is a Sustainability Improvement Loan with potential margin reduction linked to improvements in the Company's EcoVadis rating.

Interest is payable based on SONIA plus a margin which is linked to the Company's adjusted leverage ratio. Under the terms of the RCF, the Group is required to comply with the following financial covenants:

- the leverage taken as net debt (excluding lease liabilities) to rolling twelve month Adjusted EBITDA should be less than 2.5 and
- the interest cover taken as rolling twelve month adjusted EBITDA over net finance costs (excluding lease interest) must be more than 4.

## Directors, secretary and advisers

---

**Directors****Mark Smith**

Non-Executive Chair

**Chris Sweetland**

Non-Executive Director

**Isabel Kelly**

Non-Executive Director

**Rachel Neaman**

Non-Executive Senior Independent Director

**Henry Turcan**

Non-Executive Director

**Björn Conway**

Chief Executive Officer

**Noel Douglas**

Chief Financial Officer

**Secretary**

Noel Douglas

**Company number**

10533096

**Registered office**

Second Floor,  
The Hickman,  
2 Whitechapel Road,  
London,  
United Kingdom,  
E1 1EW

**Nominated adviser and Joint broker****Stifel Nicolaus Europe Ltd**

150 Cheapside,  
7th Floor,  
London EC2V 6ET

**Joint broker****Dowgate Capital Limited**

15 Fetter Lane,  
London EC4A 1BW

**Solicitors****Harbottle & Lewis LLP**

14 Hanover Square,  
London W1S 1HP

**Registered Auditor****S&W Audit**

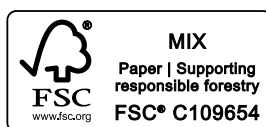
4th floor EQ Building  
111 Victoria Street, Bristol BS1 6AX

**Bankers****HSBC UK Bank plc**

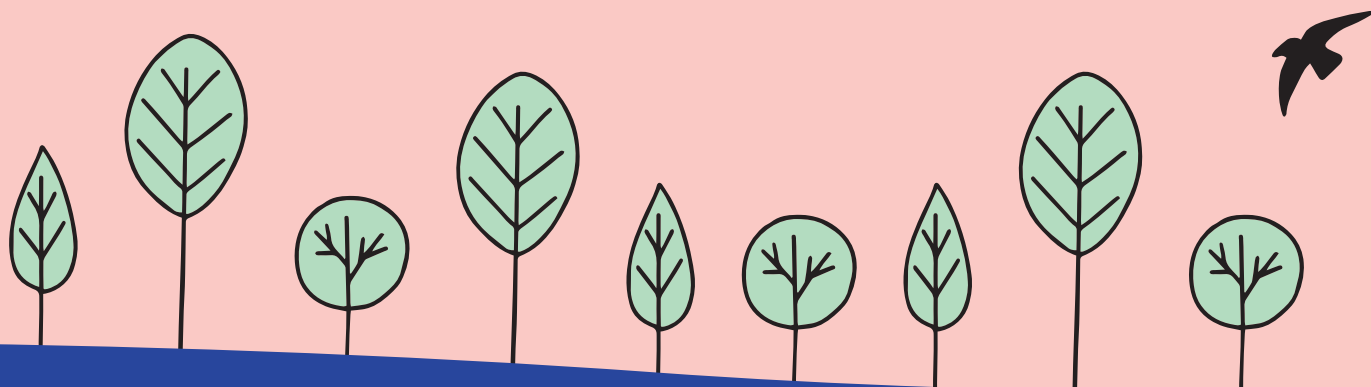
4th Floor,  
3 Temple Quay, Bristol BS1 6DZ

**Registrars****Neville Registrars**

Neville House,  
Steelpark Road,  
Halesowen B62 8HD



Sterling Financial Print  
177536



# TPX**impact**

TPXimpact Holdings PLC,  
The Hickman, Second Floor,  
2 Whitechapel Road, London,  
United Kingdom, E1 1EW.

LinkedIn: **tpximpact**

Email: **hello@tpximpact.com**