DIONE TOPCO LTD

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

COMPANY REGISTRATION NUMBER: 137864

UK ESTABLISHMENT REGISTRATION NUMBER: FC039788

LRQA

Your Risk Management Advantage

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PREFACE

The report and financial statements contained in this document relate to the group of companies owned by Dione Topco Ltd and subsidiaries (together 'the Group'). The Group comprises: Dione Topco Ltd ('the Company') and its subsidiaries; Dione Holdco Limited; Dione Midco Limited; Dione Bidco Limited and LRQA Group Limited, the parent company of the LRQA Group of companies.

LRQA Group Limited and its subsidiaries ('the LRQA Group') is a trading group of companies consisting of the other subsidiaries listed in note 35 and the joint venture referred to in note 20.

Dione Topco Ltd's own financial statements are presented after those of the Group. Its own principal activities are that of a holding company providing funding to the Group and holding the Group's employee share trust.

CEO STATEMENT

2025 was a year of strong progress for LRQA. As organisations navigated an increasingly complex risk environment – shaped by evolving regulation, geopolitical uncertainty, rapid technological change and highly interconnected global supply chains – the need for trusted risk management expertise continued to grow. LRQA is uniquely positioned to support organisations in navigating these challenges, and the progress we made during the year reflects the strength of our strategy and the confidence our clients place in our capabilities.

This momentum was reflected in our financial performance. In 2025, LRQA delivered revenue growth of

7% TO £454 MILLION, UP FROM £423 MILLION IN THE PRIOR YEAR, WITH GROSS PROFIT INCREASING 7% TO £225 MILLION AND ADJUSTED OPERATING PROFIT RISING 19% TO £73 MILLION.

This performance reflects continued demand for our services, disciplined operational execution and the increasing value clients place on integrated risk management.

At the heart of this performance is the impact we deliver for our clients. Across sectors and geographies, organisations are facing growing expectations around quality, safety, cybersecurity, climate performance and responsible sourcing. LRQA supports clients to manage these risks with confidence, combining deep technical expertise, global capability and data-driven insight.

During the year we deepened partnerships with many world leading brands. With McDonald's, we strengthened a long-standing global partnership, using data, insight and benchmarking to identify opportunities to improve food safety performance and strengthen supply chain risk management. With US Polo Assn, we leveraged our EiQ supply chain intelligence software to increase supply chain transparency and support more sustainable, resilient sourcing. Meanwhile in Asia Pacific, Serco worked with LRQA to streamline complex ISO certification programmes to enhance operational resilience, reduce duplication and reinforce trust with regulators and customers.

Alongside this client impact, 2025 was also a year of strengthening the foundations of LRQA for the next phase of growth. We continued to evolve our brand and market positioning around connected risk management and seizing opportunity for proactive risk management, clearly differentiating LRQA in the market. Increasingly, organisations are looking for partners who can support them across multiple dimensions of risk, and our integrated platform enables clients to move seamlessly across their risk maturity journey.

Technology and data remain central to how we deliver this value. We've made investments in our MyLRQA client portal to improve the way clients interact with our services, enabling faster certification delivery and more efficient audit and reporting processes. At the same time, we are embedding Artificial Intelligence into our internal workflows to support activities such as scheduling optimisation and report generation. These capabilities enhance productivity and allow our experts to focus their time where it matters most: delivering insight for our clients.

We also continued to strengthen LRQA through a total of seven partnerships and acquisitions during the year, expanding our expertise and global reach in areas where risk is evolving rapidly. Alongside this, the launch of our client satisfaction programme saw a 23% increase in our Net Promoter Score. Client feedback remains central to how we listen, learn and continuously improve the experience we deliver.

OUR AMBITION TO HELP CLIENTS MANAGE RISK RESPONSIBLY IS MATCHED BY OUR COMMITMENT TO MANAGING OUR OWN IMPACTS.

Through our sustainability strategy, Our Planet, Our Plan, we continued to embed responsible business practices across LRQA. In 2025 we completed our first Double Materiality Assessment, helping us focus our priorities and investments on the areas where we can create the greatest positive impact for our stakeholders and the environment.

All of this progress is only possible due to the expertise and dedication of our people. During the year, we continued to invest in colleagues' development and wellbeing, including the launch of our Auditor Academy – expanding the programme and recruiting 150 auditors, alongside an enhanced wellbeing strategy with strong health and safety performance contributing to an industry-leading Total Recordable Incident Rate of 0.16. These initiatives are designed to build long-term capability, support career development and ensure our people remain equipped to deliver for our clients.

Looking ahead, the pace of change will only accelerate. New standards, emerging technologies and rising expectations for transparency are reshaping how organisations operate and compete. While these developments create new challenges, they also present significant opportunities. Organisations increasingly need partners who can help them anticipate risk, apply technology responsibly and build resilience for the future.

LRQA is well positioned to meet that demand. We will continue to invest in our platforms, our people and the experience we deliver for our clients. Above all, we will continue building a company that is trusted, relevant and built for the long term.

Thank you to our clients for your continued confidence, to our colleagues for your commitment and to our partners for your collaboration. Together, we are helping organisations navigate risk with confidence and build a more resilient future.

Ian Spaulding
Chief Executive Officer, LRQA

LRQA IS THE LEADING GLOBAL RISK MANAGEMENT PARTNER. THROUGH OUR CONNECTED RISK MANAGEMENT SOLUTIONS, WE HELP CLIENTS NAVIGATE AN EVOLVING GLOBAL LANDSCAPE TO KEEP ORGANISATIONS ONE STEP AHEAD.

FROM QUALITY ASSURANCE TO SAFETY, CYBERSECURITY, CLIMATE PERFORMANCE AND RESPONSIBLE SOURCING, WE WORK WITH CLIENTS TO IDENTIFY RISKS ACROSS THEIR BUSINESS. LRQA'S TEAM OF EXPERTS THEN CREATES SMART, SCALABLE SOLUTIONS, TAILORED TO HELP ORGANISATIONS PREPARE, PREVENT AND PROTECT AGAINST RISK.

ABOUT LRQA

KEY FACTS

We operate in more than
150 countries

We have a team of more than
5,000 people

We have more than
33,000 clients

We deliver
SPECIALISED SOLUTIONS
across all sectors including:

- Food and beverage
- Consumer goods and retail
- Energy and renewables
- Technology and telecommunications
- Transportation and mobility
- Financial and professional services
- Manufacturing
- Healthcare and medical

FINANCIALS

Revenue
£454 million, up from £423 million
in the prior year

Gross profit increasing to
£225 million

Adjusted operating profit rising to
£73 million

CELEBRATING SUCCESS IN 2025

We launched our
regional operating model

We evolved
our brand

We rolled out
MyLRQA
to Cyber and Inspection Service clients

We evolved
Our Planet, Our Plan
with 4 priorities

We welcomed
500 new
employees

First ever
EiQ Global Summit
during New York Global Week

We launched our important
new product ISO 42001

We welcomed
new acquisitions
including RESET Carbon, CBS and EcoEngineers

We launched our new
wellbeing strategy

We won
8 external awards

Contract wins
with global clients

New data lakehouse
went live

The Directors of Dione Topco Ltd ("the Company" or "Dione Topco") present the Strategic Report and audited financial statements for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

Dione Topco is a Jersey registered holding company for the Group whose primary investment is in the LRQA Group of Companies ("the LRQA Group") whose principal activities include the provision of assessment, advisory, inspection and cybersecurity services in over 150 countries across multiple sectors.

BUSINESS REVIEW

The results for the period ending 31 December 2025 and the state of affairs of the Group and the Company are shown in the financial statements on pages 27 to 98. The consolidated revenue was £454.2m (2024: £423.0m), gross profit £225.1m (2024: £210.0m) and adjusted operating profit for the year was £73.0m, 16% (2024: £61.1m, 14%).

The Group's net current assets have increased to £25.9m (2024: £15.4m as restated, see note 36 for further details) partially as a result of the decrease in provisions offset by higher interest accrual as a result of our strategic acquisitions.

MARKETPLACE INFORMATION

LRQA operates in a global risk landscape that continued to shift rapidly in 2025. Geopolitical disruption, complex global supply chains, evolving regulation and the acceleration of digital and AI technologies all influenced how organisations managed risk – and how we supported them. These dynamics shaped our choices, our strategy and the pace of our transformation, particularly in supporting the complex, multinational organisations that LRQA typically serves.

Across industries, clients faced rising expectations for transparency, resilience and credible, independent assurance. Supply chains became more diversified and complex, requiring deeper visibility of quality, safety, labour practices, cybersecurity and environmental impacts. Regulation intensified in areas such as ESG disclosure, food integrity, product compliance, cyber resilience and emerging AI governance. At the same time, organisations sought more data-driven insight, earlier risk detection and risk management models that were faster, more integrated and more globally consistent.

These pressures are especially visible in the sectors where LRQA has strong heritage. Food and beverage companies continued to navigate climate and supply volatility while maintaining rigorous safety and provenance controls. Transport and logistics clients managed growing decarbonisation requirements across connected fleets and supplier networks. Energy and renewables organisations balanced legacy asset integrity with a rapid renewable energy transition and large-scale project development. Retail and consumer goods brands faced heightened scrutiny on responsible sourcing, product claims, as well as cyber exposure and multi-tier supply chain visibility.

CASE STUDY

MCDONALD'S

"McDonald's is no different from any other business when it comes to the risks we face and the consequences if those risks aren't managed. There's financial risk – lost revenue, lost restaurants – and there's reputational risk, which is far harder to regain. You can spend years building a reputation, but it takes seconds to destroy it, and that's a path we're determined never to go down. We've spent more than 60–70 years building a reputation of trust – you can trust McDonald's. Safe food has always been our promise, and it's one we cannot waver on at any cost.

"We've worked with LRQA for over 25 years, and from the very beginning it has felt like a partnership. LRQA has a unique way of connecting the dots – identifying risks in other industries and showing how they relate to food. The issues may look different on the surface, but the principles are the same, and that perspective is essential to keep in mind."

Professor Bizhan Pourkomailian
Director of Global Food Safety, Restaurant and Distribution
McDonald's

In response, LRQA has continued to evolve. Our digital approach – including the expansion of our EiQ supply chain intelligence software, growth of the MyLRQA client portal and integration of AI into our operations – reflects client demand for more intelligence and efficiency. Our advisory capabilities in sustainability and cybersecurity have grown in line with regulatory change and board-level expectations. And our global certification, assessment and inspection services have increasingly integrated digital tools.

ENERGY & RENEWABLES

In the energy and renewables sector, LRQA is using technology to redefine how assurance is delivered. Through the deployment of virtual reality glasses, inspectors can now stream live data from offshore yards or remote construction sites directly to technical experts worldwide, enabling real-time collaboration without the need for constant travel.

"This innovation, first deployed on a large greenfield oil and gas project in late 2024, helped reduce non-conformances on critical components, accelerate construction schedules and mitigate risks earlier in the cycle. For clients, it means safer operations, faster decision-making and measurable cost and emissions savings. It's a clear demonstration of how digital transformation is helping energy businesses strengthen both resilience and sustainability."

Leanne Halliday
Head of Sector, Energy and Renewables
LRQA

Regional dynamics also played a part in shaping our operating environment. Demand for climate disclosure and cyber resilience increased in the Americas, the UK & Ireland remained focused on energy transition and regulatory alignment (especially with nuclear energy), and Europe continued to lead on ESG due diligence. The Middle East and Africa invested in infrastructure and diversification, and APAC and Greater China remained central to global manufacturing and supply chain transparency.

LRQA's global footprint, local expertise and expanding digital capabilities enabled us to support clients through these varied conditions with consistent quality, robust insight and the resilience required to operate confidently in a dynamic market.

KEY PERFORMANCE INDICATORS (KPIS)

The Company's management measures its, and the LRQA Group's, year on year progress against certain financial KPIs, namely increases in revenue, adjusted operating profit (operating profit before depreciation, amortisation and exceptional costs), profitability and margin increase. Additional financial KPIs include analysis of pricing, orderbook, utilisation, extent and cost of sub-contractors and working capital performance. Further non-financial KPIs currently tracked are customer satisfaction against Net Promoter Index (NPI) scores and employee engagement via regular surveys together with analysis of exit interview data and recruitment statistics. Additional non-financial information about the Company and members of its Group can be found on the LRQA website and in the s172 statement for LRQA Limited, the other LRQA Group entity required to submit a s172 report.

LRQA BY THE NUMBERS

2025 delivered a robust financial performance as the business delivered the second year of its 3 year Full Potential Plan (FPP), LRQA's company wide transformation programme focusing on strengthening technology, operating structures, client focus and commercial performance. Orderbook sales grew by 19.5% year on year with some large scale Inspection wins and Assessment renewals which helped offset market headwinds in Cyber and Advisory.

Revenue growth was 7.4% year on year. We have strengthened client relationships, acquired new logos and secured the largest contract in our history with TenneT. There were strong performances in Inspection Services, EiQ and from a regional perspective, Americas with outperformance in Responsible Sourcing.

LRQA made five acquisitions in 2025, adding £25.7m of revenue to the business (on a proforma basis) and further cementing our presence in ESG, Cyber and Assessment markets.

ORDERBOOK SALES

£246M
In 2024

£294M
In 2025

+19.5%
Sales growth

REVENUE

£454.2M
In 2025

7.4%
Growth

ADJUSTED OPERATING PROFIT MARGIN

14.5%
In 2024

16.1%
In 2025

CASE STUDY

HOLLAND & BARRETT

"One of the biggest challenges we've faced is limited visibility beyond Tier 1. As a retailer, compliance is key, but it's also about looking back to the raw materials we source – and supply chains are complex, with multiple tiers. What we want to see is where our products are ethically sourced. We look at audits, we look at comprehensive risk, but some of those measures are static.

"EiQ has helped us be proactive rather than reactive. The most important example is using it in supplier onboarding. In fact, even before onboarding, we risk-assess suppliers before they enter our business. Thanks to the datasets, EiQ can scan a supplier anywhere in the world, and if there are any issues, it immediately flags those risks. It's essentially continuous monitoring."

Ramesh Panavalli
Head of Responsible Sourcing & Human Rights | Holland & Barrett

We continued to make meaningful progress on profitability, with adjusted operating profit improving by 19.3% in FY25 (2024: 15.0%). We have made progress in a number of areas including embedding our pricing disciplines, improving utilisation and subcontractor usage, eliminating non value-add processes in client operations, in-sourcing back office IT services, rolling out a new business travel provider and migrating three acquisitions onto LRQA's ERP system as part of our broader acquisition integration strategy. These restructuring initiatives will deliver a significant annualised saving, further cementing LRQA on its journey to deliver market leading performance.

2025 delivered some significant improvements in cash collections and working capital with Q4 a record collections period. Debtor ageing has significantly improved with ~7% of debtors >60 days and ~1.5% >120 days old. The working capital ratio finished at 2.34x (2024: 2.6x) with cash conversion (pre capex) of 95% (2024: 79%).

These financial results were delivered against a backdrop of significant continued transformation at LRQA with the pace and scale of Full Potential Plan increasing momentum through the year. We changed our operating model, invested further in digital platforms, enhanced our client experience, further consolidated our systems and processes, delivered strong commercial wins and expanded our product and people offering through acquisition, thus laying the foundations and building capabilities that will support further, profitable growth in FY26 and beyond.

Consolidated revenue for the year ended 31 December 2025 was £454.2m (31 December 2024: £423.0m), delivering a 7.4% growth over the prior year (2% on a constant currency basis). This was supported by a record breaking sales performance in the year, strong regional growth and standout business unit contributions from Inspection, Responsible Sourcing, the food and renewable energy sector as well as EiQ. Cyber posted a negative annual growth of 18% in 2025 with sales performance impacted by increased competition and softer market demand. The business has responded quickly with changes to the value proposition and operating model already showing positive signs in FY26.

We remain very active in the M&A market having completed five acquisitions in 2025 and two having completed in Q1 2026. All of these acquisitions are strategic to the Group's growth in key markets and sectors. Specifically in 2025 we expanded in North America with the acquisitions of Core Business Solutions and EcoEngineers together with RESET Carbon in Hong Kong, collectively increasing our team size by over 200 (including contractors), and significantly enhancing our low carbon, green energy and climate capabilities. There are a number of further acquisitions in exclusivity currently being progressed in 2026. Integrating these acquisitions with the Group is a key focus for 2026 and we have developed an integration strategy that nurtures our internal expertise, enabling us to expand client relationships across our regional operating model and business lines.

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The Group's trading performance is measured through its underlying EBITDA (equivalent to adjusted operating profit) which was £73.0m (2024: £61.1m), a growth of 19.3% and representing 16.1% of revenue (2024: 14.5%). The nearest GAAP measure to this is Operating Profit before depreciation, amortisation, exceptional costs and impairment of fixed assets and intangibles.

Gross margins of ~50% were broadly flat to prior year in percentage terms with strong margin flows in Inspection, Assessment, EiQ and the acquisitions driven by a strong performance in pricing, utilisation and subcontractor management. This was despite temporary margin pressures in Cyber following the revenue contraction in 2025.

We continued our focus on our multi-year transformation programme delivering a significant set of restructuring, cost efficiency and operating model changes through FY25. These include FTE restructuring, spans and layers redesign, subcontractor optimisation, back office transformation across client operations, Finance and Technology as well as service delivery productivity improvements. These investments in technology, the continued simplification of our internal processes and the consolidation of our back office functions have reduced the cost base by £14m on an annualised basis supporting LRQA on its path to continued EBITDA margin improvement.

Depreciation and amortisation of £34.1m (2024: £34.0m) relate to the depreciation of property, plant and equipment, right of use assets, amortisation of capitalised software development and amortisation of intangible assets arising on acquisition, which is the most significant component.

As described further in note 8 to the financial statements, exceptional items related to non-recurring expenditure on activities including: acquisition-related costs of £1.9m (2024: £0.3m) and accruals for earnout payments on acquisitions £7.6m (2024: £13.4m as restated); transformation investments (including data and digital investments to support the Full Potential Plan) of £18.0m (2024: £16.2m); and costs of redundancy of £2.7m (2024: £1.8m) incurred as part of reorganisation of existing functions in line with the Group's strategy.

Operating profit for the year ended 31 December 2025 was £8.6m (2024 : £4.6m loss after restatement).

	31 December 2025 Audited £m	**31 December 2024 Audited (as restated)^ £m**
Revenue	**454.2**	**423.0**
Cost of sales	(229.1)	(213.0)
Gross profit	**225.1**	**210.0**
Impairment of trade receivables and contract assets	1.8	2.0
Administrative expenses	(153.9)	(150.9)
Adjusted operating profit*	**73.0**	**61.1**
Depreciation and amortisation	(34.1)	(34.0)
Exceptional costs^	(30.3)	(31.7)
Operating profit / (loss)	**8.6**	**(4.6)**
Net Finance expense^	(96.7)	(82.2)
Operating loss after finance costs	**(88.1)**	**(86.8)**
Share of joint venture profits	(0.4)	-
Loss before taxation^	**(88.5)**	**(86.8)**
Taxation	(6.9)	(7.1)
Loss for the period^	**(95.4)**	**(93.9)**

** Adjusted Operating Profit is defined as operating profit before depreciation, amortisation, exceptional costs and impairment of fixed assets and intangibles (Adjusted Operating Profit is also referred to as Underlying EBITDA).*

^ See note 36 for further details

TAXATION

The consolidated net income tax charge from continuing operations was £6.9m (2024: £7.1m). The underlying effective tax rate excluding the unwind of the deferred tax liability associated with the amortisation of intangible assets arising on acquisition was 20.3% (2024: 24.5%). The change in effective rate from 2024 to 2025 is largely due to the brought forward tax losses utilised in the current year and the prior year adjustment.

BALANCE SHEET AND WORKING CAPITAL

Consolidated net liabilities for the Group at 31 December 2025 were £435.7m (2024: £339.2m as restated see note 36 for further information) representing accumulated net post-acquisition losses in the LRQA trading group. The increase in net liabilities is principally related to the increase in finance expense, (see note 11 for further details), increase in preference shares and foreign exchange movement due to significant movement in USD rate at year end.

CASH AND BANKING FACILITIES

Cash and cash equivalents, excluding the impact of foreign exchange, have increased by £1.2m in the year to 31 December 2025 (2024: decreased by £4.2m). We have significant control over our cashflow and headroom within our banking facilities to continue to support the Group's development.

Net cash inflow from operating activities for the year to 31 December 2025 was £29.1m (2024: net cash inflow of £24.0m) primarily driven by Adjusted operating profit of £73.0m exceeding exceptional costs of £30.2m (2024: Adjusted operating profit of £61.1m exceeding exceptional costs of £23.8m).

RISK MANAGEMENT

Governance

The Board has overall responsibility for establishing, monitoring and maintaining an effective system of risk management and internal controls.

Identifying and evaluating risks

The identification of risks within LRQA is a continual process. In the opinion of the Directors, the principal risks and uncertainties facing LRQA are effectively considered by the Board, the Executive Leadership Team and the Audit, Risk and Compliance Committee. In 2024 the Group embarked on a transformation of its enterprise-wide risk management framework which will continue into 2025.

The principal strategic, operational, compliance, and financial risks of the Group are outlined below. These are considered to be the most significant risks faced by the Group. They do not represent all risks associated with or monitored by the Group's business, and are not presented in priority order.

Strategic risks:

- Potential for disruption to the Group's business model through external factors changing demand for the Group's services. The Group's business operates globally and is exposed to risks from changes in the global economic and geopolitical environment, including wars, trade tensions and natural disasters. It is also exposed to changes to regulations affecting key client industries on a global and local level. To mitigate these risks the Group monitors and assesses the geopolitical and economic environment and implements mitigation plans as necessary. The Group actively develops new products and services, either organically or by acquisition, to maintain a diversified portfolio of clients across regions and industries.

- Reliance on key industries or geographies. The Group continues to operate globally, across a diversified range of sectors and regions. The Group has strengthened its diversification strategy by structuring its operations into regions, an approach designed to deliver a globally balanced portfolio of services to its clients.

- Possible commoditisation of the Group's services creating price pressure and increasing frequency of customers changing to alternative suppliers. The Group is focussed on delivering differentiated, value-adding services and maintaining high standards of quality and client satisfaction. During the year the Group has made significant investments in technology including CRM and Client Portal platforms to deliver operational efficiencies, cost optimisations, and an enhanced client experience.

Operational and compliance risks:

- Many of the services the Group provides are subject to industry or national regulations. Failure to continue to comply with the requirements of the regulation could result in loss of a licence to operate in key industries. The Group has established a compliance framework to address compliance with laws, regulations, accreditation requirements and the Group's own ethical standards. The Code of Ethics for the Group, together with the Business Partner Code of Conduct, are clear that the Group expects the highest standards of ethical conduct. The Group's approach also includes regulatory horizon scanning, and mandatory training to drive adherence to the Code of Ethics and all applicable laws and standards. The Group's management systems are audited by UKAS, the UK National Accreditation Body.

- Health, safety and security of our workforce. The Group operates a Health, Safety and Environment (HSE) management system aligned with international standards. This includes proactive risk assessments, training, and an incident reporting and investigation process to enable continual improvement in safety performance.

- The Group's ability to attract and retain our people to ensure high-quality services are delivered to customers. The Group relies on specialist skills to deliver technical services to its clients. Talent retention remains a priority, with employee engagement initiatives, structured development programmes, and competitive reward frameworks in place to strengthen workforce resilience.

- The increased digitisation of the Group's operations creates an increased risk of operational impact in the event of a significant cyber attack. The Group has implemented a cyber security strategy, including threat detection, penetration testing, and staff training. Elements of the Group's approach include ISO 27001-certified systems and a global incident response framework.

Financial risks:

- Foreign exchange risk - Foreign exchange risk is an anticipated risk that comes with operating across various geographical locations. As part of the acquisition of the LRQA Group, the Group drew on a £200m facility which was drawn in Euros to provide a natural offset to the principal non-sterling cashflow exposure of the Group. Where possible, the Group utilises natural hedges to manage foreign exchange exposure. This involves offsetting the costs incurred in a specific currency against revenues earned in the same currency.

  All Group entities participate in the Group's transfer pricing arrangements which ensure central costs and intellectual property are recharged through a franchise fee model to entities where they generate value outside of the UK. In addition, non-sterling entities pay dividends to head office companies in cash.

- Liquidity risk and going concern - As at 31 December 2025 the Group had cash of £31.1m (2024: £29.9m). In addition, as part of the Group's borrowing arrangements, the Group has access to a revolving credit facility of £40m of which £21.9m remained undrawn at the balance sheet date.

  The Directors believe that the Group's cash holdings, supported, if necessary, by access to its revolving credit facility, are sufficient to address its liquidity requirements both in the short and long term. As a result, the Directors have a reasonable expectation that the Company and the Group have enough resources and strong shareholder support to continue operating in the foreseeable future. The financial statements have been prepared on a going concern basis.

- Interest rate risk - The Group's primary exposure to interest rate risk arises on its debt facilities. As noted above, as part of the acquisition of the LRQA Group in December 2021 and Elevate Group in April 2022, the Group drew on debt facilities which carry floating interest rate charges. To mitigate the exposure to changes in interest rates over the life of the borrowings, the Group has taken out interest rate swap financial instruments over portions of the liability to fix the interest payable and mitigate exposure to future interest rate fluctuations. Any future draw on the Group's revolving credit facility would incur further interest charges which are also on a floating rate basis. The Group has limited additional exposure to interest rate risk.

- Credit risk - The Group has a policy of assessing the creditworthiness of new significant clients and assigning a credit limit to their accounts as necessary.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Governance

- Sustainability governance at LRQA is built on clear lines of ownership and accountability, extending from individual contributors to board-level oversight.

- The Board and CEO are responsible for oversight of LRQA's sustainability performance and strategic direction under the sustainability strategy Our Planet, Our Plan. They are tasked with the approval, monitoring and review of sustainability strategy, supported by quarterly review of the group sustainability dashboard and annual performance reviews covering risk exposure, progress and future priorities.

- The Executive Leadership Team (ELT) functions as LRQA's executive-level governing body for sustainability. Sustainability oversight is delegated to an Executive Sponsor within the ELT, who carries primary accountability for sustainability stewardship. The ELT reviews, challenges, and approves sustainability-related decisions and ensures alignment with LRQA's wider business strategy.

- The Sustainability Leadership Team (SLT) comprises global functional leaders and ensures consistent implementation of sustainability initiatives throughout the organisation. The SLT facilitates cross-functional governance processes to identify, monitor and manage sustainability-related risks and opportunities, ensuring that sustainability considerations remain integrated into strategic decision-making across LRQA's operations.

Strategy

- Our experience advising clients on human rights, environmental performance, data integrity, cybersecurity and energy transition has provided a comprehensive view of global sustainability trends, enabling us to refine our approach and ensure our organisation remains resilient and positioned for long-term impact.

  This strategic direction was strengthened through the completion of the Group's first European Sustainability Reporting Standard (ESRS)-aligned Double Materiality Assessment (DMA). The DMA helped clarify the sustainability-related risks and opportunities most relevant to our business as well as the most significant in terms of our broader societal and environmental impact.

- In 2025 findings from the DMA directly informed the evolution of our sustainability strategy, guiding us to focus on four priority areas that now anchor our long-term plans and where LRQA can realise the greatest impact: Corporate integrity, People experience, Enhanced livelihoods and Climate action. These priorities reflect both the risks and opportunities our organisation faces and the influence we have across global value chains.

Environment (Climate action)

- Climate action is a core priority under Our Planet, Our Plan. Climate action acknowledges the growing urgency of addressing climate-related risks while supporting clients through the transition to low-carbon operations and reducing LRQA's own environmental footprint. In 2025, we put a net zero strategy in place to guide how we manage climate-related impacts across our operations and value chain. Targeting key reduction pathways to reduce Scope 3 and Scope 2 emissions with accompanying success enablers, the strategy anchors our ambition to achieve net zero by 2040 and provide a clear framework for monitoring progress and directing resources toward meaningful climate action.

- In alignment with this focus, in 2025 we continued our programme to source 100% of electricity in UK offices from renewable energy. By December 2027, the Group's UK vehicle fleet will be phased out, contributing to a projected reduction in UK electricity usage of approximately 88%.

- Through our client work, LRQA also supports the delivery of renewable and low-carbon energy projects globally, enabling the energy transition while helping clients manage asset integrity, project risk and energy security.

- As Dione Topco Ltd does not meet the criteria for a large company registered in the UK, the directors have chosen not to disclose carbon emissions data in these accounts under the UK Streamlined Energy and Carbon Reporting (SECR) framework. The disclosures required under SECR are, however, reported in the LRQA Group Limited accounts.

Social (People experience and Enhanced livelihoods)

- Our internally focused People experience priority emphasises wellbeing, skills development, safety and inclusive culture, recognising that our workforce is instrumental to delivering high-quality services to clients worldwide. Externally, Enhanced livelihoods capture the considerable social impact of our work in improving labour practices, advancing worker rights and strengthening due diligence in global supply chains.

- Actions taken during 2025 focused on strengthening culture, capability and wellbeing, informed by employee insight and organisational priorities. Progress against the Group's target culture remained strong, with 90% alignment achieved. In health and safety, LRQA reported 0 lost time incidents (LTI), reflecting the strong emphasis placed on workplace safety.

- Investment in people included the launch of the Auditor Academy, a new global Career Framework and a refreshed Wellbeing strategy. During the year, LRQA welcomed approximately 500 new colleagues, including 130 auditors and surveyors, strengthening expertise across priority risk areas. Initiatives such as Movetober continued to promote physical and mental wellbeing across the organisation while also raising money for a global mental health charity.

- Beyond its own workforce, LRQA's grievance mechanisms supported access to remedy for over 2 million workers across client workplaces globally, reflecting the Group's commitment to responsible business practices and enhanced livelihoods across supply chains.

Governance (Corporate integrity)

- Corporate integrity remains fundamental to LRQA's role as a trusted assurance partner, underpinned by strong ethical standards and robust compliance systems. All employees are required to adhere to the Code of Ethics. The Business Partner Code of Conduct sets out our ethical standards expected of business partners that 100% of suppliers have signed since its introduction in 2023.

Sustainability-related risks and opportunities

- The 2024 DMA identified LRQA's sustainability-related risks and opportunities across 11 ESG topics including climate change, workforce and business conduct across four dimensions: financial, operational, strategic and reputational. Risks and opportunities were examined over the following time horizons:
    - Short-term: up to 1 year (reporting period in LRQA's financial statements)
    - Medium-term: from the end of the short-term reporting period up to 5 years
    - Long-term: more than 5 years

- DMA findings were reviewed and approved by the ELT in 2025 and were used to evolve Our Planet, Our Plan into four strategic priorities to manage its sustainability impact, risk and opportunities. A full description of the DMA process and findings is publicly available in LRQA's 2024 Sustainability Progress Report.

By order of the Board

Niall McCallum
Director

29 April 2026

COMPANY INFORMATION

Directors

Mr D Michaud-Daniel (appointed 9th December 2025)
Mr JC de A Barreto
Mr J I Spaulding
Mr M Lal
Mr MS Bruun
Mr NJ McCallum
Ms T Howarth
Mr P Marques (appointed 25th February 2026)

Company Secretary

Mourant Governance Services, Jersey

Independent Auditor

MHA
6th Floor, 2 London Wall Place
London
United Kingdom

Registered office

22 Grenville Street
St Helier
Jersey, JE4 8PX

Registered number

137864

The Directors present their report and audited financial statements for the year ended 31 December 2025.

Principal activities

The Group's principal activities include the provision of assurance, inspection, advisory, responsible sourcing and cybersecurity services across multiple jurisdictions.

Dione Topco Ltd's own financial statements are presented after those of the Group. Its own principal activities are that of a holding company providing funding to the Group and holding the Group's employee share trust.

Results

The consolidated adjusted operating profit for the year was £73.0m (2024: £61.1m) and operating profit was £8.6m (2024: Operating loss £4.6m as restated).

Further commentary on the results for the year can be found in the Strategic Report on page 7. A prior period adjustment has been recorded in these accounts in regards to the MRIP (Management Retention and Incentive Plan) and IIP (Integration Incentive Plan) associated with the Elevate acquisition. See note 36 for further details.

Future developments

Future developments of the Group are discussed in the Strategic Report on page 7.

The Directors remain optimistic about the future of the organisation's activities.

Dividends

The Directors do not recommend a dividend (2024: £nil).

Charitable grants and donations

During the period, the Group made no charitable or political donations.

Principal risks and uncertainties

The principal risks and uncertainties and financial risk management objectives and policies are discussed within the Strategic Report on pages 12-17.

Capital structure

Details of the issued share capital are set out in note 29.

Directors

The Directors in office during the year ended 31 December 2025 and to date are listed on page 18.

Directors' indemnity

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors, which were made during the year and remain in force at the date of this report.

Employees

The Group strives to be an equal opportunities employer. Full consideration is given to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a disabled person.

Where existing employees become disabled, it is Company policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

The Group aims to provide employees with information on relevant matters, including financial and economic factors affecting the performance of the Group both by email and by posting to the Group's intranet website and using internal social media.

Subsequent events

The Directors performed a review of events subsequent to the reporting date through to the date the financial statements were issued and determined that there were no such events requiring recognition or disclosure in the financial statements other than those already disclosed in note 37.

Disclosure of information to auditor

Having made enquiries, each of the Directors listed above who were in office at the time of approving the Directors' report, confirm that:

- To the best of their knowledge, the Directors are not aware of any relevant audit information of which the Company's auditor is unaware; and
- each Director has taken all necessary steps a director might reasonably be expected to have taken to be aware of relevant audit information and establish that the Company's auditor is aware of that information.

Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial period. Under that law, the Directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted in the United Kingdom ("UK adopted IFRS") and are prepared under Companies (Jersey) Law 1991, and those aspects of the Companies Act 2006 required by the Overseas Regulations 2009. The directors have elected to prepare the Company financial statements in accordance with the 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 Group and Company and of the profit or loss of the Group and Company for that period.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the Group financial statements, state whether applicable International Financial Reporting Standards as issued by the International Accounting Standards as adopted in the United Kingdom, have been followed, subject to any material departures disclosed and explained in the financial statements;
- for the Company financial statements, state whether they have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS101 Reduced Disclosure Framework; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and to enable them to ensure that the financial statements comply with Companies (Jersey) Law 1991.

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

Going concern

The Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting to prepare the annual financial statements. Further information on going concern is included in note 5A.

Reporting framework

These consolidated financial statements have been prepared in conformity with International Financial Reporting Standards as adopted in the United Kingdom. The company financial statements have been prepared in conformity with United Kingdom Generally Accepted Accounting Practice.

Auditor

The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP. In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP.

MHA will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

By order of the Board

Niall McCallum
Director

29 April 2026

OVERVIEW OF THE BOARD OF DIRECTORS

LRQA's Board of Directors brings together extensive experience across assurance, technology, finance, investment, sustainability and global operations. The Board provides strategic direction and oversight, ensuring LRQA remains resilient, well governed and positioned for long-term growth in a dynamic global risk environment. Its members contribute diverse professional backgrounds, independent judgement and deep understanding of the markets in which LRQA operates.

Didier Michaud-Daniel – Chair

Didier Michaud-Daniel was appointed as Chair in December 2025, bringing extensive international leadership experience across industrial and regulated sectors. He is a former Chief Executive Officer of Bureau Veritas, where he led the global testing, inspection and certification group from 2012 to 2023 and currently serves as Executive Chairman of Pluxee and Chairman of SAUR Group.

Michael Bruun

Michael Bruun leads Private Equity globally within Goldman Sachs Asset Management and sits on multiple firmwide investment and governance committees. His board experience includes Advania, Kahoot!, LRQA, Synthon and Trackunit.

Jose Barreto

Jose Barreto is a Partner in Private Equity within Goldman Sachs Asset Management and a member of the Asset & Wealth Management Private Corporate Investment Committee. He has previously held senior roles in Goldman Sachs' Investment Banking Division in EMEA and serves on the boards of several industrial and services businesses, including LRQA.

Mihir Lal

Mihir Lal is a Managing Director in Private Equity within Goldman Sachs Asset Management, responsible for UK investments and financial services investments across EMEA. He serves on the boards of B&B Hotels, LRQA, Clear Insurance, Adler and Allan, and Groupe Crystal, and previously held senior roles within Goldman Sachs' Investment Banking Division.

Tania Howarth

Tania Howarth is a Non-Executive and Advisory Board Director with experience across consumer, business services, industrial and IT services sectors, and acts as an operating advisor to Goldman Sachs Asset Management in EMEA. Her executive background includes senior transformation and operating roles at Coca-Cola, PepsiCo and Nomad Foods Europe, alongside private equity advisory work.

Paulo Marques

Paulo is a technology leader with expertise in AI-driven risk management, cybersecurity and large-scale digital infrastructure. He joined LRQA in early 2026 and also serves on its Cyber Advisory Board and EiQ Advisory Board. As co-founder and former CTO of Feedzai, he built AI platforms for fraud detection and holds a PhD in engineering with experience at the European Space Agency, Microsoft Research and Siemens.

Ian Spaulding

Ian is the CEO of LRQA and brings over 30 years of experience in business assurance, consulting and sustainability. He previously held senior roles at Sears Holdings, KPMG and BSR and founded ELEVATE, acquired by LRQA in 2022.

Niall McCallum

Niall is the Chief Financial Officer of LRQA. A chartered accountant with broad experience in private equity and large global businesses, including Capita plc and Element Materials Technology, Niall specialises in transforming finance operations and enabling growth through streamlined processes and commercial insight.

OVERVIEW OF EXECUTIVE LEADERSHIP TEAM

Ian Spaulding
Chief Executive Officer (CEO)

Ian brings over 30 years of experience in business assurance, consulting and sustainability. He previously held senior roles at Sears Holdings, KPMG and BSR and founded ELEVATE, acquired by LRQA in 2022.

REGIONAL LEADERSHIP

Fotis Kampouris
Executive Vice President of APAC and Global Inspection Services

Fotis has a strong background in the energy sector, leading large-scale projects and operations across Asia, Australia and Europe. He formerly served as LRQA's Managing Director of Inspection Services.

Lisa Bate
Executive Vice President of Americas and Global Advisory Services

With over 25 years of TIC experience, Lisa brings deep knowledge of consumer products, technology and global operations. She has held senior roles at Bureau Veritas Group and Element Materials Technology.

Francis Yang
Executive Vice President, Greater China

Francis brings nearly three decades of experience across finance, energy, manufacturing and construction. She has led major businesses in testing, certification, security solutions and energy management.

Simon Payne
Executive Vice President of UK & Ireland

Simon's career spans technology and managed IT services across the UK and USA. He has a strong track record in high-growth, private-equity-backed businesses, acquisitions and client experience leadership.

Luis Cunha
Executive Vice President of EMEA and Global Assessment Services

Luis has extensive global experience across consulting, FMCG and the certification industry, with leadership roles in Europe and Asia. He previously led LRQA's Assessment business and APAC region.

Howard Hughes
Managing Director - Cybersecurity

Howard brings more than 25 years of leadership experience, including senior roles within global consulting, technology and managed security organisations. He has a strong track record in transformation programmes and building high-growth managed security businesses.

GLOBAL FUNCTIONS LEADERSHIP

Andrew Hyde
Chief Digital and Information Officer (CDIO)

Andrew brings more than 30 years of experience across banking, insurance and consulting. He has delivered major digital transformation programmes and driven development of new products, services and technology solutions.

Kevin Franklin
CEO, EiQ and Chief Product Officer

Kevin has 25 years' experience advising global businesses on risk, analytics and management systems. He previously led LRQA's Advisory business and served as Chief Growth Officer, shaping LRQA's connected service ecosystem.

Chris Koci
Global Operations Director

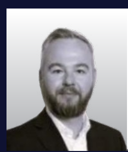
Chris brings over 20 years of operational leadership across certification, training and logistics. He re-joined LRQA after senior roles at TÜV Rheinland and has deep experience in scaling high-performance operations globally.

Niall McCallum
Chief Financial Officer (CFO)

A chartered accountant with broad experience in private equity and large global businesses, Niall specialises in transforming finance operations and enabling growth through streamlined processes and commercial insight.

Clare Thomas
General Counsel

Clare has more than a decade of experience leading legal, risk and compliance functions across major infrastructure, certification and advisory organisations. She brings expertise in complex commercial contracting, governance, disputes and regulatory matters.



Nick Porter
Chief Commercial Officer

Nick leads LRQA's global commercial strategy. With over 25 years of international leadership experience across logistics, technology and professional services, he has a strong record in sales, marketing and commercial transformation.

Jonathan Chidley
Corporate Development Director

Jonathan has extensive experience across professional services and corporate development. He has led LRQA's acquisitions including ELEVATE, EcoEngineers, RESET Carbon, Sustainable Assurance Solutions and ATvanGarde across sectors and geographies, supporting portfolio growth and diversification.

Raj Kaur
Chief People Officer

Raj has deep HR experience across global financial services, retail, energy, inspection and sustainability. She has led complex change programmes and worked closely with C-suite teams on culture, leadership development and organisational capability.

INDEPENDENT AUDITOR'S REPORT

To the Members of Dione Topco Ltd

Opinion

We have audited the financial statements of Dione Topco Ltd (the parent company) and its subsidiaries (the group) for the year ended 31 December 2025, which comprise:

- the consolidated statement of profit or loss and other comprehensive income
- the consolidated statement of financial position
- the consolidated statement of changes in equity
- the consolidated statement of cash flows
- notes to the consolidated financial statements, including material accounting policies
- the company statement of profit and loss and other comprehensive income
- the company statement of financial position
- the company statement of changes in equity; and
- notes to the company financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards adopted in the United Kingdom ("UK-adopted IFRS"). The financial reporting framework that has been applied in the preparation of the company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 the parent company's affairs as at 31 December 2025 and the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted IFRS;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been properly prepared in accordance with the requirements of the Companies (Jersey) Law 1991, as amended.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs) 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 the 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, 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.

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.

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 the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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 other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work 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.

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 its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law 1991, as amended, requires us to report to you if, in our opinion:

- proper accounting records have not been kept;
- proper returns adequate for the audit have not been received from branches not visited by us;
- the financial statements are not in agreement with the accounting records and returns; and
- we have not obtained all information and explanations that, to the best of our knowledge and belief, was necessary for the audit.

Responsibilities of the directors

As explained more fully in the Directors' responsibilities statement set out on page 19, the Directors are responsible for the preparation of financial statements that 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 and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the group or parent company or to cease operations, or has 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 will always detect a material misstatement when it exists.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud, are detailed below:

- Obtaining an understanding of the legal and regulatory frameworks that the group operates in, focusing on those laws and regulations that had a direct effect on the financial statements, including the Companies (Jersey) Law 1991 and applicable tax legislation.
- We understood how the group is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes and papers provided to the Audit, Risk and Compliance Committee.
- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur, by meeting with group management to understand where they considered there was a susceptibility to fraud and to identify any known or suspected instances of fraud.
- Our audit planning identified fraud risks in relation to management override of controls and the inappropriate or incorrect recognition of revenue. We obtained an understanding of the processes and controls that the group has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors those processes and controls.

- With regards to the fraud risk in management override, our testing included journal transaction testing, with a focus on large or unusual transactions, evaluating the business rationale of these transactions. We also performed an assessment of the appropriateness of key judgements and estimates, which are subject to management's judgement and estimation, and could be subject to potential bias; and

- We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit, including testing the financial statement disclosures to supporting documentation, performing substantive testing on account balances which were considered to be of greater susceptibility to fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of the auditor's responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities.

This description forms part of our auditor's report.

Use of this report

This report is made solely to the Members of the Company, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991, as amended. Our audit work has been undertaken so that we might state to the Members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and its Members, as a body, for our audit work, for this report, or for the opinions we have formed.

R Shaunak

Rakesh Shaunak, FCA
for and on behalf of MHA, Registered Auditor
London, United Kingdom
29 April 2026

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

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 (as restated)^ £'000
Revenue	6	454,236	422,951
Cost of sales		(229,146)	(212,935)
Gross profit		225,090	210,016
Depreciation and amortisation*		(34,076)	(34,036)
Exceptional items*^	8	(30,245)	(31,752)
Impairment of trade receivable and contract assets		1,762	2,012
Administrative expenses – other		(153,919)	(150,893)
Total administrative expenses		(216,478)	(214,669)
*Adjusted operating profit – (operating profit before depreciation, amortisation and exceptional costs)		72,933	61,135
Profit/(loss) from operations^	7	8,612	(4,653)
Net finance expense^	11	(96,683)	(82,182)
Share of results of joint ventures		(449)	17
Loss before tax^		(88,520)	(86,818)
Income tax	12	(6,902)	(7,102)
Loss for the year^		(95,422)	(93,920)

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 (as restated)^ £'000
Loss for the year^		(95,422)	(93,920)
Other comprehensive (expense)/income			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement of net defined benefit liabilities	28	1,742	2,588
Tax on pension remeasurements	13	(411)	(456)
Items that may be reclassified subsequently to profit or loss:			
Foreign exchange differences on translation of foreign operations		(10,976)	(2,646)
Other comprehensive expense for the year, net of tax		(9,645)	(514)
Total comprehensive expense for the year, net of tax ^		(105,067)	(94,434)

^ See note 36 for further details.

All amounts relate to continuing activities.

The loss for the year is attributable to the owners of Dione Topco Ltd.

The accompanying notes are an integral part of these consolidated financial statements.

	Note	31 December 2025 £'000	31 December 2024 (as restated)* £'000	31 December 2023 (as restated)* £'000
Non-current assets				
Goodwill	14	423,253	352,259	343,521
Other intangible assets	16	220,777	233,143	254,806
Property, plant and equipment	17	3,627	3,134	6,363
Right-of-use assets	18	11,036	8,976	13,883
Derivative financial instruments		-	-	507
Deferred tax assets	13	14,423	14,447	18,010
Interest in joint ventures	20	53	502	554
		673,169	612,461	637,644
Current assets				
Contract assets	23	32,179	26,623	21,025
Trade and other receivables	22	92,369	88,314	88,730
Prepayments		6,134	6,668	6,974
Cash and bank balances		31,072	29,904	34,108
		161,754	151,509	150,837
Total assets		**834,923**	**763,970**	**788,481**
Current liabilities				
Trade and other payables	24	(96,891)	(88,337)	(77,531)
Current tax liabilities		(9,028)	(6,533)	(7,711)
Contract liabilities	25	(17,322)	(13,116)	(14,533)
Derivative financial instruments	21	(767)	-	-
Lease liabilities	19	(5,020)	(5,726)	(5,977)
Provisions*	27	(6,774)	(22,388)	(17,142)
		(135,802)	(136,100)	(122,894)
Total assets less current liabilities*		**699,121**	**627,870**	**665,587**
Non-current liabilities				
Trade and other payables	24	(12,409)	-	-
Loans and borrowings	26	(351,209)	(283,148)	(278,795)
Retirement benefit obligations	28	(23,256)	(24,936)	(28,239)
Derivative financial instruments	21	-	(1,352)	-
Deferred tax liabilities	13	(54,961)	(57,158)	(63,255)
Lease liabilities	19	(7,093)	(4,274)	(7,950)
Cumulative preference shares*	26	(685,942)	(596,246)	(538,249)
		(1,134,870)	(967,114)	(916,488)
Total liabilities*		**(1,270,672)**	**(1,103,214)**	**(1,039,382)**
Net liabilities*		(435,749)	(339,244)	(250,901)
Equity				
Share capital	29	13	12	13
Share premium account	29	7,281	1,762	1,199
Own shares	29	-	(268)	(3,160)
Translation reserve		(15,414)	(4,267)	(1,621)
Accumulated losses*		(427,629)	(336,483)	(247,332)
Total deficit*		(435,749)	(339,244)	(250,901)
Total equity and liabilities		**(834,923)**	**(763,970)**	**(788,481)**

** See note 36 for further details*

The financial statements were approved by the Board of Directors and authorised for issue on 29 April 2026 and signed on its behalf by:

Niall McCallum - Director

		Share capital £'000	Share premium £'000	Own shares £'000	Translation reserve £'000	Accumulated losses (as restated)* £'000	Total £'000
As at 31 December 2023		13	1,199	(3,160)	(1,621)	(233,773)	**(237,342)**
Prior period Adjustment*		-	-	-	-	(13,559)	**(13,559)**
As restated 31 December 2023*		**13**	**1,199**	**(3,160)**	**(1,621)**	**(247,332)**	**(250,901)**
Loss for the financial year*		-	-	-	-	(93,920)	**(93,920)**
Other comprehensive income before tax		-	-	-	(2,646)	2,588	**(58)**
Tax on other comprehensive income*		-	-	-	-	(456)	**(456)**
Total comprehensive loss for the year		-	-	-	(2,646)	(91,788)	**(94,434)**
Issue of share capital		-	563	-	-	-	**563**
Other adjustment		(1)	-	-	-	-	**(1)**
Shares issued but unallocated		-	-	2,892	-	-	**2,892**
Share-based payments	30	-	-	-	-	2,637	**2,637**
As restated 31 December 2024*		**12**	**1,762**	**(268)**	(4,267)	(336,483)	**(339,244)**
Loss for the financial year		-	-	-	-	(95,422)	**(95,422)**
Other comprehensive income before tax		-	-	-	(11,147)	1,742	**(9,405)**
Tax on other comprehensive income		-	-	-	-	(411)	**(411)**
Total comprehensive loss for the year		-	-	-	(11,147)	(94,091)	**(105,238)**
Issue of share capital		1	5,519	-	-	-	**5,520**
Net shares issued to employees		-	-	268	-	-	**268**
Share-based payments	30	-	-	-	-	2,945	**2,945**
As at 31 December 2025		**13**	**7,281**	**-**	**(15,414)**	**(427,629)**	**(435,749)**

** See note 36 for further information*

The accompanying notes are an integral part of these consolidated financial statements.

Cashflow from operating activities	**Note**	**Year ended 31 December 2025 £'000**	**Year ended 31 December 2024 (as restated)* £'000**
Loss after tax*		(95,422)	(93,920)
Taxation	12	6,902	7,102
Share of results of joint ventures		449	(17)
Net finance expense	11	96,683	82,182
Loss/(Gain) on disposal of property, plant and equipment*	7	155	(512)
Share-based payment expense	30	2,945	2,637
Depreciation of property, plant and equipment and right-of-use assets	7/17/18	7,346	8,939
Amortisation of intangible assets	7/16	26,690	25,097
Decrease in trade and other receivables		2,963	4,992
(Increase) in contract assets	23	(5,556)	(5,503)
Increase in trade and other payables*		12,093	7,886
Increase/(decrease) in contract liabilities		816	(1,501)
(Decrease) in provisions	27	(15,614)	(357)
Defined benefit pension contributions	28	(828)	(2,575)
Cash generated by operations		**39,622**	**34,450**
Income taxes paid		(10,501)	(10,410)
Net cash inflow from operating activities		**29,121**	**24,040**
Cashflow from investing activities			
Purchase of property, plant and equipment	17	(1,901)	(979)
Purchase of intangible assets	16	(1,844)	(4,742)
Acquisition of subsidiaries net of cash acquired	15	(44,173)	(5,195)
Net cash outflow from investing activities		**(47,918)**	**(10,916)**
Cashflow from financing activities			
Interest paid		(30,796)	(23,788)
Proceeds from sale of property plant and equipment	7	-	2,931
Proceeds from loans and borrowings, net of transaction fees	26	94,046	36,097
Repayment of loans and borrowings	26	(35,758)	(23,322)
Repayment of leases	19	(5,421)	(6,351)
Net cash inflow/(outflow) from financing activities		**22,071**	**(14,433)**
Net increase/(decrease) in cash and cash equivalents		**3,274**	**(1,309)**
Cash and cash equivalents at beginning of the year		29,904	34,108
Net increase in cash and cash equivalents		3,274	(1,309)
Effect of foreign exchange rate changes		(2,106)	(2,895)
Cash and cash equivalents at end of the year		**31,072**	**29,904**

** See note 36 for further information*

The accompanying notes are an integral part of these consolidated financial statements.

1. GENERAL INFORMATION

The consolidated financial statements of Dione Topco Ltd and its subsidiaries (collectively, the Group) for the year ended 31 December 2025 were approved by the Board and authorised for issue on 29 April 2026. Dione Topco Ltd (the Company) is a private company limited by shares and registered in Jersey. Its registered office is disclosed on page 18.

The principal activities of the Group and the nature of its operations are disclosed within the Directors' Report on page 19.

These financial statements are presented in Pounds Sterling (GBP), which is also the currency of the primary economic environment in which the Group operates. All amounts are rounded to the nearest thousand (£'000), except when otherwise indicated. Due to rounding, differences may arise when individual amounts or percentages are added together.

Foreign operations are included in accordance with the policies set out in note 5.

2. BASIS OF ACCOUNTING

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards as adopted in the United Kingdom ("UK adopted IFRS" or "IFRS") and are prepared under Companies (Jersey) Law 1991 and those aspects of the Companies Act 2006 required by the Overseas Regulations 2009.

The consolidated financial statements have been prepared on the historical cost basis, except for the valuation of certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in use in IAS 36. As described in the directors' report, during the year the directors identified an adjustment to the prior period financial statements, which has been recorded as a prior year restatement. See note 36 for further details.

3. RECENT ACCOUNTING PRONOUNCEMENTS

In the year, the Group applied, for the first time certain standards and amendments to IFRS Accounting Standards as adopted in the United Kingdom that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective, as they will not have a significant impact on the presentation of the Group financial statements.

Amendments to classification and measurement requirements for financial instruments - Amendments to IFRS 9 and IFRS 7

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements under UK-adopted IFRS requires the Group to make estimates and judgments that affect the application of policies and reported amounts. Estimates and judgments are continually evaluated along with other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Although these estimates and judgements made by the Group's management were based on the best information available at 31 December 2025, it is possible that events which might take place in the future would require their adjustment in future periods.

Critical judgements in applying the Group's accounting policies

Included below are the areas that management believe require estimates, judgments and assumptions which have the most significant effect on the amounts recognized in the financial statements. The main key source of judgments within the accounts is:

Classification of preference shares as liabilities (note 26)

The Group has issued preference shares as part of the investment and funding structure. These preference shares are classified as liabilities under the recognition and measurement requirements of IFRS7 and IFRS9.

Group key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of goodwill – Estimate of future cash flows and determination of the discount rate (note 14)

The assessment of the recoverable amount of goodwill allocated to the Group's Cash Generating Units (CGUs), is sensitive to the achievement of the Group's forecast performance which anticipates growth in all CGUs. Budgets comprise forecasts of revenue, staff costs and overheads based on current and anticipated market conditions that have been considered and approved by the Board.

This conclusion is an important estimate given the materiality of the goodwill and intangible assets recognised in the consolidated statement of financial position. Sensitivity analysis has been performed in note 14.

Other estimates considered are documented below.

Revenue recognition (note 6)

The Group has customer contracts under which service delivery can extend over a number of years. In accounting for such contracts, an estimate is required of the costs to complete the contract to determine the percentage of completion, which is used to determine the amount of revenue to be recognised. These estimates are used to forecast the ultimate profitability of each contract. If, at any time, these estimates indicate that a contract will be unprofitable, the entire estimated loss for the contract is recognised immediately. If the estimates change, the measurement of the percentage of completion will change, with a consequential remeasurement of cumulative revenue recognised to date on the contract. Consequently, the determination of cost estimates on customer contracts that span more than one accounting period are considered a critical estimate. However in the current year, there are no such projects spanning greater than one year that are individually material to the Group's reported result. A 5% movement in contract assets is considered a reasonably possible change. This would be expected to result in a change of £1.6m (2024: £1.3m) in the group's revenues.

5. ACCOUNTING POLICIES

The following material accounting policies have been used consistently in the preparation of these consolidated financial statements.

A. Going concern

The accompanying consolidated financial statements of the Group have been prepared assuming the Group will continue as a going concern. The going concern basis of presentation assumes that the Group will continue in operation for at least a period of one year after the date these consolidated financial statements are issued, and contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

After having reviewed in detail the current trading position, forecasts and prospects of the Group, the terms of trade in operation with customers and suppliers, and the cash balances which are immediately available for use held on the Consolidated Statement of Financial Position at the date of approval of the financial statements, the Directors are satisfied that the Group has sufficient resources available to continue in operational existence for the 12 months after these consolidated statements are issued. Management have considered the financial impact of the new US tariffs to the future cashflows and do not deem there to be a material impact to the 5 year plan.

When considering the Group's going concern assumption, the Directors have performed sensitivity analysis on Revenue.
They modelled a scenario where revenue reduced by £20m, this excluded any cost-saving measures the Group would employ in this scenario and showed that EBITDA and cashflow would reduce by c£10m which would still mean the Group have sufficient cash to meet obligations. The Directors do not consider this to be a likely scenario however, if Revenue were to decline to this level then mitigating actions, such as the reduction of discretionary spend, could be taken.

The Directors also considered that the Group is well diversified, with at least 10 countries generating 80% of its revenue. The Group's largest market is the UK comprising c. 22.5% of revenue with the Group's largest customer representing less than 1% of total revenue. On this basis, the directors consider the Group's business to be sufficiently geographically diversified and not to be overly reliant on one market or individual customer. As described in more detail in note 37, the Group successfully refinanced its primary debt facilities on 27 March 2026. The final maturity date of the facilities falls due in 2033. The directors have included the revised payments of interest and re-payments of principal in their going concern assessment, together with assessing forecast covenant compliance over the going concern period, and are satisfied that these will be met.

The Directors do not believe there to be a material uncertainty around the Group's ability to continue as a going concern.

Based on the above factors, the Directors have a reasonable expectation that the Group has and will have adequate resources to continue in operational existence for a period of at least one year from the date of issuance of these financial statements, 29 April 2026, and therefore have prepared the consolidated financial statements on a going concern basis.

5. ACCOUNTING POLICIES (CONTINUED)

B. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) for the year ended 31 December 2025. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any residual gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

C. Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19 respectively; and

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see below).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

C. Business combinations (continued)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

Where a business combination includes deferred consideration arrangements the Group applies guidance within IFRS3 to determine what element of the payment qualifies as consideration, and what element should be accounted for as a separate transaction. For example, payments to the employees of the acquiree (who may or may not also be selling shareholders) who are required to complete a period of service to qualify for the consideration are accounted for as post-acquisition services and recognised as cost during the period of service.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

D. Goodwill

Goodwill is initially recognised and measured as set out above.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first, to reduce the carrying amount of any goodwill allocated

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

E. Investments in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in a joint venture is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

E. Investments in joint ventures (continued)

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or a joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

F. Revenue recognition

The Group recognises revenue from the following major sources:

- The provision of Business Assurance services ('Business Assurance').
- The provision of Inspection Services to businesses that require certification ('Inspection Services').
- The provision of Cybersecurity and related services to businesses ('Cybersecurity').
- The provision of Advisory services
- Responsible sourcing
- Sale of Cybersecurity software to businesses.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

i. Revenue recognition for the provision of Business Assurance, Inspection Services, Advisory Services, Responsible sourcing and Cybersecurity services

The group carries out work in respect of the above services on contract with customers. Revenue relating to the provision of these services is recognised over time, by reference to the stage of completion of the contract activity as at the balance sheet date. This is normally measured using the input method, by the proportion of contract costs incurred for work performed to date compared to the estimated total contract costs once the final outcome can be assessed with reasonable certainty. All income is recorded net of VAT and similar sales taxes. Where payments are received from customers in advance of services provided, the amounts are recorded as a contract liability. Where revenue is recognised in advance of invoicing, the amounts are recorded as a contract asset. The Group's policy on impairment of contract assets is included in the policy on Financial instruments below. Allocation of transaction price is fixed due to the nature of the contracts; any discounts are provided at the beginning of the deal.

ii. Sale of Cybersecurity Software with a Perpetual License

Where cybersecurity software is sold with a perpetual license for use by the customer, revenue is recognised when control of the license has transferred, being the earlier of when the customer receives or becomes able to download the purchased software. Payment of the transaction price is due immediately at the point the customer purchases the goods.

G. Leases

Where lease liabilities are incurred by the Group it assesses whether a contract is or contains a lease, at the inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

5. ACCOUNTING POLICIES (CONTINUED)

H. Leases (continued)

For lease liabilities that the Group has acquired through business combinations, the group measures the lease liability at the present value of the remaining lease payments as if the acquired lease were a new lease that commenced at acquisition date.

The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by r educing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a change to the lease term, payments or modifications.

The Group did not make any such adjustments during the periods presented.

Where right-of-use assets arise from contracts entered into by group entities, the right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs.

Where right-of-use assets are acquired through business combinations, the Group measures the right-of-use asset at the same amount as the lease liability, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

The Group has used the practical expedient permitted in IFRS 16 which permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a change to the lease term, payments or modifications.

5. ACCOUNTING POLICIES (CONTINUED)

I. Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in Pounds Sterling (GBP), which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the year in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of trans actions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

J. Operating loss and exceptional costs

Operating loss is stated after charging restructuring costs and after the share of results of associates and joint ventures, which are considered to form part of the Group's core operations, but before finance income and finance costs.

Exceptional costs are shown separately on the consolidated statement of profit or loss to separately analyse costs incurred during the period which are not expected to repeat in future periods to enable the user of the financial statements to see the underlying profitability of the Group's operations excluding these items. Exceptional costs are defined as any costs which are not incurred in the normal line of business.

K. Retirement and benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit plans are accounted for as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

For defined benefit retirement and other post-employment benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Past service cost is recognised in profit or loss when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs.

5. ACCOUNTING POLICIES (CONTINUED)

K. Retirement and benefit costs (continued)

Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements;
- net interest expense or income; and
- remeasurements.

The Group recognises service costs within profit or loss as administrative expenses.

Net interest expense or income is recognised within finance costs.

The defined benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

L. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

M. Taxation

Tax expense

The income tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

5. ACCOUNTING POLICIES (CONTINUED)

M. Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

N. Property, plant and equipment

Plant, machinery, fixtures and fittings are stated at cost less accumulated depreciation and accumulated impairment loss.

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Freehold buildings	5 to 40 years
Leasehold improvements	length of the lease
Office fittings and equipment	8 years
Computer equipment	5 years
Motor vehicles	5 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

5. ACCOUNTING POLICIES (CONTINUED)

O. Intangible assets

Intangible assets separately acquired

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives and is recorded as an expense within Administration costs but is excluded from the calculation of Adjusted operating profit. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Customer relationships	11 to 14 years
Brand and other intangibles	1 to 10 years
Software	1 to 4 years

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

5. ACCOUNTING POLICIES (CONTINUED)

P. Impairment of non-financial assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

Q. Cash and bank balances

Cash and bank balances in the statement of financial position comprises cash at banks and on hand. Refer to note 31 for details of restrictions and exchange controls relating to cash held in overseas subsidiaries.

R. Prepayments

Prepayments are payments made for goods or services that will be received in the future. These are initially recorded as assets and amortised over time as the benefit of the prepaid expense is realised.

S. Financial instruments

Financial assets and financial liabilities are recognised in the Group’s statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

5. ACCOUNTING POLICIES (CONTINUED)

S. Financial Instruments (continued)

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs for the asset or liability that are based on observable market data (i.e. observable inputs); and
- Level 3: inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item.

Transfers of items between levels are recognised in the period they occur.

The material accounting policies adopted are set out below.

Financial assets

Classification of financial assets

These comprise cash and trade and other receivables that meet the following conditions and are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables. Management have assessed the need for a provision for contract assets and have deemed this not material. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

5. ACCOUNTING POLICIES (CONTINUED)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. The Group recognises the preference shares issued by the Group as financial liabilities on this basis.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at fair value through profit and loss (FVTPL).

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Trade and other payables

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method except for short-term balances when the effect of discounting is immaterial.

Loans and borrowings

Interest-bearing loans from related company are initially measured at fair value and subsequently measured at amortised cost, using the effective interest method. Interest expense calculated using the effective interest method is recognised over the term of the borrowing in accordance with the Group's accounting policy for borrowing costs included in this note.

5. ACCOUNTING POLICIES (CONTINUED)

Financial Liabilities held in a foreign currency

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity. The Group does not have any financial instruments which are part of a designated hedging relationship.

Derivative financial instruments – Interest rate swaps

The Group has entered into interest rate swaps to fix a portion of the interest rate on the Group's debt liabilities. These are accounted for as fair value through profit or loss. Hedge accounting is not adopted.

T. Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Onerous contracts
Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Contingent liabilities acquired in a business combination
Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with IAS 37 and the amount recognised initially less cumulative amount of income recognised in accordance with the principles of IFRS 15.

U. Share-based payments

Share-based payment transactions of the Company

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 30.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

Employee share ownership trust

The Company operates an employee share ownership trust ('the trust') designed to encourage and facilitate the holding of Securities principally by employees for their benefit and enable the Group to attract, retain and motivate employees and executive directors. The principal activity of the trust during the period was to hold Company shares including i) issued shares allocated to employees held by the trust on their behalf; and ii) issued shares which are unallocated at the reporting date. Unallocated issued Company shares held by the trust are reported as a separate reserve within equity.

6. REVENUE

Information reported to the Group's Chief Executive (the Chief Operating Decision Maker (CODM)) for the purposes of resource allocation and assessment of segment performance is focused on the key regional cash generating units.

Americas	The provision of business assurance, advisory, cybersecurity and inspection services within the Americas
APAC	The provision of business assurance, advisory, cybersecurity and inspection services within the APAC
Greater China	The provision of business assurance, advisory, cybersecurity and inspection services within the Greater China
EMEA	The provision of business assurance, advisory, cybersecurity and inspection services within the EMEA
UK&I	The provision of business assurance, advisory, cybersecurity and inspection services within the UK&I

External revenue by geographical unit	**12 months to 31 December 2025 £'000**	**12 months to 31 December 2024 £'000**
Americas	78,544	52,821
APAC	55,346	55,531
Greater China	71,432	66,798
EMEA	154,753	152,709
UK&I	94,161	95,092
	454,236	**422,951**

Contract assets and liabilities are disclosed within notes 23 and 25 respectively.

7. PROFIT/(LOSS) FROM OPERATIONS

Profit/(loss) from operations for the year is stated after charging/(crediting):

	12 months to 31 December 2025 £'000	**12 months to 31 December 2024 (as restated)* £'000**
Net foreign exchange gain	(18)	(2,895)
Research and development costs	193	320
Depreciation of property plant and equipment (note 17)	1,996	2,107
Depreciation of right-of-use assets (note 18)	5,350	6,832
Amortisation of intangible assets included in other operating expenses (note 16)	26,690	25,097
Loss/(gain) on disposal of fixed assets	155	(512)
Share-based payment expense (note 30)	2,945	2,637
Employee benefit expense (note 10)	215,077	199,353
Loss/(gain) allowance on trade receivables (note 22)	4,042	(537)
(Gain)/loss allowance on amounts due from contract assets (note 23)	(22)	1,051
Exceptional items (note 8)* (note 36)	30,245	31,752

**See note 36 for further information.*

8. EXCEPTIONAL ITEMS

The Group acquired LRQA Group Limited and its trading group on 2 December 2021 from Lloyd's Register Group Limited. During the prior periods the Group incurred expenses associated with the set-up of the Group's operations as a stand-alone enterprise along with other costs which are exceptional in nature in that they do not represent part of the ongoing costs of operations. Some of these programmes continued to deliver the change management initiatives after 2022, these costs are now largely completed. In the current year the group have incurred a number of non-recurring material costs in regards to transformation and integration projects which were not in the normal course of business. As a result, these have been separately stated on the face of the consolidated statement of profit or loss as a non-statutory measure to present an adjusted Group operating profit before inclusion of these costs.

During the year these costs related to:	12 months to 31 December 2025 £'000	12 months to 31 December 2024 (as restated)* £'000
Non-recurring strategic and restructuring costs	20,734	18,001
Employee related*	7,575	13,430
Acquisition costs	1,936	321
	30,245	**31,752**

Non-recurring strategic and restructuring costs: In the prior period the Group continued to invest in significant change management and advisory expenditure, some of which continued from the carve-out of the business operations from the Lloyd's Register Group in December 2021, these costs were necessary to ensure the business can operate and report on a standalone basis. In the current year the group has invested in a number of transformation and integration projects in the current year. These projects aim to improve the customer journey, improve reporting and align platforms (e.g the ERP systems).

Employee related: The acquisition of Elevate contained arrangements where retained staff were entitled to further remuneration should the acquired business meet agreed performance targets until April 2025. These payments are conditional on continued service and are recognised as an operating expense in accordance with UK-adopted IFRS. This balance includes a prior period adjustment of £7,962,000.

**See note 36 for further information.*

Acquisition costs: These costs relate to legal and professional fees directly attributable to the acquisitions described in note 15.

9. AUDITOR'S REMUNERATION

During the year the Group (including its overseas subsidiaries) obtained the following services from the Company's auditor and its associates:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Fees payable to the Company's auditor and its associates for the audit of the Company and its consolidated financial statements	635	622
Fees payable to the Company's auditor and its associates for other services to the Group:		
Audit of the Company's subsidiaries	791	866
Total fees	**1,426**	**1,488**

10. STAFF COSTS

The average monthly number of employees (including executive directors) during the year was 3,422 (2024: 3,228).

Average number of employees for the year:	**31 December 2025 Number**	**31 December 2024 Number**
Business Assurance	1,761	1,584
Inspections Services	753	754
Cybersecurity	226	229
Advisory	682	661
	3,422	**3,228**

Their aggregate remuneration was comprised of:	£'000	£'000
Wages and salaries	178,710	164,667
Social security costs	20,519	19,101
Other pension costs	15,848	15,585
	215,077	**199,353**

Aggregate Directors' remuneration

Three of the Company's directors received remuneration from the Group for their services during the year. The total amounts for directors' remuneration in accordance with Schedule 5 to the Accounting Regulations and that for the highest-paid director were as follows:

	All directors £'000	**31 December 2025 Highest paid director £'000**	**All directors £'000**	**31 December 2024 Highest paid director £'000**
Salaries, fees, bonuses and benefits in kind	845	381	814	360
Long term incentives				
Money purchase pension contributions	50	27	47	26
	895	**408**	**861**	**386**

Two directors are members of a money-purchase pension plan.

11. NET FINANCE EXPENSE

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 (as restated)* £'000
Interest on bank overdrafts and loans	28,418	35,296
Foreign exchange losses/(gains) on loans and borrowings	5,755	(9,812)
Coupon payable on preference shares*	59,982	52,687
Loan amortisation expense	1,634	1,407
Interest on lease liabilities	290	296
Total interest expense for financial liabilities not classified as at FVTPL*	96,079	79,874
Less: amounts included in the cost of qualifying assets		
Net interest expense on defined benefit obligation	890	970
Interest rate swaps on borrowings (note 21)	(35)	1,859
Other finance costs	-	48
Finance income	(251)	(569)
Net finance expense*	**96,683**	**82,182**

The prior year balances have been restated by increasing the cost by £513,000 due to the change in Elevate MRIP accounting

**See note 36 for further information.*

12. INCOME TAX

(i) Tax expense/(credit) excluding tax share of equity accounted joint ventures Current tax expense	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Current tax on profits for the year	12,362	10,155
Adjustment for under provision in the prior year	543	234
Total current tax expense	**12,905**	**10,389**
Deferred tax recovery		
Origination and reversal of temporary differences	(5,425)	(5,002)
Tax rate change differences	-	(2)
Adjustment for under provision in the prior year	(578)	1,717
Total deferred tax credit	**(6,003)**	**(3,287)**
	6,902	**7,102**

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
(ii) Total tax expense		
Tax expense excluding share of tax of equity accounted joint ventures (as above)	6,902	7,102

The reasons for the difference between the actual tax expense for the year and the standard rate of corporation tax applied to profits/(losses) for the year are as follows:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 (as restated)* £'000
Loss before income taxes	(88,520)	(86,818)
Tax using the Group's weighted average tax rate of 25% (2024: 23.5%)	(22,130)	(20,402)
Effects of:		
Expenses not deductible net of income not taxable for tax purposes	16,760	12,568
Current year unprovided timing differences	11,619	11,931
Bought forward tax losses recognised in the current year	(567)	-
Different tax rates applied in overseas jurisdictions	(1,278)	(370)
Different tax rate on IFRS adjustments	187	(424)
Tax rate changes	-	(2)
Adjustment for under provision in the prior year	(35)	1,988
Other taxes – primarily withholding tax	2,346	1,813
Total tax expense	**6,902**	**7,102**

** See note 36 for further information.*

12. INCOME TAX (CONTINUED)

Changes in tax rates and factors affecting the future tax charge

The UK Corporation tax rate is 25% and the overseas deferred tax assets have been recognised at the substantively enacted tax rate in that country.

Estimates and assumptions, including uncertainty over income tax

The Group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result the Group recognises tax liabilities based on the estimates of whether additional taxes and interest will be due.

These tax liabilities are recognised when, despite the company's belief that its tax return positions are supportable, the company believes it is more likely than not that a tax authority would not accept its filing position. In these cases, the Group records its tax balances based on either the most likely amount or the expected value, which weighs multiple potential scenarios. The company believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of law.

No material uncertain tax positions exist as at 31 December 2025 (2024: none). The assessment relies on estimates and assumptions and may involve a series of complex judgements about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the tax expense in the period in which such determination is made.

The OECD's Pillar Two framework aims to ensure multi-national enterprises with global revenues above €750 million pay a minimum tax rate on income within each jurisdiction in which they operate. The business does not qualify under Pillar Two currently, as it does not meet the thresholds. Management is actively monitoring the potential future impact.

13. DEFERRED TAX

	31 December 2025 £'000	31 December 2024 £'000
Opening balance	(42,711)	(45,245)
Recognised in profit and loss:		
Tax credit	6,003	3,287
Foreign exchange differences	35	230
Arising on business combination	(3,598)	-
Recognised in other comprehensive income:		
Actuarial (loss)/gain on defined benefit pension schemes	(411)	(456)
Foreign exchange arising on retranslation of defined benefit pension schemes	144	(527)
Closing balance	**(40,538)**	**(42,711)**

Disclosed as:	31 December 2025 £'000	31 December 2024 £'000
Deferred tax asset	14,423	14,447
Deferred tax liability	(54,961)	(57,158)
	(40,538)	**(42,711)**

Deferred tax assets have been recognised in respect of all tax losses and other temporary differences giving rise to deferred tax assets where the directors believe it is probable that these assets will be recovered due to the availability of future taxable profits.

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries and joint ventures. As the earnings are continually reinvested by the Group and as there is no intention for these entities to pay dividends, no tax expense is expected to be payable on them in the foreseeable future.

As at 31 December 2025 the Group has recognised intangibles of £226.5m (2024: £226.5m) in relation to the acquisition of the LRQA Group. A net deferred tax liability of £46.3m (2024: £51.2m) in respect of these intangibles has been recognised in the closing balance sheet at a blended tax rate of 25.18%. The deferred tax liability will unwind in line with the amortisation of the intangibles.

In addition, as at 31 December 2025 the Group has recognised a net deferred tax liability of £4.5m (2024: £5.2m) in respect of intangibles recognised in relation to the acquisition of the Elevate group, using a blended rate of 21.57%. The deferred tax liability will unwind in line with the amortisation of the intangibles.

During the year, the Group acquired 100% of the shares in two US companies namely Eco Engineers Ltd and CBS and Salus Ltd, a UK company. The Group has accounted for these acquisitions as a business combination under IFRS 3. The Group has recognised a deferred tax liability of £3.1m as at 31 December 2025 in respect of intangibles at the actual tax rate of 24% and 25% for the US and the UK acquisition respectively.

No deferred tax asset has been recognised on the withholding tax suffered from our clients by our subsidiaries operating primarily in India and in China as they are available for offset against the local tax liabilities.

13. DEFERRED TAX (CONTINUED)

Details of the deferred tax liability, amounts recognised in the profit and loss and amounts recognised in other comprehensive income are as follows:

	Accelerated capital allowances £'000	Retirement benefit obligations £'000	Tax losses available £'000	Other temporary and deductible differences £'000	IFRS Business combinations, credit loss and leases £'000	Total £'000
As at 31 December 2023	**634**	**8,960**	**5,191**	**2,502**	**(62,532)**	**(45,245)**
Credited/(charged) to the P&L	(1,048)	(619)	(1,036)	131	6,089	**3,517**
Charged to OCI	-	(456)	-	-	-	**(456)**
Foreign currency translation	-	(527)	-	-	-	**(527)**
As at 31 December 2024	**(414)**	**7,358**	**4,155**	**2,633**	**(56,443)**	**(42,711)**
Credited/(charged) to the P&L	(405)	(380)	(55)	745	6,134	**6,039**
Charged to OCI	-	(411)	-	-	-	**(411)**
Foreign currency translation	-	143	-	-	-	**143**
Arising on business combination	-	-	-	(20)	(3,578)	**(3,598)**
As at 31 December 2025	**(819)**	**6,710**	**4,100**	**3,358**	**(53,887)**	**(40,538)**
Disclosed as:						
Deferred tax assets	255	6,710	4,100	3,358	-	14,423
Deferred tax liabilities	(1,074)	-	-	-	(53,887)	(54,961)
As at 31 December 2025	**(819)**	**6,710**	**4,100**	**3,358**	**(53,887)**	**(40,538)**

A deferred tax asset has not been recognised for the following:

	Gross 31 December 2025 £'000	Net 31 December 2025 £'000	Gross 31 December 2024 £'000	Net 31 December 2024 £'000
Accelerated capital allowances	2,284	571	184	46
Retirement benefit obligations	367	92	559	140
Tax losses, interest and share- based payments	197,334	49,333	156,129	39,032
Other temporary and deductible differences	(118)	(30)	1,162	291
	199,867	**49,966**	**158,034**	**39,509**

As at 31 December 2025, the unprovided deferred tax assets of £49.3m (2024: £39.5m) consists of tax losses of £18.5m (2024: £16.6m), corporate interest restriction of £28.0m (2024: £19.1m) and share based payment of £2.8m (2024: £2.0m) can be carried forward indefinitely against future taxable income. The deductible temporary differences can be carried forward indefinitely

14. GOODWILL

	31 December 2025 £'000	31 December 2024 £'000
Opening balance	352,259	343,521
Recognised on acquisition of subsidiaries (see note 15)	77,865	7,698
Effects of exchange rate movements	(6,871)	1,040
Closing balance	**423,253**	**352,259**

Goodwill recognised on acquisition of subsidiaries in the year is made up of the following: Reset Carbon £1,817,000, CBS/Certfast £20,905,000, EcoEngineers £37,793,000, ICG £2,294,000 and Salus £15,056,000. The carrying amount of goodwill has been allocated to the following groups of CGUs on the basis that they will benefit from synergies relating to shared procedures, processes, systems and resources and the level at which goodwill is monitored for internal management purposes. Goodwill is allocated based upon the forecast contribution to Group cashflows of each respective business. The CGUs set out below contain no intangible assets with indefinite useful lives allocated to the units, as all intangibles have finite useful lives. The prior year CGUs and the current year CGUs have been updated in-line with the new regional structure. Management have deemed this the most appropriate basis as it aligns with the internal reporting. The reallocation has been performed on a relative value approach as this method is the group's best approximation of determining relative value.

The pre-tax rates disclosed in the table below have been derived by grossing up the post-tax discount rates. The impact of applying a pre-tax discount rate to pre-tax cash flows is materially consistent with the value in use based on a post-tax discount rate applied to post-tax cash flows.

				31 December 2025				31 December 2024
	Long term growth rate %	Post tax discount rate %	Pre tax discount rate %	Carrying amount £'000	Long term growth rate %	Post tax discount rate %	Pre tax discount rate %	Carrying amount £'000
Americas	2.20%	10.00%	13.13%	30,185	2.00%	10.25%	13.67%	27,869
APAC	2.40%	11.25%	14.48%	43,655	2.00%	10.25%	13.67%	43,652
Greater China	1.60%	11.25%	12.41%	65,647	2.00%	11.00%	14.67%	68,599
EMEA	2.20%	10.75%	12.92%	113,026	2.00%	10.25%	13.67%	113,026
UK&I	2.20%	12.25%	11.98%	45,363	2.00%	10.25%	13.67%	45,363
Advisory (inc EiQ)	2.10%	11.00%	13.24%	80,847	2.00%	10.25%	13.67%	24,276
Cybersecurity	2.10%	11.00%	12.88%	44,530	2.00%	9.50%	12.67%	29,474
Total				**423,253**				**352,259**

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill may be impaired. As at 31 December 2025 there was no impairment identified on any of the goodwill balances.

14. GOODWILL (CONTINUED)

Assumptions

The recoverable amount of the cash-generating units ('CGUs') have been determined based on value in use calculations using cash flow projections from financial budgets approved by the Board of Directors covering a five-year period, and a post-tax discount rate calculated on the basis of the Group's weighted average cost of capital, adjusted for local specifics, as shown above.

The key assumptions used by management in setting the financial budgets are set out below.

In respect of the APAC, Greater China, EMEA, UK&I and Advisory (incl. EiQ) no reasonably possible change in key assumptions would cause the CGUs recoverable amounts to exceed their carrying amounts.

In respect of the Americas and Cybersecurity CGUs a reasonably possible change in a key assumption could cause the CGUs carrying amounts to exceed their recoverable amounts. The sensitivity of these key assumptions to movement is set out below.

Forecast sales growth

Forecast sales growth rates are based on the historical experience of those entities prior to purchase by the Group, and past data for revenue streams that have been acquired by newly incorporated group companies, adjusted for investments carried out during the current period to modernize, digitize and expand the range of services that Group offers to customers. These services include the cross selling of Business Assurance and Inspection Services to existing customers of Cybersecurity and Advisory products and vice versa. Management have performed sensitivity analysis over this key assumption and note that forecast sales growth in respect of the Cybersecurity CGU would need to move to 11% in order for there to be an impairment.

EBITDA margin

Forecast EBITDA margins are based on historical profitability generated by the businesses prior to being purchased by the Group, adjusted for forecast changes to cost of sales, operating salary costs, related changes to price lists as well as efficiencies and synergies due to operating as part of the Group, which were approved for implementation at the year end. Management have performed sensitivity analysis over this key assumption and note that EBITDA margin in respect of the Americas and Cybersecurity CGUs would need to be capped at 24% and 29% respectively for FY26 to FY29 in order for there to be an impairment.

Other assumptions used were as follows:

Long term growth rate

Cash flows beyond the initial five-year period have been extrapolated using a blended rate of c.2.0% per annum growth rate (as disclosed by CGU above). The growth rate of c.2.0% is estimated by the Directors of the Company based on past performance of the cash-generating unit and their expectations of market development. The Directors estimate that a decrease in growth rate by 2.0% to 0% would reduce headroom by 32.0% which would not result in an impairment. Therefore, a reasonably possible change in this assumption would not result in impairment of the carrying value of a CGU.

Discount rate

Pre and post tax discount rates are disclosed above, together with the explanation of how management have calculated these rates. No reasonably possible change in this assumption would result in impairment of the carrying value of a CGU.

Cash conversion

Cash conversion is the ratio of operating cash flow to operating profit. Management forecasts cash conversion rates based on historical experience.

15. ACQUISITION OF SUBSIDIARIES

Acquisitions in 2025

RESET Carbon

On 3 February 2025, LRQA Group Limited acquired 100% of the voting equity in RESET Carbon, a leader in corporate and supply chain carbon management solutions. The acquisition reinforces LRQA's commitment to helping clients navigate fast-evolving challenges in ESG compliance, sustainability and risk management. The LRQA and RESET Carbon partnership combines complementary strengths across product portfolios and geographic footprints to directly address this demand. The consideration, including contingent consideration, paid for this acquisition was £1.0m.

From the date of acquisition, Reset Carbon has contributed £3,488,000 of revenue to the Group's statement of comprehensive income together with after tax profit of £524,000. If the acquisition had been completed on the first day of the financial year, 1 January 2025, Reset Carbon's contribution to Group's revenue would have been £3,751,000 and the after tax profit would have been £492,000. Details of the purchase considerations, the fair values of the net liabilities acquired and goodwill arising on the date of acquisition are set out below:

	Reset Carbon (Book value and fair value)
Non-current assets	**£'000**
Property, plant and equipment	32
	32
Current assets	
Trade and other receivables	431
Cash and bank balances	341
	772
Current liabilities	
Trade and other payables	(360)
Contract liabilities	(520)
	(880)
Non-Current liabilities	
Loans and borrowings	(694)
Fair value of identifiable liabilities acquired	**(770)**
Cash Consideration	251
Share Consideration	796
Total purchase consideration	**1,047**
Goodwill on acquisition	**1,817**

Total purchase consideration was made up of both cash and shares.

Goodwill has been recognised as part of this acquisition as a result of expected synergies from combining operations of the acquiree and acquirer and intangible assets that do not qualify for separate recognition. The directors have assessed separately identifiable intangible assets arising on the acquisition and are satisfied that these are not material, and have therefore not been recognised separately from goodwill.

15. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Core Business Solutions and Certfast

On 20 February 2025, LRQA Inc acquired 100% of the voting equity in Core business Solutions and Certfast. Core Business Solutions specialises in technology-driven advisory services that simplify the certification process, with a strong focus on quality, cybersecurity, environmental and IT standards. Certfast provides ISO certification services specifically tailored for Small and Medium-sized Enterprises (SMEs). The acquisition enhances LRQA's ability to further support Small and Medium-sized Enterprises (SMEs) with digital solutions for regulatory compliance and expands LRQA's North American operations. The consideration, including contingent consideration, payable for the acquisition of both Core Business Solutions and Certfast is up to $25m. The contingent consideration is based on a measure of EBITDA.

From the date of acquisition, Core Business Solutions has contributed £6,842,000 of revenue to the Group's statement of comprehensive income together with after tax profit of £1,091,000. If the acquisition had been completed on the first day of the financial year, 1 January 2025, Core Business Solutions contribution to Group's revenue would have been £8,382,000 and the after tax profit would have been £983,000. Details of the purchase considerations, the fair values of the net assets acquired and goodwill arising on the date of acquisition are set out below:

	Book Value £000's	FV Adjustment £000's	Final fair value £'000
Non-current assets			
Intangible assets	-	3,669	3,669
Property, plant and equipment	524	-	524
	524	**3,669**	**4,193**
Current assets			
Trade and other receivables	836	-	836
Cash and bank balances	187	-	187
	1,023	-	**1,023**
Current liabilities			
Trade and other payables	(480)	-	(480)
Contract liabilities	(1,472)	-	(1,472)
	(1,952)	-	**(1,952)**
Non-current liabilities			
Loans and borrowings	(1,762)	-	**(1,762)**
Deferred taxation	-	(880)	**(880)**
Fair value of identifiable assets acquired			**622**
Cash Consideration			9,602
Share Consideration			4,069
Deferred and Contingent Consideration			7,856
Total purchase consideration			**21,527**
Goodwill on acquisition			**20,905**

Total purchase consideration was made up of both cash and shares.

Goodwill has been recognised as part of this acquisition as a result of expected synergies from combining operations of the acquiree and acquirer and intangible assets that do not qualify for separate recognition. The directors have assessed separately identifiable intangible assets arising on the acquisition and where material have disclosed these separately.

15. ACQUISITION OF SUBSIDIARIES (CONTINUED)

EcoEngineers

On 28 March 2025, LRQA Inc acquired 100% of the voting equity in EcoEngineers, a US-based consulting, auditing and advisory firm with an exclusive focus on the energy transition. EcoEngineers is a Top 10 Sustainable Consulting Firms (Sustainability Magazine) and offers deep technical expertise in low-carbon production, climate regulations, carbon markets and innovative technologies – areas in high demand amid growing regulatory complexity and uncertainty. The acquisition expands LRQA's existing capabilities in carbon accounting, greenhouse gas (GHG) verification and sustainability strategy. The consideration, including contingent consideration, paid for this acquisition was £44.1m. The contingent consideration is based on a measure of EBITDA.

From the date of acquisition, EcoEngineers has contributed £13,833,000 of revenue to the Group's statement of comprehensive income together with after tax profit of £2,625,000. If the acquisition had been completed on the first day of the financial year, 1 January 2025, EcoEngineer's contribution to the Group's revenue would have been £18,867,000 and the after tax profit would have been £1,374,000. Details of the purchase considerations, the fair values of the net assets acquired and goodwill arising on the date of acquisition are set out below:

	Book Value £000's	FV Adjustment £000's	Final fair value £'000
Non-current assets			
Intangible assets	185	4,871	5,056
	185	**4,871**	**5,056**
Current assets			
Trade and other receivables	3,728	-	3,728
Cash and bank balances	1,187	-	1,187
	4,915	-	**4,915**
Current liabilities			
Trade and other payables	(1,119)	-	**(1,119)**
Contract liabilities	(1,331)	-	**(1,331)**
	(2,450)	-	**(2,450)**
Non-current liabilities			
Deferred taxation	-	(1,169)	**(1,169)**
Fair value of identifiable assets acquired			**6,352**
Cash Consideration			25,577
Share Consideration			10,672
Deferred and Contingent Consideration			7,896
Total purchase consideration			**44,145**
Goodwill on acquisition			**37,793**

Total purchase consideration was made up of both cash and shares.

Goodwill has been recognised as part of this acquisition as a result of expected synergies from combining operations of the acquiree and acquirer and intangible assets that do not qualify for separate recognition. The directors have assessed separately identifiable intangible assets arising on the acquisition and where material have disclosed these separately.

15. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Salus

On 21 November 2025, Nettitude Limited acquired 100% of the voting equity in Salus Digital Security Limited, a market leader and reputable provider of cybersecurity solutions. The acquisition reinforces LRQA's commitment to expanding in the growing UK cybersecurity market. The LRQA and Salus partnership combines complementary strengths across product portfolios and our combined teams, with LRQA and Salus now having one of the UK's largest cyber assurance team.

From the date of acquisition, Salus has contributed £808,000 of revenue to the Group's statement of comprehensive income together with after tax loss of £12,000. If the acquisition had been completed on the first date of the financial year, 1 January 2025, Salus' contribution to the Group's revenue would have been £5,404,000 and the after tax profit would have been £1,324,000. Details of the purchase considerations, the fair values of the net assets acquired and goodwill arising on the date of acquisition are set out below:

	Book Value £000's	FV Adjustment £000's	Final fair value £'000
Non-current assets			
Intangible assets	-	6,114	6,114
Property, plant and equipment	39	-	39
	39	6,114	**6,153**
Current assets			
Trade and other receivables	1,292	-	1,292
Cash and bank balances	2,188	-	2,188
	3,480	-	**3,480**
Current liabilities			
Trade and other payables	(162)	-	(162)
Contract liabilities	(67)	-	(67)
Taxation	(358)	-	(358)
	(587)	-	**(587)**
Non-current liabilities			
Deferred Taxation	(20)	(1,529)	(1,549)
Fair value of identifiable assets acquired			**7,497**
Cash Consideration			11,235
Share Consideration			2,996
Deferred and Contingent Consideration			8,322
Total purchase consideration			**22,553**
Goodwill on acquisition			**15,056**

Total purchase consideration was made up of both cash and shares. The contingent consideration is based on a measure of EBITDA.

Goodwill has been recognised as part of this acquisition as a result of expected synergies from combining operations of the acquiree and acquirer and intangible assets that do not qualify for separate recognition. The directors have assessed separately identifiable intangible assets arising on the acquisition and where material have disclosed these separately.

15. ACQUISITION OF SUBSIDIARIES (CONTINUED)

ICG

On 15 September 2025, LRQA Inc acquired International Compliance Group Inc (ICG). ICG provides Responsible Sourcing services, including internationally recognised standards such as SLCP, WRAP, Higg FEM and SEDEX, whilst strengthening the data and intelligence underpinning LRQA's supply chain risk intelligence software, EiQ. The consideration, including contingent consideration, payable for this acquisition was £2,428,000. At the time of the acquisition the company's net assets were £134,000 resulting in Goodwill on acquisition of £2,294,000. The directors have assessed separately identifiable intangible assets arising on the acquisition and are satisfied that these are not material, and have therefore not been recognised.

Cash flows relating to acquired entities	Cash consideration £'000	Cash acquired £'000	Net £'000
Reset	251	341	**90**
CBS	9,602	187	**9,415**
ECO	25,577	1,187	**24,390**
ICG	1,365	134	**1,231**
Salus	11,235	2,188	**9,047**
			44,173

16. OTHER INTANGIBLE ASSETS

Cost or valuation	Customer relationships £'000	Brand and other intangibles £'000	Software £'000	Final fair value Total £'000
As at 31 December 2023	262,840	61,280	5,952	**330,072**
Acquisition of a subsidiary	-	-	131	**131**
Additions	-	-	4,742	**4,742**
Disposals	-	-	(971)	**(971)**
Exchange differences	761	666	826	**2,253**
As at 31 December 2024	**263,601**	**61,946**	**10,680**	**336,227**
Acquisition of a subsidiary	12,721	1,934	178	**14,833**
Additions	-	-	1,844	**1,844**
Exchange differences	(2,237)	(344)	(1,311)	**(3,892)**
As at 31 December 2025	**274,085**	**63,536**	**11,391**	**349,012**
Amortisation				
As at 31 December 2023	41,227	32,731	1,308	**75,266**
Charged in the year	20,604	3,954	539	**25,097**
Disposals	-	-	(971)	**(971)**
Exchange differences	2,876	812	4	**3,692**
As at 31 December 2024	**64,707**	**37,497**	**880**	**103,084**
Charged in the year	20,839	4,709	1,142	**26,690**
Exchange differences	(611)	(158)	(770)	**(1,539)**
As at 31 December 2025	**84,935**	**42,048**	1,252	**128,235**
Net book value				
As at 31 December 2024	198,894	24,449	9,800	233,143
As at 31 December 2025	**189,150**	**21,488**	**10,139**	**220,777**

Customer relationships are assets recognised on acquisition and relate to the value of existing customer relationships at the acquisition date that are expected to continue to generate income for the Group over their expected life. Based upon the rolling annual nature of the arrangements and historical renewal patterns of renewals, the average expected life of customer relationships is 13 years.

Brand and other intangibles includes assets associated with the LRQA and Elevate brands among others recognised on acquisitions during the prior periods. Brands are amortised over an estimated useful life of 10 years. Also included in this category is an intangible asset associated with the order backlog, being orders received as at acquisition relating to products and services not yet delivered and for which no payment had been received from the customer. Intangible assets relating to the order backlog are fully amortised.

Software includes purchased licences, internally generated software assets and acquired technology. The useful life of these assets is estimated to be between 1 - 4 years.

17. PROPERTY, PLANT AND EQUIPMENT

Cost or valuation	Land and buildings £'000	Leasehold improvements £'00	Office fixtures and fittings £'000	Computer equipment £'000	Motor vehicles £'000	Total £'000
As at 31 December 2023	3,247	1,764	1,234	2,707	158	**9,110**
Acquisition of a subsidiary	26	-	33	23	-	**82**
Additions	-	-	-	979	-	**979**
Disposals	(2,922)	-	(313)	(18)	(15)	**(3,268)**
Exchange differences	(73)	(73)	(124)	(719)	(7)	**(996)**
As at 31 December 2024	**278**	**1,691**	**830**	**2,972**	**136**	**5,907**
Acquisition of Subsidiary	524	16	-	54	-	**594**
Additions	23	405	55	1,487	-	**1,970**
Disposals	(36)	-	(461)	(240)	-	**(737)**
Exchange differences	(33)	(10)	(45)	(56)	13	**(131)**
As at 31 December 2025	**756**	**2,102**	**379**	**4,217**	**149**	**7,603**
Depreciation						
As at 31 December 2023	377	271	582	1,409	108	**2,747**
Charged in year	(13)	634	119	1,345	22	**2,107**
Disposal	(112)	-	(8)	(716)	(13)	**(849)**
Exchange differences	(4)	(38)	(280)	(905)	(5)	**(1,232)**
As at 31 December 2024	**248**	**867**	**413**	**1,133**	**112**	**2,773**
Charged in year	16	359	146	1,458	17	**1,996**
Disposal	-	-	(414)	(227)	-	**(641)**
Write off	-	-	(112)	-	-	**(112)**
Exchange differences	12	17	(32)	(48)	11	**(40)**
As at 31 December 2025	276	1,243	1	2,316	140	**3,976**
Net book value						
As at 31 December 2024	30	824	417	1,839	24	3,134
As at 31 December 2025	**480**	**859**	**378**	**1,901**	**9**	**3,627**

The Directors have assessed property, plant and equipment and are satisfied that no provision for impairment is required at 31 December 2025.

18. RIGHT-OF-USE ASSETS

Cost	Cars £'000	Buildings £'000	Total £'000
As at 31 December 2023	11,089	13,382	**24,471**
Additions	566	211	**777**
Modifications	(1)	362	**361**
Disposals	(2,189)	(780)	**(2,969)**
Exchange differences	(396)	(543)	**(939)**
As at 31 December 2024	**9,069**	**12,632**	**21,701**
Additions	2,844	3,044	**5,888**
Modifications	(78)	1,040	**962**
Disposals	(3,054)	(3,119)	**(6,173)**
Exchange differences	399	(94)	**305**
As at 31 December 2025	**9,180**	**13,503**	**22,683**
Amortisation			
As at 31 December 2023	5,202	5,386	**10,588**
Charge in the year	3,283	3,549	**6,832**
On disposals	(2,189)	(780)	**(2,969)**
Exchange differences	(716)	(1,010)	**(1,726)**
As at 31 December 2024	**5,580**	**7,145**	**12,725**
Charge in the year	2,215	3,135	**5,350**
On disposals	(3,054)	(4,405)	**(7,459)**
Exchange differences	231	800	**1,031**
As at 31 December 2025	**4,972**	**6,675**	**11,647**

Net book value	**Cars £'000**	**Buildings £'000**	**Total £'000**
As at 31 December 2024	3,489	5,487	8,976
As at 31 December 2025	**4,208**	**6,828**	**11,036**

At 31 December 2025 the Group leased 31 leasehold properties which fell within the scope of IFRS16 (2024: 19). The average lease term is 3 years (2024: 3.3 years).

At 31 December 2025 the Group leased 248 motor vehicles (2024: 302). The average lease term is 4.1 years (2024: 3.2 years).

The following expenses relating to leases were recognised in profit or loss:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Depreciation of right-of-use assets	5,350	6,832
Interest on lease liabilities	290	296
Expense on short-term and low-value assets	2,163	843

Total future minimum lease payments are disclosed in note 32.

19. LEASE LIABILITIES

	Cars £'000	Buildings £'000	Total £'000
As at 31 December 2023	6,115	7,812	**13,927**
Additions	566	211	**777**
Modifications	(1)	362	**361**
Interest	95	201	**296**
Payments in period	(2,864)	(3,487)	**(6,351)**
Exchange differences	(353)	1,343	**990**
As at 31 December 2024	**3,558**	**6,442**	**10,000**
Additions	2,844	3,044	**5,888**
Modifications	(79)	2,563	**2,484**
Interest	71	219	**290**
Payments in period	(2,305)	(3,116)	**(5,421)**
Exchange differences	170	(1,298)	**(1,128)**
As at 31 December 2025	**4,259**	**7,854**	**12,113**

Analysed as:

	31 December 2025 £'000	31 December 2024 £'000
Current	(5,020)	(5,726)
Non-Current	(7,093)	(4,274)
Total	**(12,113)**	**(10,000)**

Maturity Analysis

31 December 2024	Cars £'000	Buildings £'000	Total £'000
0-1 Year	(1,899)	(3,827)	(5,726)
1-5 Years	(1,659)	(2,615)	(4,274)
Total undiscounted lease liability	**(3,558)**	**(6,442)**	**(10,000)**
31 December 2025			
0-1 Year	(1,826)	(3,194)	(5,020)
1-5 Years	(2,433)	(4,660)	(7,093)
Total undiscounted lease liability	**(4,259)**	**(7,854)**	**(12,113)**

The Group does not face a significant liquidity risk in respect of its lease liabilities.

The weighted average discount rate used to calculate the present value of lease liabilities was 2.25% (2024: 2.02%).

20. JOINT VENTURES

The following entity is treated as a joint venture of the Group:

Company	Share of company owned	Country of incorporation and registration	Principal activity
LRQA Apave Limited	51%	United Kingdom	Engineering inspection

The shareholders' agreements in place for LRQA Apave Limited results in the Group not having overall control of the Company despite the level of ownership. The joint venture is accounted for using the equity method in these consolidated financial statements in accordance with the Group's accounting policies set out in note 5.

The following shows the share of net assets recognised by the Group for this entity:

	31 December 2025 £'000	31 December 2024 £'000
LRQA Apave Limited	53	502

Summarised financial information in accordance with IFRS 12 has not been included on the basis that the joint venture is not material to the Group.

21. DERIVATIVE FINANCIAL INSTRUMENTS

Financial liabilities/assets designated at fair value through profit or loss

	31 December 2025 £'000	31 December 2024 £'000
Interest rate swaps	(767)	(1,352)

The Group entered into interest rate swaps to fix a portion of the interest rate on the Group's debt liabilities.

22. TRADE AND OTHER RECEIVABLES

	31 December 2025 £'000	31 December 2024 £'000
Trade receivables	78,027	85,782
Allowance for expected credit losses	(3,197)	(7,239)
Other receivables	13,492	5,457
Taxation recoverable	4,047	4,314
	92,369	**88,314**

The Group's typical credit terms for customers range between 30 and 90 days. No interest is charged on overdue receivables. The movement in other receivables principally reflects the movement in net settlement activity with LR and increase in cash clearing balances.

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses ('ECL'). The expected credit losses on trade receivables are estimated by reference to past default experience of similar receivables, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate. The Group has recognised a loss allowance of 100 per cent against all receivables over 365 days (2024: 150 days) past due because historical experience has indicated that these receivables are generally not recoverable. The movement in days is due to a loss rate being applied to 150-365 days due to improved data showing some of these balances are recoverable.

The following table details the risk profile of trade receivables based on the Group's provision calculation. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer segments.

As at 31 December 2025	Not past due £'000	<30 days £'000	31-60 days £'000	61-90 days £'000	91-120 days £'000	120-150 days £'000	>150 days £'000	Total £'000
Expected credit loss rate	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%	55%	**4.1%**
Gross carrying amount	51,535	14,830	4,291	1,215	1,288	496	4,372	**78,027**
Loss allowance	(554)	(159)	(46)	(13)	(14)	(5)	(2,406)	**(3,197)**
Net carrying amount	**50,981**	**14,671**	**4,245**	**1,202**	**1,274**	**491**	**1,966**	**74,830**
As at 31 December 2024								
Expected credit loss rate	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%	100%	**8.40%**
Gross carrying amount	46,848	17,871	11,500	3,224	1,616	1,223	3,500	**85,782**
Loss allowance	(2,129)	(812)	(523)	(147)	(73)	(55)	(3,500)	**(7,239)**
Net carrying amount	**44,719**	**17,059**	**10,977**	**3,077**	**1,543**	**1,168**	-	**78,543**

23. CONTRACT ASSETS

	31 December 2025 £'000	31 December 2024 £'000
Assessment contracts	10,012	10,170
Inspection services contracts	13,005	11,826
Cyber contracts	6,041	162
Advisory	3,121	4,465
Total	**32,179**	**26,623**
Current	32,179	26,623
Non-current	-	-
Total	**32,179**	**26,623**

Amounts relating to contract assets are balances due from customers on services contracts that arise when the Group performs work in line with contractual commitments. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer.

Payment for installation and implementation of software services is not due from the customer until the installation services are complete and therefore a contract asset is recognised over the period in which the installation services are performed to represent the Group's right to the consideration for the services transferred to date.

23. CONTRACT ASSETS (CONTINUED)

The group performed an assessment over the need for a loss allowance on contract assets. Based on empirical evidence and the short term nature of the un-invoiced work the directors determined that an ECL provision based on loss rates would not be material to the financial statements for the year ended 31 December 2025 (2024: not material). Specific provisions are made against individual contract asset balances as shown in the table below.

	31 December 2025	31 December 2024
Expected credit loss rate	1.21%	1.38%
	£'000	**£'000**
Estimated total gross carrying amount	32,574	26,996
Lifetime ECL	(395)	(373)
Net carrying amount	**32,179**	**26,623**

24. TRADE AND OTHER PAYABLES

	31 December 2025 £'000	31 December 2024 £'000
Trade payables	(20,752)	(23,499)
Other payables	(15,516)	(16,961)
Other taxation and social security	(7,083)	(8,281)
Contingent consideration	(24,321)	-
Accruals	(41,628)	(39,596)
	(109,300)	**(88,337)**

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

The contingent consideration relates to acquisitions in the current year, this is split into £11,912,000 which is current and £12,409,000 which is non current. The balance includes £247,000 of unwinded discount and £24,074,000 recognised on acquisition - see note 15 for further details.

25. CONTRACT LIABILITIES

	31 December 2025 £'000	31 December 2024 £'000
Assessment contracts	(2,736)	(2,824)
Inspection Services contracts	(4,162)	(4,429)
Cyber contracts	(5,250)	(2,341)
Advisory contracts	(5,174)	(3,522)
	(17,322)	**(13,116)**
Current	(17,322)	(13,116)
Non-current	-	-
Total	**(17,322)**	**(13,116)**

Revenue relating to services is recognised over the period in which the services are delivered, however customers can pay in advance for the delivery of these services. In such instances, a contract liability is recognised for future revenue at the receipt of payment and is released over the service period. All contract liabilities recognised in the periods were released to revenue in the current year.

26. LOANS AND BORROWINGS

The principal features of the Group's borrowings are as follows:

Secured borrowing at amortised cost	31 December 2025 £'000	31 December 2024 £'000
Bank loans drawn in Euros	(205,690)	(195,473)
Bank loans drawn in United States Dollars	(70,588)	(31,484)
Bank loans drawn down in GBP	(80,025)	(62,122)
Total secured borrowing	**(356,303)**	**(289,079)**
Amortized arrangement fee for loans drawn in Euros	3,171	5,796
Amortized arrangement fee for loans drawn in United States Dollars	1,016	135
Amortized arrangement fee for loans drawn in GBP	907	-
Total amortized arrangement fees	**5,094**	**5,931**
Total loans and borrowings	**(351,209)**	**(283,148)**
Current	-	-
Non-current	(351,209)	(283,148)
Total	**(351,209)**	**(283,148)**

Unsecured borrowing at amortised cost	31 December 2025 £'000	31 December 2024 (as restated)* £'000
Redeemable cumulative preference shares*	(685,942)	(596,246)

Redeemable cumulative preference shares of £441.8m were issued upon acquisition of the LRQA Group, at an issue price of £1 per share. Since then, a further £37.9m of preference shares have been issued, with £29.7m of those being issued in 2025. The preference shares carry non-discretionary dividends of 10% per annum. The preference shares do not carry any equity component and are classified as financial liabilities in their entirety. The accumulated interest after annual compounding, last compounded at 30 June 2025, was £206.3m (2024: £146.2m).

The prior period balance has been restated by £6,460,000 *See note 36 for further information

Secured bank loans

In 2021 the Group entered into a Senior Facility Agreement with a consortium of lenders under which it secured a €235m Term Loan Debt Facility, an £80m Committed Acquisition Facility (CAF) and a £35m Revolving Credit Facility (RCF). The Term Loan and CAF have a maturity date of 2 December 2028 and the RCF has a maturity date of 2 June 2028. In 2024 the Group secured a £5m increase in the RCF Facility and an additional incremental CAF Facility of £100m with a maturity date of 2 December 2028. Together the facilities are secured by a floating charge over the assets of certain of the Group's trading subsidiaries. Facilities may be drawn in GBP, EUR, USD or other currencies.

26. LOANS AND BORROWINGS (CONTINUED)

The €236m Term Loan Debt Facility was fully drawn on 2 December 2021 as part of the financing for the purchase of the LRQA Group. The loan was drawn in EUR with the interest calculated using EURIBOR plus a variable margin. This variable margin can change quarterly based on the Groups Senior Secured Net Leverage ratio. The current margin is 5%. The Term Loan Debt Facility is translated to GBP with an amount of £206m (2024: £195m).

£61.9m was drawn down on the CAF in GBP to date (2024: £42.4m). The balance was drawn down net of transaction fees of £1.5m.

£70.6m equivalent is drawn down on the CAF in USD (2024: £31.5m) to date. The balance was drawn net of transaction fees of £1.5m.

The original CAF was drawn down net of 3% OID (Original Issue Discount) and the incremental CAF drawn down net of 1% OID. Both CAFs were drawn in a mixture of GBP/USD with the interest calculated using SONIA/SOFR plus a variable margin. This variable margin can change quarterly based on the Group's Senior Secured Net Leverage ratio. The current margin is 5%.

£31.4m was drawn down on the RCF during the year, and £33.3m was repaid within the year (2024: £23.1m drawn down and £23.3m repaid). As at 31 December 2025, the total drawn down was £18.1m (2024: £19.7m) following £0.3m of favourable FX movement.

The RCF was drawn in a mixture of GBP/EUR with the interest calculated using SONIA/EURIBOR plus a variable margin. This variable margin can change quarterly based on the Group's Senior Secured Net Leverage ratio. The current margin is 3.75%.

27. PROVISIONS FOR LIABILITIES

	Legal claims £'000	Employee related* £'000	Property £'000	Total £'000
As at 31 December 2023	497	4,415	1,747	6,659
Utilised during the year	(258)	(7,131)	-	(7,389)
Exchange differences	-	(64)	(31)	(95)
Charged/(credited) to profit or loss*	186	23,076	(49)	23,213
As restated at 31 December 2024*	425	20,296	1,667	22,388
Utilised during the year	(339)	(23,241)	(257)	(23,837)
Exchange differences	(9)	24	1	16
Charged to profit or loss	464	7,575	168	8,207
As at 31 December 2025	**541**	**4,654**	**1,579**	**6,774**

The prior period balance has been restated by £15,573,000 due to an error in the figures disclosed for Elevate MRIP/IIP

**See note 36 for further details*

Legal claims: In the normal course of business, Group entities may receive claims for compensation from clients. Where appropriate, provision is made for the costs arising from such claims. Adequate provision has been made for the claims notified. The timing on these liabilities is dependent upon the conclusion of the continuing legal proceedings which typically span several years.

Employee related: Provision is made for certain employee benefits, including management incentive and retention schemes associated with the Group's acquisitions. Settlement of these provisions raised in the prior year were completed in the current financial year. Additional provisions were raised for the current service periods in terms of the Elevate retention scheme and the new acquisitions. The measurement of the provision is based upon the terms and performance conditions of legal agreements entered into by Group companies and the likely settlement based upon historical and forecast performance of the respective operations.

Property: Under the terms of its property leasehold agreements, the Group has renovation obligations for certain leasehold properties which are recognised over the life of the lease.

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS

Defined contribution plans

The Group operates defined contribution plans in a number of countries. The Group's contributions to these plans in the current period was £13.1m (2024: £11.3m).

Defined benefit plans

The Group operates defined benefit plans, including defined benefit final salary pension plans and plans paying lump sum benefits to qualifying employees on leaving service, in several of the countries in which the Group operates. Assets of certain plans are held separately from those of the Group ('funded' plans) whilst others are unfunded (where the Group then meets the benefit payment obligation when it falls due).

The disclosures have been calculated by qualified independent actuaries, based on the assumptions of the Directors.

The below table outlines the regulatory framework in which the Group's material defined benefit plans operate under.

Plan name	Regulatory Framework
LRQA France Pension Plan	CGI Article 39 / Articles L.137-11-1 & L.137-11-2 of the Code de la Sécurité sociale
LRQA Inspection France Pension Plan	CGI Article 39 / Articles L.137-11-1 & L.137-11-2 of the Code de la Sécurité sociale
LRQA Germany Pension Plan	German Company Pension Act (Betriebsrentengesetz – BetrAVG)
LRQA Japan Pension Plan	Labour Standards Act

Risk exposure

The unfunded nature of the Group's material defined benefit pension plans exposes the Group to the following principal risks, which may have a material effect on the amount, timing and uncertainty of future cash outflows:

Employer Covenant and Liquidity Risk

As the plans are unfunded, the security of members' benefits depends entirely on the Group's ongoing financial strength and liquidity. The exception to this is the LRQA Germany Pension Plan where mandatory insolvency insurance is purchased. Otherwise, pension obligations rank with other unsecured obligations of the Group. Adverse trading conditions, reduced cash generation, or refinancing constraints could restrict the Group's ability to meet pension payments as they fall due.

Longevity Risk

The Group is exposed to the risk that plan members live longer than assumed. Increases in life expectancy would result in higher benefit payments and an increase in the defined benefit obligations. The Group monitors mortality experience regularly and updates actuarial assumptions where appropriate.

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

Interest rate risk

The present value of the defined benefit obligation is calculated using discount rates determined by reference to yields on high-quality corporate bonds. A reduction in discount rates would increase the reported liability and could adversely affect the Group's equity and leverage ratios.

Inflation risk

Certain benefits under the plan are indexed to inflation. Higher-than-assumed inflation would increase future benefit payments and the defined benefit obligations. As the material plans are unfunded, the Group does not hold any inflation-linked assets to mitigate this risk.

Risk management

The Group manages risks arising from the unfunded defined benefit plans through:

- Active monitoring of the pension obligations and related actuarial assumptions
- Integration of expected benefit payments into medium- and long-term cash flow forecasting
- Ongoing covenant and liquidity management at Group level

The Group does not currently hold any plan assets or insurance arrangements in respect of the unfunded obligations.

Assumptions

The disclosures have been calculated by qualified independent actuaries, based on the assumptions of the Directors and the most recent full actuarial valuations for funded schemes (completed at various dates) and updated to 31 December 2025.

The value of the defined benefit liabilities has been measured using the projected unit method.

The principal financial assumptions used at 31 December 2025 for significant schemes are summarised below.

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

	France		Germany		Japan		All countries	
	2025	2024	2025	2024	2025	2024	2025	2024
Assumptions to determine defined benefit obligation								
Discount rate	3.55%	3.20%	4.40%	3.60%	2.85%	1.95%	4.23%	3.46%
Salary increase rate	2.00%	2.00%	2.00%	2.00%	1.75%	2.20%	2.54%	2.35%
Price inflation rate	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.06%	2.01%
Post-retirement mortality assumption used to determine defined benefit cost (in years)								
Retiring today at age 65	M 25.3	M 25.2	M 20.9	M 20.8	M 20.3	M 20.3		
	F 28.9	F 28.7	F 24.2	F 24.2	F 25.1	F 25.1	Various	Various
Retiring in 25 years at age 65	M 28.3	M 27.3	M 24.2	M 24.1	M 20.3	M 20.3		
	F 31.9	F 30.9	F 27.0	F 26.9	F 25.1	F 25.1	Various	Various

(1) Weighted average for all defined benefit schemes.

For mortality tables, the Group has used various different tables appropriate to the territory under review. The retirement age is assumed to be 65.

Defined benefit obligation – sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on the defined benefit obligation	
Change in assumption	**31 December 2025 £000's**	**31 December 2024 £000's**
Discount rate - increase by 0.25%	(601)	706
Discount rate - decrease by 0.25%	632	(680)
Price inflation - increase by 0.25%	435	(500)
Price inflation - decrease by 0.25%	(411)	514
Life expectancy - increase of 1 year	312	392

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

Amounts recognised in the consolidated balance sheet:

As at 31 December 2025	France £'000	Germany £'000	Japan £'000	Other countries £'000	Total £'000
Cash and cash equivalents	-	-	-	81	81
Equity instruments	-	-	-	594	594
Debt instruments	-	-	-	559	559
Other*	3	-	-	1,062	1,065
Fair value of plan assets	3	-	-	2,296	2,299
Present value of funded scheme liabilities	-	-	-	(4,092)	(4,092)
	3	-	-	(1,796)	(1,793)
Present value of unfunded liabilities	(6,193)	(7,190)	(3,423)	(4,657)	(21,463)
Net pension liability	**(6,190)**	**(7,190)**	**(3,423)**	**(6,453)**	**(23,256)**
As at 31 December 2024					
Cash and cash equivalents	-	-	-	156	156
Equity instruments	-	-	-	338	338
Debt instruments	-	-	-	379	379
Other*	2	-	-	945	947
Fair value of plan assets	2	-	-	1,818	1,820
Present value of funded scheme liabilities	-	-	-	(761)	(761)
	2	-	-	1,057	1,059
Present value of unfunded liabilities	(7,412)	(7,368)	(4,126)	(7,089)	(25,995)
Net pension liability	**(7,410)**	**(7,368)**	**(4,126)**	**(6,032)**	**(24,936)**

**Other pension assets include £251,000 (2024: £400,000) in respect of a benefit scheme in Korea where contributions are invested with a third-party which delivers a guaranteed principal and interest.*

The net pension liability is reported on the balance sheet as:

	31 December 2025 £'000	31 December 2024 £'000
Present value of defined benefit obligations (DBO)	(25,555)	(26,754)
Fair value of plan assets	2,299	1,818
Net pension liability	**(23,256)**	**(24,936)**

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

Changes in the present value of the defined benefit obligations are as follows:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
As at the beginning of the year	**26,754**	**30,138**
Service cost		
Current service cost	1,160	998
Past service cost	(95)	-
Loss on settlements	18	-
-Interest expense	967	947
Cash flows		
Benefit payments from plan assets	(1,039)	(591)
Benefit payments from employer	(930)	(851)
Taxes	(166)	(60)
Participant contributions	13	16
Insurance premiums for risk benefits	(32)	(10)
Other Significant events		
Net transfer in/(out) (including the effect of any business combinations/divestitures)	1,158	-
Remeasurements		
Effect of changes in demographic assumptions	128	2
Effect of changes in financial assumptions	(1,142)	(754)
Effect of experience adjustments	(727)	(1,736)
Effect of changes in foreign exchange rates	(508)	(1,345)
As at the end of the year	**25,559**	**26,754**

Amounts recognised in the Consolidated statement of profit or loss and Consolidated statement of comprehensive expense:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Service cost		
Current service cost	1,160	998
Past service cost	(95)	-
Loss on settlements	18	-
Total service cost	1,083	998
Net interest cost		
Interest expense on DBO	967	947
Interest income on plan assets	(77)	(78)
Total net interest cost	890	869
Administrative expenses (not reserved within DBO)	65	113
Defined benefit cost included in income statement	**2,038**	**1,980**
Remeasurements (recognised in other comprehensive income)		
Effect of changes in demographic assumptions	128	2
Effect of changes in financial assumptions	(1,142)	(754)
Effect of experience adjustments	(727)	(1,736)
Return on plan assets (excluding interest income)	(1)	(100)
Total remeasurements included in OCI	**(1,742)**	**(2,588)**
Total defined benefit cost recognised in the consolidated statement of profit and loss and other comprehensive income	**296**	**(608)**

28. RETIREMENT AND OTHER POST-EMPLOYMENT BENEFITS (CONTINUED)

The Group recognises service costs within profit or loss as administrative expenses.

Changes in the market value of plan assets are as follows:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
As at the beginning of the year	**1,818**	**1,899**
Interest income	77	78
Cash flows		
Total employer contributions:		
(i) Employer contributions	1,129	609
(ii) Employer direct benefit payments	930	851
Participant contributions	13	16
Benefit payments from plan assets	(1,039)	(591)
Benefit payments from employer	(930)	(851)
Administrative expenses paid from plan assets	(58)	(101)
Taxes paid from plan assets	(174)	(72)
Insurance premiums for risk benefits	(32)	(10)
Increase due to effect of any business combinations/divestitures/transfers	592	-
Remeasurements		
Return on plan assets (excluding interest income)	1	100
Effect of changes in foreign exchange rates	(29)	(110)
As at the end of the year	**2,299**	**1,818**

Defined benefit obligation and employer contributions

Employer contributions to defined benefit plans (including direct benefit payments to members of unfunded plans) in the year ending 31 December 2025 are £2,059,000 (2024: £1,158,000).

29. CALLED-UP SHARE CAPITAL, SHARE PREMIUM AND RESERVES

The Company has five classes of equity shares.

As at 31 December 2025	Voting rights associated with shares	Authorised Number	Par value per share £	Issued, called up and fully paid Number	Total share capital £'000
Ordinary A shares	Voting rights	100,000,000	0.01	912,224	9
Ordinary B shares	Voting rights	100,000,000	0.01	141,112	1
Ordinary B1 shares	Voting rights	100,000,000	0.01	26,484	-
Ordinary B2 shares	Voting rights	100,000,000	0.01	31,777	1
Ordinary C shares	No voting rights	100,000,000	0.01	156,150	2
					13

As at 31 December 2024	Voting rights associated with shares	Authorised Number	Par value per share £	Issued, called up and fully paid Number	Total share capital £'000
Ordinary A shares	Voting rights	100,000,000	0.01	912,224	9
Ordinary B shares	Voting rights	100,000,000	0.01	110,317	1
Ordinary B1 shares	Voting rights	100,000,000	0.01	26,484	-
Ordinary B2 shares	Voting rights	100,000,000	0.01	31,777	1
Ordinary C shares	No voting rights	100,000,000	0.01	147,579	1
					12

The issue of share capital in the current year resulted in an additional share premium of £5,519,000 (2024: £563,000). As at 31 December 2025, the Company had a share premium balance of £7,281,000(2024: £1,762,000).

None of the classes of ordinary shares carry a right to fixed income.

Own shares

The own share reserve represents the cost of shares in the Company held by the Employee Share Ownership Trust ('the trust') but not yet allocated to individuals. The shares are held for potential awards under the employee share award plans.

Translation reserve

The currency translation reserve accumulates foreign exchange differences arising on the translation of net assets in foreign operations which are recognised in Other Comprehensive Income.

Accumulated losses account

The accumulated losses account represents cumulative profits or losses, net of dividends and other adjustments.

30. SHARE-BASED PAYMENTS

The Company has issued three types of share instruments to employees of its subsidiaries which qualify as equity-settled share-based payments under IFRS 2 as settlement is subject to a combination of market and non-market performance conditions.

The Group has recognised an expense in respect of share-based payment arrangements in Administration expenses of £2.9m (2024: £2.6m).

1. C Ordinary shares

As part of the acquisition of LRQA Group Limited in December 2021 and the acquisition of Elevate Group in April 2022 certain group employees and directors (the 'participants') acquired C Ordinary Shares at an acquisition price below market value. From time-to-time additional group employees may acquire C Ordinary shares on similar terms to the original participants.

C Ordinary shares vest on the sale of the company and are subject to the continued employment of the participants.

The C Ordinary shares are subject to a ratchet condition whereby the participants receive additional equity proceeds on the sale of the company should the lead investors return meet a minimum threshold.

The C Ordinary shares were valued using a Monte Carlo valuation model.

2. B1 Ordinary shares

As part of the acquisition of Elevate Group in April 2022 certain Elevate employees acquired B1 Ordinary shares at an acquisition price below market value.

B1 Ordinary shares vest on the sale of the company or, if earlier, in four equal annual tranches which began in April 2023 and are subject to the continued employment of the participants.

The shares will be fully vested on 21 April 2026.

The B1 Ordinary shares were valued using a Monte Carlo valuation model.

3. B2 Ordinary shares

As part of the acquisition of Elevate Group in April 2022 certain Elevate employees acquired B2 Ordinary shares at an acquisition price below market value.

B2 Ordinary shares vest on the 23 June 2025 or, if earlier, the sale of the company and are subject to the achievement of EBITDA and Revenue targets as well as the continued employment of the participants.

The B2 Ordinary shares were valued using a Monte Carlo valuation model.

30. SHARE-BASED PAYMENTS (CONTINUED)

	C Ordinary shares Number	B1 Ordinary shares Number	B2 Ordinary shares Number	Total Number
Outstanding at 31 December 2023	113,897	3,850	4,787	**122,534**
Issued during the year	66,500	-	-	66,500
Forfeited during the year	(44,545)	(62)	(147)	(44,754)
Outstanding at 31 December 2024	**135,852**	**3,788**	**4,640**	**144,280**
Forfeited during the year	(4,900)	(334)	(81)	(5,315)
Transferred during the year	(95,755)	(1,535)	(1,610)	(98,900)
Outstanding at 31 December 2025	**35,197**	**1,919**	**2,949**	**40,065**

Outstanding awards include both unvested awards and vested awards that have been granted to employees but not yet settled. This includes awards for which shares are held in the EBT and allocated to employees but not yet transferred.

Fair value of the shares issued has been calculated using a Monte Carlo valuation model considering:

- an estimate of the shareholder value of the Company at the grant date;
- changes in Company performance and market sentiment in the period between grant dates;
- the expected term of the awards;
- the potential for surplus proceeds on the sale of the Company, once Preference Shareholders have received their preferential return, to be distributed to ordinary shareholders based on the number of ordinary shares they hold;
- an appropriate risk-free rate (based on zero-coupon UK Government bonds with a similar redemption period to the expected term);
- expected volatility based upon comparator volatility;
- expected dividend yield; and
- post-vesting restrictions.

31. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

In common with all 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. Further quantitative information in respect of these risks is presented throughout these financial statements.

Management's objectives are to protect the Company and its subsidiaries on a consolidated basis against material economic exposures and variability of results from various financial risks that include credit risk, interest rate risk, foreign currency risk and liquidity risk.

The Group's policies and processes for managing these risks are described below.

31. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTINUED)

Credit risk

The Group has a policy of assessing the creditworthiness of new significant clients and assigning a credit limit to their accounts as necessary.

Credit checks are mandatory for new business greater than £50,000 but are at the discretion of the sales teams below this threshold. Credit checks are also required when existing clients exceed their credit limit but require further business from the Group.

The Group regularly reviews the risk associated with its receivables by monitoring changes in its provisions for expected credit loss. The accounts receivable debtor balances are reviewed monthly to ensure that the provisions are correct and adequate.

In line with the Group policy a 100% provision is made against all unpaid debtor balances in accounts receivable which are on or over 150 days from the invoice date. Where the payment terms exceed 150 days full provision is made if the debt remains unpaid 30 days after the due date.

Specific provision for other known bad or doubtful debts, excluding amounts already provided for must also be provided for in full and reviewed monthly.

Foreign exchange risk

Foreign exchange risk is an anticipated risk that comes with operating across various geographical locations.

The Group has drawn on debt facilities to part-finance its acquisitions. As part of the acquisition of the LRQA Group in December 2021, the Group drew on a £200m facility which was drawn in Euros, to provide a natural offset to the principal non-sterling cashflow exposure of the Group. The subsequent acquisition of the Elevate Group in April 2022 was part-funded by a draw-down on a separate Committed Acquisition Facility in US dollars to offset the exposure to the primary currency of the Elevate cashflows.

Where possible, the Group utilises natural hedges to manage foreign exchange exposure. This involves offsetting the costs incurred in a specific currency against revenues earned in the same currency.

All Group entities participate in the Group's transfer pricing arrangements which ensure central costs, intellectual property and other Group-held assets are charged a franchise fee where they generate value outside of the UK. In addition, non-sterling entities pay dividends to head office companies in cash.

Interest rate risk

The Group's primary exposure to interest rate risk arises on its debt facilities described above under Foreign exchange risk. As part of the acquisition of the LRQA Group in December 2021 and the Elevate Group in April 2022, the Group drew on debt facilities which carry floating interest rate charges.

To mitigate the exposure to changes in interest rates over the life of the borrowings, the Group has taken out interest rate swap financial instruments over portions of the liability to fix the interest payable and mitigate exposure to future interest rate fluctuations. Refer to note 21.

Any future draw on the Group's revolving credit facility would incur further interest charges which are also on a floating rate basis.

The Group has limited additional exposure to interest rate risk.

31. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTINUED)

Liquidity risk

The Group had cash of £31.1m at 31 December 2025 (2024: £29.9m). In addition, as part of the Group's borrowing arrangements, the Group has access to a revolving credit facility of £40.0m (2024: £37.0m) of which the Group drew down £18.1m (2024: £19.7m) over the period.

The Group continues to monitor its levels of working capital closely and the Directors have implemented detailed action plans to ensure that the increase in working capital levels in the LRQA Group experienced following date of acquisition to the balance sheet date return to pre-acquisition levels during the next financial year.

Cash at bank and in hand includes cash held in local bank accounts in countries where exchange controls or other legal restrictions mean the balances are not available for general use by the Company or other Group subsidiaries. In total, £11.8m (2024: £1.7m) of cash was held by overseas entities which cannot be freely remitted to other Group entities. In addition to these balances, the immediate movement of cash assets held by other Group entities is subject to compliance with local regulation and legal restrictions; however the Group does not consider this cash unavailable for use by the Group. Countries where such restrictions exist and significant cash balances are held are China £4.1m (2024: £3.9m) due to exchange controls and Korea £0.6m (2024: £1.2m) where remittance is permitted following external audit.

The Directors believe that the Group's cash holdings, supported, if necessary, by access to its revolving credit facility, are sufficient to address its liquidity requirements both in the short and long term. As a result, the Directors have a reasonable expectation that the Company and the Group have enough resources to continue operating in the foreseeable future. The financial statements have been prepared on a going concern basis.

i) Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Cash and cash equivalents
- Trade and other receivables and contract assets
- Interest rate swaps
- Trade and other payables
- Floating-rate bank loans

ii) Financial instruments by category

31 December 2025	**Fair value through profit and loss Level 2 £'000**	**Amortised Cost £'000**	**Total £'000**
Cash and cash equivalents	-	33,691	**33,691**
Trade and other receivables and contract assets	-	119,689	**119,689**
Total financial assets	-	**153,380**	**153,380**

31 December 2024	**Fair value through profit and loss Level 2 £'000**	**Amortised Cost £'000**	**Total £'000**
Cash and cash equivalents	-	29,904	**29,904**
Trade and other receivables and contract assets	-	110,622	**110,622**
Total financial assets	-	140,526	**140,526**

31. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTINUED)

ii) Financial instruments by category

Financial liabilities

31 December 2025	Fair value through profit and loss Level 3 £'000	Amortised Cost £'000	Total £'000
Trade and other payables	-	(77,895)	(77,895)
Floating-rate bank loans	-	(351,209)	(351,209)
Cumulative preference shares	-	(685,942)	(685,942)
Interest rate swaps	(767)	-	(767)
Total financial liabilities	**(767)**	**(1,115,046)**	**(1,115,813)**

31 December 2024	Fair value through profit and loss Level 3 £'000	Amortised Cost (as restated)* £'000	Total £'000
Trade and other payables	-	(80,055)	(80,055)
Floating-rate bank loans	-	(283,148)	(283,148)
Cumulative preference shares*	-	(596,246)	(596,246)
Interest rate swaps	(1,352)	-	(1,352)
Total financial liabilities	**(1,352)**	**(959,499)**	**(960,801)**

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

31 December 2025	Less than one year £'000	One to two years £'000	Two to five years £'000	More than five years £'000
Trade and other payables	(77,895)	-	-	-
Floating-rate bank loans	-	-	(351,209)	-
Contingent consideration in business combination	(11,912)	(12,409)	-	-
Cumulative preference shares	-	-	-	(685,942)
Total financial liabilities	**(89,807)**	**(12,409)**	**(351,209)**	**(685,942)**

31 December 2024	Less than one year £'000	One to two years £'000	Two to five years £'000	More than five years (as restated)* £'000
Trade and other payables	(80,055)	-	-	-
Floating-rate bank loans	-	-	(283,148)	-
Contingent consideration in business combination	-	-	-	-
Cumulative preference shares*	-	-	-	(596,246)
Total financial liabilities	**(80,055)**	**-**	**(283,148)**	**(596,246)**

**See note 36 for further information*

31. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (CONTINUED)

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables, trade and other payables, and loans and borrowings.

iv) Financial instruments measured at fair value

Financial instrument	Valuation techniques used	Significant unobservable inputs (Level 3 only)	Inter-relationship between key unobservable inputs and fair value (Level 3 only)
Derivative financial assets and liabilities (Level 2)	Mark-to-market valuation for similar financial instruments as at the reporting date.	Not applicable	Not applicable

32. COMMITMENTS AND CONTINGENCIES

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Contingent liabilities:		
In respect of bank guarantees	7,365	5,441

The Group has issued guarantees to its customers and other stakeholders in relation to its contractual operations in compliance with local legislation and industry practice. The Directors have concluded that the likelihood of payout in respect of these guarantees is remote. Accordingly, no associated liability has been recognised on the Group's consolidated statement of financial position.

Total future minimum lease payments:

	Cars £'000	Buildings £'000	Total £'000
31 December 2024			
Within one year	1,948	2,343	4,291
Between two to five years	1,682	2,676	4,358
After five years	-	70	70
Total future minimum lease payments	**3,630**	**5,089**	**8,719**
31 December 2025			
Within one year	1,906	3,114	5,020
Between two to five years	2,494	4,878	7,372
Total future minimum lease payments	**4,400**	**7,992**	**12,392**

33. 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.

The Group defines its key management personnel as the Board of Directors and the Executive Committee. The remuneration for key management personnel for the year is analysed below.

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Salary and bonus	3,146	2,272
Car and commuting allowance	77	106
Other benefits	245	131
	3,468	**2,509**

An amount of £6,574,000 (2024: £13,430,000 as restated, see note 36 for further information) was paid to directors in respect of a previous transaction.

The Group transacted with undertakings in which the Group holds less than 100% as follows:

Joint venture - LRQA Apave Limited	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Turnover arising from trading with other Group companies	-	-
Operating costs charged by Group companies	(8,104)	(6,869)

The Group held the following balances with undertakings in which the Group holds less than 100%:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Joint venture - LRQA Apave Limited		
Amounts owed to Group companies	(1,385)	(1,024)

34. ULTIMATE PARENT ENTITY AND ULTIMATE CONTROLLING PARTY

Shares in Dione Topco Ltd are principally held by investment partnerships, of which Goldman Sachs Asset Management, L.P, an affiliate of The Goldman Sachs Group, Inc., is the investment manager. No single natural person holds a 25% or greater interest in any of the investment partnerships which hold shares in Dione Topco Ltd.

35. GROUP COMPANIES

The following are the subsidiaries and joint ventures of the Group at 31 December 2025. All subsidiaries are consolidated. Details are given of the principal country of operation. All companies are incorporated in their principal country of operation. The equity share capital of these entities is wholly owned by the Group with the exception of the following five entities where the Group owns less than 50%:

- Elevate Global (Thailand) Co Ltd
- LRQA Inspection Malaysia Sdn Bhd
- LRQA (Thailand) Ltd
- LRQA Certification and Assurance L.L.C
- LRQA Quality Assurance and Inspection Middle East LLC

These entities are incorporated in countries where local legislation requires local nationals to hold at least 50% of the issued share capital of each company. Arrangements exist which afford the Group control of each company's financial and operating policies so as to obtain full benefit from its activities. As such these companies are consolidated as subsidiaries without recognising any non-controlling interest.

Company Name	Jurisdiction	Registered office
Dione Topco Ltd	Jersey	22 Grenville Street, St Helier, Jersey, JE4 8PX
Dione Holdco Limited	United Kingdom	10th Floor, 110 Cannon Street, London, United Kingdom, EC4N 6EU
Dione Midco Limited	United Kingdom	10th Floor, 110 Cannon Street, London, United Kingdom, EC4N 6EU
Dione Bidco Limited	United Kingdom	10th Floor, 110 Cannon Street, London, United Kingdom, EC4N 6EU
LRQA Group Limited	United Kingdom	1, Trinity Park, Bickenhill Lane, Birmingham B37 7ES England
LRQA Group Limited Branches:		
Bulgaria	Bulgaria	Triaditsa distr, 81A Bulgaria blvd, fl. 8, 1404 Sofia, Bulgaria
Taiwan	Taiwan	No. 1, Yumen St., Zhongshan Dist, 104027 Taipei City, Taipei, Taiwan
LRQA Limited	United Kingdom	1 Trinity Park, Bickenhill Lane, Birmingham, England, B37 7ES
LRQA Limited Branches:		
Australia	Australia	Level 32, 152-158 St Georges Terrace, Perth, WA 6000, Australia
Finland	Finland	Aleksanterinkatu 48 A, 00100 Helsinki, Finland
Hong Kong	Hong Kong	16/F Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
India	India	Solitaire Corporate Park, Unit No 1241, Building No S-12, 4th floor, Guru Hargovindji Marg,; Andheri- Ghatkopar Link Road, Andheri (East) Chakala Midc Mumbai Mumbai Maharashtra 400093; Mumbai 400093; Maharashtra; India
Japan	Japan	2-3-1-10F, Minatomirai, Nishi-ku, Yokohama-shi, Kanagawa Japan 220-6010
Singapore	Singapore	460 Alexandra Road #15-01 MTower Singapore 119963
Slovakia	Slovakia	Boženy Němcovej 8, 81 104 Bratislava, Slovakia
Dubai	UAE	The Place - The One Tower, Floor 24,Sheikh Zayed Road, Dubai, UAE
LRQA France SAS	France	9 Rue des Cuirassiers Tour Silex 2- Espace Wellio; 69003 Lyon; France
LRQA España, SLU	Spain	Calle Princesa 29, 28008 Madrid, Madrid, Spain
LRQA (Korea) Limited	Korea	30 Sowol-ro 2-gil, Jung-gu,; Seoul; Republic of Korea 04637
LRQA Deutschland GmbH	Germany	Bonner Str. 12, 51379 Leverkusen, Germany
LRQA Sverige AB	Sweden	Johan Willins Gata 6; 41664 Göteborg; Västra Götaland; Sweden
LRQA Italy S.R.L.	Italy	Viale Monza 259/265, 20126 Milan, Italy
LRQA Inspection Iberia SAU	Spain	Calle Jose Abscal 56, 2ª Planta; 28003 Madrid; Spain

LRQA Polska Sp. z.o.o.	Poland	ul. Leborska 3b, 2nd Floor, Office No 2.29, Gdansk 80-386
LRQA Business Assurance & Insurance Services Indonesia PT	Indonesia	WeWork, Noble House 30th Floor,; Jalan Dr. Ide Anak Agung Gde Agung Kav. E.4.2,; Mega Kuningan, Kuningan Timur, Setiabudi; Jakarta Selatan; DKI Jakarta; Indonesia 12950
LRQA Inspection Services India LLP	India	Solitaire Corporate Park, Unit No 1241, Building No S-12, 4th floor, Guru Hargovindji Marg,; Andheri- Ghatkopar Link Road, Andheri (East) Chakala Midc Mumbai Mumbai Maharashtra 400093; Mumbai 400093; Maharashtra; India
LRQA (Thailand) Ltd	Thailand	No. 252/123, Muang Thai - Phatra Complex Tower B, 26th Floor, Unit 252/123 (C), Ratchadaphisek Road,; 10310 Bangkok; Thailand
LRQA (Southern America) SRL	Argentina	Olga Cossettini 363, 3°Floor; 1107 City of Buenos Aires; Buenos aires ; Argentina
LRQA Austria GmbH	Austria	Floridsdorfer Hauptstraße 1/25, 1210 Wien (Vienna, Austria)
Jurisdiction	Registered office	
LRQA België BV	Belgium	Filip Williotstraat 9, 2600 Antwerpen, Belgium
LRQA Chile SpA	Chile	Blanco 625, Oficina 112, Valparaíso, Valparaíso, Chile
LRQA Verification (Shanghai) Co. Ltd	China	Room 1230, 288 Nanjing West Road, Huangpu District, Shanghai; China
LRQA Česká Republika s.r.o.	Czech Republic	Táborská 31; 140 00 Prague 4; Czech Republic
LRQA Danmark ApS	Denmark	Automatikvej 1, 3.; 2860 Søborg; Denmark
LRQA Egypt LLC	Egypt	13 Ramo Gardens, Al Nasr Road; Office No 303, 3rd floor; Nasr City 11391; Cairo; Egypt
LRQA Malaysia Sdn Bhd	Malaysia	LEVEL 25, NAZA TOWER, PLATINUM PARK,; NO. 10, PERSIARAN KLCC; kuala lumpur 50088; kuala lumpur; Malaysia
LRQA Peru SAC	Peru	AV. THE DERBY NO. 055 (CHRONOS BUILDING, TOWER 1, FLOOR 7) LIMA - LIMA - SANTIAGO DE SURCO; Peru
LRQA Certification & Assurance LLC	UAE	The Place - The One Tower, Floor 24,Sheikh Zayed Road, Dubai, UAE
LRQA Adria D.O.O	Croatia	Radnička cesta 80; 10000 Zagreb; Croatia
LRQA Inspection France SAS	France	9 Rue des Cuirassiers Tour Silex 2- Espace Wellio; 69003 Lyon; France
LRQA Hellas SA	Greece	Feidiou 9; 10678 Athens; Athens; Greece
LRQA Magyarország Kft.	Hungary	Váci út 95, Budapest, 1139, Hungary
LRQA Israel Ltd	Israel	7 Rival Street, Tel-Aviv-Yafo, Israel 6777840
LRQA Jordan LLC	Jordan	26 Ara Mustafa Wahbi Al Tal Street Al Radwan Office No 2013; Amman; Amman; Jordan
LRQA South Africa (Pty) Ltd	South Africa	Unit C4 Centurion Business Park; Democracy Way; Milnerton; Cape Town; Western Cape; 7441 South Africa
LRQA do Brasil Ltda	Brazil	Alameda Rio Negro, 1030, Escritorio 206; Barueri; Sao Paulo; 06454-000 Brazil

LRQA Inspection Services SPC	Oman	Office No 11, 1 Floor, Athaibah Plaza, Ghala, Bausher, Sultanate of Oman, Ras Al Hamra Office, Muscat, Oman
LRQA Portugal Unipessoal Lda	Portugal	Parça Duque de Saldanha 1, Piso 2 - Atrium Saldanha; Avenidas Novas; 1050-194 Lisboa; Portugal
LRQA Quality Assurance and Inspection Middle East LLC	Qatar	First Floor, Al Jabor Engineering Building, Lusail; 22801 Doha; Qatar - Ministry of Commerce & Industry
LRQA RO S.R.L.	Romania	31 Sos Iancului, District 2, Bucharest, Bucharest, Romania
LRQA Arabia Inspection LLC	Saudi Arabia	Novotel Business Park, Tower 2, Floor 1, King Fahad Bin Abdulaziz Road, Dammam, Saudi Arabia
LRQA Assurance and Inspection T&T Limited	Trinidad & Tobago	Invaders Bay off Audrey Jeffers Highway; Level 2 Invaders Bay Tow-er; Port of Spain; Trinidad and Tobago
LRQA Turkey Belgelendirme Hizmetleri Limited Şirketi	Turkey	19 MAYIS MAH.ATATÜRK CAD.NO.82 SİTKİBEY PLAZA KAT.3 NO.12; KADIKÖY; Turkey
LRQA Vietnam Company Limited	Vietnam	Unit 408, PetroVietnam Towers, Number 8, Hoang Dieu Street, Ward 1; Vung Tau; Ba Ria - Vung Tau; Vietnam
LRQA Industrial Technical Services (Shanghai) Company Limited	China	Room 1229, 288 Nanjing West Road, Huangpu District, Shanghai; China
LRQA (Shanghai) Company Limited	China	Room 1237, No. 288, Nanjing West Road, Huangpu District, Shanghai; China
Beijing branch	China	Room 3158, 31st Floor, Building 3, Yard 2, Jianguomenwai Street, Chaoyang District, Beijing; China
LRQA Certification & Assurance Services Limited	Ireland	The Green; Dublin Airport Central; Dublin Airport; Co. Dublin; Swords; K67 E2H3; Ireland
LRQA Sustainability K.K.	Japan	Queen's Tower A, 2-3-1 Minatomirai, Nishi-ku; Yokohama-Shi Kanagawa-ken 220-6010; Japan
LRQA Inspection Malaysia Sdn Bhd	Malaysia	LEVEL 25, NAZA TOWER, PLATINUM PARK,; NO. 10, PERSIARAN KLCC; kuala lumpur 50088; kuala lumpur; Malaysia
LRQA Verification B.V.	Netherlands	George Hintzenweg 77; 3068 AX Rotterdam; South Holland; Netherlands
LRQA Nederland B.V.	Netherlands	George Hintzenweg 77; 3068 AX Rotterdam; South Holland; Netherlands
LRQA Verification Limited	United Kingdom	1, Trinity Park, Bickenhill Lane, Birmingham B37 7ES England
LRQA Certification & Assurance Services Limited	United Kingdom	1 Trinity Park, Bickenhill Lane, Birmingham, England, B37 7ES
LRQA Apave Limited	United Kingdom	1, Trinity Park, Bickenhill Lane, Birmingham B37 7ES England
LRQA Canada Limited	Canada	600 - 1741 Lower Water Street; Queen's Marque; Halifax B3J 0J2; Nova Scotia; Canada
LRQA Inc.	USA	300 Creek View Road; Suite 209; Newark Delaware 19711; United States
LRQA Inc. Mexico branch	Mexico	Avenida Batallón de San Patricio 109, piso 10 y 11, Oficina 1030 y 1031, San Pedro Garza García, Nuevo León, Postal Code 66278, Mexico
ELEVATE Management Limited	British Virgin Islands	2/F, Palm Grove House, P.O. Box 3340, Road Town, Tortola, British Virgin Islands
ELEVATE India Business Consultants Private Limited	India	Apeejay House, 39/12 Haddows Road, Nungambakkam, Chennai – 6000 06, India

ELEVATE Global Limited	Bangladesh	Genetic Baro Bhuiyan, CWN (A) 3A, Road: 49 Kemal Ataturk Ave, Dhaka 1212, Bangladesh
ELEVATE Mexico Limited	Mexico	Calzada Zavaleta 1108, Piso 9 Desp 901, Colonia Santa Cruz Buena Vista. CP 72150, Puebla, Mexico
ELEVATE Hong Kong Holdings Limited	Hong Kong	16/F Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
ELEVATE GLOBAL (THAILAND) CO., LTD	Thailand	1108/31 Sukhumvit Road, Prakanong Sub-district, Klongtoei District, Bangkok 10110
ELEVATE (US) Limited	USA	300 Creek View Road; Suite 209; Newark Delaware 19711; United States
ELEVATE (Shenzhen) Limited	China	Unit A, B, C, D, E, F, 8th Floor, Guomao Commercial Building, Nanhu Road, Nanhu Street, Luohu District, Shenzhen
Shanghai Branch	China	Rooms 1222 and 1223, No. 288 Nanjing West Road, Huangpu District; Shanghai; China
Hangzhou Branch	China	B2103, Dobe E-Manor, No. 553, Dongning Road, Jianggan District, Hangzhou, Zhejiang
ELEVATE UK Management Limited	United Kingdom	1, Trinity Park, Bickenhill Lane, Birmingham B37 7ES England
ELEVATE Vietnam Company Limited	Vietnam	Room 1901, 19th Floor, No. 37 Ton Duc Thang, Saigon Ward, Ho Chi Minh City, Vietnam
CSR Asia Limited	Hong Kong	16/F Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
CSR Asia (Singapore) Pte Limited	Singapore	460 Alexandra Road; #15-01 MTower; 119963; Singapore
ELEVATE Global Consultoria Ltd	Brazil	Rua Funchal 263, 5th Floor, Suite 53, Vila Olimpia, P.O.Box 04551-060
ELEVATE Global Taiwan Limited	Taiwan	No. 1, Yumen St., Zhongshan Dist.; 104027 Taipei City; TAIPEI; Taiwan
ELEVATE Hong Kong Holdings Ltd Indonesia	Indonesia	Grand Slipi Tower 9th Floor Unit G Jl.Letjend.S.Parman Kav 22-24 Palmerah, Palmerah, Jakarta Barat, Indonesia
ELEVATE Hong Kong Holdings Ltd. TÜRKİYE İRTİBAT BÜROSU	Turkey	Orjin Maslak Is Merkezi, Maslak Mah. Eski Büyukdere Cad. No: 27, Zemin Kat, Regus Ofis, Maslak, Sarıyer, Istanbul, Turkey
S.E. ELEVATE (Cambodia) Company Limited	Cambodia	Building No1159 Urban Village Condominium Phase I (Block B) room 102, Street Somdach Hunsen, Sangkat Chak Angre Leu, Khan Mean Chey, Phnom Penh, Cambodia
ELEVATE Global Pakistan (SMC-Private) Ltd	Pakistan	Regus Enterprise Centre, 3rd Floor The Enterprise Building, 15 KM Multan Road Lahore, Lahore Punjab; Lahore- Punjab; Pakistan
ELEVATE Business Consultants (Malaysia) Sdn Bhd	Malaysia	Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brick-fields, 50470 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
ELEVATE Global Business Consulting South Africa (Pty) Ltd	South Africa	498 Ontdekkers Road; Florida Hills; Roodepoort Gauteng 1709; South Africa
BSD Consulting Inc.	British Virgin Islands	Palm Grove House; P.O. Box 438; Road Town; Tortola; British Virgin Islands
B&SD Business and Social Development GmbH	Switzerland	Pfingstweidstrasse 16, 8005 Zürich, Switzerland
BSD Innovation Solutions GmbH	Germany	Pappelallee 78/79, 10437 Berlin, Germany
BSD Consultoria Ltda.	Brazil	Rua José Maria Lisboa, No. 860, Suite 73, Jardim Paulista, P.O.Box 01423-001, Jardim Paulista, City of São Paulo. State of São Paulo, Brazil
BSD Consulting S.A.S	Colombia	Carrera 13 # 93-35; Oficina 611; BOGOTA; BOGOTA; Colombia

BSD Consultoria Ltda.	Brazil	Rua José Maria Lisboa, No. 860, Suite 73, Jardim Paulista, P.O.Box 01423-001, Jardim Paulista, City of São Paulo. State of São Paulo, Brazil
BSD Consulting S.A.S	Colombia	Carrera 13 # 93-35; Oficina 611; BOGOTA; BOGOTA; Colombia
Sustainable Assurance Solutions Pty Ltd (SAS)	Australia	C/o TMF Australia, Suite 1, Level 11, 66 Goulburn street; Sydney; New South Wales 2000; Australia, VIC3000
Nettitude Inc	USA	300 Creek View Road; Suite 209; Newark Delaware 19711; United States
Nettitude Ltd	United Kingdom	1 Trinity Park, Bickenhill Lane, Birmingham, England, B37 7ES
Nettitude Pte Ltd	Singapore	460 Alexandra Road, #15-01, Mtower, Singapore (119963)
Acoura Holdings Limited	United Kingdom	1, Trinity Park, Bickenhill Lane, Birmingham B37 7ES England
LRQA (R&H) Limited	United Kingdom	1 Trinity Park, Bickenhill Lane, Birmingham, England, B37 7ES
LRQA (Agriculture) Limited	United Kingdom	LRQA Edinburgh, 3 Lochside Way, Edinburgh, EH12 9DT, Scotland
LRQA (Seafood) Limited	United Kingdom	LRQA Edinburgh, 3 Lochside Way, Edinburgh, EH12 9DT, Scotland
RESET Carbon (Shenzen) Limited	China	Unit A, B, C, D, E, F, 8th Floor, Guomao Commercial Building, Nanhu Road, Nanhu Street, Luohu District, Shenzhen
RESET Carbon (Shenzen) Limited - Shanghai Branch	China	Room 1002, No. 188 Wujiang Road, New Times Building, JingAn District, Shanghai, China
Ergon Associates GmbH	Germany	Bonner Str. 12, 51379 Leverkusen, Germany
RESET Holdings Limited	Hong Kong	16/F Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
RESET Carbon Limited	Hong Kong	16/F Cambridge House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
Ergon Associates B.V.	Netherlands	Hendrik Figeeweg 3 F, Unit Q4, 2031BJ Haarlem; 2031BJ; Netherlands
RESET Carbon (Singapore) PTE. Limited	Singapore	109 North Bridge Road, #07-22, Funan, Singapore 179097
RESET Carbon Taiwan Co. Limited	Taiwan	7F, -2, No. 33, Sec. 2, Xinyi Rd, Zhongzheng Dist., Taipei City 100, Taiwan (R.O.C.)
Ergon Associates Limited	United Kingdom	Unit 1, 9a Dallington Street, Clerkenwell, London, United Kingdom, EC1V 0BQ
Salus Digital Security Limited	United Kingdom	Suite 504, Eagle Tower, Montpellier Drive, Cheltenham, GL50 1TA
CertFast LLC	USA	300 Creek View Road; Suite 209; Newark Delaware 19711; United States
Core Business Solutions LLC	USA	300 Creek View Road; Suite 209; Newark Delaware 19711; United States
International Compliance Group LLC (ICG)	USA	2916 Bayside Walk San Diego, CA 92109
TPR Enterprises LLC	USA	1300 Walnut Street, Suite 100, First Floor, Des Moines, IA 50309, USA

36. PRIOR PERIOD MIS-STATEMENT

During the year ended 31 December 2025, management identified that a provision for preference shares in respect of the MRIP (Management Retention and Incentive Plan) and IIP (Integration Incentive Plan) for the Elevate acquisition should have been recognised in the profit and loss for prior periods. During the current period management reviewed the accounting in line with IFRS 3 to assess the adjustment required. The adjustments have been corrected by restating each of the affected financial statement line items for the prior periods as follows:

Effect on Statement of Financial Position at 1 January 2024 (opening balances):

Provision for acquisition related costs increased by £10,483,000. Unadjusted balance was £6,659,000, adjusted balance is £17,142,000.

Increase in preference shares by £3,074,000. Unadjusted balance was £535,175,000, adjusted balance is £538,249,000.

Reduction in opening retained earnings of £13,599,000. Unadjusted balance was £233,773,000, adjusted balance is £247,332,000.

Effect on Statement of Comprehensive Income for year ended 31 December 2024:

Exceptional costs increased by £7,962,000. Unadjusted balance was £23,790,000, adjusted balance is £31,752,000.

Interest costs increase by £513,000. Unadjusted balance was £81,669,000, adjusted balance is £82,182,000.

Net loss increased by £8,474,000. Unadjusted balance was £85,446,000, adjusted balance is £93,920,000.

Effect on Statement of Financial Position at 31 December 2024:

Provision for acquisition related costs increased by £15,573,000. Unadjusted balance was £6,815,000, adjusted balance is £22,388,000.

Increase in preference shares by £6,460,000. Unadjusted balance was £589,786,000, adjusted balance is £596,246,000.

Net increase in accumulated losses of £22,032,000. Unadjusted balance was £314,451,000, adjusted balance is £336,483,000.

37. POST BALANCE SHEET EVENTS

Partner Africa

On 2 March 2026 ELEVATE Global Business Consulting South Africa (Pty) Ltd, LRQA Limited and LRQA Italy S.r.l. acquired the trade and assets of Partner Africa. Partner Africa provides social auditing and responsible sourcing work, with a strong impact lens to its work, which closely aligns with LRQA's purpose. This helps clients source responsibly, protect people, strengthen communities and build trust in supply chains. The total consideration paid for this acquisition was £0.6m. Due to the materiality further disclosures are not currently required in this note as per IFRS 3.

Lindinger

On 14 January 2026, LRQA Inc acquired Lindinger. Lindinger becomes LRQA's first dedicated Inspection Services acquisition in the US. The business enhances LRQA's technical inspection capability, enabling greater scale and delivery for major EPC clients across the energy, infrastructure and industrial sectors. The estimated consideration, including contingent consideration, payable for this acquisition is expected to be £5.3m. Due to the materiality further disclosures are not currently required in this note as per IFRS 3.

Refinancing

On 27th March 2026, LRQA successfully completed a refinancing in the syndicated debt market. This comprised a €500m term loan bearing interest of 3.75% over SONIA and an RCF of £75m bearing interest of 3.25% and maturing in 6.5 years. The new facility replaces the facilities in note 26 of the accounts and has been used to pay off the term loan, CAF and RCF which were in place at year end.

	Note	12 months to 31 December 2025 £'000	12 months to 31 December 2024 (as restated)* £'000
Administrative expenses		(867)	(223)
Operating loss	3	(867)	(223)
Finance income		54,414	54,080
Finance expense*		(59,982)	(52,686)
Net finance (expense)/income*		(5,568)	1,394
(Loss)/profit before tax*		(6,435)	1,171
Income tax	5	-	-
(Loss)/profit for the year*		**(6,435)**	**1,171**

** See note 15 for further details*

All amounts relate to continuing activities.
The loss for the year is attributable to the owners of Dione Topco Ltd.
There was no other comprehensive income in the period.
The accompanying notes are an integral part of these financial statements.

	Note	31 December 2025 £'000	31 December 2024 (as restated) * £'000
Non-current assets			
Investments	6	72,176	47,979
Loans to group undertakings	8	566,198	512,639
		638,374	**560,618**
Current assets			
Trade and other receivables*	9	40,642	26,796
Cash and bank balances		1,702	1,351
		42,344	28,147
Total assets*		**680,718**	**588,765**
Current liabilities			
Trade and other payables	10	(16)	(75)
		(16)	(75)
Total assets less current liabilities		**680,702**	**588,690**
Non-current liabilities			
Redeemable preference shares*	7	(685,878)	(596,173)
		(685,878)	(596,173)
Total liabilities*		**(685,894)**	**(596,248)**
Net liabilities*		(5,176)	(7,483)
Equity			
Share capital	11	13	12
Share premium account	11	7,281	1,762
Own shares		-	(268)
Accumulated losses*		(12,470)	(8,989)
Total deficit*		(5,176)	(7,483)
Total equity and liabilities*		**(680,718)**	**(588,765)**

** See note 15 for further details*

The financial statements of the Company on pages 90 to 97 were authorised and approved by the Board of Directors on 29 April 2026 and were signed on its behalf by:

Niall McCallum
Director
Dione Topco Ltd
Company registration number: 137864

The accompanying notes are an integral part of these financial statements.

	Share capital £'000	Share premium £'000	Own shares £'000	Accumulated losses* £'000	Total £'000
As at 31 December 2023	13	1,199	(3,160)	(12,594)	**(14,542)**
Prior period adjustment*				(203)	**(203)**
As restated at 31 December 2023*	**13**	**1,199**	**(3,160)**	(12,797)	**(14,745)**
Profit for the financial year*	-	-	-	1,171	**1,171**
Total comprehensive profit for the year*	-	-	-	**1,171**	**1,171**
Issue of share capital	-	563	-	-	**563**
Other adjustment	(1)	-	-	-	**(1)**
Net shares issued to employees	-	-	2,892	-	**2,892**
Share-based payments	-	-	-	2,637	**2,637**
As restated at 31 December 2024*	**12**	**1,762**	**(268)**	**(8,989)**	**(7,483)**
Loss for the financial year	-	-	-	(6,435)	**(6,435)**
Total comprehensive loss for the year	-	-	-	(6,435)	**(6,435)**
Issue of share capital	1	5,519	268	-	**5,788**
Share-based payments	-	-	-	2,954	**2,954**
As at 31 December 2025	**13**	**7,281**	**-**	**(12,470)**	**(5,176)**

** See note 15 for further details*

The accompanying notes are an integral part of these financial statements.

1. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

These parent company financial statements have been prepared in accordance with the requirements of United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 101 Reduced Disclosure Framework and the requirements of the Companies (Jersey) Law 1991 and those aspects of the Companies Act 2006 required by the Overseas Regulations 2009.

The Company's principal activities are that of a holding company providing funding to the Group and holding the Group's employee share trust.

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, standards not yet effective, key management personnel, certain related party transactions and the requirement for a third balance sheet in relation to the prior period mis-statement.

Where required, equivalent disclosures are given in the consolidated financial statements.

The financial statements have been prepared on the historical cost basis except for the re-measurement of certain financial instruments that are measured at fair values at the end of each reporting period. The financial statements are presented in Pounds Sterling and rounded to the nearest £thousand unless otherwise stated.

The Company financial statements are prepared on a going concern basis as set out in note 5A of the Group consolidated financial statements of Dione Topco Ltd.

The material accounting policies adopted are the same as those set out in note 5 to the consolidated financial statements except as noted below.

Investments in subsidiaries

The investment in subsidiary undertaking is stated at cost and reviewed for impairment if there are indicators that the carrying value may not be recoverable. An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the asset or by continuing to hold the asset and benefiting from the net present value of the future cash flows of the investment.

2. CRITICAL ACCOUNTING JUDGEMENTS OR KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of the Company's assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

(i) Carrying value of investments in subsidiaries (other non-key estimate)

The Directors are required to exercise their judgement when assessing assets for indicators of impairment and determining what the appropriate valuation should be.

The Directors use their judgement in estimating the recoverable amount of each subsidiary investment by considering the current value of each investment's net asset position and expected future performance. Forecasts of future performance require judgement to estimate future cash flows, long-term growth rates and applicable discount rates. These judgements are made based upon historical experience as well as input from external resources where applicable. The directors are satisfied that the carrying value of investments does not require a provision for impairment to be recognised.

(ii) Carrying value of loans to group undertakings (other non-key estimate)

As part of its investment in the LRQA Group the Company has issued loans to its subsidiaries to finance acquisitions. The directors have assessed the recoverability of these loans and have not found them to be impaired.

(iii) Classification of preference shares as liabilities (judgement)

The Company has issued preference shares as part of the investment and funding structure. These preference shares are classified as liabilities under the recognition and measurement requirements of FRS 101.

3. LOSS FOR THE YEAR

The auditor's remuneration for audit and other services are disclosed in note 9 to the consolidated financial statements.

4. EMPLOYEES AND DIRECTORS

The Company has no employees (2024: Nil). The Company's directors are remunerated through other Group companies.

5. INCOME TAX

There was no current or deferred tax charge in the year (2024: £nil).

The standard rate of tax applied to the reported loss on ordinary activities is 25% (2024: 25%).

On 24 May 2021, new measures to increase the main corporation tax rates to 25% from 1 April 2023 were substantively enacted.

The differences between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows:

	12 months to 31 December 2025 £'000	12 months to 31 December 2024 £'000
Profit/(loss) for the year	(6,435)	1,171
Tax using the Company's standard tax rate of 25.0% (2024:25.0%)	(1,609)	293
Effects of:		
Expenses not deductible for tax purposes	15,174	13,172
Group relief claimed	(13,565)	(13,465)
Total tax charge for the year	-	-

6. INVESTMENTS

	31 December 2025 £'000	31 December 2024 £'000
Opening balance	47,979	45,342
Additions	24,197	2,637
Closing balance	**72,176**	**47,979**

6. INVESTMENTS (CONTINUED)

The Company's investments are reported at historical cost. The company holds a 100% investment in Dione HoldCo Limited, a company registered in England and Wales, which owns other subsidiaries in the group. Details of the Company's subsidiaries are given in note 35 of the consolidated financial statements.

Additions in the prior year relate to the share-based payment charge borne by the Company relating to employees of the Company's subsidiaries. Additions in the current year relate to the acquisitions made of £21,243,000 (see group accounts for further information) and the share-based payment charge of £2,954,000.

The Company has reviewed the recoverable value of its investments to identify if there is any indication of impairment of the carrying value. Where applicable, the value in use has been estimated using management's best estimates of future cash generation of its investments. As at 31 December 2025, no impairment was identified (2024: none), as their cash generation in the long-term is considered sufficient to support the carrying value.

The subsidiary undertakings and investments of the Group are listed in note 35 of the Group financial statements.

7. FINANCIAL INSTRUMENTS AND RISK

Credit risk

The Company's principal financial instruments comprise redeemable preference shares, cash, loans to Group undertakings, and trade and other receivables arising directly from operations.

Redeemable preference shares

Redeemable cumulative preference shares of £441.8m were issued upon acquisition of the LRQA Group, at an issue price of £1 per share. Since then, a further £37.9m of preference shares have been issued, with £29.7m of those being issued in 2025. The preference shares carry non-discretionary dividends of 10% per annum. The preference shares do not carry any equity component and are classified as financial liabilities in their entirety. The accumulated interest after annual compounding, last compounded at 30 June 2025, was £206.3m (2024: £146.2m).

Loans to Group undertakings

This balance comprises intercompany loans with companies within the Group. The ability for these Group companies to repay outstanding balances is assessed at each reporting date.

Trade and other receivables

Trade and other receivables relate to the interest that accrues on the loans to Group undertakings described above. The financial risk associated with the receivable is assessed to be the same as with the principal loan.

8. LOANS TO GROUP UNDERTAKINGS

The Company has provided loans to its Group undertakings, with an outstanding balance of £566.2m (2024: £512.6m). These loans bear interest at a rate of the SONIA reference rate plus a 6% margin.

The SONIA reference rate is a benchmark interest rate that reflects the average of the overnight unsecured lending transactions in the sterling market. The loan interest rate is set at a margin of 6% above this reference rate to compensate for the credit risk associated with lending to related parties.

The terms of these loans are consistent with the company's normal lending practices and reflect arm's-length transactions that would have been agreed with third parties. The company has assessed the creditworthiness of the borrowing entities and believes that they are capable of fulfilling their repayment obligations.

8. LOANS TO GROUP UNDERTAKINGS (CONTINUED)

Loans to group undertakings are due on demand and are classified based on the expected date of receipt.

The carrying value of these loans is considered to be a reasonable approximation of their fair value, given that the interest rates applied are consistent with market conditions and the terms of the loans are similar to those of comparable third-party loans.

The Company will continue to monitor the performance of these loans and any related risks, including the ability of the borrowing entities to repay the loans in accordance with the agreed terms.

9. TRADE AND OTHER RECEIVABLES

	31 December 2025 £'000	12 months to 31 31 December 2024 (as restated)* £'000
Loan interest receivable from Group undertakings	15,227	14,981
Amounts due from Related parties*	25,293	11,655
Prepayments	122	160
	40,642	**26,796**

**See note 15 for further details*

10. TRADE AND OTHER PAYABLES

	31 December 2025 £'000	31 December 2024 £'000
	-	60
Trade payables	16	15
Amounts due to Group undertaking	16	75

11. SHARE CAPITAL AND SHARE PREMIUM

The movements on these items are disclosed in note 29 of the Consolidated Financial Statements.

12. RELATED PARTY TRANSACTIONS

Transactions with other Group companies have not been disclosed as permitted by FRS 101, as the Group companies are wholly-owned.

13. CONTINGENT LIABILITIES

There are no contingent liabilities at the reporting date which would have a material impact on the financial statements.

14. POST BALANCE SHEET EVENTS

There are no events subsequent to the reporting date which would have a material impact on the Company's financial statements. For post balance sheet events relevant to the Group see note 37.

15. PRIOR PERIOD ADJUSTMENTS

During the year ended 31 December 2025, management identified that a provision for additional costs in respect of an acquisition should have been recognised in prior periods. The errors have been corrected by restating each of the affected financial statement line items for the prior periods as follows:

Effect on Statement of Financial Position at 1 January 2024 (opening balances):

Increase in intercompany receivable of £2,872,000. Unadjusted balance was £nil, adjusted balance is £2,872,000.

Increase in preference shares by £3,074,000. Unadjusted balance was £535,158,000, adjusted balance is £538,212,000.

Reduction in opening retained earnings of £203,000. Unadjusted balance was £18,055,000, adjusted balance is £18,258,000.

Effect on Statement of Comprehensive Income for year ended 31 December 2024:

Increase in interest costs of £513,000. Unadjusted balance was £52,173,000, adjusted balance is £52,686,000.

Effect on Statement of Financial Position at 31 December 2024:

Increase in intercompany receivable of £5,744,000. Unadjusted balance was £5,911,000, adjusted balance is £11,655,000.

Increase in preference shares by £6,460,000. Unadjusted balance was £589,713,000, adjusted balance is £596,173,000.

Reduction in opening retained earnings of £716,000. Unadjusted balance was £8,273,000, adjusted balance is £8,989,000.

16. ULTIMATE CONTROLLING PARTY

In the opinion of the Directors, there is no single ultimate controlling party.

Your Risk Management Advantage

DIONE TOPCO LTD

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

COMPANY REGISTRATION NUMBER: 137864 | UK ESTABLISHMENT REGISTRATION NUMBER: FC039788